Men4Women

TERMS OF REFERENCE

Technical Support for the Development of a Board Governance Manual and Strengthening of Board Governance Capacity

Background

Men 4 Women (M4W) is a South Sudanese national non-governmental organization committed to advancing gender equality, empowering communities, and promoting peace and social cohesion. Its key programming areas include gender equality and social norms transformation, sexual and reproductive health and rights (SRHR), HIV prevention, prevention of sexual and gender-based violence (SGBV), positive masculinity, women's leadership, advocacy, and peacebuilding.

As part of its ongoing organizational capacity-strengthening efforts, M4W is receiving support through the SUCCESS Programme, implemented by Mercy Corps and IPCS and funded by the European Union (EU). This support provides an opportunity for M4W to strengthen its institutional systems, governance arrangements, and organizational sustainability.

Effective governance is essential to M4W's accountability, transparency, institutional sustainability, and achievement of its strategic objectives. The Board plays a critical role in providing strategic leadership, overseeing organizational performance, ensuring fiduciary accountability, managing institutional risks, and safeguarding the organization's mission and reputation. A practical Board Governance Manual will help clarify the Board's roles and responsibilities, distinguish governance oversight from the day-to-day management functions of the Executive Director and staff, and establish clear procedures for decision-making, accountability, and effective Board operations.

M4W therefore invites applications from qualified individuals with demonstrated experience in NGO governance, organizational development, Board capacity strengthening, and policy development to provide technical support for the development of a practical Board Governance Manual and the orientation of Board members on their roles, responsibilities, and oversight obligations.

The assignment will be based in Juba, South Sudan, with consultations involving relevant Board members and organizational stakeholders. The expected commencement date is 16 November 2026, and the application deadline is 8 November 2026 at 5:00 p.m. Central Africa Time (CAT)

Purpose of the Assignment

The purpose of the assignment is to strengthen M4W's governance systems by developing a contextually appropriate Board Governance Manual and equipping Board members with the

knowledge and practical tools required to exercise effective oversight, fiduciary accountability, and strategic leadership.

Specific Objectives

The assignment will pursue the following objectives:

1. Assess existing governance arrangements to identify gaps in M4W's governance documents, structures, policies, and procedures.
2. Develop a practical Board Governance Manual that clarifies Board roles and responsibilities, governance and management boundaries, decision-making processes, fiduciary oversight, accountability, safeguarding, PSEAH, and risk management.
3. Strengthen Board capacity and support adoption through a Board orientation session, validation of the Manual, and provision of practical tools and templates to promote effective and accountable governance.

Scope of Work

The selected individual shall undertake the following activities.

Governance Document Review

- Review M4W's constitution, registration documents, governance policies, organizational structure, financial and procurement policies, safeguarding policies, and other relevant internal documents.
- Assess existing governance arrangements and identify gaps, inconsistencies, and unclear roles and responsibilities.
- Review relevant South Sudan NGO regulatory requirements and recognized good practices in nonprofit governance.
- Agree with M4W on the consultation approach and proposed structure of the Board Governance Manual.

Stakeholder Consultations

Consult the Board Chairperson, Board members, Executive Director, and relevant management personnel to assess and clarify:

- Board composition, appointment, tenure, succession, and removal, in accordance with M4W's governing documents.
- Roles and responsibilities of the Board, Chairperson, individual Board members, committees where applicable, Executive Director, and management.
- Board meeting procedures, including agendas, quorum, minutes, resolutions, and follow-up actions.
- Decision-making authority, delegated responsibilities, and approval procedures.
- Fiduciary responsibilities, financial oversight, budget approval, internal controls, audits, and financial reporting.

- Conflict-of-interest disclosure, confidentiality, and ethical conduct.
- Institutional risk management, regulatory compliance, transparency, and accountability.
- Safeguarding, Protection from Sexual Exploitation, Abuse and Sexual Harassment (PSEAH), complaints handling, and reporting responsibilities.
- Strategic oversight, organizational performance monitoring, and executive accountability.

Development of the Board Governance Manual

Develop a practical Board Governance Manual tailored to M4W's institutional context. At a minimum, the Manual shall cover:

- Introduction, Purpose, Scope, and Principles of Good Governance
- Legal and Institutional Governance Framework
- Board Composition, Eligibility, Appointment, Tenure, Vacancies, Succession, and Removal
- Roles and Responsibilities of the Board, Chairperson, Board Members, and Committees
- Relationship Between Board Governance and Executive Management
- Board Meetings, Quorum, Agendas, Minutes, Resolutions, and Action Tracking
- Decision-Making, Delegated Authority, and Approval Procedures
- Fiduciary Responsibilities, Financial Oversight, Budget Approval, Audits, and Internal Controls
- Conflict-of-Interest Management, Confidentiality, Ethics, and Code of Conduct
- Risk Management, Legal Compliance, Fraud Prevention, Transparency, and Accountability
- Safeguarding, PSEAH Oversight, Complaints, Reporting, and Response to Concerns
- Strategic Oversight, Executive Director Performance Management, and Organizational Performance
- Board Induction, Capacity Development, Board Self-Assessment, and Succession Planning
- Stakeholder Engagement, Community Accountability, and Organizational Reputation
- Review, Amendment, and Implementation of the Board Governance Manual

The Manual must align with M4W's constitution, existing policies, and applicable legal requirements. Any inconsistencies or gaps identified shall be documented, with recommendations for resolution. The selected individual shall not make unauthorized amendments to the constitution, governing documents, or organizational policies.

Review and Validation

The selected individual shall:

- Present the draft Manual to the Board and management for review and feedback.
- Facilitate discussion to clarify proposed governance procedures and resolve areas of ambiguity.
- Incorporate agreed feedback and submit the final Manual.

- Identify any related policies or governing documents requiring separate amendment or approval.

Board Orientation and Adoption Support

The selected individual shall:

- Conduct a practical orientation session to familiarize Board members with the Manual and its application.
- Cover key areas, including fiduciary oversight, strategic leadership, financial accountability, safeguarding and PSEAH, conflict-of-interest management, risk oversight, and Board-management relations.
- Use relevant case studies, scenarios, and practical exercises to strengthen understanding.
- Prepare and provide an orientation presentation and supporting reference materials.
- Support documentation of the Manual's formal approval or adoption in accordance with M4W's authorized governance procedures.
- Hand over the final Manual and associated governance tools in editable electronic formats.

Expected Deliverables

- A final Board Governance Manual in editable electronic format.
- A governance gap analysis with recommendations.
- Practical Board tools and templates, including meeting agendas, minutes, action-tracking registers, conflict-of-interest declarations, a Board self-assessment tool etc.
- Board orientation materials and a brief record of the session.
- A record of validation feedback and outstanding governance issues requiring further action.

Formal adoption of the Manual shall remain the responsibility of M4W's authorized governance body.

Required Qualifications and Experience

Applicants should demonstrate the following qualifications and experience:

- A university degree in law, governance, public administration, organizational development, management, development studies, or a related field.
- At least five years of relevant professional experience in NGO governance, institutional development, Board capacity strengthening, or organizational compliance.
- Demonstrated experience developing Board Governance Manuals, governance frameworks, policies, or similar institutional documents.
- Good understanding of Board fiduciary responsibilities, financial oversight, internal controls, risk management, safeguarding, Protection from Sexual Exploitation, Abuse and Sexual Harassment (PSEAH), and organizational accountability.

- Experience facilitating Board orientation, governance training, or organizational capacity-strengthening processes.
- Strong analytical, facilitation, report-writing, and communication skills, including the ability to translate governance principles into clear, practical procedures.
- Familiarity with South Sudan's NGO operating and regulatory environment will be an added advantage.

Applicants must demonstrate the ability to develop a practical, context-appropriate Board Governance Manual that reflects the needs and capacity of Men 4 Women.

Application Requirements

Interested applicants should submit the following documents:

1. Technical Proposal: A brief description of their understanding of the assignment, proposed methodology, work plan, and approach to developing the Manual and conducting Board orientation.
2. Financial Proposal: A budget in USD, clearly indicating professional fees, applicable taxes, and any other anticipated costs.
3. Updated CV: Highlighting relevant qualifications, professional experience, and previous assignments.
4. Evidence of Relevant Experience: Brief descriptions of at least two relevant assignments involving NGO governance, Board development, or governance policy development. Samples of relevant outputs or links should be provided where available.
5. Professional References: Contact details for at least two referees who can verify the applicant's relevant experience and quality of work.

Evaluation Criteria

Applications will be assessed against the following criteria:

Criterion	**Weight**
Relevant academic qualifications and professional experience	20%
Experience in NGO governance, Board development, and governance documentation	25%
Quality and feasibility of the proposed methodology, work plan, and orientation approach	30%
Understanding of fiduciary oversight, PSEAH, and risk management	15%
Financial proposal and value for money	10%
Total	**100%**

M4W may verify qualifications, previous assignments, and professional references and may request clarification or conduct interviews before making the final selection.

Management and Reporting

The selected individual shall report to the M4W Executive Director or a designated focal person and work closely with the Board Chairperson, Board members, and relevant management personnel throughout the assignment.

M4W shall provide access to available governance documents, facilitate stakeholder consultations, coordinate the Board orientation and validation process, and provide timely feedback on submitted deliverables.

The selected individual shall ensure that all deliverables are completed within the agreed timeframe and incorporate feedback provided by M4W. Any anticipated delays or challenges affecting the assignment shall be communicated promptly to the designated focal person.

Ownership, Confidentiality, Safeguarding, and PSEAH

All materials, tools, reports, and other deliverables developed under this assignment shall remain the property of M4W.

The selected individual shall maintain the confidentiality of all organizational and stakeholder information accessed during the assignment, disclose any actual or potential conflict of interest, and comply with M4W's applicable data protection, safeguarding, and professional conduct requirements.

The selected individual must demonstrate a clear commitment to Protection from Sexual Exploitation, Abuse and Sexual Harassment (PSEAH) and comply with M4W's applicable safeguarding and PSEAH policies and procedures. M4W maintains zero tolerance for sexual exploitation, abuse, and sexual harassment. The selected individual shall respect professional boundaries, uphold the dignity and rights of all stakeholders, and ensure safe, respectful, and non-discriminatory interactions throughout the assignment.

Any safeguarding or PSEAH concerns arising during the assignment shall be reported promptly through M4W's designated reporting mechanisms. Such concerns shall be handled in accordance with applicable procedures, respecting confidentiality, survivor-centered principles, and protection from retaliation.

Applicants shall confirm their willingness to comply with these requirements as a condition of engagement. Any breach may result in termination of the assignment or other appropriate action in accordance with applicable policies and contractual provisions.

Organizational documents and sensitive information shall not be disclosed to third parties, reproduced for unauthorized purposes, or used beyond the scope of the assignment without M4W's prior written authorization, except where disclosure is required by applicable law.

Submission of Applications

Interested individuals should submit their complete applications electronically to men4womensouthsudan@gmail.com, using the subject line: **Application – Development of M4W Board Governance Manual**.

Only successful applicants will be contacted following the evaluation process. M4W reserves the right to reject any application or cancel the selection process in accordance with its applicable procurement procedures.