**ToR for**

**Quality assurance of concept and legal framework documents on**

**corporate governance reform in municipally-owned enterprises**

**The European Union Anti-Corruption Initiative (EUACI)**

The EUACI is a joint EU and Government of Denmark financed programme aimed at supporting Ukraine in its efforts to reduce corruption at the national and local level through the empowerment of citizens, civil society and state institutions. In January 2024, a new phase of the EUACI was launched. The strategic objectives are that: Corruption in Ukraine is reduced; Ukraine advances with anti-corruption reform; and Reconstruction in war-affected areas of Ukraine is implemented within a framework that incorporates transparency, accountability and integrity.

The EUACI has four intervention areas, namely:

* Support to independent state institutions fighting and preventing corruption;
* Transparency and accountability of the reconstruction process;
* Support cities in war-affected areas in enhancing integrity in the reconstruction process;
* Civil society and media in preventing and fighting corruption.

This assignment concerns the EUACI’s support for Intervention Area 3.

**Background**

Ukraine’s decentralization reforms have granted local councils exclusive authority over the management of communal assets. However, inefficiencies in managing municipally-owned enterprises (MoEs), along with persistent issues such as corruption, lack of transparency, and integrity, remain prevalent. Additionally, the absence of strong corporate governance structures and accountability mechanisms at the municipal level exacerbates these challenges, creating opportunities for corruption risks.

Currently, most MoEs lack compliance frameworks, effective internal audit and control systems, corruption risk management procedures, standardized reporting, transparent asset management processes (including leasing and sales), and competitive mechanisms for selecting management. Moreover, the tradition of having supervisory boards within MoEs is virtually nonexistent.

The proposed reform by the Committee on Economic Development of the Verkhovna Rada of Ukraine (hereinafter referred to as "the Committee") aims to address these challenges through the introduction of new legal standards and practices. The reform seeks to align Ukraine's legislation with international best practices, in accordance with OECD standards, while ensuring greater accountability and transparency in the management of MoEs.

The EUACI is currently providing legal support to the Committee in its efforts to enhance the management of Municipal-Owned Enterprises (MoEs). This initiative leverages insights from corporate governance reforms in Ukraine's state-owned enterprises as well as international best practices. The EUACI has been actively addressing integrity-related issues within MoEs and will draw upon its expertise, including its work on implementing corporate governance standards in the Mykolayiv.

This activity involves the engagement of an consultant to support the implementation of corporate governance reform in MoEs through providing quality assurance of draft of different types of documents as part of analytical support.

1. **Objective and Expected Results**

The objective of this assignment is to provide analytical support through quality assurance of draft legal frameworks and proof of reform concept to strengthen corporate governance in Ukrainian MoEs. The reform will focus on enhancing transparency, accountability, and corporate governance standards in accordance with OECD guidelines, aiming to reduce political interference, mitigate corruption, and improve the overall accountability of MoEs.

The expected outcomes are:

* Improve the quality of conceptual, analytical and legal documents
* Provide an independent assessment of the content of the new policy at all stages of development, discussion and approval of the legal framework
* Provide strategic advice and guidance on the development and implementation of reform at all stages and on the basis of the implementation of corporate governance in state-owned enterprises.

1. **Scope of work**

The QA consultant will be responsible for the following tasks:

* Provide specific comments and suggestions on conceptual, analytical and legal documents as part of the corporate governance reform in MoEs
* Provide quality asssurance reports for key documents prepared as a part of the corporate governance reform in MoEs
* Provide risks assessment and mitigation stratigies to identify potential legal or reputational risks with the draft law and propose how to mitigate this risks
* Evaluate the practical aspects of enforcing the proposed draft law, including the readiness of institutions and potential challenges in implementation
* Ensure that the draft law alignes with existing national legislation and examination of potential conflicts or redundancies with current laws
* Conduct at least two lectures about corporate governance reform for MPs, management of city administrations and management of MoEs
* Participate in meetings with stakeholders and the project team

1. **Deliverables**

The Deliverables are presented below in Table 1 with a tentative schedule.

All results are expected to be provided in Ukrainian unless otherwise agreed. Electronic copies are sent by email to the particular EUACI contact person.

**Table 1:** Summary of deliverables/outputs and the tentative timeline for delivery.

|  |  |  |  |
| --- | --- | --- | --- |
| **#** | **Deliverable/Output** | **Timeline** | **Note** |
| 1 | Consultant's **updated work plan** showing tentative timing for the start and completion of the activities listed in the scope of work section. | 1 week after contract signing | To be submitted to the EUACI contact person by e-mail in Ukrainian version ahead of presentation during Kick-Off meeting. |
| 2 | Provide comments and suggestions on conceptual, analytical and legal documents as part of the corporate governance reform for MoEs | Throughout the entire duration of the contract | The document should contain compiled and processed information, must be included in the final report. |
| 3 | Quality asssurance reports for key documents prepared as part of the corporate governance reform in MoEs | Throughout the entire duration of the contract | Document should include analytical and statistical key advantages of new legal framework.  To be approved by the EUACI. |
| 4 | Conduct at least two lectures about corporate governance reform | Throughout the entire duration of the contract | The format will be determined by the EUACI. |
| 5 | Final report | 24 weeks after contract signing | A short summary of the outputs delivered under the contract.  To be submitted to the EUACI contact person by e-mail in Ukrainian and English versions. |

The timelines indicated in the table above are indicative. The Consultant will reflect on and update the timelines for different activities while preparing and updating the Consultant’s work plan. During the Kick-Off meeting with the EUACI Component Team, the Consultant’s work plan will be discussed, including the proposed timeline for the different activities and the submission of deliverables.

**4) Timing**

The assignment is expected to last for a total of **6 monthis** and up to **40 working days**, with a tentative start in March 2025 and completion by the end of September 2025.

**5) Methodology**

The Consultant will work under the supervision of Project Expert for Integrity Cities.

Based on consultations with the EUACI staff and the needs identified in the documentation provided by partners, the Consultant will prepare work plans and send them to the EUACI for approval.

**6) Payment**

Payment will be made on a monthly basis according to the actual working days spent.

**7) Requirements for the Service Provider:**

The Consultant must be a registered legal entity, private entrepreneur or NGO under Ukrainian law. The assignment described above is expected to be completed by a qualified Consultant.

Specific requirements for core team of the Consultant are as follows:

Team Lead

* Master's degree in Law, Public Administration, Political Science, or a related field.
* No less than 5 years of relevant professional experience as an analyst, policy expert and legal consultant
* No less than 5 years of experience working with the topic of corporate governance
* No less than 5 years of experience in drafting national legislation
* Experience in corporate governance in MoEs will be an advantage
* Proven experience in drafting analytical reports, conducting research, and performing related tasks.
* Fluency in both written and spoken Ukrainian and English.

Junior Consultant

* Master's degree in Law, Public Administration, Political Science, or a related field.
* No less than 3 years of relevant professional experience as an analyst, policy expert and legal support
* No less than 2 years of experience working with the topic of corporate governance
* Experience in corporate governance in MoEs will be an advantage
* Proven experience in drafting analytical reports, conducting research, and performing related tasks.
* Strong research and analytical skills.
* Fluency in both written and spoken Ukrainian and English.

**Special requirements**

By signing the contract, the Consultant agrees to maintain the confidentiality of any information or documents ("confidential information") disclosed to, discovered by, or prepared by the Consultant during the course of the contract. The Consultant further agrees that such information will be used solely for the purpose of contract implementation and will not be disclosed to any third party.

The Consultant may not have any affiliation with political parties, parliamentary fractions or members of the Parliament. The Consultant is obliged to immediately declare the potential or actual conflict of interest in the process of providing services.

**8) Estimated budget**

The maximum budget available for this assignment is **up to EUR 15 000**.

Bids will be evaluated under the criteria provided below:

|  |  |  |
| --- | --- | --- |
| **#** | **Criteria** | **Weight** |
| 1 | CV of the tender participant | 40% |
| 2 | Portfolio of relevant projects | 40% |
| 3 | Proposed budget | 20% |

**HOW TO APPLY**

The proposals with:

* CV of tender participant;
* Portfolio of relevant projects;
* Financial Offer (proposed budget with daily raits without VAT)

shall be submitted in electronic format only within the below deadline to the email: [euaci@um.dk](mailto:euaci@um.dk), cc [ulytyb@um.dk](mailto:ulytyb@um.dk) indicating the subject line **"QA of legal documents on corporate governance reform in MoEs \_*Name*".**

Any clarification questions for the bid request should be addressed to [euaci@um.dk](mailto:euaci@um.dk), cc [tarslu@um.dk](mailto:tarslu@um.dk) no later than **31 March 2025, 18:00** Kyiv time.

The deadline for submitting the proposals is **4 April 2025, 18:00** Kyiv time.

To ensure your documents were successfully received, please check that you receive an auto-reply from our system.

**Bidding language: English.**