



TERMS OF REFERENCE

Legal Expert on Corporate Governance for the Supervisory Board of the Defence Procurement Agency under the Ministry of Defence of Ukraine

General background

The EUACI is a collaborative initiative funded by the European Union and the Government of Denmark, with the aim of supporting Ukraine in its efforts to reduce corruption at both national and local levels. The new phase, launched in January 2024, focuses on key strategic objectives: reducing corruption in Ukraine, advancing anticorruption reforms, and implementing reconstruction efforts in war-affected areas with a strong emphasis on transparency, accountability, and integrity.

The EUACI is implementing the project “Enhancing Integrity in the Defence Sector” with funding from, the European Union’s Foreign Policy Instruments (FPI) (hereinafter – EUACI Defence Program).

One of the beneficiaries of the EUACI Defence Program is the Supervisory Board of the Defence Procurement Agency under the Ministry of Defence of Ukraine (hereinafter – DPA).

DPA - is a state enterprise, established to optimize and centralize procurement processes in the field of national security and defence. Its main goal is to ensure transparency and efficiency in defence procurement, as well as the timely and high-quality supply of equipment and materials to the Armed Forces of Ukraine.

Previously, the DPA was responsible only for the procurement of lethal defence equipment. However, from January 1, 2026, following the integration of the State Operator for Non-Lethal Acquisition (SE DOT), the DPA functions as a unified agency that also carries out defence procurement of non-lethal nomenclature.

The Supervisory Board continues to function as an independent governance body exercising strategic oversight over the Agency’s activities in the interest of the state as an owner. Within the powers defined by law and the Charter of the enterprise, the Supervisory Board supervises and regulates the activities of the Head of the DPA.

National security and defence remain the largest expenditure category of the State Budget of Ukraine. A significant share of these funds is allocated to centralised defence procurement conducted by the DPA. Given the scale, urgency and complexity of defence procurement during wartime, as well as the specific characteristics of the defence market and evolving regulatory framework, corruption and integrity risks remain significant.

Addressing these risks requires strong corporate governance mechanisms, including an effective and legally sound framework for the functioning of the Supervisory Board.

Also, in accordance with national legislation, the DPAs subject to corporatisation and must be reorganised into one of the corporate organisational and legal forms provided for by the legislation of Ukraine. This transformation will require substantial updates to the governance framework, including the Charter, internal regulations and the institutional design of the Supervisory Board.

In this context, EUACI intends to engage a Legal Expert on Corporate Governance (also hereinafter referred to as – Service Provider) to provide legal support to the Supervisory Board during the corporatisation process and strengthening of its governance framework.

Objective

The overall objective of this assignment is to strengthen the corporate governance framework and institutional capacity of the Supervisory Board of the DPA in line with Ukrainian legislation, EU integration commitments, recommendations of Strategic Defence Procurement Review by NATO-Ukraine, and the OECD Corporate Governance Principles for State-Owned Enterprises (SOEs).

The specific objective is to provide high-level, independent, impartial corporate governance and legal advisory support to the Supervisory Board throughout key reform processes, including corporatisation of the DPA, enhancement of the Supervisory Board effectiveness, and further development of a transparent and accountable governance framework.

In particular, the assignment will support:

- The legally sound and strategically aligned corporatisation of the DPA, including analysis of proposed legal form, development of proposals for updating the organizational and operational model of the Agency's functioning, assessment of governance implications, and development of practical implementation steps consistent with international best practices for SOEs;
- Strengthening of the Supervisory Board's oversight function through the introduction and facilitation of structured performance evaluation and self-assessment mechanisms in compliance with national legal requirements and OECD standards, including OECD Corporate Governance Guidelines for SOEs;
- Development and refinement of the Supervisory Board member profiles and competency frameworks to ensure merit-based, transparent, and professional governance arrangements;
- Review and improvement of internal governance documents, decision-making procedures, and accountability mechanisms to ensure clarity of mandates, division of responsibilities;

Scope of work

The scope of work of the assignment envisages the providing following tasks, including, but not necessarily limited to:



Task 1. Governance analysis and legal advice during the corporatisation process of the DPA

- Provide legal analysis of the advantages and disadvantages of target legal form for corporatisation, and support the Supervisory Board throughout the corporatisation process of the DPA.
- Provide recommendations on the governance implications of target legal form of the Agency, in particular, state non-commercial company.
- Development of proposals for updating the Agency's organisational and operational model in line with OECD standards, including the OECD Corporate Governance Guidelines for SOEs, to strengthen the Supervisory Board's oversight and risk management functions.

Task 2. Development and revision of internal documents concerning the corporate governance setup of the Agency

- Participate in the preparation, including legal and governance review, providing input and recommendations to the following internal documents of the DPA: Charter (Statute) of the Agency, Regulation on the Supervisory Board, Principles for the formation and composition of the Supervisory Board (Supervisory Board profile), regulations on Supervisory Board Committees, Regulation on remuneration of Supervisory Board members, and other relevant governance documents as required.
- Ensure that all documents comply with Ukrainian legislation and reflect OECD Corporate Governance Guidelines for SOEs.

Task 3. Support to the Supervisory Board self-assessment process

- Provide organisational support and guidance for conducting a self-assessment of the Supervisory Board, including the preparation of preliminary self-assessment results.
- Ensure compliance of the process with applicable legal requirements, including Resolution of the Cabinet of Ministers No. 12 dated 10 January 2025, as well as governance best practices.
- Contribute to the preparation of the report on supervisory board evaluation which also include recommendations for further improvement activity of the Supervisory Board

Task 4. Ad-hoc corporate governance support

- Participate in working-level meetings of the Supervisory Board and/or its committees, as well as other meetings (including public meetings) at the Ministry of Defence of Ukraine (MoD), the DPA, and other relevant institutions, as required in line with the objectives of this assignment.
- Provide opinions and analytical notes on corporate governance matters relevant to the Supervisory Board's mandate and this assignment.
- Provide other support directly related to the scope and objectives of this assignment.
- Liaise with the EUACI Programme team to ensure adequate and proactive cooperation with the Supervisory Board of the DPA and provide written reports on the results of assignment activities.



Expected deliverables:

- a) A report analysing options for corporatisation and providing a recommendation on the target legal form for the corporatisation of the DPA; an action plan for the DPA corporatisation process; legal consulting support; and preparation of analytical notes and/or legal opinions related to the DPA corporatisation process (in Ukrainian).
- b) Contribution to the drafting and/or revision of the DPA's internal documents outlined in Task 2 of the Scope of Work, including draft internal documents with respective amendments and recommendations (in Ukrainian).
- c) Support to the Supervisory Board self-assessment process and preparation of a draft report on the Supervisory Board evaluation (in Ukrainian).
- d) Monthly timesheets (progress reports) summarising the actual days worked, key tasks performed, and results achieved during the reporting period with an additional emphasis on the status of approval and implementation by the Ministry of Defence and/or the Supervisory Board of policy recommendations provided within the scope of work described (in English).
- e) A completion report consolidating key results, delivered support, approval status of policy recommendations, and expert input aimed at further strengthening the capacity of the Supervisory Board in the areas of good governance, transparency, accountability, and integrity (in English).

Budget, timeframe, and location

The maximum budget available for this assignment is **up to EUR 33 000**. The Service Provider will be contracted as a legal entity or private entrepreneur and will be responsible for paying its own taxes.

Payments to the Service Provider shall be done on a monthly basis against Legal Expert's timesheet(s) and invoice for the respective period. Payments shall be based on the actual days worked and the agreed daily fee rate (including all taxes, fees, other mandatory payments, expenses related to the assignments), and will require verification of deliverables and approval by the EUACI Defence Program staff of the Service Provider's progress report.

The intended commencement date is the date of signature of the contract with the consultant and the period of implementation of the contract will be **6 months**, with a start in April-May 2026, duration of maximum 60 working days.

The assignment may require both remote and on-site work arrangements. It is a part time assignment.

Requirements for the Service Provider

The contract will be awarded to the Service Provider (legal entity or private entrepreneur) meeting the following criteria:

1. Strong expertise in corporate law and corporate governance:



- o At least five (5) years of proven professional experience in drafting and delivering high-level documents and recommendations on corporate governance and corporate law issues, preferably for state-owned enterprises (SOEs), state-owned LLCs, joint-stock companies, or government institutions.
- o Proven understanding of the specific features of the DPA's activities and the functioning of Supervisory Boards of public or large private organizations, including experience as a member of a Supervisory Board or in providing legal and corporate governance support to a Supervisory Board of such organizations.
- o Experience in supporting corporatisation, reorganisation, or transformation of legal entities.
- o Strong knowledge of Ukrainian legislation regulating the management of state-owned enterprises, corporatisation and reorganisation procedures, and corporate organisational and legal forms (e.g., joint-stock companies, limited liability companies).
- o Strong knowledge of OECD Corporate Governance Standards and the ability to apply them in practice.
- o Demonstrated experience in advising state-owned enterprises (SOEs), other public sector entities, government bodies, or Supervisory Boards of public and/or large private companies.
- o Proven understanding of the operation of Supervisory Boards.
- o Experience in conducting Supervisory Board performance evaluations in line with CMU Resolution No. 12 (*desirable and may be considered as an asset*).
- 2. Best practice knowledge and sharing the expertise:
 - o Proficiency in integrity, in-depth knowledge of OECD standards related to corporate governance and understanding of their application in organizational settings;
 - o Demonstrated ability to effectively communicate and adapt legal expertise to diverse stakeholders and institutional contexts, tailoring the format and level of detail to specific needs and requests.
- 3. General requirements:
 - o A legally registered entity or an individual legal practitioner, registered or willing to register as a private entrepreneur, duly authorised to provide legal services in accordance with Ukrainian legislation;
 - o Proven ability to meet tight deadlines and deliver high-quality results both in Ukrainian and English languages;
 - o Demonstrated professionalism, ethics, integrity and credibility;
 - o Commitment to confidentiality and data security.

Monitoring and evaluation

Definition of indicators

The performance of the Legal Expert will be judged upon reaching the purpose of this contract as well as obtaining its results, as indicated in the section "Objective" and "Expected Deliverables" herein respectively.

Reporting and management

The Legal Expert will work as an external consultant for the Supervisory Board of the DPA and will submit



a monthly and final report to the EUACI Project Manager, who will review the deliverables indicated above and approve payment of the Expert's fees.

Special requirements

By signing the contract, the Service Provider (and its representatives) agrees to hold in trust and confidence any information or documents ("confidential information"), disclosed to the Service Provider or discovered by the Service Provider or prepared by the Service Provider in the course of or as a result of the implementation of the contract, and agrees that it shall be used only for the purposes of the contract implementation and shall not be disclosed to any third party without EUACI authorization.

By signing the contract, the Service Provider may be required to conclude with the DPA an agreement on non-disclosure of information obtained during the performance of the contract, in the form and on the terms determined by the Supervisory Board of the Agency, including all annexes and documents necessary for its implementation.

The Service Provider reports to the Supervisory Board of the DPA and the EUACI. The Service Provider shall de-brief the EUACI prior to finalizing the assignment. Regularly planning and reporting sessions with the representative of the Supervisory Board of the DPA and the EUACI may be expected.

How to apply

The deadline for submitting the proposal is **10 April 2026, 18:00 Kyiv time**.

All interested candidates should submit the following documents **in English**:

- 1) The CV (no more than 5 pages long) of the tender participant(s) that should include description of the previous relevant assignments, key duties on this assignment;
- 2) Portfolio of previously implemented projects and outputs relevant to the requirements or description of assignments and deliverables similar to this project;
- 3) Financial offer, including the daily fee for all involved staff, inclusive of all taxes and other applicable charges, as well as any expenses necessary to ensure the delivery of all tasks, and specifying the number of working days proposed for this activity (ideally broken down into days needed for each task/delivery).

If these documents are not submitted in line with the requirements above, the bid will not be considered.

Please note that EUACI reserves the right to request reference contacts from the tender participant or to independently collect feedback regarding the proposed candidate(s).

The proposal shall include the aforementioned information and should be submitted within the above deadline to **euaci@um.dk cc to marsic@um.dk** indicating the subject line: **"Legal Expert on Corporate Governance for the Supervisory Board of the DPA"**.



Bidding language: English.

Any clarification questions regarding the terms of reference should be addressed to marsic@um.dk, not later than **6 April 2026, 18-00 Kyiv time**.

Evaluation criteria

Bids will be evaluated under the criteria provided below:

| # | Criteria | Weight |
|---|--|--------|
| 1 | Relevant experience, skills and competencies of participant(s) (CVs) | 50% |
| 2 | Portfolio | 30% |
| 3 | Proposed budget | 20% |