

TERMS OF REFERENCE FOR PROVISION OF LEGAL SERVICES

REF. NO LVCT/RFP/LS-001/2025

JANUARY 24, 2025

1) Introduction

LVCT Health is an established Kenyan NGO that is renowned for the implementation of health programs at scale in Kenya. Through its vision of **Empowered, Healthy and Resilient Communities**, LVCT Health is a leader in designing and implementing innovative HIV prevention and treatment approaches, sexual and reproductive health and gender-based violence programs reaching the most vulnerable populations. LVCT Health works with the government and other stakeholders at the national and county levels.

2) Objective

LVCT Health, is seeking to hire the services of a competent legal firm/s on a retainer and case basis as applicable to provide a wide range of legal support services as outlined in the Scopes of Work. The firm/s should be specialized on labor and employment and corporate law matters and demonstrate experience of the same. Familiarity and experience on NGO sector and governing body regulations is necessary.

Suitable legal firms are hereby required to submit their intent to offer their services for consideration under the two distinct Scopes of Work. The prospective firm may respond to **either or both** depending on its expertise and interest.

3) Scopes of Work

a) Legal Services

The successful firm's scope of the assignment shall be to offer legal services on broad aspects of law that include field of labor and employment related matters and corporate etc. The services provided under this scope shall be on a case to case basis unless the applicant specifies otherwise. The applicant should indicate its area of specialization in addition to spelling out any other available extended services. The firm/s should be specialized on labor and employment law and should demonstrate the experience.

The scope includes but not limited to the following areas:

i) Labor and Employment

- a) Providing legal advice and opinion on the instructions issued across various areas of employment related laws.
- b) Litigation support, including handling litigation processes on employment related cases, alternative dispute resolution on labor disputes, managing the legal processes with the courts of law, statutory tribunals, and other bodies/parties.

- c) Serves as LVCT Health's representative in all legal matters including, court proceedings for legal cases, legal disputes and alternative dispute resolution forums.
- d) Manages processes for closure of legal cases including dispute resolution, settlement negotiations, costs taxation and collection including other areas of the law.
- e) Draw up formalities regarding the settlement of disputes and monitor the implementation of the legal clauses.
- f) Provide adhoc legal advice and guidance to HR Unit on matters of recruitment, separation and litigations to minimize risk exposure to the organization
- g) Review of HR Related documents including but not limited to employment contracts, annexes and HR Policies for compliance with the labor laws and other underlying laws as applicable for risk mitigation within the context of LVCT Health's nature of business environment.
- h) Provide prompt updates to LVCT Health on legislative changes and relevant laws that affects labor and employment matters.
- i) Any other employment and labor related legal services that LVCT Health might require from time to time

ii) Other

Providing legal advice and opinion on the instructions issued in relation to other fields of law outside employment and labor related matters. The applicant is required to spell out the areas of law and its specialization.

4) Legal Services- Corporate

The successful firm's scope of the assignment shall be to offer legal services at corporate level covering all aspects of law. The services under this scope shall be on a retainer/outsourced basis, and shall serve as a substitute of an inhouse legal unit. The services will support in management of risks and compliances. The applicant should articulate how the model is operationalized. The firm/s should be specialized on corporate law and should demonstrate the experience.

The scope of the assignment shall include but not limited to the following areas:

- a. Provide routine corporate legal support to the management.
- b. Monitor changes in relevant legislation and the regulatory environment and provide prompt updates to LVCT Health to assure compliances.
- c. Review of documents including but not limited to Service Level Agreements with Vendors and contracts with other parties for compliance with underlying laws as applicable for risk mitigation.
- d. Provide advice on clauses for inclusion on contracts/Agreements to safeguard the organization from potential risks.
- e. Serves as the liaison for all legal cases and related issues.
- f. Provide legal advice and opinion to management on legal matters as they arise including handling all the legal processes.
- g. Conduct due diligence and legal audits of LVCT Health and its sub-partners and provide capacity building on legal matters
- h. Protect the organization against legal risks and violations including providing

guidance on necessary methods to protect the company from legal risks.

- i. Provide and interpret legal information, conduct training and disseminate appropriate legal requirements to staff and the management.
- j. Inform, train or build internal capacity on laws and regulations relevant to LVCT Health's work and business environment.
- k. Represent the organization in specific Technical Working Groups as requested
- l. Participate as required in the Institutional Risk management team and safeguarding committee and contribute to updating of the Risk register and Safeguarding materials
- m. Review ongoing cases and advise management accordingly while maintaining a Tracker

5) Bid Documents

This TOR is aimed at obtaining competitive pricing without compromise to the quality of service. The bidder is expected to examine all the instructions on this document and any other document related to the request for proposal for these services shared by procurement office and ensure full compliance to the bidding instructions. The following constitute the bidding documents:

- RFP document – Mandatory, Technical and Financial
- LVCT Health Conflict of interest policy

Mandatory requirements

- a) Business registration documents for companies.
- b) Law Firm profile and staff structure or profile of the individual legal officer.
- c) Current and valid Practicing Certificates.
- d) Proof that the bidder has been in existence and practice for a period of at least five (5) years prior to the closing date of this request.
- e) Proof of membership to relevant professional legal body.
- f) Copy of valid Tax Compliance Certificate.
- g) List of at least five past clients with contact information.
- h) Detailed financial proposal.
- i) Completed and signed LVCT conflict of interest

NOTE: Bidders who do not submit above mandatory requirements shall be considered unresponsive, therefore, shall not proceed to the next stage.

Technical requirements

The technical requirements are indicated below:

- a) Introduction: Profile of the firm (the firm's qualifications) not exceeding 3 pages
- b) Background: Understanding of the scope of work and proposed delivery approach or methodology
- c) Firm's experience and expertise in undertaking assignments of similar nature and experience (Table with: Name of organization, brief description of assignment, duration of the assignment (Dates), reference person contacts

- d) Summary on Company values on Compliance and ethics
- e) Proposed team composition of key personnel and their qualification details
- f) Past performance and at least Five (5) references and testimonials from current and past clients preferably in not-for-profit sector (at least three (3) in the last one year)

Bidders who do not submit above technical requirements shall be considered unresponsive, therefore, shall not proceed to the next stage.

Financial requirements

The financial bid must indicate separately:

- a) Breakdown of professional fees for the services as per each of the scopes of work.
- b) Monthly retainer fees for the legal services provision to LVCT Health under scope C.2. Outline the services offered under the retainer.
- c) Breakdown of other administrative cost where applicable
- d) Summary table of all costs.

The prices and rates in the financial bid should clearly state the amounts exclusive of VAT and the applicable VAT amount and other levies. **All cost must be in Kenya shillings**

6) Qualifications and Areas of Expertise

LVCT Health is interested with Service provider with wide range of knowledge and expertise on, but not limited to below

- a) Legal and Regulatory Compliance especially NGO Sector.
- b) Employment & Labor Law.
- c) Commercial/Company Law.
- d) Litigation and Dispute Resolution
- e) Communication Skills- Ability to explain complex legal concepts in an understandable manner.
- f) Technical Skill- Proficiency in legal research and ability to review contracts, agreements, and other legal documents
- g) Data Protection, Intellectual Property and patent protection
- h) Sponsored, Funded / Financial terms- specifically NGO sector.
- i) Insurance and risk management
- j) General dispute resolution and/ or litigation.
- k) General government relations.
- l) Legal and Governance Audit.

7) Instructions to bidders

a) Closing date and opening of proposals:

Bidders are expected to submit **password protected** electronic proposal **on or before February, 7th 2025 at 10:00am, E.A.T through email procurementnairobi@lvcthealth.org**, addressed to LVCT Health procurement office, in Nairobi, Sonning Suites, Suna Road, off Ngong Road, Adams Arcade.

Closing and opening of bids will be at the LVCT Health Office Main Boardroom at **10.00 A.M on a date to be determined**

b) Other instructions

- i. The proposal **MUST** password protected and in company's letterhead.
- ii. **Physical document will not be accepted. Bidder MUST submit electronic copy through Email; procurementnairobi@lvcthealth.org**
- iii. The email subject must be clearly indicated as **"PROVISION OF LEGAL SERVICES 2025 PROPOSAL: REF. NO LVCT/RFP/LS-001/2025"**
- iv. **Bidder must ready to share the password protection of their documents upon request by LVCT Health.** A Firm can send their representative during bids opening meeting with Password protection.
- v. LVCT Health shall require a credit period of 30 days from receipt of the invoices/debit notes.
- vi. LVCT Health reserves the right to accept or reject any or all proposals/bids received and is not bound to give reasons for its decision.
- vii. The currency of the bids and payments shall be in Kenya Shillings.
- viii. LVCT Health will disqualify a bidder where it is determined that the bidder has engaged in corrupt or fraudulent activities in competing for the bidding including canvassing.
- ix. The request for proposal does **NOT** constitute a commitment on the part of LVCT Health, nor does it commit LVCT Health to pay for costs incurred in the preparation and submission of the proposal. The bidder shall bear all costs associated with the preparation of its proposal.

Amendment of the RFP: At any time prior to the deadline for submission of the bid, LVCT Health for any reason, whether at its own initiative or in response to a clarification requested by a prospective bidder, may modify the RFP by issuing an addendum which will be shared on LVCT Health website.

Bidders shall be required to sign a Conflict-of-Interest Declaration attached to this TOR, which must be submitted together with the proposal.

Bidders are requested to submit any questions by not later than January 30th, 2025 to procurementnairobi@lvcthealth.org No questions or clarifications should be sought after this date.

8) Technical Evaluation

Fulfil all the technical requirements. Note that your offer must be 100% compliant to the technical requirements otherwise your bid will be awarded zero mark in this evaluation stage.

9) Financial Evaluation

The evaluation committee will determine whether the financial proposals are complete. In all cases, the total price of the financial proposal as submitted shall prevail. Negotiations may be held with the selected bidder.

A. CONFLICT OF INTEREST DECLARATION AND CODE OF CONDUCT FORM

I, of P.O.Box being a resident of in the Republic of do hereby make a statement as follows: -

- 1. THAT I am the Chief Executive/Managing Director/Principal Officer/Director of *(Insert name of the Company)* who is a Bidder in respect of **RFP No.** For *(insert RFP title/description)* for..... *(insert name of the Procuring entity)* and duly authorized and competent to make this statement.
- 2. THAT the aforesaid Bidder, its servants and/or agents /subcontractors will not engage in any corrupt or fraudulent practice and has not been requested to pay any inducement to any member of the Board, Management, Staff and/or employees and/or agents of *(Insert name of procuring entity)*
- 3. THAT the aforesaid Bidder, its servants and/or agents /subcontractors have not offered any inducement to any member of the Board, Management, Staff and/or employees of..... *(Name of the procuring entity)*
- 4. THAT the aforesaid Bidder will not engage /has not engaged in any corrupt practice with other bidders participating in the subject tender
- 5. THAT what is deposed to herein above is true to the best of my knowledge information and belief.

.....
(Title)

.....
(Signature)

.....
(Date)

Bidder’s Official Stamp