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nature and people



TERMS OF REFERENCE

SÃO TOMÉ & PRÍNCIPE CONSERVATION TRUST FUND DESIGN & OPERATIONALIZATION

Title	Independent São Tomé & Príncipe Conservation Trust Fund designed, created, legally registered and equipped with a set of legal and operational manual
Project	European Commission 'Landscape management in São Tomé and Príncipe: an integrated approach that meets the challenges of climate change adaptation, biodiversity and ecosystems conservation for sustainable human and economic development' Global Environmental Facility (GEF6) - United Nations Development Program (UNDP) 'Enhancing Biodiversity Conservation and Sustainable Land and Natural Resource Management'
Contract type	Group of Consultants or Consulting Company - International and National <i>Consortium of companies and independent consultants are eligible if they duly justify the added value of the respective contributions.</i>
Duration of Contract	[350-450] consulting days equivalent over a period of 3 years (2022-2025)
Post level	Team of experts including, at least (i) a CTF senior expert, (ii) a national focal point, (iii) a CTF legal advisor, (iv) an expert on fundraising and strategic alliances.
Line Supervision	National Committee including representants of Ministry of Agriculture, Fisheries and Rural Development, Ministry of Infrastructure and Natural Resources, Ministry of Planning, Finance and Blue Economy, Ministry of Defence and Internal Order, Ministry of Tourism, Culture, Commerce and Industry, Ministry of Foreign Affairs, Cooperation and Communities, and UNDP.
Starting date	July 2022
Country	São Tomé and Príncipe

BACKGROUND

The island state of São Tomé and Príncipe (STP) features a remarkable wealth of biodiversity. Stretching for just 1,001 km², it has remarkable numbers of endemic species, namely plants, butterflies, molluscs, amphibians, reptiles, birds and bats, distributed across a diverse range of terrestrial ecosystems. Its large maritime territory holds ecological and biologically sensitive areas, providing key habitats for seabirds and marine megafauna (cetaceans, sea turtles, rays and sharks).

São Tomé and Príncipe is a Small Island Developing State highly dependent on development assistance with an estimated 90-95% of its annual budget stemming from international development support. The foremost priority of the Government of São Tomé & Príncipe is to expand existing and develop new sources of economic growth and development, to provide employment to its citizens and raise living standards. To achieve this, the government aims to become an international logistical hub, further



develop fisheries, raise production and revenue from plantation agriculture, exploit rich oil & gas resources in territorial waters, and capitalize on the potential for further development of the tourism sector. Such ambitions come with significant challenges, namely, to reconcile the different streams of development objectives and investments, most of which depend on and will have negative impacts on ecosystem services.

Additionally, unsustainable land-use and fishing practices, legal, regulatory and institutional framework gaps & barriers, lack of funding and the potential impacts related to the proposed development of sectors such as oil and gas, fisheries and tourism are daily creating new and more difficult conservation challenges, while the growing human population exacerbates the challenges of maintaining forest and coastal ecosystems integrity and the fragile balance between biodiversity conservation and development.

While there have been significant advances in recent years towards securing the natural heritage of this globally important biodiversity hotspot, current protection still does not represent the rich diversity and interconnectedness of ecosystems. Whereas most of the higher altitude areas are protected, there is little protection in lowland areas and even less in the marine realm. The São Tomé Obô Natural Park (PNOT) and Príncipe Natural Park (PNP), both established in 2006, together cover almost a third of the archipelago, mostly covering rugged terrain and higher altitudes unsuitable for agriculture and settlement. Meanwhile, the respective buffer zones and others high conservation value forests and coastal habitats remain unprotected, and the UNESCO Biosphere Reserve for Príncipe, listed in 2012, and the Tinhosas Islands Ramsar site, which are the most important seabird colonies in the eastern tropical Atlantic Ocean, are not yet translated into national law. Within the highly modified lowland areas, there are a few pockets of relatively intact ecosystems, as well as novel ecosystems, including long abandoned and naturally rewilded plantations, and recently developed plantations, all of which hold varying degrees of interest for biodiversity. In the marine realm, there are currently no protected areas, except for a coastal strip in the PNP, but it is important to consider the undergoing process of marine protected areas national network creation implemented by a consortium of NGOs through a co-management approach involving government, fishing communities, private sector and civil society and supported by the Blue Action Fund. Government plans underway to further develop commercial plantations, fisheries and oil and gas, and considering the unsustainable use of natural resources, urge for protection beyond the existing network of protected areas, and beyond conventional means of protecting biodiversity.

In 2021, in the framework of the EU-project ECOFAC6, a baseline study for the Sustainable Finance Plan for biodiversity and Protected Areas in STP was developed by the consulting company “Natural Strategies” (*Sustainable Finance Plan for Biodiversity and Protected Areas in São Tomé and Príncipe*). This document identified three potential main sources of sustainable finance for STP; one of which being the creation of a Conservation Trust Fund (CTF), which would secure funds to contribute to improve the effectiveness of PAs management (existing terrestrial and future marine) and to support other biodiversity conservation activities across the country.

In STP, financing gaps for terrestrial PAs and biodiversity conservation are well identified, and estimated at one million EUR per year, and funding sources for conservation and PAs are currently not well coordinated. Thus, a CTF represents a key instrument to help mobilize a secure, self-sustaining, transparent, and long-term source of financing for the management of PAs, which could be leveraged for terrestrial and marine protected areas; and for biodiversity conservation in land and seascapes. If required

standards and good practices are adopted, such instrument can mobilize and pool a variety of financing sources into one 'basket'. An important added value of a CTF is to increase coordination for resource mobilization, and while a solid long-term financing instrument is designed, efforts can focus on implementing conservation activities. STP does not yet have a CTF, but building on the Sustainable finance plan, two projects will support its creation and implementation, namely: the project "Enhancing Biodiversity Conservation and Sustainable Land and Natural Resource Management", funded by UNPD and GEF Trust Fund, launched in 2021, and the EU-funded "Landscape management in São Tomé and Príncipe: an integrated approach that meets the challenges of climate change adaptation, biodiversity and ecosystems conservation for sustainable human and economic development". Both projects will support the design, establishment and legally registration of an international and independent Conservation Trust Fund for São Tomé and Príncipe.

OBJECTIVE

In accordance with national legislation, international best practices, and through participative approaches, the group of consultants or consulting company shall:

- (i) Develop, legally register, and establish an international and independent CTF,**
- (ii) Equip the CTF with a set of manuals for legal operation,**
- (iii) Develop and implement a communication campaign for the CTF, as a sustainable funding for PAs management and biodiversity conservation in São Tomé and Príncipe,**
- (iv) Develop and implement a fundraising and capitalization strategy to ensure the effective development and operationalization of the CTF.**

METODOLOGY

The approach and methodology must consider all the key features of CTF, including:

- Capitalization: refers to how CTFs are capitalized, i.e., from domestic, international, public, and private financial sources.
- Governance: refers to the way CTFs are steered and managed, which can be based on different approaches: from a governance system centralized in a specific organization to an open governance with inclusion and participation of a diversity of public and private stakeholders, such as ministries and public agencies, civil society organizations, and the private sector. Institutional arrangements, which include the legal form adopted by the CTF, also form part of governance considerations.
- Utilization: refers to the way CTF resources are spent, including the types of financing instruments, e.g., loans, grants, incentives, Payment for Ecosystem Service mechanisms (among others), and the types of beneficiaries, e.g., individuals, associations, cooperatives, businesses (among others).
- Monitoring & evaluation, accountability: refers to approaches and tools for ensuring that the CTF impacts and key processes are ensured. This involves the application of good financial governance, control, and audit mechanisms.

The group of consultants or consulting company shall develop an overarching institutional strategy to establish the CTF and, among other tasks, design and implement the CTF's governance structure, legal framework, financial management, and develop a M&E system and accountability procedures. In this regard, stakeholders' engagement is key. This work shall be done through a participatory process, involving relevant stakeholders in both islands, including bi- and multilateral organisations, government

bodies, international and national NGOs involved in conservation, Civil Society Organisations, Community-based Organisations and representatives, and the private sector (Small and Medium Enterprises, industry).

The work must be in line with relevant national laws, strategies, plans, and studies (Annex 1).

ACTIVITIES (*deliverables*)

All consultants involved in the project share the responsibility to develop, set-up, and operationalize a CTF for São Tomé and Príncipe (STP), as well as mobilizing domestic and international funding sources for capitalization.

They are expected to work as a team to implement the following activities:

(1) Promotion of an enabling environment for CTF creation [at least 2 field missions by the team including the CTF Senior Expert Team Leader and National Focal Point on Sustainable PA and Biodiversity Financing]

- National dialogue on the CTF objectives and scope: A national dialogue fosters intersectoral coordination and the definition of a common position on the CTF objectives and scope.
- Discuss and specify CTF feasibility assessment with key national and international stakeholders: CTF feasibility assessment is specified with the support of CTF experts. This effort feeds further into the national dialogue.
- Design of a 10-year STP CTF action plan in consultation with all the stakeholders.
- Design a Capacity building Plan in consultation with all the stakeholders.
- Provide training and capacity building to local stakeholders: Training workshops are organized to build capacities of national stakeholders on CTFs; CTF experts and managers share their knowledge on lessons learned and good practices.

Deliverables: Consultation report & participant list, STP CTF action plan approved, revised and complete capacity building plan, training report and list of participants.

(2) CTF detailed design [at least 2 field missions by the team including the CTF Senior Expert/ Team leader, legal advisor and National Focal Point on Sustainable PA and Biodiversity Financing]

- Development of STP CTF concept specifying all key features including governance, capitalization, utilization, communication and M&E (simplified overview in annex 1).
- Workshop for national dialogue to endorse the full CTF concept.

Deliverables: Workshop report, Full detailed CTF concept report, ensure government approval through agreement or letter.

- Develop the appropriate institutional strategy, governance structure, legal framework, financial structure and support legal set-up and further management of CTF, including:
 - Develop the CTF institutional strategy: describing its vision, mission, scope, objectives, capitalization targets (short, medium, and long terms), strategies and action plan.

Deliverables: CTF's Institutional Strategy document, CTF principles and value document, 10-year strategic and financial plan.

- Set up governing model: including composition, functions, and responsibilities of the CTF's governing body (or bodies), as well as the content of its regulatory documents. The CTF should comply with best practice standards of Conservation Finance Alliance for governance. These questions (and other) should be addressed:
 - Is open governance needed, meaning an inclusive governance involving a diversity of stakeholders' categories (from the public and private sectors)?
 - What could be the roles played by Civil Society Organizations (CSOs) and the private sector?
 - What would be the relevant legal form options?
 - Which host institution would be more adequate in the context of STP?

Deliverables: Governing documents, board of trustees and specialized advisory committees ToR and advised composition, operational manual, and governance guidelines (vision, mission, scope, objectives, capitalization targets, Ethics and Conflict of Interest policy).

- Assess, identify and select the organizational effectiveness: drafting HR plan and working on the organizational structure and organigram of the fund as well as complying with best practice standards of Conservation Finance Alliance for governance, Resource mobilization, operations, and M&E.

Deliverables: Human resource plan including organigram, job descriptions, organizational chart, and capacity building/training plan.

- Assess and design the jurisdiction and legal framework: by (1) deepening legal analysis of CTF in distinct host countries, comparing tax benefits, governance restrictions, donor familiarity, (2) select legal form suitable for the CTF in STP and jurisdiction for the fund financial entity, registration and management entity, including CTF's investment policy, fiduciary responsibilities, and relationships with investors.

Deliverables: report on comparative views of applicable laws and regulations in jurisdiction recommended in the Sustainable Finance for PA, CTF legal statute and structure.

- Design the Financial Structure: structure the different financial instruments, including endowments funds, sinking funds, revolving funds. Define funds dimension, orientation and utilization policy as well as the conditions for eligibility of beneficiaries.

Deliverables: report of design of financial structure designed and its different interaction scenario, meeting minutes.

- Develop Fund allocation and grant-delivery mechanisms, including i) the granting procedures, the grant award process, including activities & beneficiaries eligibility criteria, selection process, and timeframe; ii) the guidelines for grantees, including reporting requirements, eligible costs, and financial obligations; and iii) the monitoring and reporting requirements.

Deliverables: Manual covering grant making policies and procedures (including calls for proposals, criteria for review and safeguards), standardized grant agreement between STP CTF and grantees,

- Develop a Technical Assistance Facility (TAF), which will support project maturation, helping primarily national organizations and stakeholders to strengthen grantee capacity to prepare responsive proposals and implement grant funded activities.

- *Deliverables: TAF regulation and creation report.*

- Design the M&E and accountability system: develop the M&E system, reporting procedures & template, design the logical framework, including monitor and performance indicators, define the data collection method and periods.

Deliverables: design of M&E system including procedures and reporting templates, guideline, and design the reporting templates for grantees.

- Organize Workshop with all the CTF stakeholders to endorse all the above designed features for STP CTF: governance, organisation, legal framework, and financial structure. Before proceeding to implementation, approval from the stakeholders should be obtained.

Deliverables: Workshop report/list of participants.

(3) CTF implementation and operationalization [at least 2 field missions by the team including the CTF Senior Expert /fundraising expert & national focal point on sustainable PA and biodiversity financing]

- Prepare documentation for CTF registration in selected host country, drafting legal documentation for partnerships with donors, contracts with grantees, etc.
- Set-up CTF management and financial infrastructure including management entity selection, office location.
- Set up CTF's endowment funds, sinking funds, revolving funds and diversify domestic and international funding sources, i.e. operate the CTF through several funding windows with resources including large grants from donors and other financial option assessed like carbon Finance, Concession Mechanisms and others.
- Set up a call for interest to join CTF board, selection of CTF manager and creation of an inter-ministerial supervision committee as well support the CTF manager on assignment roles and responsibilities for M&E.
- Develop and implement management team training program through tailored coaching approach

Deliverables: Full offshore and STP entity registration dossier including legal donor agreements & draft of contracts' templates, CTF's investment policy, capitalization strategy, fund organigram, description of governance committee responsibilities, call for interest proposals and management entity selection report (signed by the selection jury), Board of Trustees and specialized advisory committees, ToR and composition doc of inter-ministerial committee.

- Lead the operationalization of CTF, including designing the early stage fundraising and capitalization strategy, including:
 - Developing a resource mobilization and investment strategy that plans for short-term and long-term sources of financing.
 - Supporting CTF managers in organizing roadshows, preparing presentations to donors, etc.
 - Assisting CTF managers in negotiations with donors.
 - Create a working group with responsibility of gaining a deep understanding of 1) CTF trust / tax law best practices from case studies and 2) the "Practice Standards for Conservation Trust Funds" developed by Conservation Finance Alliance.
 - Design and implement a communication campaign, including productions of communication material (implementation manual, training material, CTF social media

account (website, Facebook), CTF promotion video, brochures and factsheet and e-newsletters, investor documents, graphic material for national TV.

Deliverables: Financial plan including resource mobilization and investment strategy, communication materials produced including CTF website.

- Setting up reporting, monitoring, and evaluation framework: drafting technical and financial reports templates for CTF management staff, donor or legal authorities and grantees.
- Build capacity of potential grantees.
- Lead on drafting and implementing fundraising activities, including early-stage capitalization (the consultants are expected to raise significant amount of fundings, guaranteeing at least enough to ensure the internal running costs of the CTF and enable a long-lasting structure to pursue the effort).

Deliverables: CTF performance management framework (format, frequency, SMART management system) and technical and financial reports templates, list of contacts of funding sources.

All reports should be delivered in Portuguese with relevant summaries in English. If needed specific deliverables can be translated from time-to-time.

EXPERIENCE, QUALIFICATIONS AND SKILLS REQUIRED

Offerors - Group of Consultants or Consulting Company - International and National (consortium of companies and independent consultants are eligible if they duly justify the added value of the respective contributions) must respond to below mentioned requirements – with relevant capacity and expertise in the matters of concern.

Further details on expected experts' qualifications are presented in annex 2.

DUTY STATION AND DURATION OF ASSIGNMENT

Duty station: Home-based with regular field missions and constant communications with national stakeholders.

Duration: [350-450] consulting days equivalent over a period of 3 years (2022-2025). Final deliverables should be submitted by December 2025.

Estimated timeframe:

Activity	Deadline
Contract signature	August 2022
Conduct of mission to Sao Tome and Principe (incl. inception workshop) and submission and agreement on work plan	Sept/ Oct 2022
Submission of products under enabling environment phase (incl. mission to STP and training workshop)	June 2023
Submission of products under design phase (incl. mission to STP and 2 workshops)	June 2024
Submission of products under implementation phase (incl. mission to STP and workshop)	June 2025
Fundraising for CTF capitalization	December 2025

MANAGEMENT AND INSTITUTIONAL ARRANGEMENTS

The team of international consultants shall work closely with the national consultants responding to the line supervision committee and with BirdLife International.

The consultant will report to National Committee with logistics and administrative support of BirdLife International in Sao Tome and Principe. The expected frequency of progress reporting will be agreed at the inception however, bi-monthly updates will be required.

The consultants may work independently and make field visits to consult with key stakeholders in the project areas as appropriate in consultation with line supervision. The national consultants should coordinate field visits during the field missions, with support from the BirdLife office in Sao Tome. In general, the methodology will be consultative with a two – way communication maintained between the experts and national committee.

SUBMISSION OF PROPOSALS

Offerors must submit their application to saotomeprincipe@birdlife.org, including the following documents;

- Technical & Financial Proposals (2 distinct documents, in EUR) to implement the assignment, including detailed costing per deliverable,
- Detailed Curriculum Vitae of all experts involved,
- Example(s) of other works led by the expert(s), including CTF design and other relevant work according to this TOR.

All the proposal must be submitted to above mentioned address until July 1th of 2022.

The above-mentioned documents, information and requirements are mandatory. Incomplete or non-fitting proposals will be rejected.

Successful as well as unsuccessful bidders will be informed by e-mail as soon as possible after the submission date.

PAYMENT ARRANGEMENTS

Payments are based upon timely delivery of the services specified in the TOR.

EVALUATION CRITERIA

BirdLife International's procedures will apply in evaluating the offers, with consideration to the principles of competition and transparency. Competition and transparency are achieved when invitation to tender is made open and published to reach all qualified applicants. Beyond this, the procurement committee will review proposals received, documenting/justifying decisions taken at each stage and provide feedback to applicants accordingly.

The proposals will be evaluated using the cumulative analysis method with a split 80% technical and 20% financial scoring. The proposal with the highest cumulative scoring will be awarded the contract. Applications will be evaluated technically, and points are attributed based on how well the proposal meets the requirements of the Terms of Reference using the guidelines detailed in the table below.

Assessment criteria	Points	Percentage
Experience		
Demonstrated experience & in-depth knowledge and practical experience with conservation finance tools and mechanisms as well as conducting and setting up funding models/instruments (CTF design and management)	35	55%
Demonstrated experience working in developing country contexts, preferably in Africa (and experience in Small Island Developing States).	15	
Other required experience & competencies.	5	
Quality of proposal		
Quality and soundness of proposed methodology and approach (including realistic work plan)	15	25%
Team (experts involved) composition and qualifications	10	
Technical Criteria	80	80%
Financial Criteria	20	20%
Total		100%

The award of the contract shall be made to the consulting company / group of consultants whose offer has been evaluated and determined as:

- (1) Responsive/compliant with academic qualifications and language skills /acceptable, and
- (2) Having received the highest score out of a pre-determined set of weighted technical and financial criteria specific to the solicitation: Technical Criteria 80% and Financial Criteria 20%.

Only candidates obtaining a minimum of 56 points (70% of the total technical points) will be considered for the Financial Evaluation.

Annex 1. A list of relevant literature

Law n. º 10/1999 Lei de Bases do Ambiente

Law n. º 11/1999 Lei da conservação da fauna, flora e das áreas protegidas

Law n. º 05/2001 Lei de Florestas

Law n. º 06/2006 Lei De Parque Natural, Obô, de São Tomé

Law n. º 07/2006 Lei De Parque Natural, Obô, do Príncipe

DECRETO- LEI Nº 047/2013 Que Revoga o Decreto – Lei nº14/2003, de 31 de dezembro, 5º Suplemento, que institui a taxa de impacto ambiental

N.Strategies (2021) Sustainable Finance Plan for Biodiversity and Protected Areas in STP

National Forest Development Plan (2018-2030)

National Strategic and Marketing Plan for Tourism in São Tomé and Príncipe (2018)

National Biodiversity Strategy & Action Plan 2015-2020 – NBSAP II

2030 Sustainable Development Plan for the Autonomous Region of Príncipe (2019).

National Consultation Report for the Post-2015 Development Agenda (2015)

Plano Nacional de Desenvolvimento Sustentável de São Tomé e Príncipe 2020-2024

Action for sustainable landscape management in São Tomé e Príncipe 2020.

ENPAB II, 2015. Estratégia Nacional e Plano de Acção para a Biodiversidade 2015-2020

UNDP Enhancing Biodiversity Conservation and Sustainable Land and Natural Resource Management 2020.

Government of Sao Tome and Principe. 2015. Sao Tome and Principe 2030 Transformation Agenda.

Available at http://www.st.undp.org/content/dam/sao_tome_and_principe/docs/Centre%20de%20press/undp_st_GLAagenda_En.pdf

<http://documents1.worldbank.org/curated/en/656351570563734606/pdf/Turning-Smallness-into-Uniqueness-Six-Key-Challenges-to-Unlock-São-Tomé-and-Príncipe-Growth-s-Potential-Summary-Report.pdf>

GeoVille (2013). Earth Observation Information Services for International Fund for Agricultural Development.

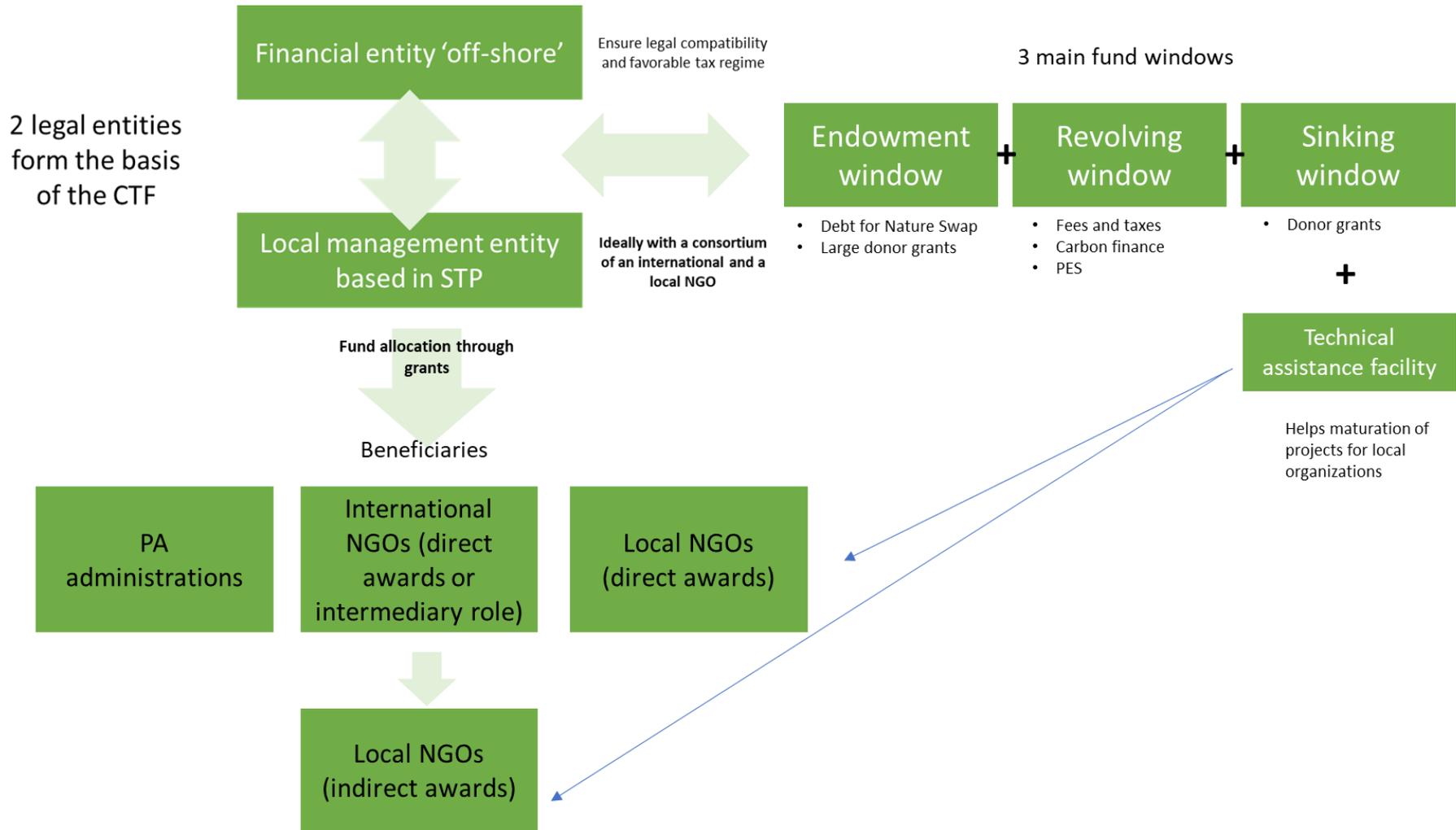
Strategic planning and action plan for improving the institutional framework on Biodiversity Conservation, Protected Area Management, and sustainable management of forests in STP



Annex 2. Detailed experience, qualifications and skills required

Required	Profile	Qualification (required)	General Responsibilities	Role in the team
CTF Senior Expert / Team Leader	Expert in conservation finance – ideally with a proven experience in the design, evaluation, and/or management of funds operating in the environmental sector (e.g., conservation trust funds, investment funds); Strong knowledge of blended financing structuring approaches	Master's degree or higher in Environmental Conservation, green economy & sustainable finance Environmental Sciences, Protected Areas and/or Forest management, or any other relevant field	Lead fund design options ensuring alignment with Conservation Finance Alliance's Practice Standards for Conservation Trust Funds and aligned with recommendation from relevant STP Sustainable Finance Plan; Prepare long term STP CTF action plan; Organizing and facilitating multi-stakeholders' consultations and national dialogues; Supporting the development of a relevant governance approach for the CTF; Building coherence between all CTF components	Lead the design and operationalization with support of all experts involved
CTF legal advisor	Professional specialized in business focused commercial lawyer with a demonstrated history of calibrating risk, problem solving, collaboration, flexibility, management and leadership.	Legal/Institutional Specialist with master's degree or higher in commercial lawyer	Deepening legal analysis of STP CTF host countries/location; Preparing documentation for registration in selected country; Drafting legal documentation for partnerships with donors, contracts with grantees, etc	Legal and juridical aspects
Fundraising expert	Professional experienced working in a start-up or with new business development; Exposure to and/or strong knowledge on environmental conservation and natural resources management; Marketing and business communication experience; Proven records on successful fundraising campaign is necessary	Advanced University degree in any of the following: Marketing, Business Administration, Fundraising or a related technical field. A first level university degree in combination with qualifying experience may be accepted in lieu of the advanced university degree.	Design STP CTF business model; Estimate start-up capital and funding needs at breakeven status; Build projection of funding needs over initial 10 years for STP CTF operation; Define feasible fund generation/delivery scheme and financial structure; Elaborate strategy for building trust with partners and stakeholders; Develop proper STP CTF capitalization strategy; Manage establishment of MOUs with partners for securing initial funding and in-kind contributions to launch STP CTF. Create fundraising materials; Conduct fundraising activities and developing business partnerships/agreement.	Fundraising and capitalization
STP Focal Point on Sustainable PA and Biodiversity Financing	ideally a local consultant based in STP, with support from financial and technical partners (if needed)	University degree in environmental or social sciences or other relevant field; Knowledge and skills in the fields of conservation, development, and policy; A good understanding of the local socio-ecological context in Sao Tome and Principe	Coordinating implementation of the sustainable PA and biodiversity finance plan in STP; Supervising efforts by key local institutions and ministries to be involved; Ensuring proper monitoring and evaluation of the sustainable finance plan; support stakeholder engagement for STP CTF implementation.	Support and M&E

Annex 3. Simplified overview of potential CTF framework in STP:



Annex3. Simplified view of the CTF M&E roles and Positioning of the governing body vis-à-vis CTF entities

