



TERMS OF REFERENCE (TORs)

TENDER REF: MESPT-ADMIN-01-2025

MESPT BOARD PERFORMANCE APPRAISAL/ EVALUATION – 2025

Bidding instructions link: [Bidding document with instructions](#)

1. BACKGROUND

The Micro-Enterprises Support Programme Trust (MESPT) is a development organization established in 2002 with a niche in supporting the growth of micro, small, and medium enterprises through integrated business solutions that promote sustainable development. MESPT was jointly founded by the Government of Kenya and the European Union and later supported by the Royal Danish Embassy in Kenya (Ministry of Foreign Affairs of Denmark/DANIDA). Operating at the intersection of the financial services and agricultural sectors, MESPT promotes sustainable economic growth, employment creation, and poverty alleviation through a strong focus on sustainable agriculture, market systems development, and inclusive enterprise support. Its work is implemented through two core segments: Value Chain & Enterprise Development (VC&ED) and Financial Services (FS), enabling enterprises to access markets, build resilience, and scale sustainably.

Guided by its Strategic Plan (2021–2025), MESPT’s programming is anchored on four thematic pillars: agri-enterprise development and access to markets, financial inclusion, agricultural productivity and food safety, and green transformation. These are further strengthened through the promotion of agri and green financing to support climate-smart investments, environmentally sustainable production systems, and resilient livelihoods. MESPT is governed by a five-member Board of Trustees (BoT) that provides strategic oversight, supported by the Chief Executive



Officer (CEO), ensuring strong leadership, accountability, and impact-driven delivery across its programmes.

MESPT is seeking to undertake a Board-level performance evaluation and appraisal to assess the effectiveness of governance structures, fiduciary oversight, strategic leadership, and compliance with best practices in corporate and nonprofit governance. The evaluation will examine the Board's composition, roles and responsibilities, decision-making processes, committee effectiveness, risk management, and alignment with MESPT's strategic objectives and evolving development landscape. The exercise aims to identify strengths, gaps, and opportunities for improvement, and to develop actionable recommendations that will strengthen Board performance, enhance institutional sustainability, and position MESPT for continued impact and growth in the next strategic phase.

2. PURPOSE OF THE BOARD PERFORMANCE EVALUATION (2025)

MESPT seeks to undertake a Board Performance Evaluation for the year 2025 to assess:

- the performance of the Board as a collective governance body;
- the contribution and effectiveness of individual Trustees;
- the effectiveness of the Board Chairperson;
- the Board's oversight of the CEO and Management; and
- governance readiness for the Trust's evolving strategic priorities beyond 2025.

The evaluation will strengthen accountability, learning, and continuous improvement to support a high-performing Board that can anticipate and respond to emerging institutional challenges and opportunities.

3. OBJECTIVES OF THE ASSIGNMENT

3.1 Overall Objective

To evaluate the effectiveness, efficiency, and performance of the MESPT Board of Trustees in 2025 and provide recommendations and an improvement roadmap.

3.2 Specific Objectives

The consultant shall:

1. Evaluate the Board’s governance performance and oversight in 2025.
2. Assess adequacy of Board structure, composition, diversity, skills mix, and independence.
3. Review Board effectiveness in strategic direction, resource stewardship, risk governance, and performance oversight.
4. Assess Board functioning processes: meetings, decision-making, Board papers, committees, information flow, and relationships.
5. Evaluate performance of:
 - Board as a unit
 - Board Chairperson
 - Individual Trustees
 - CEO (from governance perspective)
6. Review compliance with applicable governance instruments, policies, and legal obligations.
7. Assess follow-through on prior Board evaluation recommendations and measure improvements in 2025.

4. SCOPE OF WORK

4.1 Board Governance and Operations

The evaluation shall assess whether the Board has effectively delivered on:

- Board structure, composition, balance of competencies, independence, and diversity
- Board efficiency and effectiveness (clarity of purpose, roles, responsibilities)
- Board leadership and dynamics
- Quality of Board relationships (Chair–Trustees; Board–CEO; Board–Secretariat)
- Risk management and governance oversight
- Strategic oversight and leadership
- Oversight of people management, culture, and succession planning

- Ethics and integrity management
- Oversight of organizational performance and reporting quality

4.2 Board, Chairperson, Trustees and CEO Effectiveness

Evaluate the effectiveness of the Board, Chairperson, Trustees, and CEO (governance-facing) in terms of:

- meeting attendance and participation
- quality and timeliness of Board papers
- relevance and adequacy of agendas
- effectiveness and appropriateness of meetings
- adequacy of information flow to/from Board
- strategic thinking and innovation
- stewardship of resources
- talent oversight and institutional resilience
- risk and knowledge management oversight
- objectivity, independence, impartiality in decision-making
- leadership and judgement in guiding the Trust

4.3 Review of Governance Instruments and Frameworks

Review governance instruments to assess:

- adequacy and suitability of governance framework and policies
- effectiveness of governance structures and systems
- compliance mechanisms and accountability systems
- impact/results of governance processes implemented in 2025

4.4 Implementation of Prior Recommendations

Assess:

- implementation status of recommendations from the previous Board evaluation
- measurable progress and changes in Board performance in 2025

5. METHODOLOGY

The consultant shall propose and implement a rigorous evaluation approach that may include:

- desk review of relevant documents (Board minutes, workplans, Board papers, policies, charters, risk registers, reports, strategic plan progress reports)
- confidential questionnaires/surveys for Trustees and CEO
- key informant interviews with:
 - Trustees
 - CEO
 - Senior management (HOFA, Head of Fundraising and Partnership, MEAL Manager, ICT Manager, GEAP Programme Manager and Credit and BD Manager))
 - key stakeholders (The Founders – if possible)
- facilitated reflection session / validation workshop
- scoring and qualitative analysis (Board as unit, committee effectiveness, individual performance)

The methodology must ensure objectivity, confidentiality, and credibility.

6. KEY DELIVERABLES

The assignment deliverables shall include:

- i. Inception Report**
 - detailed methodology and workplan
 - evaluation tools (questionnaires, scoring templates)
 - stakeholders interview schedule
- ii. Updated Board Evaluation Tool**
 - refined indicators reflecting MESPT governance needs for 2026

- alignment to governance good practice and MESPT priorities
- iii. **Draft Board Evaluation Report**
- findings, analysis, scoring and interpretation
 - strengths, weaknesses, gaps, and risks
 - governance maturity assessment (optional but recommended)
- iv. **Final Board Evaluation Report**
- final validated report incorporating feedback
 - clear recommendations and prioritized actions
 - Board performance improvement plan / roadmap

7. REPORTING AND COORDINATION

- The Consultant shall work closely with the CEO/Secretariat and report directly to the Board of Trustees.
- Periodic progress updates shall be provided to the CEO and Board Chairperson.
- All documentation, tools, datasets, and reports shall remain MESPT property.
- Any queries relating to the assignment shall be directed to the CEO.

8. DURATION AND PROPOSED WORKPLAN (Indicative)

The consultant shall propose a detailed schedule but may include:

1. Inception meeting and tool development
2. Desk review
3. Primary data collection (surveys/interviews)
4. Analysis and drafting
5. Validation workshop
6. Final reporting

9. CONFIDENTIALITY AND ETHICAL CONSIDERATIONS

- The firm shall treat all information obtained during the evaluation as confidential.



- Individual responses must be anonymized in reporting.
- The firm shall avoid conflicts of interest and maintain impartiality.
- The firm shall comply with MESPT safeguarding and ethical guidelines (where applicable).

10. QUALIFICATIONS OF THE FIRM

The firm should demonstrate:

- strong experience in Board evaluations and governance assessments
- understanding of Trust governance structures and development sector governance
- competence in qualitative/quantitative assessment methodologies
- excellent report writing and facilitation skills
- ability to manage confidentiality and stakeholder sensitivity professionally

Timeline

The Board Performance Evaluation is projected to take 20 working days (10 days per month) over a two-month period, with the key milestones as follows:

- **Month 1: Inception and Evaluation Design**
 - Inception meeting with MESPT CEO and Board leadership
 - Refinement of evaluation framework, tools, and scoring methodology
 - Desk review of governance documents (Board papers, minutes, policies, committee reports)
 - Commencement of data collection (questionnaires/interviews)
- **Month 2: Data Collection, Analysis and Reporting**
 - Completion of surveys, interviews, and validation follow-ups
 - Data cleaning, scoring, and qualitative analysis
 - Drafting of the Board Performance Evaluation Report (including scorecard and findings)
 - Validation session/presentation of findings to the Board of Trustees



- Workshop on discussion of the findings and action plan
- Submission of the final report and Board performance improvement action plan

11. Proposal Evaluation and Award

The selection of the Firm will be carried out through an evaluation of submitted proposals based on the following criteria:

- Technical Evaluation (Quality and relevance of technical proposal, methodology, experience and competence) – 80%
- Financial Evaluation (Cost competitiveness and value for money) – 20%

Total – 100%

12. Terms of Payment

Payments will be made upon successful completion and acceptance of deliverables as follows:

- i. Upon signing of the contract and approval of the Inception Report – 30%
- ii. Upon submission and presentation of the Draft Board Performance Evaluation Report (including scorecard and preliminary findings) – 30%
- iii. Upon submission, acceptance and approval of the Final Board Performance Evaluation Report and Board performance improvement action plan – 40%

Total – 100%

(Note: The firm shall be responsible for statutory obligations relating to consultancy payments as per applicable laws.)

13. Technical Evaluation Criteria

Technical proposals shall be evaluated based on, but not limited to, the following criteria:

1. Understanding of the Assignment
 - Clarity in interpreting the TOR and Board evaluation objectives
 - Demonstrated appreciation of good governance practices
2. Methodology and Work Plan
 - Appropriateness of evaluation approach (tools, scoring framework, interviews, surveys)
 - Feasibility and practicality of the workplan (two-month period)
 - Quality assurance and validation mechanisms
3. Relevant Experience and Capacity
 - Proven experience conducting Board evaluations / governance assessments
 - Experience in development sector governance and/or Trust governance structures
 - Evidence of similar completed assignments and references
4. Team Composition and Qualifications
 - Qualifications of lead consultant and team members
 - Governance expertise, facilitation skills, analytical/report-writing capability
5. Quality of Proposal
 - Clarity, structure, and completeness of proposal
 - Innovation and robustness of evaluation tools

14. Proposal Submission Requirements

Interested consultancy firms shall submit the following:

- A Technical Proposal including:
 - understanding of the assignment
 - proposed methodology and tools
 - detailed work plan and timelines
 - quality assurance approach
- Profile of the Firm and CVs of the lead consultant and key team members (where applicable)
- A Financial Proposal including:



- total cost
- breakdown of professional fees and reimbursable expenses (if any)
- Evidence of experience, including:
 - at least two (2) assignments of similar nature, and
 - references (contact details)
- **Any additional documents required to demonstrate eligibility and capacity.**

15. Submission Deadline

Proposals must be submitted on or before 19th February 2026 at 1200 noon.