



**Subject:** Request for Proposal

FEMI Foundation is committed to strengthening accountability and transparency across all our partner organizations. We are seeking the services of an independent and qualified audit firm/consultant preferably with proven experience in auditing NGO's/CBO's in Uganda, to carry out a Learning audit of our partner.

Please find attached the **Terms of Reference (TOR)**, which outlines the objectives, scope, methodology, deliverables, and selection criteria for the assignment.

We kindly invite your firm to submit a proposal that includes:

1. A detailed technical proposal outlining your understanding of the assignment, proposed methodology, and team composition.
2. A financial proposal with a clear cost breakdown.
3. A company/consultant profile highlighting relevant experience.
4. CVs of the key personnel who will be involved.
5. At least two references from similar assignments conducted in the past three years.
6. Proof of registration/licensing in your country of operation.
7. An upto date Tax Compliance Certificate.

**Submission Details:**

- Deadline for submission: **15<sup>th</sup> April, 2026**
- Proposals should be submitted electronically through: **audit@femi.org**
- The subject line should read: **"Proposal – Learning Audit"**

Evaluation will be based on the criteria outlined in the TOR, including technical capacity, financial proposal, and organizational experience. Only shortlisted firms/consultants will be contacted. We look forward to receiving your proposal and working together to strengthen our partner's accountability and financial stewardship.

**Sincerely,**

Liesbeth Nagelkerke Director FEMI Foundation



## **Terms of Reference (TOR)**

### **Organizational Learning Audit**

Commissioned by The FEMI Foundation

#### **1. Background**

The FEMI Foundation supports non-governmental organizations (NGOs) and community-based organizations (CBOs) across six countries in implementing projects aimed at improving livelihoods, strengthening communities, and creating sustainable impact. In line with our commitment to accountability, transparency, good governance, and continuous learning, FEMI intends to carry out an Organizational Learning Audit of one of its partner organization in Uganda.

This Learning Audit is designed to balance accountability with developmental support. It is intended as a participatory, capacity-strengthening exercise rather than a purely compliance-based review. The audit will provide assurance that resources have been used for their intended purposes, in line with agreed objectives, grant agreements, and applicable national laws and regulations.

The Learning Audit will adopt a holistic, organization-wide scope rather than focusing on any single grant or project, and will assess institutional systems, governance, financial management, and operational practices across the organization. Where necessary, selected projects may be reviewed for illustrative or sampling purposes to assess the effectiveness of organizational systems.

#### **2. Purpose of the Learning Audit**

The purpose of this Learning Audit is to:

- Assess the adequacy and effectiveness of internal control systems, financial management, governance, and operational procedures.
- Provide practical, prioritized recommendations with clear implementation steps.
- Identify organizational strengths and positive practices alongside gaps and risks.
- Enhance accountability to the partner's leadership, FEMI, and other stakeholders.
- Build organizational capacity for improved financial stewardship and program delivery.
- Reflect on challenges experienced and identify how these can be better addressed in the future.

#### **3. Scope of Work**

The Learning Audit will cover the agreed review period and will include, but not be limited to, the following areas:

##### **a. Financial Management and Procurement Procedures**

- Review financial procedures and adherence to policies.
- Assess adequacy of cash controls and bank reconciliations.
- Assess whether funds are used for their intended purpose and in line with grant agreements and legal requirements.
- Verify legitimacy of service providers, price integrity, delivery of goods and services, and compliance with procurement policies.
- Verify documentation and reporting accuracy.



#### **b. Bank, Cash Management and Petty Cash**

- Review petty cash management and distribution processes.
- Assess fraud-prevention mechanisms in cash handling and payments.

#### **c. Internal Controls**

- Examine payment processes, authorizations, and fraud-proofing mechanisms.
- Assess SOPs and compliance with statutory and donor requirements.
- Acknowledge structural realities such as limited separation of duties where applicable.

#### **d. Assets & Resource Management**

- Review management and safeguarding of fixed assets.
- Verify existence, utilization, and accountability of project assets.

#### **e. Governance and Compliance**

- Check compliance with statutory obligations, including the Uganda NGO Act and NGO Regulations.
- Review alignment with IFR4NPO framework requirements.

#### **f. Documentation**

- Review authenticity, adequacy, accuracy, and completeness of supporting documentation.
- Verify proper filing, storage, and accessibility of records.
- Assess whether documentation practices support audit trails and accountability.

#### **g. Human Resources and Capacity**

- Assess whether the organogram reflects current staffing, roles, and responsibilities.
- Evaluate whether the structure is fit for purpose.
- Assess staffing capacity and identify development needs.

#### **h. Reporting**

- Assess timeliness, accuracy, and completeness of financial and programmatic reports.
- Review whether reports are prepared in line with organisational guidelines, and statutory obligations.
- Provide recommendations to strengthen reporting systems.

### **4. Methodology**

The Auditor(s) shall adopt a participatory, evidence-based, and learning-oriented approach. The methodology shall include compliance review alongside appreciative inquiry techniques.

- Adhere to the principle of 'Do No Harm' in all interactions.
- Conduct interviews respectfully and non-threateningly, with opportunities for confidential input at all staff levels.
- Allow anonymous feedback from staff regarding the audit process.
- Review financial and administrative records.
- Conduct interviews with staff, management, and Board representatives.
- Carry out field visits where relevant.
- Test transactions, reconciliations, and reporting processes.
- Review operational workflows and capacity.



- Contextualize findings by acknowledging systemic constraints such as funding gaps and limited resources.
- Review compliance with Uganda NGO Act, NGO Regulations, and IFR4NPO framework.

## **5. Deliverables**

- Draft Learning Audit Report including findings, risk ratings (low to high), strengths observed, and preliminary recommendations.
- Final Learning Audit Report including:
  - Executive Summary.
  - Detailed findings.
  - Strengths and positive practices.
  - Risk ratings.
- An Implementation Plan format outlining Findings, Recommendations, Responsible Person, Timeline, Resource Needs, and Progress Indicators.
- Classification of recommendations into Quick Wins and Medium/Long-term improvements.
- Joint Action Planning Meeting to agree on implementation roadmap aligned to the organizational review action plan.
- Joint presentation of key findings and agreed roadmap to the Board and Senior Management Team.

## **6. Budget and Responsibilities**

- FEMI Foundation will cover agreed professional fees and approved operational costs related to the Learning Audit.
- LTP will provide access to documents, staff time, workspace (if required), and logistical support as reasonably necessary.
- The financial proposal must clearly outline professional fees, field costs, and any reimbursable expenses.

## **7. Duration & Timelines**

Learning Audit commencement: 11<sup>th</sup> May, 2026

Fieldwork duration: 15 days

Draft report submission: 8<sup>th</sup> June, 2026

Final report submission: 15<sup>th</sup> June, 2026

## **8. Auditor Qualifications**

- Recognized professional accounting/auditing qualification (CPA, ACCA, or equivalent).
- Minimum 5 years' experience auditing NGOs/CBOs and donor-funded projects.
- Knowledge of internal controls, fraud risk assessment, and compliance frameworks.
- Strong communication and report-writing skills.

## **9. Confidentiality**

The Auditor(s) must maintain strict confidentiality of all information reviewed and may not disclose such information without prior written consent from LTP and/or FEMI.



## **10. Selection and Evaluation Criteria**

Proposals from prospective Auditor(s) will be evaluated using the following criteria:

### **A. Technical Capacity (65%)**

- Demonstrated experience in Auditing NGOs, CBOs, and donor-funded organisations (20%)
- Relevant qualifications of the proposed Audit team (e.g., CPA, ACCA, CA, or equivalent) (10%)
- Understanding of the assignment and proposed Learning Audit methodology/approach (15%)
- Knowledge of internal controls, fraud risk assessment, and compliance frameworks (10%)
- Experience in Uganda or similar country contexts (10%)

### **B. Financial Proposal (25%)**

- Cost-effectiveness and value for money (15%)
- Clarity and transparency of the budget breakdown (10%)

### **C. Organizational Capacity and References (10%)**

- Profile and reputation of the firm/consultant (5%)
- References from at least two similar assignments conducted in the past three years (5%)

### **Minimum Auditor's Requirements (Mandatory):**

- Valid registration/licensing as an Audit firm/consultant in accordance with Ugandan laws.
- Valid Tax Compliance Certificate
- Independence from FEMI and LTP (no conflict of interest).
- Ability to complete the assignment within the agreed timeframe.