

TENDER FILE / TERMS OF REFERENCE (Competitive bidding procedure/ One-off contract)

Contract N° 9153/2023/7-1

COUNCIL OF EUROPE



CONSEIL DE L'EUROPE

Purchase of advisory services for the development of the Internal Oversight Policy of the Public Broadcasting Company of Ukraine

The Council of Europe is currently implementing the Project "Safeguarding Freedom of Expression and Freedom of Media in Ukraine" (hereinafter "the Project") under the Action Plan for Ukraine "Resilience, Recovery and Reconstruction" 2023-2026. Within this co-operation framework, it intends to directly address the consequences of the armed aggression in Ukraine by facilitating specific actions of key public service institutions in the country.

Under its previous media projects implemented in Ukraine, the Council of Europe supported the formation of a public broadcaster. The Public Broadcasting Company of Ukraine (hereafter "the PBCU") was officially registered on 19 January 2017. In 2017-2023, the PBCU underwent several organisational and structural transformations from the state to a public service broadcasting company and experiences further development to ensure the company's efficient functioning in line with European standards and good practices.

Currently, the Project is supporting the PBCU in its further enhancement by providing expert support for the development of the Internal Oversight Policy aimed at better transparency and accountability of the company. For a more detailed description of the expected deliverables, please see **Section A of the attached Act of Engagement**.

The Service Provider is expected:

- **Deliverable 1.** Carry out desk research and analysis over the strategic documents of the PBCU, its recent audit and existing reports, concerning the company's structure, business governance and decision-making processes.
- **Deliverable 2.** Carry out working discussion(s) with management and other decision-makers of the PBCU.
- **Deliverable 3.** Based on Deliverable 1&2, develop an outline of an Internal Oversight Policy of the PBCU including an Explanatory Memorandum to it.
- **Deliverable 4.** Present the drafts of the Internal Oversight Policy of the PBCU and Explanatory Memorandum to the management and other decision-makers of the company and collect their feedback.
- **Deliverable 5.** Compile the final draft of the Internal Oversight Policy of the PBCU and the Explanatory Memorandum based on the received feedback.
- **Deliverable 6.** Participate in the presentation of the Internal Oversight Policy.

A. TENDER PROCEDURE RULES

This tender procedure is a competitive bidding procedure. **In accordance with Rule 1395 of the Secretary General of the Council of Europe on the procurement procedures of the Council of Europe¹, the Organisation shall invite to tender at least three potential providers for any purchase between €2,000 (or €6,000 for intellectual services) and €55,000 tax exclusive.**

This specific tender procedure aims at concluding a **one-off contract** for the provision of deliverables described in the Act of Engagement (See attached). A tender is considered valid for 180 calendar days as

¹ The activities of the Council of Europe are governed by its [Statute](#) and its internal Regulations. Procurement is governed by the Financial Regulations of the Organisation and by [Rule 1395 of 20 June 2019 on the procurement procedures of the Council of Europe](#).

from the closing date for submission. The selection of tenderers will be made in the light of the criteria indicated below. All tenderers will be informed in writing of the outcome of the procedure.

The tenderer must be either a natural person, a legal person or consortia of legal and/or natural persons.

Tenders shall be submitted **by email only** (with attachments) **to the email address indicated in the table below, with the following reference in subject: "9153/2023/7-1 – Internal Oversight Policy"**. Tenders addressed to another email address **will be rejected**.

The general information and contact details for this procedure are indicated on this page. You are invited to use the contact details indicated below for any question you may have. **All questions shall be submitted before 13 November 2023 (23:59 CET) and shall be exclusively addressed to the below email address, with the following reference in subject: "9153/2023/7-1 - Questions"**.

Type of contract ▶	One-off contract
Duration ▶	Until full execution of the obligations of the parties (See Article 2 of the Legal conditions as reproduced in the Act of Engagement)
Deadline for submission of tenders/offers ▶	15 November 2023 (23:59 CET)
Email for submission of tenders/offers ▶	DG1.FoE.Ukraine@coe.int
Email for questions ▶	DG1.FoE.Ukraine@coe.int
Expected starting date of execution ▶	1 December 2023

B. EXPECTED DELIVERABLES

The expected deliverables are described in **Section A of the Act of Engagement** (See attached).

All deliverables and services should be provided by 30 January 2024.

FEES

All tenderers are invited to fill in the **table of fees** as reproduced in **Section A of the Act of Engagement**.

Tenderers **subject to VAT** shall also send, for each lot, a **quote (Pro Forma invoice)** on their letterhead including:

- the Service Provider's name and address;
- its VAT number;
- the full list of services;
- the fee per type of deliverables (in the currency indicated on the Act of Engagement, tax exclusive);
- the total amount per type of deliverables (in the currency indicated on the Act of Engagement, tax exclusive);
- the total amount (in the currency indicated on the Act of Engagement), tax exclusive, the applicable VAT rate, the amount of VAT and the amount VAT inclusive.

C. ASSESSMENT

Exclusion criteria and absence of conflict of interests

(by signing the Act of Engagement,² you declare on your honour not being in any of the below situations)

Tenderers shall be excluded from participating in the tender procedure if they:

- have been sentenced by final judgment on one or more of the following charges: participation in a criminal organisation, corruption, fraud, money laundering, terrorist financing, terrorist offences or offences linked to terrorist activities, child labour or trafficking in human beings;
- are in a situation of bankruptcy, liquidation, termination of activity, insolvency, or arrangement with creditors or any like situation arising from a procedure of the same kind, or are subject to a procedure of the same kind;
- have received a judgment with res judicata force, finding an offence that affects their professional integrity or serious professional misconduct;
- do not comply with their obligations as regards payment of social security contributions, taxes and dues, according to the statutory provisions of their country of incorporation, establishment or residence;
- are an entity created to circumvent tax, social or other legal obligations (empty shell company), have ever created or are in the process of creation of such an entity;
- have been involved in mismanagement of the Council of Europe funds or public funds;
- are or appear to be in a situation of conflict of interest;
- are retired Council of Europe staff members or are staff members having benefitted from an early departure scheme;
- have not fulfilled, in the previous three years, their contractual obligations in the performance of a contract concluded with the Council of Europe leading to a total or partial refusal of payment and/or termination of the contract by the Council of Europe.

Eligibility criteria

Tenderers should demonstrate that they fulfil the following criteria:

- Be a natural person, a legal person or consortia of legal and/or natural persons;
- At least three (3) years of experience in internal oversight, audit, administrative, financial and operation control and/or related domains;

² The Council of Europe reserves the right to ask tenderers, at a later stage, to supply an extract from the record of convictions or failing that an equivalent document issued by the competent judicial or administrative authority of the country of incorporation, indicating that the first three above listed exclusion criteria are met, and a certificate issued by the competent authority of the country of incorporation indicating that the fourth criterion is met.

- Service Provider/staff assigned to the implementation of the contract should have both oral and written C2 level of Ukrainian and B2 level of English language.

Award criteria

- **Quality of the offer (70%),** which includes:
 - (40%) professional portfolio; relevance and level of the tenderer's previous experience in carrying out similar assignments.
 - (30%) technical proposal (technical and human resources to be assigned to the implementation of the contract and capacity to deliver services within the established deadlines).
- **Financial offer (30%).**

Multiple tendering is not authorised.

D. NEGOTIATIONS

The Council reserves the right to hold negotiations with the bidders in accordance with Article 20 of Rule 1395.

E. DOCUMENTS TO BE PROVIDED

Tenderers are invited to submit:

- **A completed and signed copy of the Act of Engagement³ (See attached);**
- **For tenderers subject to VAT only: a quote, describing the financial offer, in line with the requirements of Section C of the Tender File (see above);**
- Registration documents (scanned copy of originals in Ukrainian (if relevant) and English);
- A motivation letter that clearly demonstrates the tenderer's compliance with the eligibility criteria;
- A detailed professional portfolio listing major projects, engagements and deliverables relevant to the implementation of the requested services; and CVs of staff/expert(s) assigned to the implementation of the deliverables listed in Section A of the Act of Engagement;
- Two (2) references or contacts of clients for whom the tenderer carried out similar services during the last three (3) years.

All documents shall be submitted in English if not indicated differently, except the scanned copies of the original registration documents to be submitted in Ukrainian (if relevant), failure to do so will result in the exclusion of the tender.

If any of the documents listed above are missing, the Council of Europe reserves the right to reject the tender.

The Council of Europe reserves the right to reject a tender if the scanned documents are of such a quality that the documents cannot be read once printed.

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³ The Act of Engagement must be completed, signed and scanned in its entirety (i.e. including all the pages). The scanned Act of Engagement may be sent page by page (attached to a single email) or as a compiled document, although a compiled document would be preferred. For all scanned documents, .pdf files are preferred.