Terms of Reference

Review and Revision of the African Academy of Sciences Grant Terms and Conditions

1. About the African Academy of Sciences

The African Academy of Sciences (AAS) is a non-profit, non-political and non-aligned pan-African organization whose vision is to transform lives in Africa through science. The Academy delivers its mandate through three core functions: recognizing excellence in science; providing think tank and advisory services to governments, regional bodies and development partners; and implementing science, technology and innovation programmes that respond to Africa's development challenges.

Through its programme implementation mandate, the AAS manages complex, multi-country research and innovation grants across Africa. This includes supporting scientists, research institutions and consortia to deliver high-quality research, strengthen scientific leadership, promote equitable partnerships and contribute to evidence-informed development.

2. Background and Rationale

The African Research Initiative for Scientific Excellence (ARISE) programme is one of the Academy's flagship research programmes. ARISE supports excellent early- and mid-career African scientists to pursue cutting-edge research, build strong research teams, strengthen institutional capacity and contribute to Africa's scientific and development priorities. Given the scale, geographic spread and complexity of ARISE grants, the AAS requires robust, clear and enforceable grant terms and conditions that protect the Academy, promote grantee compliance, align with donor requirements and support effective grant implementation.

The AAS grant terms and conditions form the contractual and operational foundation for grants awarded to researchers, institutions, and implementing partners. These terms and conditions are communicated through award letters, grant agreements, general terms and conditions, relevant policies, standard operating procedures, and other supporting documents issued to grantees at the point of award and during implementation.

The grant terms and conditions define the obligations of the AAS and grantees in relation to grant activation, financial management, reporting, procurement, asset and equipment management, research governance, ethics, safeguarding, intellectual property, data management, visibility, compliance, audit, breaches, sanctions, and grant closure.

As the AAS continues to manage increasingly complex grants across diverse African legal, institutional, and regulatory contexts, it is necessary to review whether the existing grant terms and conditions and the standard contractual agreement remain fit for purpose and conform to the requirements of its donors. The review will assess their adequacy in preventing non-compliance, reducing contractual and fiduciary risk, aligning with donor standards, supporting good grant stewardship, and enabling efficient management of both small and large grants.

The revised terms and conditions and grant agreements should strengthen the AAS's ability to manage research grants responsibly while supporting grantees to comply with their obligations and deliver high-quality scientific outputs.

3. Objective of the Assignment

The primary objective of this consultancy is to review the existing AAS grant terms and conditions, recommend updated terms and conditions that are robust, practical, enforceable and aligned with good international practice and donor requirements, and develop a standard agreement that addresses all the critical requirements of the AAS and its donors.

Specifically, the assignment will seek to:

1. Strengthen the AAS grant management systems and reduce the risk of non-compliance, contractual breaches, and fiduciary exposure.
2. Align the AAS grant terms and conditions with international best practice, donor standards and the operational realities of managing research grants across Africa.
3. Address emerging risks and challenges in research grant management, including safeguarding, ethics, data governance, intellectual property, procurement, audit, sanctions, and institutional accountability.
4. Support the ARISE programme and other AAS grant programmes to operate within a clear, consistent and accountable grant management framework.
5. Ensure that the revised grant agreement and terms and conditions are fully aligned with the AAS European Commission Grant Agreement, Financial Support to Third Parties requirements, and applicable EU audit and verification standards.

4. Scope of Work

4.1. Review of Existing AAS Grant Terms and Conditions

The consultant will conduct a comprehensive review of all documents that constitute or inform the AAS grant terms and conditions. These may include, but are not limited to, award letters, grant agreements, general terms and conditions, programme-specific conditions, AAS policies, grant management manuals, standard operating procedures, reporting templates, and relevant donor agreements.

The review should assess the clarity, completeness, coherence, enforceability, and practical relevance of the existing terms and conditions. It should also examine whether the current

terms adequately protect the interests of the AAS, promote grantee compliance and reflect the responsibilities of host institutions, principal investigators, research teams and sub-awardees.

Key tasks will include:

- Reviewing the current award letter (grant agreement), general terms and conditions, AAS policies and related grant management documents.
- Assessing provisions relating to grant activation, disbursement, reporting, budget management, procurement, equipment, asset ownership, audit, ethics, safeguarding, data, intellectual property, visibility, publication, conflict of interest, sanctions, suspension, termination and grant closure.
- Identifying strengths that should be retained or enhanced.
- Identifying weaknesses, gaps, ambiguities, inconsistencies or areas of potential risk.
- Assessing whether the terms and conditions are suitable for managing both small and large grants.
- Reviewing the alignment between AAS requirements, donor obligations and grantee institutional responsibilities.
- Establish a detailed cost eligibility guideline for eligible and ineligible costs
- Introduce standardised procurement rules consistent with EU principles
- Strengthen reporting accuracy and timeliness
- Define the minimum documentation threshold required for all expenditures
- Include a foreign exchange policy annex in the manual to manage the gains and losses in foreign exchange.
- Develop a budget modification request template.
- Strengthen the policy on indirect costs to align with EU requirements
- Clear guidelines on recovery of ineligible costs on subgrants/ clawback clause
- Develop a sub-grantee monitoring framework and scorecard system.
- Develop a cost-sharing policy in alignment with EU

4.2. Stakeholder Consultations

The consultant will conduct targeted consultations with relevant internal and external stakeholders to gather practical insights on the performance, interpretation and implementation of the current grant terms and conditions.

Stakeholders may include AAS programme teams, grants and finance teams, legal and compliance personnel, ARISE programme staff, selected grantees, host institutions and donor-facing staff. The consultations should identify implementation challenges, recurring compliance issues, unclear provisions and areas where the terms and conditions require strengthening.

Key tasks will include:

- Developing consultation tools or guiding questions.
- Conducting interviews, meetings or group discussions with selected stakeholders.
- Documenting stakeholder experiences, concerns and recommendations.

- Identifying areas where revised terms and conditions can improve clarity, accountability and compliance.

4.3. Benchmarking and Review of Best Practice

The consultant will benchmark the AAS grant terms and conditions against those used by comparable research funding, science granting and development organizations operating in similar contexts.

The benchmarking should focus on organizations that manage competitive research grants, institutional awards, fellowships, consortia grants or sub-awards across multiple countries. The purpose is to identify good practices that can strengthen AAS's grant management approach while remaining relevant to the African research funding environment.

Key tasks will include:

- Identifying comparable organizations and grant-making models relevant to AAS and ARISE.
- Developing benchmarking criteria for assessing grant terms and conditions.
- Reviewing best-practice provisions on compliance, risk management, audit, safeguarding, ethics, procurement, data governance, intellectual property, publication, visibility, sub-awards, sanctions and termination.
- Providing practical recommendations for adapting relevant good practices to the AAS context.
- Build a solid framework for a consortium, especially for a scaled or second-phase initiative like **ARISE 2.0**, ensuring alignment, clear governance, and operational efficiency among diverse partners and in alignment with EU regulations.

4.4. Development of Recommendations

Based on the document review, stakeholder consultations and benchmarking exercise, the consultant will develop clear and actionable recommendations for revising the AAS grant terms and conditions.

The recommendations should address legal, operational, fiduciary, programmatic and compliance considerations. They should also indicate which provisions require strengthening, which should be simplified, which should be newly introduced, and which should be aligned with donor or programme-specific requirements.

The recommendations should be practical and implementable, taking into account the capacity of AAS, grantees and host institutions to apply the revised terms effectively.

4.5. Drafting of Revised Grant Terms and Conditions

The consultant will prepare a draft revised version of the AAS grant terms and conditions. The draft should incorporate findings from the review process and reflect good international practice while remaining practical for use across AAS programmes, including ARISE.

The revised document should provide clear provisions on, among others:

Key tasks will include:

- Grant award letter
- Grant activation.
- Roles and responsibilities of the AAS, grantees and host institutions.
- Financial management and eligibility of costs.
- Disbursement and budget revisions.
- Procurement and use of grant-funded equipment.
- Asset ownership and disposal.
- Indirect costs policy
- Technical, financial and audit reporting.
- Research ethics and regulatory approvals.
- Safeguarding, misconduct and whistleblowing.
- Develop guidelines on end of grant management, virement/budget reallocations, and disbursements procedure
- Cost allocation
- Conflict of interest and fraud prevention.
- Data ownership, data management and open science considerations.
- Intellectual property, publication and acknowledgement.
- Donor visibility and communication requirements.
- Sub-awards and collaborations, including subawards by sub awardees.
- Monitoring, audit and access to records.
- Breach, sanctions, suspension and termination.
- Grant closure and post-award obligations.
- Gender and equity policy

4.6. Validation Workshop and Finalization

The consultant will organize and facilitate a validation workshop with relevant AAS staff and selected stakeholders to review the draft revised terms and conditions.

The workshop will provide an opportunity to test the clarity, practicality and completeness of the proposed revisions. Feedback from the workshop will be analyzed and incorporated into the final version.

The final document should be coherent, user-friendly, enforceable and ready for adoption by the AAS, subject to internal approval processes.

5. Deliverables

The consultant will deliver the following outputs:

1. **Inception Report:** A brief report outlining the consultant's understanding of the assignment, methodology, work plan, consultation approach, document review framework and timelines. This should be submitted within one week of contract signing.
2. **Document Review and Gap Analysis Report:** A report summarizing the review of existing AAS grant terms and conditions, including strengths, gaps, risks, inconsistencies and areas requiring revision.

3. **Stakeholder Consultation Report:** A summary of stakeholder inputs, implementation challenges and recommendations emerging from consultations with relevant AAS staff, ARISE programme actors and selected stakeholders.
4. **Benchmarking Report:** A comparative analysis of grant terms and conditions used by similar research funding or grant-making organizations, with recommendations relevant to the AAS context.
5. **Recommendations Matrix:** A clear matrix outlining proposed revisions, rationale, risk addressed, source of recommendation and suggested wording or action.
6. **Draft Revised AAS Grant Terms and Conditions**: A comprehensive draft of the updated grant terms and conditions aligned with donor requirements, good grant management practice and the needs of AAS programmes, including ARISE. This must include a policy of financial support to third parties
7. **Validation Workshop**: Preparation and facilitation of a validation workshop, including presentation materials and a summary of feedback received.
8. **Final Revised Grant Terms and Conditions:** A final version incorporating feedback from the validation process and ready for internal review, approval and operationalization by the AAS.
9. Final revised standard **grant award letter (agreement).**
10. **ARISE 2.0** Consortium management framework

6. Timeframe and Methodology

The consultancy will be carried out over a period of **6 – 8 weeks** from the date of contract signing. The timeline may be adjusted by mutual agreement between the consultant and the AAS depending on the availability of documents, stakeholders and validation processes.

An indicative timetable is provided below:

Week	Key Activities	Deliverables
Week 1-2	Project inception meeting, document collection, review of existing grant documentation, confirmation of methodology and work plan	Inception Report Document Review and Gap Analysis Report
	Detailed review of grant documents, policies and agreements; legal and compliance review; initial gap analysis	
Week 3	Stakeholder mapping and consultations with AAS teams and selected partners; consolidation of findings	Stakeholder Consultation Report
Week 4	Benchmarking against comparable international and regional grant-making organizations; identification of best practices	Benchmarking Report
Week 5	Development of recommendations and preparation of the Recommendations Matrix	Recommendations Matrix
Week 6	Drafting the revised Grant Terms and Conditions and internal quality assurance review	First Draft
Week 7	Validation workshop with stakeholders; presentation of draft and collection of feedback	Validation Workshop Report

Week 8	Incorporation of stakeholder feedback, legal review, final editing and submission	Final Revised Grant Terms and Conditions

The consultant will propose a detailed methodology for undertaking the assignment. The methodology should demonstrate an understanding of research grant management, donor compliance, institutional risk management and the realities of implementing multi-country scientific programmes in Africa.

7. Requirements

7.1. Consultant Profile

a. Introduction: Profile of the firm/candidates (the firm's qualifications) not exceeding 3 pages
b. Background: Understanding of the scope of work and proposed delivery approach or methodology
c. Proposed team composition of key personnel and their qualification details
d. Past performance and at least Three (3) references and testimonials from current and past clients preferably in non-profit sector (at least three (3) in the last one year)
e. An itemised budget for both professional fees and reimbursable expenses, including fee rates, number of days and a breakdown of expenses is required in USD.

7.2. The technical requirements

The assignment requires an individual consultant or firm with strong expertise in grants management, legal and contractual review, donor compliance and research programme administration.

The consultant should demonstrate:

- Demonstrated expertise in the development and review of grant agreements, sub-award contracts, and donor compliance frameworks, ensuring adherence to international donor requirements and mitigation of legal and financial risks.
- Substantial experience drafting and reviewing European Commission–funded grant agreements, with in-depth understanding of EU financial regulations, guidelines, and compliance obligations across the grant lifecycle
- Strong understanding of research grant management, preferably in the African context.
- Familiarity with donor-funded programmes and international grant management standards.
- Specific experience with the European Union granting system.
- Knowledge of fiduciary risk, audit, procurement, safeguarding, ethics, data governance and institutional compliance.
- Experience supporting organisations undergoing EU audits or expenditure verifications.
- Experience designing and implemented sub-grantee management frameworks across African portfolios, including risk assessment, compliance monitoring, and capacity-building initiatives to improve partner effectiveness and sustainability

- Ability to translate complex legal and compliance requirements into practical operational guidance.
- Experience facilitating stakeholder consultations and validation workshops.
- Excellent analytical, drafting and communication skills.
- Experience working with science funding organisations, research councils, universities, academies, multilateral agencies or large donor-funded programmes will be an added advantage.

8. Reporting and Management

The consultant will report to the AAS Head of Programmes and work closely with other relevant grants, finance, legal and programme teams. For ARISE-related inputs, the consultant will engage with the ARISE programme team and other stakeholders identified by the AAS.

9. Selection Criteria

AAS will award a contract based on the most economically advantageous tender, using the following criteria:

1. Statutory requirements (These documents must be provided). Failure to submit these documents will lead to automatic disqualification
    - Company Registration Certificate
    - Company PIN
    - Company Tax compliance certificate
    - CR12
    - Proof of existence (tenancy agreement, lease documents, utility bills)
    - At least 3 recommendations from past clients
    - At least 3 Local service orders
    - Contact details

All bids will be evaluated against the following criteria and scores:

No	Criteria	Score
1	Understanding of Assignment	20
2	Proposed Methodology	15
3	EU Grant Management Experience	20
4	Relevant Similar Assignments	15
5	Team Qualifications	10
6	Financial Proposal	20

Bids submission Instructions

1. Bidders must submit their proposals (on company letterhead) by email in electronic, format to procurement@aasciences.africa no later than **July 15th, 2026, at 1700HR EAT**. Physical submissions will not be accepted.
2. The email subject must me clearly indicated as "Review and Revision of the African Academy of Sciences Grant Agreement" PROPOSAL
3. AAS reserves the right to accept or reject any or all proposals/bids received and is not bound to give reasons for its decision.
4. The request for proposal does NOT constitute a commitment on the part of AAS, nor does it commit AAS 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.
5. Questions or comments in respect of these terms of reference should be directed by email to, procurement@aasciences.africa not later than July 5th, 2026

Visit our website: www.aasciences.africa