



Enhancing the Efficiency and Effectiveness of the IsDB Board of Executive Directors

BCC2025-002

2025
Islamic Development Bank

Terms of Reference

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Background

1. The Islamic Development Bank (IsDB) is a multilateral development bank (MDB) that fosters socio-economic development in its 57 member countries. Its governance structure includes two main bodies, namely the Board of Governors and the Board of Executive Directors (BED).
2. Composed of the representatives of IsDB's 57 member countries, the Board of Governors is the highest policy and decision-making body of the IsDB. It delegates powers to the BED.
3. As per Article 37.1 Articles of Agreement of the Islamic Corporation for the Insurance of Investment and Export Credit (ICIEC) and Article 9.1 of the Regulations of the Islamic Solidarity Fund for Development (ISFD), the BED also serves as the Board of Directors of ICIEC and ISFD.
4. The BED is currently composed of 19 non-resident members, 10 representing the 10 largest shareholders and 9 representing the remaining 47 member countries, the BED is responsible for the direction of the general operations of the IsDB.
5. The BED has established standing committees to assist in the conduct of its work. Membership in the standing committees rotates annually, and each standing committee is chaired by a member of the BED.
6. The first meeting of the BED was held with 10 members: 5 appointed by the then 5 major shareholders and 5 elected representing groups composed of the remaining member countries. Since then, the Board of Governors has on several occasions, increased the membership of the BED. This has been based on (i) requests from several member countries wishing to gain permanent seats within the BED through increasing their participation to IsDB's share capital after meeting the minimum required shareholding set for that purpose and (ii) the will of the Bank to maintain reasonable balance between the appointed and the elected Board Members within the composition of the BED.
7. With more member countries requesting to become permanent members in the BED, through increasing their subscription to the IsDB share capital, the Board of Governors has recently decided to assess the BED efficiency and effectiveness, including the optimal size of the BED.

Objective

8. The IsDB would like to conduct an independent study aiming at enhancing the efficiency and effectiveness of the BED. The study should take into consideration IsDB's governance structure and its underlying constitutional and regulatory instruments, in addition to benchmarking against best practices of similar institutions. The study should offer recommendations and options on, inter alia, achieving optimal size of the BED, strong membership, balanced representation, maximum impact of deliberations, solid decision-making, and full alignment with IsDB's mission, strategies and objectives. More specifically, the study should focus on achieving the following:

8.1. Drawing insights from the practices and experiences of other MDBs:

- Assessing the current structure and functions of the BED's standing committees and identifying gaps and challenges affecting their efficiency and effectiveness.
- Proposing specific enhancements to the mode of operation of the standing committees to improve their efficiency and effectiveness.
- Reviewing existing tools used to measure the performance of the standing committees and proposing new metrics and making recommendations thereon.
- Proposing recommendations aimed at enhancing the modus-operandi and the efficiency of the work of the BED's standing committees.
- Assessing the level of communication and collaboration between the BED and its standing committees and proposing improvements.

8.2. Enhancing support to the Executive Directors in carrying out their mandates:

- Assessing the adequacy of the support provided for the BED and its standing committees and proposing enhancements.
- Assessing the efficiency of the tools and technology currently used by the BED and its standing committees and proposing enhancements or new ones, including artificial intelligence.

8.3. Recommendation regarding Optimal BED Size:

- Assessing the current structure of the BED, rules of appointment, election procedures, and composition of geographical groups.
- Proposing criteria and/or options for future size adjustment of the BED.

Deliverables and Scope of Services

9. **Approach paper:** The consultant will prepare and present to IsDB an approach paper that should refine and clarify the purpose, focus, scope, and limitations of the Review, within the Terms of Reference. The Approach Paper should outline the general approach and methods, including the core assessment criteria, the list of interviewees with relevant stakeholders, work plan, tasks, and deliverables. This paper will serve as a foundational guide for the study.

10. **Interim report:** The consultant will prepare and present to IsDB a report on the progress achieved and the preliminary findings of desk reviews, assessments, benchmarking, interviews, consultations and research. The next steps to complete the study will also be included, ensuring that the review remains aligned with the objectives set by the Bank.
11. **Draft Report:** The consultant will submit to IsDB a Draft Report for review and comments.
12. **Final report:** The consultant will prepare and present to IsDB the final report consolidating all findings and analyses, providing actionable recommendations. The report will specifically address the study's objectives, presenting key findings alongside recommendations.
13. The process for developing and implementing the study will include the review of relevant documents and material provided by the IsDB. In addition, it will include literature review, benchmarking with other MDBs¹, meetings with stakeholders within IsDB, and two visits to the IsDB HQs, as follows:
 - **First visit:** Familiarization with the organization's governance framework and stakeholder expectations.
 - **Second visit:** Presentation of the final deliverable.
14. All deliverables submitted by the consultant will be subject to review and feedback by the IsDB, to be taken into consideration by the consultant.

Timeline

15. The deliverables of study will be completed within (4) months from the contract signing date.

Budget

16. A total budget of maximum USD 90,000 will cover all costs related to the assignment. All travel and accommodation expenses related to these visits shall be borne by the consultant.

Consultant Selection Criteria

17. **Qualifications**
 - Advanced degree in Business Management, Corporate Management, Governance, Law or related fields.
 - Strong knowledge of corporate governance and board management practices.
 - Certified/registered in a jurisdiction acceptable to IsDB.

¹ With a focus of those with a non-resident Board.

18. Experience

- Minimum of 15 years of experience in board governance, organizational assessment, or consulting.
- Proven track record of similar assignments with international organizations, MDBs, and financial institutions.
- Relevant experience in board governance and in consulting for MDBs or financial institutions.

19. Skills and Competencies

- Demonstrated understanding of decision-making framework of similar institutions
- Compliance and due diligence clearance.
- Strong analytical, research, and report-writing skills.
- Ability to conduct stakeholder interviews and facilitate workshops.
- Effective communication and presentation skills in English and preferably in Arabic and French.

Evaluation Criteria

20. The selection process will prioritize quality and expertise, considering the following criteria with a total score of 100 marks:

a. Academic and professional qualifications (25 marks):

- o PhD in a relevant field: 25 marks
- o PhD in a non-relevant field: 20 marks
- o Master's degree in a relevant field: 15 marks
- o Master's degree in a non-relevant field: 10 marks

b. Relevant experience and track record (60 marks):

- o Experience with international organizations/MDBs/financial institutions: 25 marks
- o Experience in board governance and consulting: 20 marks
- o Demonstrated knowledge and strategic insights: 15 marks

c. Methodology (15 marks):

- o Quality and feasibility of proposed methodology: 15 marks

Instructions to Interested Consultants

21. Interested consultants should submit an expression of interest including:

- Profile, technical qualifications, and relevant experience.
- Resumes of proposed team members and their roles (if any).
- Comments on the terms of reference.
- Description of the methodology and work plan.
- Samples of previous research reports conducted in the field of Boards and Committees' governance.

- Registration/certification and related legal documentation.
- Financial proposal to undertake the study (provided separately).

Submission of Proposal/EOI

22. Interested consultants are invited to submit their Expression of Interest (EOI) along with the completed EOI Form (Annex 1), which can be accessed and downloaded from the IsDB website. The EOI should include the consultant's qualifications, relevant experience, and a proposed methodology to completing the assignment.
23. The selected consultant will be required to work closely with the IsDB team and provide high-quality deliverables within the specified timeline.
24. **Submission Requirements:**

The completed EOI Form (Annex 1) must be submitted by **no later than 8th March 2025 15:00 KSA standard time.**

- Submissions should be sent to EOI Submission - Enhancing the Efficiency and Effectiveness of the IsDB Board of Executive Directors 0d3c6f9f.isdb.org@emea.teams.ms in PDF, Word file.
- For further details or clarification, please contact CSP - Enhancing the Efficiency and Effectiveness of the IsDB Board of Executive Directors 1204cb5c.isdb.org@emea.teams.ms before the submission deadline.
- All Consultant requested to complete their registration within IsDB Supplier a management system, SAP ARIBA for current and future opportunities : <http://isdb.supplier.mn2.ariba.com/ad/selfRegistration/>

ANNEX-1

Invitation for Expression of Interest (IEOI) – Individual Consultant**Invitation for Expression of Interest**

Date _____

[Copy the Name of the Assignment/Project from the IEOI]

1. The Islamic Development Bank (IsDB) has approved an administrative budget for financing consulting services (the Services) for the above project. The Terms of Reference (TOR) of the Services is in Appendix A. The Services will be provided by consulting firm. IsDB will select and engage the Consultant in accordance with the IsDB Corporate Procurement Policy (Policy).
2. IsDB now invites Expression of Interest (EOI) from potential individual applicants for consideration by IsDB in determining a shortlist of candidates to be invited to submit proposals. Depending on the number of the EOIs received and the qualifications of the applicants, IsDB may or may not short list all potentials who have submitted EOIs.
3. Applicants who wish to submit an EOI should complete the EOI Form in Appendix B and submit it through IsDB's online IEOI facility or by email, fax or courier to the following authorized representative of IsDB:

Consultant Selection Panel

Islamic Development Bank

Email: Designated email address

Appendix A: Terms of Reference**Appendix B:** EOI Form

Expression of Interest (EOI) by Applicant

[Copy the Name of the Assignment/Project from the IEOI]

Date: _____

Consultant Selection Panel

Islamic Development Bank

Email: Designated email address

I have read carefully your Invitation for Expression of Interest for the captioned assignment/project and find the Terms of References (TOR) and Scope of Work match my skill mix and experiences for providing the services required in the TOR. I would like to express my interest for our firm being considered for the Shortlist. I understand that IsDB does not have an obligation that I must be shortlisted.

I have attached to this EOI supporting documents highlighting the relevant expertise and Experience for your consideration. Some of the key information is highlighted below:

Personal Profile

Nationality:

Date of Birth:

Permanent Address:

Phone No.:

Email:

Past Consultancy Assignment References

[Notes to consultant: Please select most relevant consultancy assignments you have recently completed to demonstrate your technical qualifications and experience.]

Period	Client	Project	Country	Your role (As lead consultant or as member of a team?)	Value of the Contract

III. Availability

I shall be available for the services from _____ to _____.

IV. Eligibility Declaration

I, the undersigned, certify to the best of my knowledge and belief:

- I have read terms of reference (TOR) and Scope of Work (Appendix A), for this assignment.
- I confirm that the project references submitted as part of this EOI accurately reflect the experience of myself.
- I confirm that I have never been convicted of an integrity-related offense or crime related to theft, corruption and fraud.
- I understand that any misrepresentations that knowingly or recklessly mislead, or attempt to mislead may lead to the automatic rejection of the proposal or cancellation of the contract, if awarded, and may result in further remedial action, in accordance with IsDB's Integrity and Anti-corruption Policy.

Signature:

Name of the Applicant