



BASIC NEEDS BASIC RIGHTS KENYA

Terms of Reference (ToR)

Legal Consultancy to Support the Establishment of the Community Mental Health Federation Forum

1. Introduction

Basic Needs Basic Rights (BNBR) Kenya is a nationally registered Public Benefit Organization (PBO) that has been actively involved in mental health initiatives since 2005, operating in close collaboration with the Ministry of Health and other sector stakeholders. Kenya's community mental health ecosystem is expanding rapidly: an increasing number of international and local civil society organizations, social enterprises, and community-based initiatives have entered the mental health space, signalling a growing recognition of mental health as a development and public health priority. This growth also brings emerging challenges related to consistency, ethics, quality assurance, and coordinated advocacy across the sector.

While clinical mental health services are regulated through government licensing of health facilities and registered health professionals (e.g., psychiatric clinicians, nurses, social workers), a regulatory gap exists for community mental health services and service providers. This includes lay health workers, community health workers, and lived experience experts whose roles are outlined in the Kenya Task Sharing Guidelines. The Public Benefit Organizations (PBO) Act provides a structured pathway to address this gap through Federation forums, which allow self-regulation once a minimum of ten organizations come together.

BNBR is accordingly leading the establishment of a Community Mental Health Federation Forum to promote accountability, quality, and collaboration in areas such as peer support, low-intensity interventions, lived experience expertise, and sport- and creative-arts-based therapies that fall outside conventional biomedical regulation. This work is carried out alongside peer implementing organizations, research institutions, technology-based mental health initiatives, humanitarian organizations, and special interest groups, following initial supportive consultations with the Ministry of Health's Division of Mental Health Services and the Cabinet Secretary's office.

2. Background and Consultancy Purpose

BNBR is supporting the establishment and formalization of a Federation forum representing lived experience experts and community-led initiatives in mental health. This consultancy aims to develop foundational legal and governance documents and guide the forum through formal registration under the PBO Act in Kenya.

The purpose of this consultancy is to provide specialized legal and governance expertise to BNBR and the ten-plus (10+) founding members of the Community Mental Health Federation Forum. The

consultant will ensure that the Forum's constitutive document, Code of Conduct, Sector Standards, and registration process are legally sound, fit for purpose, and fully compliant with the Kenya PBO Act and applicable governance best practices.

3. Consultancy Objectives

The specific objectives of this consultancy are to:

- Provide legal drafting and review support for the Federation's constitutive document (governance structures, membership criteria, and decision-making processes) to ensure validation and readiness for registration.
- Provide legal and governance review of the Code of Conduct and Sector Standards developed through co-creation workshops, confirming alignment with the PBO Act and international best practices.
- Support the formal registration of the Federation forum under the PBO Act, ensuring the Forum is lawfully constituted ahead of its national launch.
- Identify and advise on legal compliance requirements arising from the Forum's self-regulation mandate over community mental health service provision.

4. Scope of Work

The consultant's scope of work encompasses the following key tasks and responsibilities:

- Review the relevant legal and regulatory framework, principally the PBO Act and the Kenya Task Sharing Guidelines, as it applies to establishing and registering a Federation forum.
- Review existing foundational frameworks and draft the constitutive document, Code of Conduct, and Sector Standards.
- Provide ongoing legal advice to BNBR and founding member organisations throughout the Federation's establishment process.
- Draft and/or legally review the Federation's constitutive document, covering governance structures, membership criteria, decision-making processes, and the Forum's mandate.
- Conduct legal and governance reviews of the Code of Conduct developed through co-creation workshops.
- Conduct legal and governance reviews of the Sector Standards developed through co-creation workshops.
- Advice on registration requirements and compliance processes under the PBO Act.
- Participate in all co-creation workshops during the consultancy period where legal guidance on the constitutive document, Code of Conduct, or Sector Standards is required.
- Support the validation of the constitutive document, Code of Conduct, and Sector Standards.
- Provide comprehensive hands-on support during the formal registration process of the Federation forum under the PBO Act, including preparing/filing applications, responding to regulatory queries, and attending meetings on BNBR's behalf as required.
- Maintain regular reporting and coordination with BNBR's designated focal point, including securing formal sign-off on legal deliverables prior to wider circulation.

5. Expected Deliverables

The consultant will deliver the following key outputs:

- **Legal Review Report:** Assessment of the applicable legal and regulatory framework (principally the PBO Act) as it applies to the Federation forum's establishment.

- **Draft Constitutive Document:** Incorporating legal input on governance structures, membership criteria, and decision-making processes.
- **Final Constitutive Document / Governance Instrument:** Fully validated governance instrument ready for statutory registration.
- **Legal Review Note on the Code of Conduct:** Formal note evaluating the Code of Conduct.
- **Legal Review Note on the Sector Standards:** Formal note evaluating the Sector Standards.
- **Registration Documentation Package:** Complete application files supporting successful registration under the PBO Act.
- **Compliance Documentation:** Framework supporting the Forum's ongoing regulatory compliance obligations.
- **Advisory Notes and Reports:** Legal advisory notes issued during stakeholder consultations and co-creation workshops, alongside an Inception Report and a Final Consultancy Report.

6. Methodology

The consultant is expected to apply a participatory, rigorous, and consultative approach including:

- Conducting a document review of project proposals, the PBO Act, and related regulatory guidance (including the Kenya Task Sharing Guidelines).
- Participating in stakeholder consultations with 10+ founding member organisations and relevant government counterparts (e.g., the Ministry of Health's Division of Mental Health Services).
- Participating in co-creation workshops used to draft and validate the constitutive document, Code of Conduct, and Sector Standards.
- Undertaking legal drafting of, or legal input into, the constitutive document and related governance instruments.
- Executing iterative reviews and revisions of draft documents based on stakeholder and legal feedback.
- Participating in validation meetings for the constitutive document, Code of Conduct, and Sector Standards.
- Providing comprehensive support during the formal registration process under the PBO Act (preparing and filing applications, responding to queries, and attending meetings on BNBR's behalf).
- Providing brief progress updates to BNBR at an agreed cadence (recommended monthly), alongside prompt flagging of any legal or regulatory risks.
- Providing ad hoc legal advisory sessions to BNBR as needed within the consultancy period.

7. Duration

The consultancy is recommended to run for **12 months**, from **9th November 2026 to 9th November 2027**, covering foundational document development through to registration and operationalization.

8. Budget and Financial Terms

- **Total Budget:** Kshs2,000,000 (inclusive of applicable statutory taxes, including withholding tax and VAT where applicable).
- **Currency:** Payments will be made in Kenya Shillings (KES).

- **Payment Terms:** Tied to BNBR's written acceptance of deliverables, in line with a payment schedule to be agreed at contract signing (e.g., milestone payments with a final payment upon registration).
- **Tax Compliance:** The consultant must be able to demonstrate eTIMS compliance for invoicing.

9. Required Qualifications

- Qualified legal practitioner (advocate or law firm) with a valid, current practicing certificate in Kenya.
- Demonstrated experience in governance advisory work, including for membership organisations, NGOs, or Federations.
- Practical knowledge of the Kenya PBO Act and the legal processes for establishing and registering a Federation forum.
- Experience drafting constitutions, governance instruments, codes of conduct, or comparable sector-standard documents.
- Experience facilitating or advising within multi-stakeholder consultation processes.
- Knowledge of Kenya's mental health policy environment is desirable, given the sector-specific nature of this Federation forum and BNBR's ongoing engagement with the Ministry of Health.
- Demonstrable practical experience in mediation and conflict resolution.

10. Evaluation Criteria

Proposals will be evaluated based on the following criteria and indicative weightings:

Evaluation Criterion	Indicative Weighting
Technical Proposal: Understanding the assignment and proposed approach to delivering the scope of work.	25%
Relevant Experience: Prior experience in PBO/NGO governance, Federation or membership-body establishment, and constitutional/Code of Conduct drafting.	20%
Methodology: Soundness and feasibility of the proposed approach to document review, drafting, stakeholder consultation, and registration support.	20%
Team Composition: Relevant qualifications and experience of proposed team members (where the bidder is a firm).	10%
Financial Proposal: Cost of the consultancy relative to the scope of work, exhaustiveness of costing, and demonstrated eTIMS compliance.	25%

Applications should be sent to procurement@basicneedskenya.org no later than **30th October 2026**. Only shortlisted consultants will be contacted.

11. Ethical Considerations

The consultant is expected to uphold standard professional obligations, including:

- **Confidentiality:** Protection of all draft governance documents, stakeholder discussions, and sensitive information shared during the assignment.
- **Conflict of Interest:** Disclosure and management of any actual or potential conflicts of interest, including existing relationships with organisations involved in the Federation forum.
- **Professional Independence and Integrity:** Maintaining professional independence and integrity consistent with the standards of the Law Society of Kenya (LSK).
- **Legal Compliance:** Compliance with all applicable Kenyan laws throughout the engagement, including safeguarding frameworks and the Data Protection Act 2019.
- **Intellectual Property:** Ownership of all documents, drafts, and materials produced under this consultancy will vest in BNBR and the Federation forum upon payment.
- **Safeguarding:** Compliance with BNBR's Child Safeguarding and Protection from Sexual Exploitation and Abuse (PSEA) policies, given the Forum's engagement with vulnerable community members.

12. Application Requirements

Applications should include, at minimum:

1. A technical proposal.
2. A financial proposal.
3. A copy of a valid practicing certificate and current LSK certificate of good standing.
4. A CV for the lead consultant (and any proposed team members, where the bidder is a firm).
5. At least two references from comparable assignments.
6. Firm/business registration documents (where applicable).

Requests for clarification on this ToR may be directed to info@basicneedskenya.org before the application deadline.