



TERMS OF REFERENCE

Consultancy to Support the Governance, Operational Efficiency, and Strategic Priorities of the Caribbean Biodiversity Fund (CBF) for 2026-2030

1. Background

The Caribbean Biodiversity Fund (CBF) is a regional environmental fund established to support long-term conservation and sustainable development efforts in the Caribbean. Through its Endowment Fund, Thematic Windows, and regional partnerships, the CBF serves as a key player in financing Caribbean conservation efforts. The CBF works with a network of National Conservation Trust Funds (NCTFs) and regional programs, guided by a Board of Directors comprising representatives from key stakeholders. After a period of growth and institutional evolution, the CBF Board seeks to engage in a strategic retreat in January 2026 to establish its strategic priorities, governance, and operational pathways for 2026-2030.

This consultancy will provide evidence-based recommendations, and facilitation support to guide that retreat. This consultancy is also intended to support the mid-term evaluation of the Caribbean Biodiversity Fund's current Strategic Plan 2022–2027, which outlines the CBF's institutional goals, strategic priorities, and operational roadmap.

2. Objectives of the Consultancy

The consultancy has the following objectives aimed at generating findings and providing analysis and recommendations that will guide the deliberations of the CBF Board towards its new Strategic Plan:

- i. Assessment of the CBF's governance structure, including Board composition, policies, stakeholder representation, and overall effectiveness.
- ii. Evaluation of operational efficiency in Secretariat functions, Board-Secretariat relations, and internal coordination processes.
- iii. Review implementation progress and impact of the CBF Strategic Plan 2022–2027 and propose adjustments to CBF's strategic positioning for 2026-2030, ensuring alignment with regional biodiversity priorities, evolving donor landscapes, and global frameworks (e.g., Global Biodiversity Framework, SDGs, CTFs Best Practice Standards).
 - a. Includes synthesizing findings on the strategic review and guiding the CBF Board to action recommendations.
- iv. Propose a clear roadmap toward best-practice governance and operational structure, building on prior assessments such as the Wolfs Report but incorporating CBF's current maturity and future ambitions for growth and development of the CBF

3. Scope of Work

Preparing and moderation of a Governance Structure Review workshop to:

- Analyze Board structure, composition, diversity, Board engagement, and effectiveness.
- Assess governance policies, and succession planning. Benchmark against regional environmental funds and multi-stakeholder governance models.
- Assess Board-Secretariat dynamics and propose models for optimal governance oversight while ensuring management autonomy.

Prepare and moderate an Efficiency Assessment:

- Review Secretariat staffing, decision-making processes, reporting lines, and Board support mechanisms.
- Assess use of technology, information systems, and administrative tools for Board and Secretariat operations.
- Identify opportunities to strengthen institutional capacity, streamline workflows, and optimize Secretariat functioning.

Prepare and moderate a Strategic Approach and Positioning:

- Review current strategic priorities against regional needs, funding trends, and global frameworks.
- Identify emerging challenges and opportunities for CBF's expanded role in regional conservation finance and convening power.
- Propose strategic options and scenarios for Board discussion during the retreat.

4. Deliverables

- i. Inception Report outlining methodology, work plan, and interview schedule.
- ii. Interim Findings Brief highlighting key emerging themes from consultations and document reviews.
- iii. Draft Options Paper for Board summarizing governance, operational, and strategic options.
- iv. Retreat Facilitation Inputs including presentation deck and moderated participatory workshop with the CBF Board to refine and define the Final Strategic Options, possibly in Miami.
- v. Final Strategic Options Report incorporating Board feedback following the retreat.

5. Methodology

The Consultant is expected to use a participatory and evidence-based approach, including:

- Desk review and evaluation of relevant documents (governance policies, meeting minutes, strategic plans, prior assessments, including the Wolfs Report, etc.).
- Structured moderated Workshop with CBF Board
- Preliminary key informant interviews with Board Members, Directors, Committee chairs, and Secretariat staff.

- Comparative benchmarking with governance models of other regional and global environmental funds.
- Facilitation of preparatory discussions with the Executive Committee, TNC Director and the CEO as the Steering Group in advance of the Board Retreat.

6. Duration and Timeline

The consultancy is expected to last on or around 12 weeks, with the following indicative timeline:

- Weeks 1-2: Inception and document review;
- Weeks 1-4: Stakeholder interviews and governance review;
- Weeks 4-6: Operational assessment and strategic positioning analysis;
- Weeks 6-8: Draft options paper and Steering Group discussions;
- Week 8-9: Retreat preparation;
- Week 10: Retreat support and facilitation;
- Week 11-12: Submission of final Strategic Options Report.

The structured workshop and CBF Board Retreat that will aim to be held on or around the week of January 12, 2026 in Miami with a duration of up to 3 days.

7. Required Qualifications

- At least 10 years of experience in governance review, institutional development, or organizational strategy, preferably within environmental or philanthropic institutions.
- Academic qualifications in Business administration/organization development, environment/natural resources management.
- Demonstrated expertise in board governance, nonprofit operations, or conservation finance.
- Proven track record in conducting high-level institutional assessments and stakeholder engagement.
- Strong analytical, facilitation, and report-writing skills.
- Knowledge of Caribbean institutional and conservation contexts is a strong asset.
- Deep knowledge of global conservation finance models; familiarity with regional and international conservation frameworks.
- Demonstrated ability to facilitate Board-level strategic planning processes.

8. Supervision and Reporting

The Consultant will report to the CBF Chief Executive Officer and will work closely with a Steering Group comprising the CEO and select members of the Board.

9. Eligibility, Submission of Proposals & Evaluation Criteria

The Caribbean Biodiversity Fund (CBF) is inviting qualified firms to submit its technical and financial proposals for the Governance, Operational Efficiency, and Strategic Priorities of the Caribbean Biodiversity Fund (CBF) for 2026-2030.

Interested consultants must submit the following:

- Technical Proposal not exceeding 5 pages that includes:
 - Demonstrated understanding of the assignment, proposed methodology, work plan, and team composition (if applicable);
 - Details of at least two similar assignments undertaken in the past five years.
- Financial Proposal with breakdown of consultancy fees, travel and other costs;
- Curriculum Vitae (for individuals) or company profile with CVs of key personnel (for firms);

Questions may be submitted by **Thursday, September 25, 2025, 12:00 PM AST** via e-mail to the following address: procurement@caribbeanbiodiversityfund.org with Subject Line “

Questions: CBF Governance, Operations & Strategic Positioning Review

Proposals must be submitted via email to: procurement@caribbeanbiodiversityfund.org - Subject: **Consultancy – CBF Governance, Operations & Strategic Positioning Review**

Deadline for submission: **October 15, 2025, at 11:59 PM AST.**

Evaluation criteria and sub-criteria of the tender		Maximum points
1	Overall concept and approach for consultancy	30
2	Workplan and methodology	30
3	Qualifications and Experience of the Consultant Firm	30
4	Example of documents prepared for similar assignment	10
	Total	100