



Terms of Reference

Title: Development of the CEO Approval package for the GEF-8 International Waters project “Catalysing Transboundary Investment for Ecosystem Restoration and Water Security in the Orange–Senqu River Basin”

Objective of the Consultancy

This consultancy has the following objective(s):

Development of the CEO Approval Request package, including the IUCN Agency Project Document (prodoc) and all required annexes and relevant analyses for the Orange–Senqu Water Fund project (GEF ID 12143), which would contribute to achieve GEF CEO Approval, no later than 31 March 2027.

Background

Project Reference:

Orange–Senqu Water Fund PPG (GEF ID 12143) / Catalysing Transboundary Investment for Ecosystem Restoration and Water Security in the Orange–Senqu River Basin

Donor reference:

Global Environment Facility (GEF) – GEF Trust Fund, International Waters focal area

About IUCN:

IUCN is a membership Union uniquely composed of both government and civil society organisations. It provides public, private and non-governmental organisations with the knowledge and tools that enable human progress, economic development and nature conservation to take place together.

Created in 1948, IUCN is now the world’s largest and most diverse environmental network, harnessing the knowledge, resources and reach of more than 1,400 Member organisations and around 15,000 experts. It is a leading provider of conservation data, assessments and analysis. Its broad membership enables IUCN to fill the role of incubator and trusted repository of best practices, tools and international standards.

IUCN provides a neutral space in which diverse stakeholders including governments, NGOs, scientists, businesses, local communities, indigenous peoples organisations and others can work together to forge and implement solutions to environmental challenges and achieve sustainable development.

Working with many partners and supporters, IUCN implements a large and diverse portfolio of conservation projects worldwide. Combining the latest science with the traditional knowledge of local communities, these projects work to reverse habitat loss, restore ecosystems and improve people’s well-being.

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About the Project

The project “Catalysing Transboundary Investment for Ecosystem Restoration and Water Security in the Orange–Senqu River Basin” (GEF ID 12143), co-developed by IUCN and the Orange-Senqu River Commission (ORASECOM) with the four riparian states of Botswana, Lesotho, Namibia and South Africa, was approved at concept (PIF) stage by the GEF CEO on 15 June 2026. To allow sufficient time for the iterative review process with the GEF Secretariat, IUCN will submit the GEF CEO Approval package no later than 10 February 2027.

The project aims to establish and operationalise an ORASECOM Water Fund as a long-term, basin-wide financing mechanism that catalyses sustained investment in ecosystem restoration, pollution control, water conservation and demand management, inclusive governance and overall water security. It responds to a persistent implementation gap in the basin: over two decades ORASECOM and the riparian states have built a strong foundation for transboundary cooperation, technical analysis and strategic planning — including the Transboundary Diagnostic Analysis (2014, updated 2024), the Climate Resilient Water Resources Investment Plan (CRIP), the water resources quality Joint Basin Surveys (JBSs) and a consolidated Integrated Water Resources Management (IWRM) Plan — but the institutional and financing mechanisms required to translate agreed priorities into sustained, coordinated action remain limited.

As part of the build-up studies and development of the IWRM Plan, ORASECOM first undertook a feasibility study on the protection of the water sources, commonly known as “sponges” in the highlands of Lesotho (the source areas of the Orange-Senqu River Basin), with support of the German Government. Implementation of the recommendations of the feasibility study on addressing “land degradation” is now being continued by the Lesotho Government through the “Renoka” Integrated Catchment Management (ICM) programme in selected catchments, with financing from Government of Lesotho (GoL), the German Government, and the European Union (EU).

Financing is fragmented and largely project-based, and governance remains predominantly government-led, with limited structured participation from municipalities, utility companies (water, energy, etc), the private sector, civil society and communities.

Housed within ORASECOM, the Fund will provide a structured platform to mobilise and align public, private and community-level investment around shared basin outcomes, and to convert agreed transboundary priorities into investable interventions in priority landscapes, sub-catchments and water-use centres. It will be designed to build on existing precedents and similar funding mechanisms in the region (for example: Cubango–Okavango River Basin Fund). In 2009, ORASECOM also undertook the following two studies with the support of the French GEF: (i) ORASECOM Catchment Conservation Fund – Mitigation Measures Assessment (https://orasecom.org/wp-content/uploads/2020/05/551ORASECOM-Conservation-Fund_Mitigation-Measures-Assessment_Ju.pdf) and (ii) ORASECOM Catchment Conservation Fund – Business Case (https://orasecom.org/wp-content/uploads/2020/05/551ORASECOM-Conservation-Fund_BC_June09__FINAL_.pdf).

(Please refer to the GEF-approved PIF, available on the GEF portal: <https://www.thegef.org/projects-operations/projects/12143>)

The project is divided into the following components:

Component 1: Governance mechanism for the Water Fund, inclusive of institutional and governance architecture, developed, validated and endorsed by the riparian states and major basin stakeholders. This component supports the identification and spatial prioritisation of investment-ready interventions and the development of a Strategic Framework for basin restoration, conservation, water security and climate resilience. It reviews existing financing instruments and models in comparable basins (endowments, sinking funds, blended finance), undertakes a feasibility and risk assessment, and develops tailored financial instruments for the basin. It also establishes the Fund’s legal and institutional structures — host entity, oversight body, appraisal committees — and its operational procedures for appraisal, financial management, safeguards, gender and social inclusion, grievance and redress, and monitoring and evaluation.

Component 2: Investment commitments secured through strategic partnerships, stakeholder engagement and awareness creation. This component conducts stakeholder mapping and analysis

across all four riparian countries and delivers an engagement and awareness strategy with sex-disaggregated participation targets. It assesses the indicative costs of prioritised interventions, funding gaps and existing and potential financing sources, and produces a resource mobilisation plan and co-financing strategy. It also develops investment cases, value propositions and an investment prospectus, and undertakes investor engagement to secure collaboration agreements and initial financial commitments for the Fund.

Component 3: Knowledge management and applied learning (KMAL) system established to enable adaptive implementation of the Water Fund. This component establishes systems for documenting lessons learned and stakeholder feedback, developing knowledge products on Water Fund implementation, inclusive water governance and women's empowerment, and disseminating these through regional and global platforms, including the ORASECOM Water Information System (WIS). It also supports regional learning events, peer exchanges and South-South collaboration, including with the Cubango–Okavango River Basin Fund, the Benguela Current Convention, SADC platforms and GEF IW:LEARN.

M&E: Monitoring and evaluation — establishes adaptive management, accountability and learning systems throughout the project cycle, including an inception report with baseline values for all GEF core indicators, bi-annual implementation reporting with gender-disaggregated data, and independent mid-term review and terminal evaluation.

IUCN is the GEF Agency (Implementing Entity) and The ORASECOM Secretariat will act as the Executing Entity, supported by a Project Management and Coordination Unit (PMCU), with National Focal Teams in each of the four riparian states. A Project Board comprising representatives of the four Member States, IUCN, private-sector representatives and independent technical experts will provide strategic steering and oversight.

The project will use GEF grant financing to design the institutional, governance and financial architecture required for a future Non-Grant Instrument (NGI) facility anchored in the Water Fund. The NGI is not intended for deployment during this phase.

GEF-approved budget

Source of Funds	GEF Agency	Focal Area	Project Financing	Project Financing Agency Fee	Project Preparation Grant (PPG)	PPG Agency Fee	Total (US\$)
GEF Trust Fund	IUCN	International Waters	2,000,000.00	180,000.00	50,000.00	4,500.00	2,234,500.00
Total GEF Resources			2,000,000.00	180,000.00	50,000.00	4,500.00	2,234,500.00

Description of the Assignment

As per the GEF and IUCN project cycle, the next and final stage in project development is for IUCN to implement the Project Preparation Grant (PPG) phase based on the funding received from the GEF (as indicated above), and lead the development and submission of a fully developed GEF CEO Approval Request, IUCN Agency Project Document and all required annexes and relevant analyses that contribute to the achievement of GEF CEO Approval (clearance from the GEF CEO to begin implementation of the Project). As the project is a Medium-Sized Project (MSP), the applicable GEF decision at this stage is CEO Approval rather than CEO Endorsement.

The GEF CEO's approval of the PIF on 15 June 2026 requires the final project document to be approved within 12 months, that is by 15 June 2027. To allow sufficient time for the iterative review process with the GEF Secretariat, IUCN will submit the GEF CEO Approval package no later than 10 February 2027, after completing the iterative process with different stakeholders.

Included in these ToRs is all the work to respond to any and all GEF Secretariat review requests, to revise submitted project documents and all necessary annexes, as needed to address any concerns or

needs to achieve GEF CEO Approval. The review period after submission to the GEF Secretariat will last from 10 February 2027 until CEO Approval is achieved (by 15 June 2027, if not prior).

This final PPG development work is supported by GEF PPG financing under implementation by IUCN, in close collaboration with the ORASECOM Secretariat and the four riparian states involved in the project's co-design.

Composition of the team

This consultancy is to be delivered by a team of three experts working under a single contract:

Expert 1 — Team Leader: Water Fund Design and Water Governance Specialist (Lead Expert). Leads the assignment and is technically accountable for the design of the Water Fund. Leads all stakeholder consultation processes across the four riparian states, including the inception, consultation and validation workshops. Responsible for the basin baseline and spatial prioritisation of investment landscapes, the Strategic Framework, the design and feasibility assessment of the Fund's financial instruments, qualification criteria of partners/stakeholders for public-private partnerships to be established through the Fund, the resource mobilisation and co-financing strategy of the Fund (including the the post-project financing sustainability plan), and the Fund's governance, institutional and project execution arrangements.

Expert 2 — Environmental and Social Impact Assessment and Gender Specialist. Responsible for the ESS documentation required for GEF compliance and the ESS tools required for the Water Fund architecture. These include: Environmental and Social Impact Assessment / Strategic Environmental and Social Assessment and associated safeguard instruments, ESS tools, the screening for Indigenous Peoples and Local Communities and other vulnerable groups, the Grievance Redress Mechanism, the climate risk screening, in-country disclosure of ESS documents, and the Gender Analysis and Gender Action Plan, including gender-sensitive indicators and sex-disaggregated targets for the results framework.

Expert 3 — GEF Drafting and Documentation Expert. Responsible for drafting the CEO Approval Request and the IUCN Agency Project Document and for preparing all required annexes and portal entries, integrating the technical inputs of Experts 1 and 2 into a single coherent submission package. Responsible for the consolidated results framework, budget tables, monitoring and evaluation plan, documentation of workshop and consultation proceedings, version control, internal consistency and quality assurance across the package, and the comment-response matrices through each review round.

Proposals may be submitted either by a consulting firm fielding all three experts, or by individual consultants submitting a joint proposal, with one nominated as lead for contracting and payment purposes. In either case, **a single technical and financial proposal in English is required** and requested, covering all three roles and indicating the proposed level of effort and daily rate for each. The three experts are jointly responsible for delivering an internally consistent CEO Approval Request package that meets GEF and IUCN requirements.

1) Expected Deliverables

Key deliverables defined in these ToRs to be developed by the Consultant/Firm and provided to IUCN include:

KEY DELIVERABLE 1: Project design concept, including comprehensive methodology and workplan for CEO Approval package development

In close coordination with IUCN, the ORASECOM Secretariat and the four National Focal Teams, develop a project design concept containing the methodology and plan to undertake the drafting of the CEO Approval package. This should include a detailed workplan with milestones, a clear division of responsibilities between the three experts, a list of organisations and entities to involve (including beyond the stakeholders mentioned above), logistical needs, and a strategy to disseminate key information and provide orientation guidelines for stakeholders involved in the design of the CEO Approval Request. The report should also include the modalities for country missions and field visits, and a strategy to consult and gather inputs from stakeholders in all four riparian states. A virtual Inception Workshop, followed by in-person country missions/consultations, and a virtual consolidation workshop is recommended.

KEY DELIVERABLE 2: First Draft of CEO Approval package

The first version of the CEO Approval Request package should include:

- a. Description of project context and objectives: baseline assessment (including basin- and landscape-specific information collected through primary and secondary sources), root causes and barriers to be addressed, business-as-usual scenario vs. project intervention alternatives
- b. Justification of the alignment with GEF-8 programming directions considering the International Waters focal area, and with the Revised SADC Protocol on Shared Watercourses and regional priorities
- c. Review of secondary literature, ongoing deliverables being prepared by ORASECOM (Joint Basin Survey) and assessment of existing basin and national technical reports, strategies, policies and frameworks relevant to the project — including the transboundary diagnostic analysis (TDA), Climate Resilience Improvement Plan (CRIP), strategic action plans (SAP), IWRM Plan and the National Biodiversity Strategy and Action Plans (NBSAPs), nationally Determined Contributions (NDCs) and National Action Plans (NAPs) of the four riparian states
- d. Alignment with national strategies, and preliminary gender and environmental and social safeguard considerations relevant to the project's intervention logic and geographical scope
- e. Design of the Water Fund's governance, legal and operational architecture, including host arrangement, oversight structures and operational procedures, qualifying/selection criterion for partners, learning from among other information sources those mentioned in the “About the Project Section”
- f. Proposed Theory of Change
- g. Draft logical framework with gender-disaggregated indicators
- h. GEF Core Indicator baselines and proposed targets

KEY DELIVERABLE 3: Second Draft of CEO Approval package

Following completion of the PPG activities set out in Section 2, the second version of the CEO Approval Request should include:

- a. All the information from Deliverable 1 and Deliverable 2
- b. Proposed project execution and management structure, including reporting arrangements and flow of funds
- c. Institutional arrangements, project implementation arrangements and project team
- d. Description of components and detailed activities
- e. Final design of the Water Fund's governance, legal and operational architecture, including host arrangement, oversight structures and operational procedures
- f. Supporting documentation for Water Fund: feasibility assessment of the Water Fund's financial instruments, the resource mobilisation and co-financing strategy, and the post-project financing sustainability plan
- g. Consolidated results framework with a separate budget between GEF resources and co-financing resources (detailed by co-financier) (Table B)
- h. Description of performance and output indicators and baseline data, including confirmed GEF Core Indicator targets
- i. Incremental reasoning of the project in relation to the GEF investment
- j. A monitoring and evaluation plan for the project, including detailed costs, monitoring arrangements and deliverables
- k. Estimation of the global environmental benefits (end-project target GEF Core Indicators and methodology)
- l. Stakeholder Engagement Plan (SEP), specifically addressing civil society organisations, vulnerable groups and, as applicable, Indigenous Peoples and Local Communities
- m. ESS documentation, including the ESIA/SESA, ESMP, any further plans or tools required by the applicable standards and to operationalise the Water Fund, and the Grievance Redress Mechanism, with a record of in-country disclosure
- n. Gender Assessment/Analysis and Gender Action Plan
- o. Private Sector Engagement Plan

KEY DELIVERABLE 4: IUCN Agency Project Document and Final Draft of CEO Approval Request with all required Annexes

Complete pre-due diligence of the Executing Entity and provide the final draft of the CEO Approval Request and the IUCN Agency Project Document (using the IUCN template). All required annexes must be completed and integrated, including:

- a. All the information from Deliverables 1, 2 and 3, updated to reflect comments received from IUCN, ORASECOM and national stakeholders
- b. Pre-due diligence of the Executing Entity (IUCN standard template)
- c. Final monitoring and evaluation plan for the project, including detailed costs, monitoring arrangements and deliverables
- d. Final estimation of the global environmental benefits (end-project target GEF Core Indicators and methodology)
- e. Final stakeholder Engagement Plan (SEP), specifically addressing civil society organisations, vulnerable groups and, as applicable, Indigenous Peoples and Local Communities
- f. Final ESS documentation, including the ESIA/SESA, ESMP, any further plans or tools required by the applicable standards and to operationalise the Water Fund, and the Grievance Redress Mechanism, with a record of in-country disclosure
- g. Final Gender Assessment/Analysis and Gender Action Plan
- h. Final documentation on Water Fund architecture and all related studies/diagram
- i. Confirmed co-financing letters from the riparian states and partners, with the amount, type and definition of investment mobilised

All annexes are to be delivered to the standard of quality required for GEF approval, and the package is to be checked against the GEF-8 list of key requirements leading to CEO Endorsement/Approval submission prior to delivery to IUCN.

KEY DELIVERABLE 5: Response to GEF Secretariat review and technical clearance

After IUCN's submission of the CEO Approval package to the GEF Secretariat (deadline: 10 February 2027), it is expected that the consultants will remain available until CEO Approval is achieved (deadline: 15 June 2027) to complete the iterative review process with the GEF. This will include IUCN's response to GEF Secretariat review comments on the CEO Approval package and on the project design, in order to obtain technical clearance and approval of the CEO Approval Request. All comments received during this final stage must be adequately addressed and, if required, consulted among stakeholders and with IUCN internal experts to ensure technical soundness of the responses. An in-person Validation Workshop is to be planned after Round 1 comments are received and addressed by the consultants, with the final design (after GEF review) validated by partners, ORASECOM and IUCN.

2) PPG Activities and Sub-deliverables

A. General

The deliverables to be developed by the Consultant/Firm and provided to IUCN will require the following five sets of activities and sub-deliverables:

SET OF ACTIVITIES 1 – Throughout PPG – Facilitate stakeholder consultations across the four riparian states to strengthen the development and ownership of the project, define the roles and responsibilities of stakeholders in project implementation, establish partnerships and refine the budget. The outcomes of these consultations are to be recorded in a Stakeholder Engagement Plan (SEP) that will guide continuing engagement throughout the project's implementation phase. Led by Expert 1.

SET OF ACTIVITIES 2 – As part of Deliverables 2 & 3 – Establish the basin baseline, spatially prioritise the investment landscapes, confirm GEF Core Indicator baselines and targets, and design the Water Fund's financial architecture — including the feasibility and risk assessment of proposed instruments, the resource mobilisation plan and co-financing strategy, the investment cases and prospectus, and the post-project financing sustainability plan. Led by Expert 1.

SET OF ACTIVITIES 3 – As part of Deliverables 3 & 4 – Define the governance, execution and management structure of the Water Fund and of the project, including the Fund's host arrangement, oversight structures and operational procedures, the role of the ORASECOM Secretariat as Executing Entity, reporting arrangements and flow of funds, the Project Board and its Terms of Reference, pre-due diligence of the Executing Entity, the Knowledge Management and Learning Plan, and the Private Sector Engagement Plan. Led by Expert 1.

SET OF ACTIVITIES 4 – As part of Deliverables 3 & 4 – Undertake the environmental and social impact assessment and gender work required for the CEO Approval package, including the ESIA/SESA, safeguard instruments, screening for Indigenous Peoples and Local Communities, Grievance Redress Mechanism, climate risk screening, in-country disclosure, Gender Analysis and Gender Action Plan. Led by Expert 2.

SET OF ACTIVITIES 5 – Throughout PPG – Draft and consolidate the CEO Approval Request, the IUCN Agency Project Document, the results framework, the budget tables, the M&E plan and all required annexes and portal entries; document consultations and workshop proceedings; and maintain version control, internal consistency and quality assurance across the package through each review round. Led by Expert 3.

B. Detailed

SET OF ACTIVITIES 1 – Facilitated and robust stakeholder engagement, and integration of stakeholder feedback into the final design of the Project (throughout PPG)

Objective 1: To support the strengthened design, ownership and sustainability of the project by ensuring wide consultation and dialogue with relevant stakeholders across the four riparian states, and by ensuring that key stakeholder recommendations are integrated into the final design of the project and of the Water Fund.

Table 1. Activities, sub-activities and outputs to achieve PPG Objective 1.

PPG Activity	Sub-activities	Outputs
Activity 1: Facilitate stakeholder consultations throughout project design <i>Expert 1 leads; Expert 3 documents</i>	– A.1.1 Organise a virtual kick-off meeting with IUCN, the ORASECOM Secretariat and the four National Focal Teams, in which focal points for the project will be confirmed. – A.1.2 Review key documents, including the approved PIF, GEF Secretariat and Council comments, the ORASECOM Agreement, the Transboundary Diagnostic Analysis (2014, updated 2024), the Climate Resilient Investment Plan, the Joint Basin Surveys, the consolidated IWRM Plan, IUCN GEF policy and guidance documents, and GEF-8 programming guidelines. – A.1.3 Conduct a stakeholder mapping and analysis at basin and national levels, covering water and environment ministries, water utilities and municipalities, private sector water users (mining, agriculture, energy, beverage), financial institutions, civil society organisations, communities, research institutions and conservation partners. Identified stakeholders, their roles in the project and means of engagement to be recorded in a Stakeholder Engagement Plan (SEP). – A.1.4 Develop, together with Experts 2 and 3, a comprehensive methodology and workplan for CEO Approval package development, including a detailed workplan with milestones, entities to involve, logistical needs, modalities for country missions and field visits, and a strategy to consult	– Output 1.1 Comprehensive methodology and workplan for CEO Approval package development – Output 1.2 Inception workshop report, summarising feedback received and the list of participants – Output 1.3 Country mission and consultation workshop reports, with lists of participants – Output 1.4 Stakeholder Engagement Plan (SEP), documenting stakeholders identified, engagement

PPG Activity	Sub-activities	Outputs
	and gather inputs from stakeholders in all four riparian states. – A.1.5 Address feedback received from IUCN, ORASECOM and national stakeholders on the methodology, workplan and consultation strategy. – A.1.6 Lead a virtual Project Design Inception Workshop (in person) after the kick-off meeting and prior to country missions, in coordination with IUCN and ORASECOM, with the participation of the four riparian states and relevant basin stakeholders. – A.1.7 Lead country missions and consultation workshops in all four riparian states, including dedicated sessions with private sector actors, financial institutions, municipalities and utilities on the Water Fund value proposition and prospective co-investment. – A.1.8 Lead a final, in-person Project Validation Workshop (in person) after Round 1 GEF comments are addressed in coordination with IUCN and ORASECOM, with the participation of the four riparian states and relevant basin stakeholders. – A.1.9 Prepare the Stakeholder Engagement Plan for the implementation phase, specifically addressing the roles of civil society organisations, vulnerable groups and, where applicable, Indigenous Peoples and Local Communities, drawing on inputs from Expert 2.	undertaken during project development, key stakeholder recommendations (in an Annex), and how engagement will continue during implementation – Output 1.5 Final validation workshop report, with the list of participants

SET OF ACTIVITIES 2 – Basin baseline, spatial prioritisation and design of the Water Fund's financial architecture (as part of Deliverables 2 & 3)

Objective 2: To establish the technical baseline for the project and spatially prioritise the investment landscapes the Water Fund will target; and to design fit-for-purpose financial instruments tailored to the Orange–Senqu River Basin context, together with the resource mobilisation strategy and sustainability plan that will enable the Fund to attract and sustain public, private, philanthropic and blended finance over the long term.

Table 2. Activities, sub-activities and outputs to achieve PPG Objective 2.

PPG Activity	Sub-activities	Outputs
Activity 2.1: Basin baseline, priority landscapes and Core Indicators <i>Expert 1 leads</i>	– A.2.1.1 Conduct a baseline assessment of ecosystem condition, water quality, land degradation and water security in the Orange–Senqu River Basin, drawing on the TDA, CRIP, Joint Basin Surveys and national datasets, and describing the baseline investments and the business-as-usual scenario. – A.2.1.2 Undertake spatial prioritisation of investment landscapes, sub-catchments and water-use centres, and define stakeholder-validated investment selection criteria, including gender-responsive and socially inclusive considerations.	– Output 2.1 Basin baseline assessment and prioritised investment landscapes, with validated investment selection criteria – Output 2.2 Strategic Framework for basin restoration, conservation, water security and climate resilience

PPG Activity	Sub-activities	Outputs
	– A.2.1.3 Develop the Strategic Framework for basin restoration, conservation, sustainable use, water security and climate resilience priorities, validated through multi-stakeholder consultation. – A.2.1.4 Confirm and, where necessary, revise GEF Core Indicator baselines and end-project targets — including Core Indicators 1, 3, 7 and 11 — reconciling the indicative figures presented at PIF stage with site-level evidence, and establishing METT baselines for the identified protected areas.	– Output 2.3 Confirmed GEF Core Indicator baselines and targets, with supporting methodology and METT baselines
Activity 2.2: Design of the Water Fund's financial architecture <i>Expert 1 leads</i>	– A.2.2.1 Review existing financing instruments and models used in comparable basins or sectors (e.g. endowments, sinking funds, blended finance, water funds), including the Cubango–Okavango River Basin Fund, to inform the design of instruments tailored to the Orange–Senqu River Basin. – A.2.2.2 Undertake a feasibility and risk assessment of the proposed financial instruments, and develop tailored instruments for validation and endorsement by basin stakeholders. – A.2.2.3 Assess the indicative costs of prioritised interventions, funding gaps and existing and potential financing sources (climate finance, green bonds, public budgets, corporate contributions, development banks). – A.2.2.4 Draft a resource mobilisation plan and co-financing strategy, and develop investment cases, value propositions and an investment prospectus to support the mobilisation of public and private sector financing. – A.2.2.5 Prepare a post-project financing sustainability plan setting out how the Water Fund will be capitalised and sustained beyond the project period, including the analytical, legal and fiduciary groundwork required for the Fund to mobilise blended finance and non-grant instruments in a future phase. No non-grant instrument will be deployed during this project. – A.2.2.6 Confirm co-financing amounts and types with each co-financier, clarify the definition of investment mobilised, and obtain updated co-financing letters as required for the CEO Approval package.	– Output 2.4 Review of comparable financing instruments and models, with recommendations for the Orange–Senqu River Basin – Output 2.5 Feasibility and risk assessment of proposed financial instruments, and tailored instrument design – Output 2.6 Resource mobilisation plan and co-financing strategy – Output 2.7 Investment cases and investment prospectus – Output 2.8 Post-project financing sustainability plan – Output 2.9 Confirmed co-financing letters and investment mobilised definitions

SET OF ACTIVITIES 3 – Defined governance, execution and management structure (as part of Deliverables 3 & 4)

Objective 3: To define the governance and operational architecture of the Water Fund, and an efficient process, workflow and logistical framework for the effective management and governance of

the project, including the role of the ORASECOM Secretariat as Executing Entity and IUCN's role as GEF Agency.

Table 3. Activities, sub-activities and outputs to achieve PPG Objective 3.

PPG Activity	Sub-activities	Outputs
Activity 3.1: Water Fund governance and operational architecture <i>Expert 1 leads; Expert 2 contributes</i>	– A.3.1.1 Undertake an institutional and legal assessment to determine the Fund's host arrangement, legal form, oversight structures (Board or Committee, appraisal committees) and fiduciary requirements, including analysis of gender equality and social inclusion considerations. – A.3.1.2 Define the Fund's operational procedures for its operational manual, including the investment appraisal process, due diligence on partners/public-private partnerships financial management, environmental and social safeguards, gender and social inclusion, grievance and independent redress, and monitoring and evaluation. – A.3.1.3 Define arrangements to ensure representation of women and inclusion of gender expertise in the Fund's governance and investment decision-making bodies, drawing on inputs from Expert 2.	– Output 3.1 Institutional and legal assessment, with recommended host and governance arrangements for the Water Fund – Output 3.2 Draft operational procedures and operational manual outline for the Water Fund
Activity 3.2: Project execution, management and knowledge arrangements <i>Expert 1 leads</i>	– A.3.2.1 Define the project's execution and management structure, including the role of the ORASECOM Secretariat as Executing Entity, the Project Management and Coordination Unit (PMCU), the four National Focal Teams and IUCN's role as GEF Agency, together with reporting arrangements and the flow of funds. – A.3.2.2 Confirm the composition, functions and operating procedures of the Project Board, and draft its Terms of Reference. – A.3.2.3 Complete pre-due diligence of the Executing Entity and any additional execution partners, in line with IUCN requirements. – A.3.2.4 Develop a Knowledge Management and Learning Plan setting out how the project will learn from relevant previous and ongoing initiatives, the tools and methods for knowledge exchange, the intended knowledge outputs, a strategic communication plan, and the associated budget and timeline — including use of the ORASECOM Water Information System (WIS) and GEF IW:LEARN. – A.3.2.5 Define coordination arrangements with related initiatives, including the Cubango–Okavango River Basin Fund, the Benguela Current Convention, RENOKA in Lesotho, the Strategic Water Partners Network in South Africa and SADC platforms.	– Output 3.3 Execution, management and institutional arrangements defined, including reporting arrangements, flow of funds and Project Board Terms of Reference – Output 3.4 Pre-due diligence of the Executing Entity completed – Output 3.5 Knowledge Management and Learning Plan, including strategic communication plan, budget and timeline – Output 3.6 Private Sector Engagement Plan

PPG Activity	Sub-activities	Outputs
	– A.3.2.6 Develop a Private Sector Engagement Plan setting out the anticipated roles and types of private sector actors and the mechanisms through which they will engage with and co-invest in the Fund.	

SET OF ACTIVITIES 4 – Environmental and social impact assessment, safeguards, gender and social inclusion (as part of Deliverables 3 & 4)

Objective 4: To assess and manage the environmental and social risks associated with the project and with Water Fund-supported interventions, and to ensure that gender equality and social inclusion are analysed, planned for and embedded in the project design, the results framework and the Fund's own appraisal and governance arrangements.

Table 4. Activities, sub-activities and outputs to achieve PPG Objective 4.

PPG Activity	Sub-activities	Outputs
Activity 4.1: Environmental and social impact assessment and safeguards <i>Expert 2 leads</i>	– A.4.1.1 Undertake an Environmental and Social Impact Assessment / Strategic Environmental and Social Assessment of risks potentially triggered by Water Fund-supported interventions across the four riparian states, building on the ESMS Screening completed at PIF stage and confirming the safeguards categorisation. – A.4.1.2 Screen for the presence of Indigenous Peoples and Local Communities and other vulnerable groups in and around the priority investment landscapes, and prepare an Indigenous Peoples Plan or equivalent instrument where this is triggered. – A.4.1.3 Develop mitigation measures together with relevant stakeholders, in particular project-affected people and local communities, and consolidate them into an Environmental and Social Management Plan and any additional plans required by the applicable standards, as instructed by the ESMS Screening. – A.4.1.4 Develop a project-level Grievance Redress Mechanism, and define how safeguard requirements will be embedded in the Water Fund's own appraisal and operational procedures. Develop standard templates for any tools in compliance with GEF and IUCN guidance. – A.4.1.5 Conduct a climate risk screening for the areas of intervention, aligned with the CRIP. – A.4.1.6 Arrange in-country disclosure of the ESS documents in the relevant languages, recording publication dates and locations as required for the CEO Approval package.	– Output 4.1 ESIA/SESA report with confirmed safeguards categorisation – Output 4.2 Environmental and Social Management Plan and any further safeguard instruments required, including an Indigenous Peoples Plan if triggered – Output 4.3 Project-level Grievance Redress Mechanism, and safeguard provisions for the Water Fund's operational manual – Output 4.4 Climate risk screening for the areas of intervention – Output 4.5 Record of in-country ESS disclosure, with publication dates and locations
Activity 4.2: Gender and	– A.4.2.1 Conduct a Gender Analysis for the basin, examining differences in roles, knowledge, rights and decision-making influence, and in access to	– Output 4.6 Gender Analysis for the

PPG Activity	Sub-activities	Outputs
social inclusion <i>Expert 2 leads</i>	and control over water and land resources, including in relation to Water Fund governance and investment decision-making. – A.4.2.2 Develop a Gender Action Plan that can be operationalised during implementation, building on the ORASECOM Women in Water Diplomacy Network and broader regional commitments to inclusive water governance. – A.4.2.3 Define gender-sensitive indicators and sex-disaggregated targets for the results framework, together with the process for collecting sex-disaggregated data, and identify gender-responsive measures to be embedded in relevant project activities. – A.4.2.4 Define gender-responsive and socially inclusive criteria for integration into the Water Fund's investment appraisal process and governance arrangements.	Orange–Senqu River Basin – Output 4.7 Gender Action Plan – Output 4.8 Gender-sensitive indicators, sex-disaggregated targets and data collection process for the results framework, and gender-responsive criteria for Water Fund appraisal and governance

SET OF ACTIVITIES 5 – Drafting, consolidation and quality assurance of the CEO Approval package (throughout PPG)

Objective 5: To produce a complete, internally consistent and submission-ready CEO Approval Request package and IUCN Agency Project Document that integrates all technical inputs, meets GEF-8 and IUCN requirements, and withstands GEF Secretariat review.

Table 5. Activities, sub-activities and outputs to achieve PPG Objective 5.

PPG Activity	Sub-activities	Outputs
Activity 5.1: Drafting of the CEO Approval Request, Project Document and annexes <i>Expert 3 leads</i>	– A.5.1.1 Draft successive versions of the CEO Approval Request using the current GEF-8 template, and the IUCN Agency Project Document using the IUCN template, integrating the technical inputs of Experts 1 and 2 into a single coherent narrative. – A.5.1.2 Consolidate the results framework, including indicator names, units of measurement, and baseline and target data, together with the budget separating GEF resources from co-financing resources detailed by co-financier (Table B). – A.5.1.3 Prepare the monitoring and evaluation plan, including budget, monitoring arrangements and deliverables. – A.5.1.4 Prepare and format all required annexes and portal entries, including the Core Indicator worksheets, Taxonomy Worksheet, Rio Markers, project location and financing tables. – A.5.1.5 Document the proceedings of the kick-off meeting, inception workshop, country missions, consultation workshops and validation workshop into the reports required under Set of Activities 1.	– Output 5.1 Successive drafts of the CEO Approval Request – Output 5.2 IUCN Agency Project Document – Output 5.3 Consolidated results framework and budget tables – Output 5.4 Monitoring and evaluation plan with budget – Output 5.5 Complete annex set and GEF portal entries

PPG Activity	Sub-activities	Outputs
Activity 5.2: Quality assurance, consistency and response to review <i>Expert 3 leads</i>	– A.5.2.1 Maintain version control and carry out systematic internal consistency checks across the CEO Approval Request, Project Document, results framework, budget, Core Indicators and annexes — verifying arithmetic, cross-references, component, outcome and output numbering, beneficiary figures and co-financing totals — before each submission to IUCN. – A.5.2.2 Compile a compliance check of the package against the GEF-8 list of key requirements leading to CEO Endorsement/Approval submission, and against IUCN requirements, identifying and closing any gaps. – A.5.2.3 Prepare consolidated comment-response matrices for comments received from IUCN, ORASECOM, national stakeholders and the GEF Secretariat, and incorporate agreed revisions across all affected documents.	– Output 5.6 Version-controlled, internally consistent submission package – Output 5.7 Compliance checklist against GEF-8 and IUCN requirements – Output 5.8 Comment-response matrices for each review round

Use of Artificial Intelligence (AI) Tools

Consultants may use Artificial Intelligence (AI) tools to support specific tasks within this assignment — for example, transcription of stakeholder consultations, thematic synthesis of consultation feedback, or summarising background documents and comparable Water Fund case studies during desk review. Consultants nonetheless remain fully accountable for the quality, accuracy, confidentiality, integrity and ethical conduct of the assignment. AI must not be used to fabricate or misrepresent evidence, analysis, findings or conclusions, and must not substitute for the consultants' own technical judgement — including on financial instrument design, safeguards classification, gender analysis, or results framework and core indicator targets. All analysis and recommendations in the CEO Approval Request package must be grounded in verified data and stakeholder input gathered through the consultation and assessment methodology agreed with IUCN. Consultants must not upload confidential or personally identifiable information — including material from stakeholder consultations — to public AI platforms, and may be required to disclose how AI tools were used during the assignment, as well as to plagiarism/AI-use checks on a sampling of deliverables.

Duration of the Assignment

The period of the consultancy will be approximately 8 months, from 01 September 2026 to 15 June 2027, including the GEF Secretariat review period. Exact start date to be confirmed at contract signature.

Deliverables and Activities – proposed timeline

The consultants will provide the following deliverables and carry out the following activities:

Deliverable and associated activities	Lead	Due date
DELIVERABLE 1: Project design concept, methodology and workplan (A.1.1 – A.1.5)	Expert 1	30 September 2026
Inception Workshop virtual (A.1.6) – methodology, timeline, templates, workplan to be shared	Expert 1	Early October 2026
4 Country missions and consultation workshops (1 workshop per country) (A.1.7)	Expert 1, Expert 3	October – November 2026

Deliverable and associated activities	Lead	Due date
Basin-wide virtual stakeholder engagement (A.1.7) preliminary findings, consolidation to be shared	Expert 1	Early November 2026
Inception Report and Basin baseline, priority landscapes and Strategic Framework (A.2.1)	Expert 1	08 November 2026
DELIVERABLE 2: First Draft CEO Approval Request	Expert 3	03 December 2026
ESIA/SESA, safeguard instruments and Grievance Redress Mechanism (A.4.1)	Expert 2	03 December 2026
Stakeholder Engagement Plan (A.1.9) and Gender Analysis and Gender Action Plan (A.4.2)	Expert 1, Expert 2	03 December 2026
Water Fund financial architecture and resource mobilisation (A.2.2)	Expert 1	03 December 2026
Governance, institutional and execution arrangements (A.3.1 – A.3.2)	Expert 1	03 December 2026
DELIVERABLE 3: Second Draft CEO Approval Request, with safeguards, gender and governance annexes, all co-financing letters and incorporating comments from IUCN, ORASECOM on First Draft package	Expert 3	20 January 2027
Quality assurance and compliance check (all requisite GEF annexes, letters) (A.5.2.1 – A.5.2.2)	Expert 3	20 January 2027
DELIVERABLE 4: Final CEO Approval Request package, IUCN Agency Project Document and all annexes and letters, and incorporating comments from IUCN, ORASECOM on Second Draft package	Expert 3	07 February 2027
IUCN submission of the CEO Approval package to the GEF Secretariat	IUCN	10 February 2027
DELIVERABLE 5: Responses to GEF Secretariat review comments, through to technical clearance	Expert 3, with Experts 1 and 2	By 15 June 2027
Final Validation Workshop after consultants address Round 1 of GEF comments (A.1.8)	Led by Expert 1, support on comments by Expert 2 and Expert 3	Tentative in March 2027

Payment Schedule

The table below summarises the chronological order of deliverables and indicates the milestones at which IUCN will pay the consultant/firm. Percentages apply to the total contract value covering all three experts.

Deliverable	Expected date of delivery	Milestone payment
1. Project design concept, including methodology and workplan for CEO Approval package development	30/10/2026	10%
2. First Draft of CEO Approval Request (project context, baseline, Theory of Change and draft results framework)	30/11/2026	20%
3. Second Draft of CEO Approval Request, including safeguards, gender and governance annexes, co-financing letters	30/01/2027	30%

Deliverable	Expected date of delivery	Milestone payment
4. Final CEO Approval Request with all required annexes sufficient for approval by GEF, and IUCN Agency Project Document	15/02/2027	30%
5. Responses to GEF Secretariat's review and comments on the CEO Approval package submitted, through the iterative review process with GEF	By 15/06/2027	10%
Total		100%

- All products will be paid once delivered to IUCN and ORASECOM and to their complete satisfaction (internal quality assurance processes cleared).
- The consultant / consulting firm must consider in the technical proposal the modification of some deliverables during the execution of the contract, if necessary to adapt some results, without affecting the amount of the original contract.
- The technical and financial proposal must set out the proposed level of effort (in days) and daily rate for each of the three experts, together with a separate breakdown of travel and workshop costs (these costs will be paid in actuals).

Supervision and Coordination

The consultants will report to and work under the supervision of the IUCN ESARO Regional Programme Manager – Integrated Water Resource Management and the IUCN Regional Multilateral Finance Portfolio Manager (GEF/GCF). The IUCN Regional Gender, Environmental and Social Safeguards Specialist will provide support to Expert 2 on the ESMS, gender and stakeholder documentation.

The work will require coordination with IUCN senior staff based in Headquarters and in the Eastern and Southern Africa Regional Office, and close collaboration with the ORASECOM Secretariat as Executing Entity, the Project Management and Coordination Unit, the four National Focal Teams, and key national stakeholders and partners across Botswana, Lesotho, Namibia and South Africa.

Skills and Experience

For the development of this consultancy, a team of three experts should be proposed, meeting the profile requirements set out below. Where the proposed team is entirely international, the inclusion of at least one expert based in, or with substantial working experience in, the Orange–Senqu River basin states is mandatory.

Expert 1 — Team Leader: Water Fund Design and Water Governance Specialist

Mandatory

1. Expertise in conservation or environmental finance mechanisms — such as endowments, sinking funds, blended finance and water funds — including their institutional, legal and fiduciary set-up and capitalisation strategies.
2. Expertise in water governance and integrated water resources management, including transboundary water governance, river basin institutions and mandates, water allocation and environmental flows, water quality and pollution control, water conservation and demand management, and water policy and regulatory frameworks.
3. Experience working with river basin organisations or transboundary water institutions, preferably in the SADC / Southern Africa context.
4. Demonstrated experience leading multi-country stakeholder consultation processes and facilitating high-level workshops involving government, private sector, financial institutions and civil society.
5. Experience and expertise in project design, including Theory of Change, results frameworks, GEF Core Indicators and monitoring and evaluation, including gender-responsive project design.

6. Demonstrated experience drafting GEF CEO Endorsement/Approval Request packages, agency project documents and their annexes, with working knowledge of the current GEF-8 templates and the GEF portal.
- 7.
8. Experience with GEF-financed projects and a good grasp of GEF guidelines and standards. Ability to coordinate multiple inputs (especially co-financing letters, endorsement letters that require close follow up).
9. Availability to travel across Botswana, Lesotho, Namibia and South Africa.
10. Fluency in English.

Optional, but advantageous

1. Previous work with ORASECOM, other river basin organisations, or SADC water institutions.
2. Familiarity with the GEF International Waters focal area and with GEF Non-Grant Instrument (NGI) policy.
3. Knowledge of water fund models applied internationally, and of their governance, appraisal and capitalisation arrangements.
4. Experience with water stewardship platforms and public-private sector engagement/partnerships in water security.
5. Knowledge of IUCN and IUCN knowledge tools and products.
6. Proposed academic background: water resources management, environmental economics or finance, natural resources governance, or a related field.

Expert 2 — Environmental and Social Impact Assessment and Gender Specialist

Mandatory

1. Expertise in Environmental and Social Impact Assessment (ESIA) and Strategic Environmental and Social Assessment (SESA), and in the development of Environmental and Social Management Plans (ESMP) and other safeguard instruments.
2. Experience applying multilateral fund or international financial institution safeguard standards (GEF, IUCN ESMS or equivalent), including safeguard screening, categorisation and public disclosure requirements.
3. Expertise in gender analysis and in the preparation of Gender Assessments/Analyses and Gender Action Plans for water, environment or natural resources projects, including gender-sensitive indicators and sex-disaggregated targets for results frameworks.
4. Experience in designing project-level grievance redress mechanisms.
5. Experience assessing the presence, rights and interests of vulnerable groups and, where relevant, Indigenous Peoples and Local Communities, and in preparing the corresponding safeguard instruments.
6. Knowledge of the southern African regional context, including environmental and social legislation in one or more of the four riparian states.
7. Availability to travel across Botswana, Lesotho, Namibia and South Africa.
8. Fluency in English.

Optional, but advantageous

1. Familiarity with the Orange–Senqu River Basin, ORASECOM, or the ORASECOM Women in Water Diplomacy Network.
2. Experience applying IUCN's Environmental and Social Management System (ESMS) specifically.
3. Experience conducting climate risk screening for natural resources or infrastructure investments.
4. Relevant regional language skills (e.g. Sesotho, Setswana, Afrikaans, isiZulu, Nama/Damara).
5. Proposed academic background: environmental management, social sciences, anthropology or sociology, gender studies, or a related field.

Expert 3 — Research Drafting and Documentation Expert

Mandatory

1. Proven ability to consolidate technical inputs from multiple specialists into a coherent, internally consistent submission package.
2. Experience preparing results frameworks, GEF Core Indicator worksheets, monitoring and evaluation plans and budget tables, including the separation of GEF and co-financing resources by co-financier.
3. Demonstrated attention to document integrity — arithmetic accuracy, cross-referencing, component/outcome/output numbering and version control across long technical documents.
4. Experience preparing comment-response matrices and managing iterative revision rounds with donors, secretariats or multilateral funds.
5. Excellent technical writing and editing skills in English.

Optional, but advantageous

1. Prior experience with project document templates and familiarity with IUCN quality assurance processes.
2. Familiarity with the GEF International Waters focal area.
3. Experience with GEF-financed regional or transboundary projects involving multiple countries and co-financiers.
4. Experience documenting multi-stakeholder workshops and consultation processes.
5. Proposed academic background: environmental management, development studies, or a related field, or equivalent professional experience in technical drafting for multilateral funds.