

**REQUEST FOR PROPOSAL (RFP) FOR
CORPORATE GOVERNANCE TRAINING**

Specification No. AA7235

Required for use by:

BRITISH VIRGIN ISLANDS AIRPORT AUTHORITY

Department of Finance

BRITISH VIRGIN ISLANDS

All Qualifications and other communications must be addressed and returned to:

Bevis Sylvester, Chairman

Telephone: 1 284-394-8000

Email: bsylvester@bviala.com

Department of Finance
British Virgin Islands Airport Authority
Terrance B. Lettsome International Airport
British Virgin Islands VG1113

A Pre-Proposal Conference will be held on **Tuesday, September 17, 2019, 9:00 am** at
Village Cay Conference Room, Nibbs St, Road Town, British Virgin Islands

Attendance is Non-Mandatory but encouraged.

**PROPOSALS MUST BE RECEIVED NO LATER THAN 4:00 PM, ATLANTIC
STANDARD TIME, ON MONDAY, October 7, 2019**

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**REQUEST FOR PROPOSAL (“RFP”) for
CORPORATE GOVERNANCE TRAINING FOR THE BVI AIRPORT AUTHORITY
Specification No. AA7235**

I. GENERAL INVITATION

1.1 Purpose of the Request for Proposal

The British Virgin Islands Airports Authority (hereafter abbreviated as “Authority”), is an autonomous entity which was given a mandate by the Government of the British Virgin Islands to manage all airports in the British Virgin Islands. The Airports Act, 2003, was signed into law on the 2nd day of March 2004, to make provision for operating airports in the British Virgin Islands as commercial undertakings and other matters connected therewith. The Authority currently falls under the portfolio and directive of the Premier’s Office through an appointed Board of Directors who are elected on the basis of a commitment to the programs and purposes of the Authority. The Board establishes the broad guidelines of philosophy and institutional purpose and names the Managing Director to execute those guidelines.

The Authority has recently appointed new Board Members and seeks to improve performance by focusing on its structure and oversight processes. The Authority wants to build a culture of trust, transparency and accountability, which are all necessary for fostering long-term investment, financial stability and business integrity. It further seeks to bring a conducive corporate culture which proactively manages risks, fosters high performance and optimally achieves corporate compliance and control to enhance organisational value.

It is in this vein that the Authority through this Request for Proposal (hereafter abbreviated as “RFP”), extends an invitation to reputable firms with adequate experience in Corporate Governance Advisory, Board Evaluation, conducting Board Induction and training services including acting as a Corporate Governance Partner/Advisor to the Board of Directors.

Consulting Firms/Individuals with demonstrated experience in these areas, and with an interest in making their services available to the Authority, are invited to respond to this RFP. There is no expressed or implied obligation for the Authority to reimburse responding firms for any expenses incurred in preparing proposals in response to this request. The selected Respondent(s) (hereinafter “Contractor”) awarded a Professional Services Contract shall perform all tasks and functions associated with the Services as required in this RFP. It is the intent of the BVI Airport Authority to award a contract based on their qualifications and specialized experience as a result of this RFP.

The work contemplated is professional in nature. It is understood that the Respondent acting as an individual, partnership, corporation or other legal entity, is of professional status, licensed for all applicable professional discipline(s) requiring licensing and will be governed by professional ethics in its relationship to the Authority. It is also understood that all reports, information, or data prepared or assembled by the Respondent under a contract awarded pursuant to this RFP are confidential in nature and will not be made available to any individual or organization, except the Authority, without prior written approval from the Authority. Any contract resulting from this document will require the Respondent to execute a statement of confidentiality.

The Contractor shall be financially solvent and each of its members if a joint venture, its employees, agents or subcontractors of any tier shall be competent to perform the services required under this RFP document.

1.2 Access to this RFP

All materials related to the RFP will be available via media outlets in the British Virgin Islands.

Respondents will be responsible for checking media outlets for Clarifications and/or Addenda, if any. Failure to obtain Clarifications and/or Addenda shall not relieve Respondent from being bound by any additional terms and conditions in the Clarifications and/or Addenda, or from considering additional information contained therein in preparing your response. Note, there may be multiple Clarifications and/or Addenda. Any harm to the Respondent resulting from such failure shall not be valid grounds for a protest against award(s) made under the solicitation.

The Authority accepts no responsibility for the timely delivery of materials or for alerting Respondents on additional posting of information related to this RFP.

II. DEFINITIONS

“Authority” means BVI Airport Authority.

“Contract” or “Agreement” means a binding written agreement for the solicited Work and/or Services required by the Authority, including purchase orders, containing terms and obligations governing the relationship between the Authority and the Contractor.

“Addendum” means a revision of the RFP Documents issued by the Director of Finance prior to the due date for submitting Proposals.

“Contractor” means the Proposer or Respondent that receives an award of Contract or Agreement from the Authority as a result of this Solicitation.

“Proposal” means the documents timely remitted by Proposer or Respondent, in response to this Solicitation.

“Proposer” or **“Respondent”** means all Contractors, Consultants, Organizations, or other entities submitting a response to this RFP.

“Scope of Services” or **“Scope of Work”** means section III of this Solicitation, which details the work to be performed by the Contractor or Consultant.

“Solicitation” means this Request for Proposal (RFP) document, and all associated addenda and attachments.

“Work” or **“Professional Services”** means the provision of professional Corporate Governance Training services, including all other labour, materials, equipment and services provided or to be provided by the Contractor in fulfilling its obligations to the Authority, as more specifically detailed in the Scope of Services.

III. SCOPE OF SERVICES

This RFP is for services related to a Corporate Governance Training for the BVI Airport Authority. A consultant will be awarded an agreement for Professional Services, whereby an estimated maximum compensation limit will be established for the duration of the contract term and adjusted by amendment, if necessary.

3.1 Objectives

As stated in section I.I, the Authority has recently appointed new board members, the Authority believes that the board and the wider Airport Authority would benefit from Corporate Governance Training. The main objectives are:

- To provide members with insights into corporate governance whereby they develop a deeper understanding of board governance models
- Give them the knowledge they need to be high-performing board members that adds significant value to the Authority.

- Enable them to gain a new perspective on corporate board governance and what constitutes a strong board while acquiring the skills to more easily collaborate, lead, and motivate each other and management.

3.2 Training Outline

Areas to cover in service delivery include, but are not limited to:

- **Overview of Corporate Governance**
 - The framework, nature, importance, principles and practices of good corporate governance in ensuring the Authority's performance, profitability, efficiency, credibility, and financial stability.
 - Achieving both organisational compliance and effective performance
 - Standards of integrity, ethical behaviour, transparency, and disclosure
 - Understand how to navigate boardroom conflicts;
 - An appreciation of management of meetings;
- **The Role of Corporate Governance Practices**
 - Review the BVI Business Companies Act, 2004 (BCA), Amended 2018, attendant/relevant Statutes and best practices. The parameters shall include:
 - Board independence and governance;
 - Transparency and Disclosure;
 - Compliance with relevant Laws and Regulations;
 - Communication with stakeholders;
 - Consistent shareholder and stakeholders' value enhancement;
 - Board effectiveness including direction, decision making, oversight and stakeholder engagement;
 - Training on the relevance and implementation of a legal and corporate governance audit and evaluation;

- Improving relationships between stakeholders;
- Interests of stakeholders, including managers, customers, suppliers, employees, communities, investors, creditors, policymakers and other players in the aviation and tourism sector.
- **Training on the Role, Responsibilities and Liabilities of the Board**
 - Individual Board members, the Chairman, the Chief Executive Officer, the Company Secretary and various committees of the Board;
 - Training on the statutory duties of directors including but not limited to oversight and the fiduciary duty of care, skill and diligence;
- **Structural and HR requirements and ensuring the right culture and behaviours**
 - Training on the board induction process for new members and Board evaluation processes;
 - Analyze the role of the board vis-à-vis management, internal and external auditors, and other outside advisors;
- Effective risk governance and risk management;
 - Conduct a “board in crisis” case simulation;
- General Training on Corporate Governance to management;
- Any other training that the consultant may deem fit and appropriate for the Board of Directors.

IV. GENERAL INFORMATION AND GUIDELINES

4.1 Communication Between the Authority and Respondents

Submission of Questions or Requests for Clarifications

Respondents must communicate only with the Department of Finance of the BVI Airport Authority regarding this RFP. All questions or requests for clarification must be submitted to the following e-mail address: bsylvester@bviala.com. The subject line of the email must clearly indicate that the contents are “Questions and Requests for Clarification” about the RFP, and must refer to “Request for Proposal (RFP) for the

Corporate Governance Training services, Specification No. AA7235.” The specification number must appear in the subject line of the e-mail. No telephone calls will be accepted.

All questions and requests for clarifications must be submitted no later than **4:00 pm, Atlantic Standard Time, on Thursday, September 20, 2019**, or no response will be provided. A Respondent that deviates from any of these requirements is subject to immediate disqualification from this RFP process.

Pre-Proposal Conference

The Authority will hold a pre-submittal conference at Village Cay Conference Room, Nibbs St, Road Town, British Virgin Islands on **Tuesday, September 17, at 9:00 a.m., Atlantic Standard Time**. Attendance is not mandatory; however, it is strongly encouraged. The Authority will address questions regarding the RFP at the pre-proposal conference and may respond both to questions or requests for clarification submitted on the day of the conference, and to questions submitted prior to the conference date. However, Respondent may only rely on written addenda and/or clarifications. The Authority accepts no responsibility for timely delivery of materials, and Respondents are solely responsible for acquiring necessary information, addenda and/or materials.

Deadline and Procedures for Submitting Proposals

To be assured of consideration, Proposal responses must be received by the Authority **no later than 4:00 pm Atlantic Standard Time on Monday, October 7, 2019**.

The Authority will not accept responses delivered after the established deadline, stated above. If the response is delivered after the established deadline, a Respondent shall be deemed non-responsive to the Solicitation requirements.

Proposals must be delivered to the following address:

British Virgin Islands Airport Authority

Department of Finance

Terrance B. Lettsome International Airport, British Virgin Islands VG1113

Respondent is required to submit (3) sealed hard copies (either mailed or hand delivered) and an electronic copy in PDF format sent to the point of contact on this email bsylvester@bviaa.com. The outside of each sealed envelope shall clearly be marked as follows:

Proposal Enclosed: Request for Proposal (RFP) for Expert Professional Corporate Governance Training Services

Specification No. AA7235

Due: **4:00 p.m. Atlantic Standard Time, Monday, October 7, 2019**

Submitted by: (Name of Respondent) Package_of ____

The Authority is within its rights to consider a proposal non-responsive and disqualify a prospective Respondent if it does not follow this format or if the proposal fails to include all of the requirements of this RFP.

4.2 Procurement Timetable

The timetable for the RFP solicitation is summarized below. Note that these are target dates and are subject to change by the Authority.

Advertisement of Request for Proposal	Thursday, September 5, 2019
Pre-Proposal Conference	Tuesday, September 17, 9:00 am
Questions and Clarification Deadline	Thursday, September 20, 2019 4:00 pm
Proposal Submission Deadline	Monday, October 7, 2019 4:00 pm

V. PREPARING PROPOSALS: REQUIRED INFORMATION

Each Proposal response must contain all of the following documents and must conform to the following requirements.

5.1 Format of Proposals

Proposal response must be prepared on 8 ½" X 11" letter size paper, printed double-sided, and bound.

Sections should be separated by labelled tabs and organized in accordance with subject matter sequence as set forth below in Section 5.2. Each page of the Proposal must be numbered in a manner so as to be uniquely identified. Proposal response must be clear, concise and well organized.

5.2 Proposal Document Instructions

The submitted written proposal must utilize the following format and content detail. Proposals shall be prepared so that responses are specifically identified in the same order as the requested information identified below. Failure to comply with the instructions of this RFP may be cause for rejection of the non-compliant proposal.

A. Cover Letter – (Mandatory)

Respondent must submit a cover letter signed by an authorized representative of the entity committing Respondent to provide the Services as described in this RFP in accordance with the terms and conditions of any contract awarded pursuant to the RFP process. The cover letter must:

1. Indicate the number of years the company has been in business and provide an overview of the experience and background of the company and its key personnel

committed to providing Services.

2. Identify the legal name of the company, its headquarters address, its principal place of business, its legal form (i.e., corporation, joint venture, limited liability company or partnership, etc.), and the names of its principals or partners and authority to do business in British Virgin Islands.
3. Indicate the name, telephone number(s) and e-mail address of the principal contact for this submittal, oral presentation or negotiations.

B. Executive Summary

Respondent must provide an executive summary which explains its understanding of the Authority's intent and objectives and how their Proposal would achieve those objectives. The summary must discuss Respondent's strategy and methodology for successfully conducting the Corporate Governance Training for the Authority; capacity to perform satisfying the scope of services in the RFP and any additional factors for the Authority's consideration.

C. Company Profile Information

Respondent must provide a brief history and description of their firm's business organization and its performance experience in Corporate Governance Training. Within the profile, Respondent is required to include the location of offices and the number trainers and Corporate Governance Training available for the project work, and elaborate the specific expertise and services that distinguish their firm.

Professional Qualifications & Experience

Respondent must provide a summary of individuals who will be dedicated to the Services. For each key person identified, Respondent must provide the following information:

- Summary of the key personnel who will be dedicated to the Services as proposed for the master agreement.
- Key personnel areas of expertise and areas for prime responsibility for various aspects of the Services.
- Resumes or corporate personnel profiles with past experience for each of the key personnel, including a description of their roles and responsibilities on recent projects of similar type, scope, and magnitude relating to the Scope of Services as described in this RFP.

D. Corporate Governance Training Approach

Respondent must describe the methodology for providing the services solicited by this Request for Proposals. Respondent should set forth a work plan, including an explanation course outline, suggested audience, timeframe and outcome.

E. Cost Proposal/ Compensation of Schedule

The Respondent must provide pricing information in the format and content outlined in **Exhibit 1** in order for the Respondent's Proposal to be considered responsive to this section and to facilitate equitable cost comparisons. Proposals that fail to include cost proposal information will be rejected as incomplete and deemed non – responsive. For purposes of comparing costs among Respondents, Respondent must not deviate from the cost table outlined in **Exhibit 1**. The Authority reserves the right to negotiate a final fixed price, terms and conditions with selected Respondent(s).

VI. EVALUATING PROPOSALS

An Evaluation Committee, which will include representatives from the Airport Authority and its Department of Finance will review and evaluate the Proposals, as described below. The Proposal evaluation process is organized into two phases:

- Phase I - Preliminary Proposal Assessment
- Phase II - Proposal Evaluation

Phase I - Preliminary Proposal Assessment

Phase I will involve an assessment of the Respondent's compliance with and adherence to all submittal requirements requested in Section V. Proposals which are incomplete and missing key components necessary to fully evaluate the Proposal may, at the discretion of the Evaluation Committee, be rejected from further consideration due to "non-responsiveness" and rated Non-Responsive. Proposals providing responses to all sections will be eligible for detailed analysis in Phase II of Proposal Evaluation process.

Phase II - Proposal Evaluation

In Phase II, the Evaluation Committee will review the Respondent's Proposal to determine overall responsibility of the Respondent and responsiveness and completeness of the Proposal with respect to the components outlined in the RFP using the following criteria (not necessarily listed in order of importance) as applicable:

- A. Professional and Technical Competence: [Evaluation points: 50]
1. Ability to provide the Services described in the RFP, including capacity to perform the Scope of Services described in Section III (Scope of Services) of this RFP.
 2. Professional Qualifications and Specialized Experience of Respondent and its Team on projects of similar scope and magnitude (e.g., specifically with respect to large organizations, and government agencies).
 3. Professional Qualifications and Specialized Experience of Respondent's Key Personnel (and Team Members).
- B. Quality, Comprehensiveness and Adequacy of the proposed Approach, Strategy and Methodology for Implementing Engagements: [Evaluation points: 20]

The Evaluation Committee will review each Proposal response for the Respondent's understanding of the objectives of the Services. Each Respondent will be evaluated on their overall strategy, methodology and approach to implementing engagements.

- C. Cost Proposal/ Compensation Table: [Evaluation points: 30]

The Authority will consider the degree to which Respondent adheres to the Compensation Table in **Exhibit 1**.

The Evaluation Committee will carefully evaluate all proposals received by calculating the evaluation points to rank, and select a limited number of Respondents to present additional details via an on-site evaluation. The evaluation committee will select the capable Respondent for further negotiation pursuant to this Request for Proposal.

VII. ADDITIONAL DETAILS OF THE RFP PROCESS

7.1 Addenda

If it becomes necessary to revise or expand upon any part of this RFP, an addendum will be sent (electronically or by mail) to all of the prospective Respondents. A copy of addenda associated with this RFP specification number will also be sent to media in the British Virgin Islands. Each addendum is incorporated as part of the RFP documents, and the prospective Respondent should acknowledge receipt.

An addendum may include, but will not be limited to, the following:

1. Responses to questions and requests for clarification sent to the Department of Finance – Airport Authority; or
2. Responses to questions and requests for clarification raised at the Pre-Submittal Conference; or

7.2 Authority’s Rights to Reject Proposals

The Authority reserves the right to reject any and all Proposals that do not conform to the requirements set forth in this RFP; or that do not contain at least the information required by this RFP.

7.3 No Liability for Costs

The Authority is not responsible for costs or damages incurred by Respondents in connection with the RFP process, including but not limited to costs associated with preparing the Proposal and/or participating in any conferences, oral presentations or negotiations.

7.4 False Statements

(a) False Statements

Any person who knowingly makes a false statement of material fact to the Authority in violation of any statute, ordinance or regulation, or who knowingly falsifies any statement of material fact made in connection with an application, report, affidavit, oath, or attestation, including a statement of material fact made in connection with a bid, or proposal, is liable to the Authority for a civil penalty of not less than \$500.00 and not more than \$1,000.00, plus up to three times the amount of damages which the Authority sustains because of the person's violation of this section.

(b) Aiding and Abetting.

Any person who aids, abets, incites, compels or coerces the doing of any act prohibited shall be liable to the Authority for the same penalties for the violation.

7.5 DISCLAIMER

This RFP is a request for proposals only and not an offer document. Answers to this RFP must not be construed as acceptance of an offer or imply the existence of a contract

between the parties. By submission of its proposal, Respondents shall be deemed to have satisfied themselves with and to have accepted all Terms & Conditions of this RFP. The Authority makes no representation, warranty, assurance, guarantee or endorsements to Respondent concerning the RFP, whether with regard to its accuracy, completeness or otherwise, and the Authority shall have no liability towards the Respondent or any other party in connection therewith.

Routing	Air Fare	No. of Flights	Total
Total Air Travel			

4. Local Travel: (Rental Vehicle or Taxi)

Journey	Cost	No. of Journeys	Total
Total Local Travel			

5. Miscellaneous

Item	Description, number etc	Total
Printing and Binding		
Communications		
Accommodation (not listed in Per Diem) for long term experts		
Other Miscellaneous Expenses (to be specified)		
Miscellaneous Total		

6. Contingencies: (utilization only after prior approval in writing by the Authority)	[contingency]
Total Amount of Financial Proposal	