



REPUBLIC OF KENYA



COUNTRY: KENYA
PROJECT: KENYA DIGITAL ECONOMY ACCELERATION PROJECT (KDEAP)
IMPLEMENTING AGENCY: Information and Communications Technology Authority (ICTA)
PROJECT ID: P170941; Credit Numbers 7289-KE and 7290-KE

TERMS OF REFERENCE FOR:

**Request for Expression of Interest
for**

**Consulting Services for Development of Guidance Notes for Processing of Personal Data
(Consulting Firm)**

Contract No: KE-ICTA-388525-CS-QCBS

Issue Date: 11th March 2025

Closing Date: 26th March 2025 at 1000Hrs EAT

Client:

The Chief Executive Officer,
ICT Authority
Telposta Towers 12th Floor, Kenyatta Ave
PO Box 27150 - 00100 Nairobi Kenya
Tel: +254 20 2089061/ 2211960 Fax: +254 20 2211960
Email: procurement@ict.go.ke , info@icta.go.ke
Website: www.icta.go.ke

Background

The Government of the Republic of Kenya (GoK) has received financing in the amount equivalent to US\$390 Million equivalent from the World Bank towards the cost of the first phase of the Kenya Digital Economy Acceleration Project and it intends to apply part of the proceeds to payments for goods, works, non-consulting services and consulting services to be procured under this project.

The project will include the following components.

- 1.1. Component 1: Digital Infrastructure and Services-**The aim of this component is to increase access to high-speed internet for individuals, industry, and government—the ‘foundation of the foundations’ of a digital economy and strengthen Kenya’s role as regional digital leader—while leveraging investments from the private sector
- 1.2. Component 2. Digital Government and Services-** This component will invest in the foundational digital services, platforms, architectures, and policies needed to transform the way the Government communicates and conducts its internal operations.
- 1.3. Component 3. Digital Skills and Markets-** This component aims to equip young Kenyans with digital skills and strengthen their abilities to access and compete in domestic and regional markets through supporting skills development, to study mechanisms to improve access to affordable devices, and through enhancing the enabling environment for e-commerce to support Kenya’s role as a regional digital hub.
- 1.4. Component 4. Project Management-** This component will support project implementation, and coordination, for the Project Implementation Unit (PIU) within ICTA and capacity building.
- 1.5. Component 5: Contingent Emergency Response Components-**This component will be activated in the event of an emergency.

The GoK intends to apply a portion of the proceeds of the Credit to cover activities under sub-components 1.2, and component 2.3a (Providing TA and capacity building for the ODPC for developing a business model for the ODPC, to assure cost recovery). The project aims to enable the Office of the Data Protection Commissioner (“Office”) embark on a journey of developing and publishing sector-specific guidance notes on the processing of personal data by Micro, Small and Medium Enterprises (MSMEs), and data relating to children and vulnerable persons.

2. Objectives of the Assignment

The objective of this assignment is to engage a consultant to:

- a) Develop guidance notes on the use of Artificial Intelligence
- b) Develop guidance notes on emerging technologies that impact individual privacy
- c) Develop privacy enhancement programs and systems
- d) Review Guidance Notes on MSMEs and Public Sector Entities and create training strategies and programs for dissemination of previous guidance notes developed by the Office on Public Sector Entities and MSMEs.

3. Scope of Services and Specific Tasks

The specific tasks of the assignment are to:

- a) Map out relevant stakeholders.
- b) Engage and collaborate with the ODPC internal team at each step of the proposed project, including organizing drafting and validation sessions for each major deliverable/objective.

- c) Conduct a comprehensive review of relevant data protection laws, regulations, and guidelines applicable to the objective of the assignment.
- d) Identify and analyze the specific data processing practices and challenges unique to the proposed guidance notes.
- e) Develop, with the ODPC internal team, clear and concise guidance notes, providing practical advice on how to implement and comply with data protection laws and protect individuals' privacy rights.
- f) Engage with stakeholders for the proposed guidance note to gather input and ensure the guidance notes are tailored to the specific needs of the industry.
- g) Prepare a training and sensitization strategy and program for dissemination of the guidance notes.
- h) Prepare a final report summarizing the findings and recommendations of the project.

Details of deliverables based on above activities based

Research on Best Practice	<p>Conduct comprehensive research on international and domestic best practices, regulations, and standards related to processing personal data for the relevant guidance notes basing the research on DPA, 2019.</p> <p>The deliverable is a best practice research report highlighting key findings, relevant laws and regulations, case studies, and recommendations.</p>
Internal ODPC Validation	<p>Validate the guidance notes internally within the Office of the Data Protection Commissioner (ODPC) to ensure alignment with existing policies, regulations, and objectives.</p> <p>The deliverable is an Internal validation report with feedback and recommendations for revisions</p>
Preparation of Samples, Checklists, and Templates	<p>Develop supplementary materials such as sample documents, checklists, and templates to assist entities in implementing the guidance provided.</p> <p>The Deliverable may include Samples, checklists, and templates for document package</p>
Collaborative Drafting with ODPC Team	<p>Collaborate with the ODPC team to draft the guidance notes based on stakeholder feedback, research findings, and internal validation.</p> <p>The deliverable is a draft guidance notes document with the ODPC team based on prior reports and research</p>

Stakeholder validation	<p>To detail the guidance Note validation with stakeholders external to the ODPC regarding draft guidance notes on personal data processing and other compliance materials.</p> <p>The Deliverables include:</p> <ul style="list-style-type: none"> • Identification and categorization of external stakeholders, including industry experts, privacy advocates, public sector partners, and the general public, who have an interest in or could be affected by the guidance note. • Strategies and methods used for engaging with these stakeholders, such as public consultations, online forums, and targeted meetings, to gather input and feedback on the guidance note. • Summary of feedback received from external stakeholders, including concerns, suggestions, and endorsements. <p>Analysis of how stakeholder feedback was considered and incorporated into the final version of the guidance note, including any significant changes made as a result of the engagement.</p>
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4. Duration and location of the assignment

The development of guidance notes will be carried out in work packages distributed in phases for over a period of 16 weeks (4 months). The phases shall be reviewed and agreed upon with the Office or the project manager before work commences. The assignment will be carried out in Nairobi and any other location within Kenya as may be required and convenient to the stakeholders.

5. Reporting requirements and timelines for submission of deliverables

Report	Details	Time from date of contract signature	Number and Format of reports presentation
Inception and Stakeholder mapping Report	<p>The Consultancy firm will identify and analyse all stakeholders involved in the processing of personal data for the proposed guidance notes in Kenya. This includes government agencies, private sector players, Civil Society Organisations, Academia, data subjects, and any other relevant entities.</p> <p>The deliverable includes an inception report and stakeholder mapping report outlining key stakeholders,</p>	4 weeks	4 hard copies and a digital copy

	their roles, interests, and influence levels.		
stakeholder engagement report	Engage with identified stakeholders to gather their input, feedback, and concerns regarding the processing of personal data in the relevant sectors. This may involve meetings, surveys, interviews, or focus groups. The deliverable is a stakeholder engagement report summarizing feedback, suggestions, and areas of consensus or contention	6 weeks	4 hard copies and a digital copy
Internal validation workshop report	Conduct workshops with the ODPC team to review and refine the draft guidance notes, address any concerns or questions, and ensure consensus on the final content. The deliverables include Workshop summaries and revised draft guidance notes	9 weeks	4 hard copies and a digital copy
Report on Stakeholder validation	To detail comments received from stakeholders, concerns and how they have been incorporated into the overall project and output. Develop supplementary materials such as sample documents, checklists, and templates to assist entities in implementing the guidance provided.	12 weeks	• 4 hard copies and a digital copy
Training and Awareness Strategy and Program Report	To outline and provide the strategy, program, and materials developed for training and raising awareness among relevant stakeholders about the guidance note and best practices in data processing. The deliverables include: <ul style="list-style-type: none"> • Detailed training and awareness strategy, including objectives, target audiences, key messages, and delivery channels. • Curriculum and materials for training programs. 	16 weeks	• 4 hard copies and a digital copy

	<ul style="list-style-type: none"> • Evaluation plan for assessing the effectiveness of the training and awareness programs, with metrics for success and feedback mechanisms for continuous improvement. 		
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All draft and final reports (in specified formats and copies) shall be submitted in the prescribed format to:

The Chief Executive Officer,
ICT Authority
Telposta Towers 12th Floor, Kenyatta Ave
PO Box 27150 – 00100
Nairobi Kenya
Tel: +254 20 2089061/ 2211960 Fax: +254 20 2211960
Email: procurement@ict.go.ke , info@icta.go.ke
Website: www.icta.go.ke

Attention:

The Project Coordinator
KDEAP

And additional four (4) hard copies and a digital copy of each required deliverable to the address below:

Office of the Data Protection Commissioner
Britam Tower, Hospital Road, Upperhill
PO Box 30920 - 00100 Nairobi Kenya
Tel: 0207801800
Email: procurement@odpc.go.ke with a copy to: info@odpc.go.ke

Upon submission of every report, the consultant is expected to make a presentation of the submitted report to the Client in a scheduled meeting. The acceptance of the report shall be recorded in the minutes of the meeting.

6. Payment Schedule

Payment for the services will be spread over the contract period and will be based on the proposed phases of the project.

No.	Report/Deliverable	Time from date of contract signature	Percentage payment of the contract amount
1.	Submission and acceptance of the Inception and Stakeholder mapping Report	4 weeks	10%
2.	Submission and acceptance of the Stakeholder engagement report	6 weeks	30%
3.	Submission and acceptance of the Internal validation workshop report	9 weeks	
4.	Submission and acceptance of the Report on Stakeholder validation	12 weeks	20%
5.	Submission and acceptance of the Training and Awareness Strategy, guidance notes and Program Report	16 weeks	40%

7. Minimum requirements and experience for the Consultancy firm:

The shortlisting criteria are as follows:

- a. **Core business and years in business:** The firm shall be registered as a law firm or a consulting firm with core business in the legislative drafting or related field for a period of at least three (3) years.
- b. **Relevant experience:** The firm shall demonstrate as having successfully executed and completed at least one (1) assignment of similar nature, complexity and in a similar operating environment in the last three (3) years. Details of similar assignments, with name and address of the client, scope, value (if not confidential), and period should be provided and submitted.
- c. **Technical and managerial capability of the firm:** The firm shall demonstrate as having the requisite technical capacity and managerial capacity to undertake

the assignment in the submitted the firm's profile(s). **Key Experts shall not be evaluated at shortlisting stage.**

8. Team composition, qualification, and experience requirements, for the key experts.

For the assignment focused on the development of sector-specific guidance notes and creating a training and awareness strategy, the consulting firm will require a multidisciplinary team comprising a team leader and key experts.

8.1. Team Leader

- a) A minimum of a Master's degree in Law, Information Technology, or a related discipline.
- b) At least 5 years of professional experience in leading projects related to data protection, privacy law, or advisory services.
- c) Demonstrated expertise in developing and implementing data protection and privacy strategies, with at least two (2) substantial projects successfully completed and at least one engagement with a public entity. This includes engagements where comprehensive data protection frameworks were established or significantly enhanced.
- d) Member of a recognized Professional Body.
- e) Professional Certification: Preferably certified in data protection/privacy (e.g., CIPP, CIPM) or equivalent, with recognition from a reputable professional body.

8.2. Data Protection and Privacy Specialist

- a) A minimum of a Bachelor's degree in Law, Information Technology, Cybersecurity, or related fields.
- b) At least 3 years of experience in developing of guidance notes.
- c) Deep knowledge and understanding with at least 4 year experience of Kenyan data protection laws and regulations and/or other data protection legislation (e.g. Protection of Personal Information Act, 2013(POPIA), General Data Protection Regulation (GDPR), California Consumer Privacy Act (CCPA).

8.3. Training and Awareness Program Specialist

- a) A minimum of Bachelor's degree in Education, Communication, Information Technology, Law, or related disciplines.
- b) At least 5 years of experience in designing and implementing training and awareness programs, preferably in the context of data protection and privacy.
- c) At least 3 years of experience in developing training materials and conducting workshops on data protection and privacy laws and best practices.

8.4. Artificial Intelligence and Emerging Technology Specialist

- a) A minimum of a Bachelor's degree in Computer Science, Artificial Intelligence, Data Science, Software Engineering, or related disciplines.

- b) At least 3 years of specific experience in AI, machine learning, and emerging tech with a proficiency in machine learning frameworks, programming, and cloud platforms is essential.
- c) Possess a minimum of 5 years of general experience in emerging technologies

9. ESTIMATED TIME INPUTS FOR KEY EXPERTS

The number of key experts and the estimated time input for each key expert for the assignment are presented in Table 3.

Table 3: Estimated Time Inputs for Key Experts

S/No	Key and support Staff	No	Estimated Time Input (staff-months)
1)	Team leader	1	4
2)	Data Protection & Privacy Specialist	1	4
3)	Training & Awareness Program Specialist	1	4
4)	Artificial Intelligence and Emerging technology Specialist	1	4
Total			16

10. Management and Accountability of the Assignment

The Consultancy firm will report to the Management Representative and eventually to the Data Commissioner, Office of the Data Protection Commissioner as the Client and the principal contact for the consultancy.

11. Responsibilities of the client

The ODPC will ensure the availability of meeting facilities and relevant laws and reports as may be necessary to the Consultancy firm. Additionally, ODPC will:

- a) Provide all the support required by the Consultancy firm like facilitation in holding meetings, organizing and conduct of training programs, the provision of office facilities, document/record availability and any other requirements for timely completion of guidance notes.
- b) To ensure that there is compliance to the requirements as suggested in a timely manner so that delays in implementation of requirements of guidance notes are avoided.

12. Responsibilities of the Consulting firm:

- a) The Consultancy firm will be responsible for their office accommodation, computers, logistics/transport, office equipment/stationery and furniture and all operational requirements.
- b) Carry out all the activities as specified in the terms of reference so as to enable the Office draft and publish guidance notes.
- c) Submit the progress report to the responsible Officer and the Office on a weekly basis or as and when required.

13. PROPRIETY RIGHTS OF CLIENT IN REPORTS AND RECORDS.

- i. All the reports, data, and information developed, collected, or obtained from the implementing agencies etc., Client, and other Institutions during this exercise shall belong to the Client. No use shall be made of them without prior written authorization from the Client.
- ii. At the end of the Services, the Consultant shall relinquish all data, manuals, reports and information (including the database, codes, and related documentation) to the Client and shall make no use of them in any other assignment without prior written authority from the Client.