



DIGITAL MALAWI ACCELERATION PROJECT

PROJECT NUMBER: P505095

GRANT NUMBER: IDA-E338-MW

TERMS OF REFERENCE

FOR

**PROVISION OF ADVISORY AND TECHNICAL SUPPORT CONSULTANCY SERVICES IN
THE OPERATIONALIZATION OF THE DATA PROTECTION ACT OF 2024.**

(Consulting Firm)

CONTRACT NO: MW-PPPC-502049-CS-QCBS

DATE: OCTOBER 2025

1. Background

Information and Communication Technology (ICT) is now globally recognized as an essential tool in promoting competitiveness, job creation, sustainable development, and overall poverty reduction. A combination of widespread access to broadband and a robust ICT services ecosystem can offer a powerful platform for reducing poverty, improving human development and increasing government transparency and efficiency. ICTs have the potential to transform business and government - driving entrepreneurship, innovation and economic growth and breaking down barriers of distance and cost in the delivery of services.

In recognition of the critical role that ICTs plays in fostering socio-economic development and empowering the poor, the Government of Malawi secured a loan from the World Bank to implement an ICT Project, the Digital Malawi Acceleration Project (DMAP). The line Ministry and owner of the Project is the Ministry of Information and Digitalization (MoID) whereas lead implementation agency for the project is the Public Private Partnership Commission (PPPC). Other stakeholders include Ministry of Education, MAREN, the National Registration Bureau, the Malawi Communications Regulatory Authority (MACRA), Ministry of Lands and others

2. Components of the Assignment

The consultancy assignment will comprise several interrelated components designed to provide comprehensive support in the operationalization of the Data Protection Authority (DPA) under the Data Protection Act, 2024.

Component 1: Organizational Structure, Governance Framework, and Definition of Roles and Competencies of the Data Protection Authority

This component focuses on establishing the organizational structure, governance framework, and human resource requirements for the Data Protection Authority unit within MACRA. The consultant will assess MACRA's existing institutional arrangements and propose an appropriate structure for the DPA unit, including reporting lines, decision-making processes, and governance mechanisms necessary for the unit's effective functioning. The consultant will develop an organogram and governance charter that clearly outlines the internal organization of the unit, with recommendations on optimal staffing levels, given the available budget and cost-recovery activities.

Furthermore, the consultant will make recommendations on the specific roles, responsibilities, and accountabilities of the DPA unit and its key positions. This will include developing detailed job descriptions for each key position, specifying the required qualifications, skills, and competencies. The consultant will also identify any capacity-building needs and recommend appropriate training and development initiatives to ensure that staff possess the necessary expertise to fulfil their duties

effectively. To conduct these tasks, the consultant will benchmark against other best practice DPAs in the region and elsewhere.

Component 2: Development of Policies, Procedures, and Operational Guidelines for the DPA.

This component involves the development of internal policies, procedures, and operational guidelines to support the work of the Data Protection Authority, including an operations manual. The consultant will draft documentation that guides the unit's daily operations and ensures alignment with the provisions of the Data Protection Act, 2024, as well as international best practices in data protection and privacy.

Component 3: Monitoring, Reporting, and Enforcement Framework of the DPA

This component addresses the design of monitoring, reporting, and enforcement mechanisms for the Data Protection Authority. The consultant will establish a monitoring and evaluation framework, including key performance indicators, to enable the unit to track progress and measure effectiveness. The consultant will also prepare reporting templates and procedures and recommend enforcement strategies and mechanisms to promote compliance with data protection obligations.

Component 4: Development of Supporting Legal and Regulatory Instruments

This component focuses on the development of supporting legal and regulatory instruments necessary for the effective operation of the Data Protection Authority. The consultant will review the existing legal and regulatory framework, identify any gaps, and draft secondary instruments such as regulations, codes of practice, and guidelines, ensuring consistency with the Data Protection Act, 2024, and related laws.

Component 5: Implementation Action Plan

The final component entails the development of a phased action plan for operationalizing the Data Protection Authority unit. The consultant will prepare a comprehensive plan detailing the key activities, milestones, timelines, resource requirements, and responsible parties. The plan will also include mechanisms for monitoring and evaluating the implementation process to ensure accountability and effective delivery.

3. Objectives of the Assignment

The primary objective of this consultancy is to support the Government of Malawi, through MACRA, in establishing a fully functional and effective Data Protection

Authority that upholds the rights of individuals, builds public trust in data processing activities, and ensures compliance with the Data Protection Act, 2024. The consultancy aims to lay the institutional and regulatory foundation necessary for safeguarding personal data in Malawi's rapidly evolving digital environment.

Specifically, the consultancy seeks to achieve the following outcomes:

- The establishment of a credible, well-governed Data Protection Authority unit that commands public confidence and is capable of independently and efficiently discharging its statutory mandate.
- The creation of a clear and enforceable regulatory framework that protects personal data, promotes responsible data management practices across sectors, and supports Malawi's digital transformation agenda.
- The availability of practical tools, guidelines, and legal instruments that enable the Data Protection Authority to monitor compliance, address data breaches, and enforce the law effectively.
- The development of institutional capacity within MACRA to implement data protection policies and standards, including a workforce equipped with the necessary skills and competencies to promote and enforce data privacy across both the public and private sectors.
- The delivery of a clear, phased plan that guides the structured and sustainable operationalization of the Data Protection Authority unit, ensuring that the process is well-coordinated, resource-efficient, and aligned with Malawi's national priorities and international commitments.

Ultimately, the consultancy is intended to contribute to the creation of a secure and trusted data environment that empowers citizens, protects fundamental rights, facilitates responsible innovation, and supports economic growth.

4. Scope of the Consulting Services and Specific Tasks

4.1 Scope of Work

The scope of services involves the provision of advisory and technical support for the operationalization of the Data Protection Act, 2024. The consultancy will focus on establishing the institutional, regulatory, and operational framework necessary for the DPA to fulfil its mandate. The services will cover the design of an appropriate organizational structure, the development of policies, procedures, and legal instruments, and the creation of mechanisms to ensure compliance, enforcement, and the protection of personal data. The consultancy will further ensure that the operationalization of the DPA aligns with international best practices in data

protection and Malawi's legal and institutional context. The consultancy will also propose a business plan for the DPA, and identify opportunities for cost recovery, with an appropriate price list for the services offered by the DPA to data collectors and the general public.

4.2 Specific Tasks

The specific tasks under this assignment will include the following:

a. Organizational Structure and Governance

- Review MACRA's existing setup
- Propose an organizational structure for the Data Protection Authority unit
- Outline reporting lines and governance mechanisms through a detailed organogram to ensure accountability and operational efficiency

b. Roles, Responsibilities, and Competencies

- Define roles and responsibilities for the DPA and its key positions.
- Develop job descriptions
- Recommend capacity-building initiatives to equip staff with necessary skills.

c. Policies and Operational Guidelines

- Develop internal policies, standard operating procedures, and operational guidelines to ensure consistent, transparent, and compliant operations aligned with the Data Protection Act, 2024. The main deliverable will be an operations manual for the DPA.

d. Monitoring, Reporting, and Enforcement

- Design a monitoring and evaluation framework with key performance indicators, reporting templates, and enforcement mechanisms to track compliance and assess the DPA's performance.

e. Legal and Regulatory Instruments

- Identify legal gaps
- Draft supporting instruments such as regulations, guidelines, and codes of conduct that align with the broader Malawian legal framework and enable full implementation of the Act.

f. Business Plan

- Propose services that the DPA can offer at a cost, where appropriate, such as training courses, compliance assessments, etc, with the aim of achieving cost recovery for the DPA within five years

- Recommend appropriate prices for services to be offered by the DPA and set a scale of fines for possible infringements of the Data Protection Act 2024.

g. Phased Implementation Plan

- Prepare a detailed action plan outlining key activities, milestones, timelines, and resource requirements.

5. DURATION AND LOCATION OF THE ASSIGNMENT

The duration of the assignment shall be up to five (5) calendar Months from contract commencement date with a total level of input of one hundred (100) staff days. Consultants may propose an accelerated timetable. The location of the assignment will be at the consultant's home office and in the Republic of Malawi.

6. REPORTING REQUIREMENTS AND TIMELINES FOR EXPECTED DELIVERABLES

The consultant shall submit the reports as detailed in the table below.

Table 1: Reporting requirements and timelines for deliverables/outputs

Report	Details	Timeline for submission of deliverable from date of contract commencement	Number and format of reports presentation
Inception Report	The consultancy firm will share an inception report with detailed workplan, approach of executing the project, milestones (based on the provided tasks and sub-tasks), staffing and projection execution arrangements (including risks and risk mitigation plan). The inception report should cover the anticipated models, principles, tender strategies, data as well as the list of assumptions.	2 weeks	2 hard copies and 1 digital copy
Organizational Structure and Governance Framework Report	Draft organogram, governance charter, reporting lines, roles and responsibilities, and job descriptions.	End of Month 1	2 hard copies and 1 digital copy
Draft Policies, Procedures, and Operational Guidelines Report	Draft internal policies, SOPs, operational guidelines aligned with the Data Protection Act, 2024. Draft Operations Manual	Mid-Month 2	2 hard copies and 1 digital copy
Monitoring, Reporting, and Enforcement Framework Report	Proposed M&E framework, KPIs, reporting templates, enforcement strategies and mechanisms.	End of Month 2	2 hard copies and 1 digital copy
Draft Legal and Regulatory Instruments Report	Draft regulations, codes of practice, guidelines, and any other secondary legal instruments.	Mid-Month 3	2 hard copies and 1 digital copy
Draft Business Plan for cost recovery	Recommendations for priced service offerings and fines	Mid-Month 3	2 hard copies and 1 digital copy
Phased Implementation Action Plan	Detailed action plan with milestones, timelines, resource requirements, and M&E mechanisms.	End of Month 3	2 hard copies and 1 digital copy

Report	Details	Timeline for submission of deliverable from date of contract commencement	Number and format of reports presentation
Final Consolidated Report	Final versions of all deliverables incorporating stakeholder feedback, lessons learned, and recommendations for future implementation.	End of Month 4	2 hard copies and 1 digital copy

The specified copies (1 original copy, 2 hard copies and 1 digital copy) of each of the listed reports shall be sent to the client at the following address:

The Project Manager
Public Private Partnership Commission
Digital Malawi Acceleration Project
2nd Floor, Livingstone Towers
P.O. Box 937
Blantyre

E-mail Address: cmatamba@pppc.mw

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.

7. PAYMENT SCHEDULE

The proposed payment schedules based on satisfactory performance of the contract which will be negotiated with the successful consultant will be as presented in Table 2 below.

Table 2: Proposed payment schedule

S/No	Report	Timeline for submission of deliverables from date of contract signature	Percentage of payment (for Phase 1)
1	Inception Report	2 weeks	10%
2	Organizational Structure, Governance Framework, and Job Descriptions Report	4 Weeks	20%
3	Draft Policies, Procedures, and Operational Guidelines + M&E and Enforcement Framework Report	8 weeks	20%
4	Draft Legal and Regulatory Instruments and business plan	12 weeks	20%
5	Final Consolidated Report including Phased Implementation Action Plan	16 weeks	30%

As shown in Table 2. Above the total duration for the delivery of the tasks is sixteen (16) Weeks from the date of contract signature.

8. MINIMUM REQUIREMENTS FOR CONSULTANT'S QUALIFICATIONS AND EXPERIENCE

The consulting firm will be required to have a **multi-disciplinary team** including legal, policy, regulatory, organizational development, and data protection experts, with proven experience working within a similar legal, institutional, and regulatory environment. The firm must demonstrate the ability to provide high-quality advisory and technical support in the operationalization of statutory bodies and data protection frameworks.

The minimum requirements for the consultant's qualifications and experience are as follows:

8.1.1 Core business and years in business:

The firm should be registered/incorporated as an entity engaged in legal, regulatory, organizational development, governance advisory, or data protection consultancy services for a minimum of five (5) years.

8.1.2 Relevant experience:

The firm shall demonstrate having successfully completed at least three (3) assignments of a similar nature, complexity, and operating environment in the last seven (7) years. These should involve support in establishing regulatory authorities,

developing governance frameworks, or implementing data protection and privacy regimes. Details of similar assignments, including the client's name and address, scope of work, contract value, and period of execution, should be provided in the proposal.

Technical and managerial capability:

The firm must demonstrate adequate technical and managerial capacity to undertake the assignment, including the ability to field a team of qualified experts and provide necessary logistical, technical, and administrative support for delivery of the assignment. In addition, the firm shall demonstrate a proven track record in supporting the establishment or operationalisation of Data Protection Authorities or similar regulatory institutions within the African region or comparable jurisdictions. The firm should have at least five (5) years of experience in data protection, ICT regulatory frameworks, or institutional capacity-building, and should have successfully implemented at least two (2) similar assignments of comparable scope in Africa or other emerging jurisdictions. Experience working with AU, SADC, ECOWAS, EAC model data protection frameworks or other regional harmonisation instruments shall be considered an added advantage.

9. TEAM COMPOSITION AND MINIMUM QUALIFICATION AND EXPERIENCE REQUIREMENTS FOR THE KEY EXPERTS

The consultants shall be well-qualified professionals with relevant experience, supported by adequate resources, tools, and systems to execute the assignment effectively. The key experts are expected to personally lead and deliver the services as described in this TOR.

9.1 Team Leader (Data Protection / Governance Specialist)

- i. At least a master's degree in data protection, law, organizational development, governance, business administration, or a related discipline from a recognized university.
- ii. A minimum of eight (8) years' experience in leading complex institutional development, regulatory setup, or governance reform projects in emerging economies, preferably in Africa.
- iii. Proven track record of successfully managing at least three (3) large projects related to establishment of regulatory authorities or operationalization of data protection or privacy frameworks in the last six (6) years.

9.2 Data Protection / ICT Policy Specialist

- i. At least a bachelor's degree in information technology, law, data privacy, ICT policy, cybersecurity, or a related field.
- ii. A minimum of five (5) years' experience providing technical advisory services in data protection, ICT regulation, or privacy compliance.
- iii. Demonstrated involvement in at least three (3) projects supporting data protection, privacy legislation implementation, or ICT governance frameworks in the last 5 years .

9.3 Legal / Regulatory Adviser

- i. At minimum, a bachelor's degree in law from a recognized university.
- ii. At least five (5) years' experience providing legal advisory services in Africa, with demonstrable expertise in regulatory frameworks, data protection, administrative law, or public sector governance in Malawi.
- iii. Sound knowledge of Malawi's legal and regulatory processes, including drafting of statutory instruments demonstrated by (i) prior advisory work with Government or regulatory bodies in Malawi or a comparable common law jurisdiction, (ii) participation in the development, drafting, or review of at least one (1) statutory instrument, or subsidiary legislation, and (iii) demonstrated familiarity with Malawi's legislative drafting procedures and administrative law framework. Those that have supported legal drafting under Malawi's Ministry of Justice, sector regulators, or similar agencies in the SADC region shall be deemed to meet compliance with this benchmark."

9.4 Organizational Development / Change Management Specialist

- i. At least a Bachelor's Degree in organizational development, human resources, strategic management, or a related field.
- ii. Minimum of five (5) years' experience supporting the design and implementation of institutional structures, job design, and change management strategies, preferably in the public sector.
- iii. Experience in advising on capacity-building and governance reform programs by demonstrated delivery of at least two (2) comparable governance or institutional strengthening assignments, preferably in the data protection, digital regulatory, ICT, or public sector oversight environment, within the last five (5) years, including evidence of measurable institutional outcomes such as frameworks adopted, operating procedures developed, or institutional capacity improved.

9.5 Digital Economy Specialist

- i. At least a Master's Degree in economics/commerce, or related field from a recognised university.
- ii. At least five (5) years of general experience providing advisory/consultancy services in Telecoms, Digital Access and Infrastructure Research Projects.
- iii. At least 3 years specific experience in developing cost models/ Gap financing models.

10. 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 4.

Table 4: Estimated Time Inputs for Key Experts

S/No	Key and support Staff	No	Estimated Time Input (staff-days)
1)	Team Leader	1	24
2)	Data Protection / ICT Policy Specialist	1	24
3)	Legal/Regulatory Adviser	1	16
4)	Organizational Development / Change Management Specialist	1	16
5)	Digital Economy Specialist	1	20
Total		5	100

11. OBLIGATION OF THE CLIENT

The responsibilities of the Client) shall include:

- Provision of all relevant information and study reports done on data protection, privacy, digital ID, and regulatory frameworks and other relevant studies. The PPPC shall also provide guidance and clarification.
- Facilitate to the best of its ability the consultants' access to key officials within the relevant Ministries and other relevant official entities, including operators, regulators and/or any others as applicable.
- Ensure cooperation from GoM stakeholders, whose activities and programs may be considered relevant to this project, to enable the consultants to have access to the information necessary to carry out their work program.

12. Responsibilities of the Consultant

The consultant's key responsibilities include (but not limited to) the below:

- Carry out the identified tasks above in a result-oriented manner with the sole objective of achieving outputs and outcomes expected from the assignment.
- Conduct monthly feedback sessions with the client and relevant stakeholders in order to inform the team on progress made and to identify and address any challenges that the consultant teams may encounter in the course of their assignment.
- Costs associated with any pre-planning activities on this project by the consultant such as attending consultancy contract negotiation meetings.
- Knowledge transfer and capacity building across the client operations.