

14 March 2023

INVITATION TO QUOTE (ITQ) FOR PROVISION OF A STRATEGIC GOVERNANCE REVIEW OF THE SCOTTISH HUMAN RIGHTS COMMISSION

QUOTE Ref: SHRC/Governance Review/2023/03

You are invited by **the Scottish Human Rights Commission** to quote for the provision of the services detailed in the attached brief. Your quotation must be received by no later than **12:00 noon Tuesday 28 March 2023**. It is the responsibility of all suppliers to ensure that their quotation response is received no later than the appointed time. The Scottish Human Rights Commission may undertake not to consider quotations received after that time.

The Scottish Human Rights Commission are not bound to accept the lowest priced or any quote and shall not be bound to accept the supplier as sole supplier. Prices quoted shall remain firm for 60 days from the submission date. Value Added Tax (VAT) should be shown separately, and the VAT registration number given.

The quotation will be evaluated using the following criteria and weightings:

Evaluation Criteria	Weighting
Quality	80%
Price	20%

By providing us with a quotation you agree to be bound by the Scottish Human Rights Commission's Terms and Conditions which will apply to any contract awarded to you after you have provided us with our quotation.

Enquiries and submissions regarding this ITQ should be addressed to finance@scottishhumanrights.com via email.



David Lees

Head of Commission Secretariat & Business Support

Invitation to Quote: Provision of a Strategic Governance Review of the Scottish Human Rights Commission

March 2023

1. Introduction

This is an Invitation to Quote (ITQ) for the provision of a Strategic Governance Review of the Scottish Human Rights Commission (The Commission).

2. Delivery Timescale

The requirement should be scheduled to commence on or around 11 April 2023 with submission of the final report by no later than 5 June 2023. All necessary activities required to deliver the provisions identified in this ITQ must be planned, delivered and concluded to accommodate this timescale.

3. Terms of Reference and Summary of Requirement of Response

The Terms of Reference (ToR), attached at Appendix 1, contain the full scope of the requirement relating to this ITQ. The ToR include substantial context setting and background information that are the basis for the decision to conduct this Review. Bidders are advised to gain a thorough understanding of this material when preparing their response.

The core requirements for the written response are contained in 2 key sections of the ToR; **Section 16. Scope of Review** and **Section 20. Deliverables**. Each element within these sections should be addressed in your response.

In addition to this, the Commission needs to understand and assess the relevant knowledge and experience of prospective Reviewers. A key part of the response should include evidence of similar or comparable provisions to provide assurance of capability and capacity to carry out this review of governance.

The Price submission should reflect the number of days associated with each activity.

Bidders should include narrative around their approach to completing the work including, where necessary, any expected inputs from the Commission or other stakeholders.

The format for submitting proposals to deliver the requirement is detailed below in Section 6 and the process and criteria for evaluation is contained in Section 8 of this ITQ.

4. Proposal Timetable

The key dates for the process are as follows;

1.	Issue ITQ	Tuesday 14 March 2023
2.	Closing date for submission	12 noon on Tuesday 28 March 2023
3.	Evaluation of Submissions	Tuesday 28 March to Thursday 30 March 2023
4.	Award of Contract	Friday 31 March 2023
5.	Review Commencement – initial start-up meeting	Tuesday 11 April 2023

Note: Timescales may be subject to change.

5. Submission of Proposals

Proposals should be submitted by email to; finance@scottishhumanrights.com by no later than 12 noon on Tuesday 28 March.

We will email confirmation of receipt of your proposal. Late submissions will not be considered.

We will review all the proposals we receive against our Terms of Reference, attached, and evaluation criteria, highlighted below in Section 8. We may contact you with follow up questions to clarify anything we need to confirm before we make our decision.

We will make a final decision by Thursday 30 March 2023 and a contract will be awarded on Friday 31 March, subject to final agreement of T&Cs.

6. Format of Submission

To quote for this provision, please send us a written report (5 pages maximum) setting out as a minimum:

- 1) Your relevant skills, experience and qualifications for conducting a review of this nature. Evidence of carrying out a similar governance review of a public sector organisation, or a National Human Rights Institution, would be an advantage.
- 2) Your proposed plan to deliver, assess, review, carry out as necessary;

- a. each aspect of the Scope of the Review, described in Section 16 of the Terms of Reference
 - b. the Deliverables, as described in Section 20 of the Terms of Reference
- 3) Your proposed approach to completing the work including any input you would require from us.
 - 4) Your proposed price for this work including a breakdown of days against each element.

7. Budget

We have a maximum budget of £15,000 (including VAT) for this work.

Please provide a full breakdown of your costs indicating clearly whether these are inclusive or exclusive of VAT.

Please note the requirement is for a Fixed Price proposal.

Prices quoted should be in Pounds Sterling (£) and must be held firm for 60 days from the submission date.

8. Evaluation of Submissions

Submissions will be evaluated based on with Most Economically Advantageous Tender (MEAT) method, to maximise the opportunity to deliver Value for Money (VfM).

The overall award criteria weightings are;

Quality – 80%

Price – 20%

Proposals will be evaluated using the following weighted criteria;

MEAT	Overall Weighting	Criteria	Category Weighting
Quality	80%	1. Relevant skills, experience	20%
		2. Response to the Scope of the Review (Section 16 of ToR)	40%
		3. Plan/approach for Deliverables (Section 20 of ToR)	20%
Price	20%	4. Price/Competitiveness	20%
	100%		100%

The Quality elements of the submissions will be evaluated against the scoring structure below.

Assessment	Standard Measure	Scores (0-10)
Excellent	Response is completely relevant and excellent overall. The response is comprehensive, unambiguous and demonstrates a thorough understanding of the requirements and provides details of how the requirements will be met in full.	10
Good	Good Response is relevant and good. The response is sufficiently detailed to demonstrate a good understanding and provides details on how the requirements will be fulfilled.	8
Acceptable	Acceptable Response is relevant and acceptable. The response addresses a broad understanding of the requirements but may lack details on how the requirements will be fulfilled in certain areas.	6
Limited	Limited Response is partially relevant. The response addresses some elements of the requirement with partial detail. There are a few concerns about whether or not the requirements can be met.	4
Poor	Response is generally poor. The response contains insufficient/limited detail or explanation to demonstrate how the requirements will be fulfilled.	2
Unacceptable	Unacceptable Nil or inadequate response. Fails to demonstrate an ability to meet the requirements.	0

Each written submission will be evaluated as follows;

- Each quality criteria will be awarded a score.
- These scores are then weighted against the predetermined % weightings
- A weighted score is then calculated by multiplying the weight by the score and dividing by 10.

This is illustrated in the worked example below.

		Proposal 1		Proposal 2		Proposal 3	
Quality Criteria	Weight (80%)	Score (0-10)	Weighted Score	Score (0-10)	Weighted Score	Score (0-10)	Weighted Score
1	40	8	32	6	24	8	32
2	40	6	24	6	24	6	24
3	20	8	16	10	20	6	12
Total			72		68		68

The Price criteria will be based on;

- The lowest priced compliant bid will be awarded maximum points (20).
- The points for the other proposals will be scored relative to the lowest priced compliant proposal.
- Thereafter the price weighting detailed in Table 4 will be applied to obtain the final weighted price score.

The calculation is as follows:

Lowest bid divided by each bid multiplied by price weighting factor (20%) multiplied by 100

Table 4 Price criteria scoring - worked example for illustration.

		Proposal 1		Proposal 2		Proposal 3	
Criteria	Weight (20%)	Quoted £	Weighted Score	Quoted £	Weighted Score	Quoted £	Weighted Score
4		£13,500	17.77	£14,000	17.14	£12,000	20

The total weighted scores for Quality and Price will be added together to determine the Most Economically Advantageous Tender, illustrated in the worked example below.

	Proposal 1	Proposal 2	Proposal 3
Quality Score	72	68	68
Price Score	17.77	17.14	20
Total	89.77	85.14	88

9. Freedom of Information

In accordance with the obligations and duties placed upon public authorities by the Freedom of Information (Scotland) Act 2002 (FOISA) and the Environmental Information (Scotland) Regulations 2004 (EIRs), all information submitted to the Contracting Authority (the Commission) may be disclosed in response to a request for information made pursuant to FOISA and/or the EIRs.

In submitting a proposal, bidders must understand and accept that information disclosed by the Commission in response to a FOISA or EIR request may include, but not be limited to, disclosure of their proposal or any part thereof or any information contained therein and/or any score or other details concerning evaluation of their proposal.

If a Bidder considers any information in their proposal is confidential and/or commercially sensitive, they shall clearly identify which information they consider to be confidential and/or commercially sensitive, explain the potential implications of its disclosure and provide an estimate of the period of time during which they believe the information is likely to remain confidential and/or commercially sensitive.

If a Bidder identifies any information in their proposal as confidential and/commercially sensitive, the Commission will consider in its sole discretion withholding it from disclosure or publication however Bidders shall note that, even where they have identified information as confidential or commercially sensitive, the Commission may nonetheless be required to disclose or publish such information in accordance with FOISA or the EIRs, without consulting with, or obtaining consent from, the Bidder.

Bidders shall note that the Commission is required to form an independent judgement upon whether the information is exempt from disclosure under FOISA or the EIRs and whether the public interest favours disclosure or not and offers no

guarantee that information identified as confidential and/or commercially sensitive will be withheld from disclosure or publication.

If a Bidder receives a request for information under FOISA or the EIRs during the course of the competition, they must immediately refer such a request to the Commission.

The Commission may publish the names of Bidders on its website.

10. Data Protection / Security Requirements (for suppliers with no access to our internal network)

Bidders should provide confirmation of compliance with our requirements in relation to data and information security.

Data Protection – the SHRC would prefer that all data be resident within the UK (failure to meet this point requires additional processes to be completed by the supplier and the SHRC).

You should confirm compliance with all UK data protection laws, and you should be certified with Cyber Essentials or the equivalent.

11. Confidentiality in Respect of the ITQ Process

This ITQ and all additional information concerning the SHRC are made available to Bidders on a confidential basis for the purpose of this process only. Information gained during the ITQ process must not be communicated to any other party, during or after the process.

Bidders may disclose, distribute, or pass the ITQ to their advisers, subcontractors, consortium members or other persons provided:

- this is done for the sole purpose of enabling them to submit a proposal and the person receiving it undertakes in writing to keep it confidential on the same terms as the bidder.
- the bidder obtains the Commission's prior written consent in relation to the disclosure, distribution or passing of an ITQ.
- the Bidder is legally required to make a disclosure or the ITQ has been published in accordance with the conditions relating to the Commission's obligations in relation to transparency.

The Commission may disclose information submitted by Bidders during the Procurement to its officers, employees, agents, or advisers who are stakeholders in the Procurement.

The Commission may disseminate information provided by Bidders that is materially relevant to the Procurement, to other Bidders subject to any:

- procedures described in the ITQ for raising questions and/or clarifications;

- duty to protect commercial confidentiality in relation to the information contained within a proposal (unless such duty is overridden by a requirement for disclosure under FOISA).

12. Canvassing

This procurement is being carried out by ITQ and all questions relating to the ITQ should in the first instance be directed through finance@scottishhumanrights.com

Responses to all clarification questions will be sent to all Bidders.

APPENDIX 1 Terms of Reference for a Strategic Governance Review of the Scottish Human Rights Commission

Context

1. The Scottish Human Rights Commission (SHRC) was established in 2008 by the Scottish Human Rights Commission Act (SHRCA) 2006 as a public body funded by, but independent of, the Scottish Parliament. The Commission has a member appointed to Chair the Commission, by His Majesty, on nomination of the Scottish Parliament. The Chair is supported by not more than 4 other Commissioners, working on a part-time basis, appointed and employed by the Scottish Parliamentary Corporate Body (SPCB). Each member of the Commission is appointed for a period of 6 years. The Chair can serve a maximum of 8 years, but is usually appointed for 6 years. Both the Chair and current set of Commissioners are relatively new, having started their roles in June 2022 and September 2022 respectively.
2. The Commission is a small organisation with 11.8 FTE staff and a budget of £1.25m. The Commission has made a bid to Parliament to increase its headcount to 13.8 FTE for the financial year 2023-2024. Staffing costs represent around 85% of the Commission's budget. Staff are appointed and employed directly by the Commission.
3. The general duty of the Commission is to promote human rights and, in particular, to encourage best practice in relation to human rights. The SHRCA provides for it to fulfil these duties through providing guidance, publications, awareness raising and research and by making recommendations for changes in law, policy and practice in Scotland, and through education and training. The Commission also has statutory powers to:
 - Conduct inquiries into the policies or practices of Scottish public authorities;
 - Enter some places of detention as part of an inquiry;
 - Intervene in civil court cases, where relevant to the promotion of human rights, and where the case appears to raise a matter of public interest;
 - Cooperate with others in the exercise of these functions while avoiding unnecessary duplication.
4. As a public body, the Commission must lay its Annual Report and budget before the Scottish Parliament. It is audited every 12 months by the Auditor General for Scotland.
5. The SHRC is a National Human Rights Institution (NHRI) and was recently re-accredited as an "A status" institution, signifying it was compliant

with the UN's Paris Principles (1993) and entailing independent participation rights at the UN Human Rights Council.

6. The human rights landscape in Scotland is increasingly complex. The SHRC has responsibility for promoting human rights under the European Convention on Human Rights (ECHR) and other human rights treaties to which the UK is a party. This has been interpreted as referring to devolved matters under the Scotland Act 1998. The Equality and Human Rights Commission (EHRC) has responsibility for promoting human rights in reserved areas. The EHRC is also the national equality body for Great Britain. There is a Memorandum of Understanding between both organisations. While the rights of children and young people are not excluded from the SHRC's remit, Scotland has an independent Children and Young People's Commissioner.

Strategic and Corporate Governance

7. The Commission staff are appointed permanently to deliver the operational activity of the Commission. The Chair and Commissioner are appointed by Parliament. Commissioners are therefore accountable to Parliament via the SPCB. A Commissioners Handbook is provided to guide their work at the Commission.
8. In February 2021, the previous Chair and previous Commissioners decided to commission a Governance Review to independently evaluate the governance model of the Commission.
9. This review was conducted Margaret Williamson (from Boardroom Development Ltd), but not all its recommendations were fully considered or followed up. Nor did that review set out options for changing the SHRC's legal mandate in order to improve internal governance. In addition, there has subsequently been a complete change in SHRC leadership following Commissioner resignations and staff departures.
10. However, one of the key recommendations of the February 2021 review was the separation of the Chair and CEO roles within the Commission. A new Executive Director post was created by the incoming Chair in summer 2022 and the postholder joined the organisation in January 2023.
11. It is also relevant that in 2022, the SPCB decided to increase the time required of Commissioners from 2.5 days per month, to one full day per week.
12. A new Governance Review therefore allows a timely opportunity to consider whether there is an appropriate scheme of delegation in place from the Commission to the Chair and from the Chair to the staff, and to provide

greater clarity for staff and Commissioners alike of accountability and responsibility for the Commission's strategic and operational activities.

External factors

13. The external context for the Commission remains dynamic. New legislation foresees the incorporation of further human rights treaties into Scottish law, which (i) may entail expanding the scope of the SHRC's mandate and resultant resource capacity and (ii) gives a rare opportunity to change the SHRC's mandate in order to improve internal governance. In addition, various parties have advanced proposals to establish a number of other public bodies on human rights themes, whose mandates might overlap with that of the SHRC. As a public body, accountable to the Scottish Parliament, it is important that the Commission has a robust Governance model in place which is future proofed for further evolution of the Commission as a result of these external factors.
14. Therefore the current Commission considers it important to conduct a new governance review. One of the recommendations from SHRC's 2021-22 external audit was to undertake a "*root cause analysis*" following a significant level of departures both of Commission members and Staff. The SPCB has also expressed willingness to support, and finance, such a review. The Commission will consider all recommendations from this new governance review and will develop an implementation plan that phases any agreed actions over the short, medium and long-term, to ensure alignment with external factors.

Objectives

15. Accordingly, the SHRC is commissioning a review to:
 - Evaluate relevant supporting policies and recent organisational practice and performance, from a governance perspective;
 - Make recommendations to address any areas for improvement and adaption to current and future context, including options to change our legal mandate.

Scope of review

16. In light of the above described context, the Reviewers are asked to consider:
 - A. The composition of the Commission, role and remit of the Chair and other Commissioners respectively, and as a body corporate.
 - B. The Commissioners Handbook and Scheme of Delegation

arrangements for the Chair and Commission, and from the Chair to the staff. The appropriate level of sign-off by Commissioners. Whether there is sufficient clarity and a shared vision on what counts as strategic oversight versus operational delivery?

- C. Adequacy of arrangements for SHRC's financial oversight, including the role of the Risk and Audit Committee, established in 2022.
- D. Governance arrangements, including:
- i. Scoping options to change the SHRC's legal mandate, in respect of governance, given that a new Human Rights Bill provides an opportunity to review the SHRC's founding legislation.
 - ii. The relationship the Commission has with the SPCB and how assurances are being provided in respect of governance and financial accountability.
 - iii. The relationship of SHRC with the Scottish Parliament, relevant Committees, the Scottish Government and other stakeholders.
 - iv. Adequacy of structures, resources and capacity in relation to SHRC's staffing and management.
 - v. Arrangements for grievance handling and whistleblowing in relation to staff, Chair and other Commissioners.
- E. Lessons learned in relation to significant departures of staff and Commissioners, as identified by the 2021/22 external audit.

17. The following areas are considered out of scope of the review:

- Staff pay, terms and conditions (which are negotiated separately with the recognised Union). However, the authority of the SHRC, as the employer of staff, and its relationship with the SPCB, should be considered.
- The Commission's relationship with rights holders. There is a separate workstream on embedding participation in the Commission's work and both that, and this governance review, will help inform the approach to ensuring lived expertise is part of directing the Commission's work.

Evidence gathering and stakeholder engagement

18. The SHRC is a National Human Rights Institution (NHRI) and public body, funded by the Scottish Parliament and therefore not subject to ministerial or departmental oversight. Reviewers are requested to seek input from:

- All current staff, Chair and Commissioners;
- Former Chairs and Commissioners;
- Members of the SPCB and officials from Parliament's Officeholder services;
- NHRI stakeholders, including ENNHRI and GANHRI;
- NHRIs from other jurisdictions to assess best practice;
- Members of the Scottish Parliament's Equalities, Human Rights and Civil Justice Committee;
- Representatives from the Public & Commercial Services Union (as the recognised Trade Union).

19. The Reviewers will have access to SHRC internal documents, as is necessary, to undertake this review. Documents will be accessed on a confidential basis. Public consultation will not form part of this review.

Deliverables

20. The Reviewer is expected to:

- convene meetings with the Chair, current Commissioners and executive management;
- review and analyse relevant internal and external legislation, policies and other documentation;
- conduct stakeholder interviews;
- present draft findings to current Commissioners and executive management prior to submission of a final report;
- submit a draft internal report, including an executive summary and a clear set of recommendations (maximum length 10,000 words), with a summary of documentation reviewed and interviews undertaken;
- produce a proposed report for publication (subject to final agreement by the Commission).

21. The timeline for delivery of the final report is Monday 5 June 2023.

22. The contract is being procured through an Invitation to Quote (ITQ) procedure, using standard government procurement rules.