

Terms of Reference (ToR)
on
Feasibility Study and Business Model Development for ActionAid Bangladesh's Impact Investment / Impact Business Cultivation Platform

Background

ActionAid Bangladesh (AAB), an affiliate member of the ActionAid International federation, has been working in Bangladesh since 1986 in solidarity with people living in poverty and exclusion to end poverty and injustice, underpinned by its Human Rights Based Approach (HRBA) and feminist principles. As part of its 5th Country Strategy, AAB is committed to developing innovative and sustainable financing approaches that reduce long-term dependence on traditional grant funding while advancing climate justice, economic justice, and women's rights.

As part of this agenda, AAB convened an Impact Investment Innovation Sprint in 2026, inviting internal teams to develop concept notes exploring how AAB could engage in impact investment. Following review by the Executive Board Impact Investment Sub-Committee, AAB has decided to pursue the development of an impact investment marketplace or impact business cultivation platform, through which AAB would act as an intermediary connecting impact capital with investable enterprises or initiatives for social good.

AAB has not yet decided whether this platform will take the form of a full accelerator-and-equity investment vehicle, a lighter-touch marketplace/matchmaking model, or a hybrid of the two. Nor has AAB determined its precise role in the structure, whether as fund manager, accelerator, technical intermediary, or another function, or the governance, financial, and legal architecture required to operate responsibly as ActionAid International Bangladesh Society (AAIBS), AAB's locally registered arm. AAB intends to commission a feasibility study to answer these questions before committing further resources or entering into external agreements.

AAB is therefore seeking a qualified consultant/consultancy firm to conduct a comprehensive feasibility study and business model development exercise that will position AAB to move confidently and, on a sound, legal and regulatory footing from concept to a soft launch/pilot phase.

Objectives of the assignment

- Assess ActionAid Bangladesh's (AAB) institutional position, capacity, and readiness to develop and operate an impact investment or impact business cultivation platform.
- Ensure AAB fully understands the regulatory and legal environment including the specific implications for ActionAid International Bangladesh Society (AAIBS)'s registration and compliance obligations.
- Identify, on the basis of market analysis and stakeholder consultation, AAB's most viable role, business model, and financial modality within Bangladesh's impact investment ecosystem.
- Produce a practical, actionable roadmap and toolkit that enables AAB to move from feasibility to a soft launch/pilot phase, supported by an appropriate governance structure.

Scope of work

- Conduct a situational and risk assessment of AAB's current position, relevant assets, relationships, and prior work relevant to impact investment, including the outputs of AAB's 2026 Impact Investment Innovation Sprint.
- Conduct a regulatory and legal review of the operating environment for impact investment, blended finance, and related financial instruments in Bangladesh, with specific attention to ActionAid International Bangladesh Society (AAIBS)'s registration and compliance obligations under the RJSC and the Ministry of Social Welfare, and other relevant bodies (e.g., NGO Affairs Bureau, Bangladesh Bank, Bangladesh Securities and Exchange Commission, where applicable).
- Identify and assess AAB's most viable role(s) in the impact investment ecosystem (e.g., platform intermediary, fund manager, accelerator, technical advisor, or a hybrid), including the implications of each for governance, liability, revenue, and staffing.
- Identify and map key stakeholders in Bangladesh's impact investment space including impact investors, development finance institutions, accelerators, government bodies, peer INGOs, and private sector actors and conduct structured consultations with them to test demand, positioning, and partnership potential.
- Analyse the market potential for the proposed platform/model, including a realistic assessment of investable pipeline, investor appetite, and comparable models operating in Bangladesh or the wider region.
- Recommend suitable and feasible business model(s), revenue model(s), and financial modality for the platform (e.g., management fee, equity, blended, or other arrangements), with clear advantages, trade-offs, and financial sustainability projections for each option considered.
- Recommend a governance system and structure, including an organogram for a management oversight committee, decision-making authority, and safeguards against conflicts of interest.
- Develop a phased implementation roadmap and a practical toolkit to guide AAB from feasibility through to a soft launch/pilot, including recommended design options for the pilot and the legal/financial vehicle through which it would operate.

Specific deliverables

1. Inception report confirming methodology, detailed workplan, and stakeholder consultation list.
2. Situational and risk assessment report on AAB's position and readiness for impact investment.
3. Regulatory and legal review report, covering AAIBS's registration and regulatory compliance obligations.
4. Stakeholder mapping and consultation summary report, covering both internal and external stakeholders.
5. Market potential and demand analysis report.
6. Recommended business model, revenue model, and financial modality, with supporting rationale and financial projections.
7. Recommended governance structure, including an organogram for the management oversight committee.

8. Implementation roadmap and toolkit (templates, checklists, and operational guidance) to guide AAB from feasibility to soft launch/pilot, including recommended pilot design and legal/financial vehicle options.
9. Final presentation and executive summary of findings and recommendations to the AAIBS Executive Board Impact Investment Sub-Committee and AAB Senior Leadership Team.

Methodology and expected approach

It is expected that a detailed methodology and approach will be developed that enables the scope of work to meet the objectives stated above. As a general guidance, the following methodologies and processes may be considered:

- Comprehensive desk review of AAB's existing concept notes, strategic documents including the Country Strategy Paper and Resource Mobilisation Strategy, and relevant national and international literature on impact investment and blended finance.
- Internal stakeholder consultations with AAB's Senior Leadership Team, AAIBS Impact Investment Sub-Committee, and relevant Programme, Finance, Assurance, Governance and MEAL colleagues.
- External stakeholder consultations with impact investors, development finance institutions, accelerators, regulators, and peer organisations operating in Bangladesh's impact investment space.
- Comparative and benchmarking analysis of similar impact investment platforms or intermediary models operating in Bangladesh, within the ActionAid federation, and internationally.
- Legal and regulatory analysis, drawing on specialist legal expertise where required, particularly regarding AAIBS's registration status and permissible activities.
- The consultant(s)/agency should clearly explain the approach to the assignment and how ethical standards for data collection and stakeholder engagement will be followed.
- Critical Path Analysis (CPA) of the assignment, stating clearly where and when internal and external support is required across the 90-day timeline.

Risk Mitigation and Safeguards

The consultant(s)/agency is responsible for identifying and managing risks relevant to this assignment, including data protection and confidentiality risks arising from engagement with external investors, financial institutions, and regulatory bodies. The consultant(s)/agency must follow AAB's safeguarding, data protection, code of conduct and privacy policies throughout all stakeholder engagements, field visits, and consultations. AAB will not be liable for risks arising from the consultant(s)/agency's own conduct during the assignment.

Duration

The consultant(s)/agency will have 90 calendar days to complete the assignment. The effective starting date will be decided upon mutual agreement after signing of the agreement.

Management and reporting

The consultant(s)/agency will report to and be supervised by the Head of Innovation & Resource Mobilisation, AAB, and is expected to closely engage with the Executive Board Impact Investment Sub-Committee, Senior Leadership Team (SLT), and relevant Programme Development & Partnership (PPD), Programme, Finance, Assurance, Governance, and MEAL colleagues.

Code of conduct

The consultant(s)/agency must follow ActionAid Bangladesh's Code of Conduct and adhere to a) Child Protection Policy, b) Sexual Harassment Exploitation and Abuse (SHEA) Policy, c) Prevention of Sexual Exploitation & Abuse (PSEA) Policy, d) Data Protection and Privacy Policy and other policies and safeguards. In addition, but not limited to, the consultant(s)/agency must adhere to the Money Laundering Prevention Act-2012 and Anti-Terrorism Act-2009 (amended in 2012 & 2013) of Bangladesh Government.

Confidentiality

All deliverables and resources acquired or produced for this assignment will be treated as exclusively owned by ActionAid Bangladesh, and consequently confidential, therefore no part of it can be sold, used, or reproduced in any manner by the consultant(s)/agency.

Minimum expected profile of the consultant(s)/agency

- Minimum of 10 years of experience in impact investment, blended finance, or social enterprise/venture development, including hands-on experience structuring investment vehicles or platforms.
- Demonstrated understanding of Bangladesh's regulatory environment for NGOs and investment vehicles, including NGO Affairs Bureau, BSEC, RJSC, and Ministry of Social Welfare requirements; prior experience with registered N/INGO structures is an advantage.
- Proven track record conducting feasibility studies, market assessments, or business model design for financial products, funds, or platforms.
- Demonstrated experience facilitating multi-stakeholder consultations across government, private sector, investors, and development actors.
- Access to specialist legal and financial expertise for the regulatory review component, either in-house or through a defined sub-contracting arrangement.
- Fluency in both Bengali and English, with the ability to write clearly and concisely in English.
- Understanding of development sector organisational culture, values, and rights-based/feminist principles, including familiarity with AAB's Country Strategy Priorities.

Indicative proposal evaluation criteria

Consultant(s)/agency will be evaluated using a cumulative scoring method. The award of the contract will be made to the consultant(s)/agency whose offer has been studied and determined as:

- a) Responsive/compliant/acceptable, and
- b) Total score out of 100 marks against the criteria below (please note that this may be subject to change):

Assessment Criteria	Score
Part A - Technical Proposal	75
Understanding of the scope of work and specific deliverables.	10
Robustness of the proposed strategy, methodology and approach.	15
Analysis, review, and reporting plan.	10

Technical Proposal presentation and interview performance (shortlisted consultant/agency will be invited to make a presentation to AAB SLT)	10
Workplan of the assignment.	10
Expertise of team leader, team members and agency profile.	10
Demonstratable evidence of conducting similar assignments.	10
Part: B - Financial Proposal (budget and justification)	25
Total	100

Payment modality

AAB will deduct income tax at source as per the rules of Government of Bangladesh and it will be deposited to the treasury. After deducting VAT and Tax, total payment will be released, which will be transacted through an A/C payee cheque to the awarded party. Financial Proposal must include VAT and Tax calculation. Payments will be made after signing the agreement following the schedule stated on the table below. No other benefits shall be admissible beyond what is stipulated in the contract, nor does it guarantee a regular position in AAB.

Instalments	Amount	Timeline
1 st instalment	30% of the total amount	After signing of the agreement.
2 nd instalment	40% of the total amount	After submission and AAB's acceptance of the draft Feasibility Study Report, including the regulatory/legal review, stakeholder consultation findings, market analysis, and recommended business model and financial modality.
3 rd instalment	30% of the total amount	Satisfactory completion, submission, and acceptance of all specific deliverables — including the final governance structure, implementation roadmap, and toolkit — and approval of handover by the Head of Innovation & Resource Mobilisation and AAIBS Impact Investment Sub-Committee.

Proposal submission

Interested consultant(s)/agencies are requested to submit their Technical and Financial Proposals at the below link.

Interested consultant(s)/agencies should include the name and contact details in the proposals for future communication. Detailed CVs of the team leader and members (if any) should be included in the annexure of the technical proposal along with any other supporting documents the interested party may wish to include towards the evaluation.

Deadline for Proposal Submission: 03 November 2026

- Please click below the link to submit your proposals

Link: <https://consultancy.actionaidbd.org/>

Disclaimer: ActionAid Bangladesh reserves the right to accept or reject any or all applications without assigning any reason thereof.