



Terms of Reference (TOR)

Legal Consultant — Outside Legal Counsel

Legal Consultant / Outside Legal Counsel

Mercy Corps Sudan invites qualified and experienced law firms and licensed attorneys to submit proposals to provide ongoing legal advisory and support services to the organization in Sudan.

Application Period

This opportunity will be advertised for **two weeks**. Interested and qualified legal firms or licensed attorneys are invited to submit their applications and required documents during the application period.

1. Background & Purpose

Mercy Corps Sudan seeks to engage a qualified law firm and/or attorney to provide ongoing legal advisory services, ensure compliance with Sudanese law, and support the organization's operational and programmatic activities delivering timely, practical, and high-quality legal advice on employment, regulatory compliance, contracts, taxation, and other matters as required.

2. Scope of Services

- Labor and employment law disciplinary matters, investigations, terminations, benefits, and employment contracts
- Review, draft, and negotiate contracts, MOUs, and other legal agreements
- Review leases, property ownership documents, lease terminations, and modifications.
- INGO registration, licensing, regulatory compliance, and government relations
- Taxation, social insurance, and statutory obligations
- Representation before government authorities, courts, or tribunals when authorized
- Negotiation and preparation of settlement agreements related to disputes.
- Review of organizational policies for legal compliance
- Legal opinions on emerging legal or regulatory issues
- Legal briefings / awareness sessions for staff, when requested
- Compliance with accounting and financial laws.
- Preparing responses/defenses with Mercy Corps approval
- Tele-consultation for day-to-day legal questions.
- In-person meetings when required.
- Notify and copy Mercy Corps Legal Department on litigation, audits, and regulatory actions

3. Deliverables

- Timely response to routine legal requests within agreed service levels
- Written legal opinions when requested
- Review and comment on contracts and legal documents
- Legal representation before authorities where applicable
- Monthly summary of services rendered (if under retainer)

4. Key Details

Duration	12 months (initial), renewable based on performance and need
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Reporting Line	Director of People & Culture / Country Director; coordinates with Mercy Corps Legal Department on enterprise-level matters
Start Date	October 1, 2026

5. Required Qualifications

- Licensed attorney authorized to practice law in Sudan
- 7–10+ years of relevant legal experience
- Demonstrated experience advising international NGOs / humanitarian organizations
- Expertise in labor law, INGO regulations, taxation, contracts, and litigation
- Strong written and spoken English and Arabic
- Excellent professional reputation; no conflicts of interest
- Comfortable with use of email, teleconferencing, and other remote communication tools.
- Must be independent without formal affiliation with the government (or parastatal agency), and no owners or partners as government officials.
- Willingness to do some work pro-bono or for a reduced fee.
- Must agree to abide by U.S., UK, EU anti-fraud, anti-corruption, anti-terrorism laws and Mercy Corps Code of Conduct.
- Ability to maintain strict confidentiality and attorney-client privilege
- Negotiating and providing advice to international non-profit organizations.
- Experience with immigration law, including visas and work permits, if the legal advisor will support international staff.
- Must conduct conflict checks before accepting new matters.
- Preference for a full-service law firm with expertise in corporate, labor, tax, litigation, and immigration matters.

6. Performance Standards

- Timely and responsive communication
- High-quality, practical legal advice
- Confidential handling of all Mercy Corps information
- Full compliance with Mercy Corps policies and applicable law

7. Contract & Fee Arrangement

Contract Type	Professional Services Agreement (Legal Consultant)
Initial Duration	12 months
Renewal	Subject to performance, budget availability, and Legal Department concurrence
Fee Arrangement	Monthly fixed retainer
Additional Services	To be negotiated on case-to-case basis
Payment Terms	Monthly, upon invoice and summary of services rendered
Travel Costs	Reimbursable only with prior written approval

8. Business Justification



Mercy Corps Sudan operates in a complex legal and regulatory environment requiring timely legal advice to ensure compliance with Sudanese law and donor requirements while mitigating legal and operational risk. Specialized legal expertise of this nature is not available internally, and regular retained support is more efficient than ad hoc engagement. Expected benefits include improved compliance, reduced legal and financial exposure, faster issue resolution, and strengthened governance.

This engagement follows Mercy Corps' Outside Legal Counsel Policy (April 2026), which requires consultation with, and concurrence from, the Legal Department prior to engaging outside counsel.

Proposal Submission Requirements

Interested firms/consultants should submit a proposal including:

1. **Firm Profile / Licensed Attorney Profile** – A brief profile of the law firm or individual licensed attorney, including organizational/individual background, areas of legal expertise, years of experience, office location, and relevant experience providing legal services to INGOs, humanitarian organizations, or international non-profit organizations.
2. **Relevant Experience** – Demonstrated experience in the areas outlined in the Scope of Services, particularly experience with INGOs and humanitarian organizations in Sudan.
3. **Proposed Approach and Methodology** – An outline of the proposed approach for delivering the required legal services.
4. **Key Personnel/CVs** – CVs and qualifications of the proposed legal team or attorney(s) who will provide the services.
5. **Relevant References** – Contact details for relevant current or previous clients, preferably international NGOs or humanitarian organizations.
6. **Evidence of Legal Registration/Licensing** – Valid documentation confirming registration of the law firm and/or license and authorization of the attorney(s) to practice law in Sudan.
7. **Conflict of Interest Declaration.**
8. **Financial Proposal**, including:
 - Proposed monthly firm or retainer;
 - Fees for additional services; and
 - Any other anticipated costs.
9. Confirmation of ability to comply with Mercy Corps' applicable policies and legal requirements.
10. Confirmation of availability to commence services from **October 1, 2026**.

Submission

Interested legal firms and licensed attorneys are encouraged to submit their complete proposals and supporting documents **within two weeks of the advertisement date**.

Only shortlisted applicants may be contacted for further assessment or clarification.

Mercy Corps reserves the right to accept or reject any proposal, request clarification or additional information, and/or cancel the solicitation in accordance with its procurement procedures.