



REQUEST FOR INFORMATION
FOR STRATEGIC REVIEW OF THE VOLUNTARY PRINCIPLES INITIATIVE
RFI # VPSHR21-1

Issued by
The Strategic Review Commission
formed by
The Voluntary Principles on Security and Human Rights Initiative (VPI)

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REQUEST FOR INFORMATION

SECTION 1 - INTRODUCTION

1.1 General

- (1) The Voluntary Principles Initiative Strategic Review Commission (the “**Commission**”) is issuing this Request for Information (“**RFI**”) to obtain market information relating to the project described in the Project Description (the “**Project**”). Subject to the terms set out herein, the Commission is expected to issue a Request for Proposals (“**RFP**”) for the Project. The Commission reserves the right to restrict participation in the RFP process to those that have made a submission pursuant to this RFI.
- (2) This RFI is open to any entity or individual that wishes to submit a response. There has been no preceding shortlisting or prequalification process. In this RFI, individuals or firms that submit documents in response to this RFI are referred to as “**Respondents**”. For ease of reference, prospective respondents, whether or not they submit a response to this RFI are also referred to as “**Respondents**”. Responses submitted by Respondents to this RFI are referred to as “**RFI Submissions**”.
- (3) Respondents should be aware that the submission of an RFI Submission is not a guarantee of any future business with the Commission.
- (4) Respondents are advised that the Commission may use the information provided in an RFI Submission in the planning, preparation and development of a future procurement process related to the Project.
- (5) Respondents are advised that the information they provide in the RFI Submission shall not be construed as an offer and shall not prejudice any proposal they make in the RFP process.

1.2 The Voluntary Principles Initiative and The Voluntary Principles Association

The Voluntary Principles on Security and Human Rights (the “Principles”) are an internationally recognized set of principles that guide companies on how to conduct their security operations while ensuring respect for human rights. The Principles were created in 2000 when companies, governments, and NGOs committed to work together to address security-related human rights abuses and violations in the extractive sector. Although originally developed for the extractive sector, today the Principles are implemented by a variety of industries and by public security providers.

To promote implementation of the Principles, the Voluntary Principles Initiative (VPI) was created. The VPI is composed of governments, key international non-governmental organizations, and companies in the industries of extracting, harvesting, developing natural resources, or energy. Governed by a Steering Committee drawing from all of its membership pillars, the Initiative is comprised of over 55 members that share best practices and mutually support the implementation of the Principles. While most of the VPI members are in the oil, gas and mining sectors, in 2020 the VPI accepted its first (engaged) corporate member in the agri-

food sector, and is interested in expanding the scope of participants to other economic sectors, as a part of its strategic objectives.

The Voluntary Principles Association, domiciled in The Netherlands, is the entity that addresses the financial and administrative needs of the VPI. It is governed by the Articles of Association and the Board of Directors. The Secretariat, located in Ottawa, Canada, is responsible for the day-to-day business of both the VPI and the VPA. The Secretariat services are currently contracted out to Compass Consulting International Ltd.

SECTION 2 - THE RFI DOCUMENTS

2.1 Request for Information Documents

- (1) The Request for Information documents (the “**RFI Documents**”) are:
 - (a) the Request for Information (the “**RFI**”);
 - (b) Schedule A – Project Description;
 - (c) Schedule B – Submission Form; and
 - (d) Addenda to the RFI Documents, if any.
- (2) The Respondents are instructed to read the RFI Documents as a whole. The Schedules and Addenda, if any, constitute an integral part of this RFI and are incorporated by reference.

2.2 Priority of Documents

If there are any inconsistencies among the terms, conditions and provisions of the RFI Documents, this RFI will prevail over the Schedules to this RFI.

2.3 Respondent Submissions

- (1) Each Respondent is solely responsible, at its own cost and expense, to carry out its own independent research considered necessary by the Respondent for the preparation of RFI Submissions. Nothing in the RFI Documents is intended to relieve the Respondents from forming their own opinions and conclusions with respect to the matters addressed in the RFI Documents. The Respondent’s obligations set out in this RFI Section 2.33 apply irrespective of any information contained in the RFI Documents.
- (2) The Commission does not represent or warrant the accuracy or completeness of any information that is set out in the RFI Documents or of any other background or reference information or documents prepared by the Commission or by third parties and which may be made available to Respondents by or through the Commission.

SECTION 3 - THE RFI PROCESS

3.1 Timetable and Notifications

Publication of RFI	Monday, October 18, 2021
Deadline for Submission of Questions	Wednesday, October 27, 2021
Publication of Answers to Questions	Tuesday, November 2, 2021
Submission Due date (" Submission Deadline ")	Friday, November 12, 2021, noon EST
Commission Contact Person for all Respondent Inquiries (" Contact Person ")	Mora Johnson
Contact Person Contact Information	Mora.johnson@voluntaryprinciples.org
Method for RFI Submission	The RFI Submission must be submitted via E-Mail to the Contact Person. Please reference RFI # VPSHR21-1 in the subject line.

- (1) The dates set out above constitute the RFI timetable ("**Timetable**").
- (2) The Commission may, without liability, cost or penalty and in its sole discretion amend the Timetable. If the Commission extends the Submission Deadline, all requirements applicable to Respondents will thereafter be subject to the extended deadline.

3.2 Questions and Communications Related to the RFI Documents

- (1) If any omissions from or discrepancies in any of the RFI Documents are found, or if Respondent is in any doubt as to the meaning of anything in the RFI Documents, Respondent should immediately e-mail a written question, before submitting a RFI Submission. All such requests must be received not later than the date set out in the Timetable. The originator of any such request is solely responsible for its timely receipt by the Contact Person.
- (2) Replies to all such questions will be emailed to each Respondent which has submitted a question, as well as posted on the voluntaryprinciples.org website. The VPI, VPA or Commission shall not be bound by any other interpretations of the RFI Documents.
- (3) Should the Respondent not receive a reply to a question in time to use the reply in writing the RFI Submission, then the interpretation upon which Respondent relies must be set forth within a cover letter or the RFI Submission itself.

3.3 Additional Communications

- (1) Additions to the RFI Documents may be issued as written bulletins at any time prior to the Submission Deadline. All bulletins are to be considered as an integral part of the RFI Documents. Bulletins will be posted to the voluntaryprinciples.org website.
- (2) Respondents are required to consider all bulletins received during the bid period in preparing their RFI Submissions and to confirm which bulletins have been received.

3.4 Addenda/Changes to the RFI Documents

- (1) The Commission may, in its sole discretion, amend or supplement the RFI Documents prior to the Submission Deadline. The Commission will issue changes to the RFI Documents by Addenda. No other statement, whether spoken or written, made by the Commission or any of the Commission's advisors, employees or representative, including, for clarity, the Contact Person, or any other person, will amend the RFI Documents. The Commission may issue Addenda at any time.
- (2) The Respondent is solely responsible to ensure that it has received all Addenda issued by the Commission. Respondents may, in writing, seek confirmation of the number of Addenda issued pursuant to the RFI Documents from the Contact Person.

3.5 Confidentiality and Disclosure Issues

- (1) Subject to applicable law, the Commission and the VPI Secretariat will use reasonable commercial efforts to safeguard the confidentiality of any information identified by the Respondent as confidential but will not be liable in any way whatsoever to any Respondent if such information is disclosed as required under applicable Law.
- (2) The Commission may provide the RFI Submissions to any person involved in the Project on behalf of the Commission. The Commission may disclose any information with respect to Respondents, the RFI Submissions and the RFI process as required by the applicable law.

3.6 Governing Law

The RFI Documents will be governed and construed in accordance with Governing Law, which are the laws of Ontario and the applicable laws of Canada.

3.7 Respondents' Costs

The Respondent will bear all costs and expenses incurred by the Respondent relating to any aspect of its participation in this RFI process. In no event will the VPA, VPI or Commission be liable to pay any costs or expenses or to reimburse or compensate a Respondent under any circumstances, regardless of the conduct or outcome of the RFI process.

SECTION 4 – RFI SUBMISSION CONTENT AND FORMAT

4.1 Contents of the RFI Submission

Respondents should prepare and submit their RFI Submissions to include the Submission Form attached as Schedule B to this RFI and the information set out in the Timetable and Notifications table found in Section 3.1(1) hereof. The maximum length of the RFI Submission, if any, is set out in the Timetable and Notifications table found in Section 3.1(1) hereof.

SECTION 5 - SUBMISSION, WITHDRAWAL, MODIFICATION

5.1 Submission of RFI Submissions

- (1) Each Respondent is required to submit its RFI Submission before the Submission Deadline and in accordance with the requirements set out in the Timetable and Notifications table found in Section 3.1(1) hereof.
- (2) It is the sole responsibility of the Respondent to ensure that its RFI Submission is received by the Commission on or before the Submission Deadline. It is the sole responsibility of the Respondent when submitting an RFI Submission to ensure that it is submitted correctly.

5.2 Late RFI Submissions

The Commission may, in its sole discretion, accept or reject RFI Submissions that are submitted after the Submission Deadline.

SECTION 6 - LEGAL MATTERS AND RIGHTS OF THE VPI, VPA AND THE COMMISSION

6.1 RFI Not a “Bidding Contract” or a Tender

- (1) The VPI, VPA and the Commission reserve the right to contact or meet with any Respondent in order to obtain clarification of its RFI Submission or to gain insight into the answers provided. A Respondent will not be allowed to add, change or delete any information during the process. The VPI, VPA and the Commission are in no way obligated to meet with any or all Respondents for this purpose.
- (2) The VPI, VPA and the Commission reserve the right to reject any or all responses to this RFI. The VPI, VPA and the Commission reserve the right to cancel in whole or in part the RFI at their sole discretion.
- (3) The VPI, VPA and the Commission reserve the right to alter the timeframes published in this RFI.
- (4) This RFI should in no way be construed as an offer of purchase, but rather it is a request for information to assist the Commission on behalf of the VPI and VPA in determining its approach with respect to its mandate.

- (5) The VPI, VPA and the Commission hereby assume no financial responsibility, direct or indirect, for the cost of preparing any proposals, or amendments thereto. The VPA has the right to retain all RFI Submissions submitted in response to this RFI.
- (6) The VPI, VPA and the Commission make no commitment in or by virtue of this RFI to purchase any services.

6.2 General

- (1) In the RFI Documents, the singular is deemed to include the plural and the plural is deemed to include the singular, except where the context otherwise requires.
- (2) All references in the RFI Documents to “discretion” or “sole discretion” means in the sole and absolute discretion of the party exercising the discretion.

6.3 RFI Definitions

Whenever used in the RFI Documents,

- (1) “**Addendum**” means a written addendum to the RFI Documents issued by the Commission as set out in RFI Section 3.4;
- (2) “**Business Day**” means any day of the week other than Saturday, Sunday, a statutory holiday in the Province of Ontario or any other day that the Commission has elected to be closed for business;
- (3) “**Contact Person**” means the contact person listed in the Timetable and Notification table in Section 3.1
- (4) “**Governing Law**” means the laws of Ontario and the applicable laws of Canada;
- (5) “**includes**” and “**including**” means “includes without limitation” and “including without limitation” respectively;
- (6) “**Notice**” means a written notice issued by the Commission as set out in RFI Section **Error! Reference source not found.**;
- (7) “**Respondent**” is defined in RFI Section **Error! Reference source not found.**;
- (8) “**RFI**” is defined in RFI Section 2.1(1)(a);
- (9) “**RFI Documents**” is defined in RFI Section 2.1(1);
- (10) “**RFI Project Description**” means Schedule A to this RFI;
- (11) “**RFI Submission**” is defined in RFI Section 1.1(2);
- (12) “**Submission Deadline**” is defined in RFI Section 0;
- (13) “**Timetable**” is defined in RFI Section 0; and

SCHEDULE A
PROJECT DESCRIPTION

PROJECT DESCRIPTION SCHEDULE A TO THE RFI

Description of the Project:

The Voluntary Principles on Security and Human Rights are an internationally recognized set of principles that guide companies on how to conduct their security operations while ensuring respect for human rights.

The Voluntary Principles were created in 2000 when companies, governments, and NGOs committed to work together to address security-related human rights abuses and violations in the extractive sector. Today, the Principles help companies in various industries conduct a conflict analysis, identify and understand the security and human rights risks in the environment in which they operate, and take meaningful steps to address these risks.

To promote implementation of the Principles, the Voluntary Principles Initiative (VPI) was created. The Initiative is comprised of over 55 members including companies, governments, non-governmental organizations as well as 9 Observers that share best practices and mutually support the implementation of the Principles. For more information about the VPI, please visit <https://www.voluntaryprinciples.org/>.

Having recently celebrated its twentieth anniversary, the VPI Steering Committee created a Strategic Review Commission, comprised of six leading practitioners in the field of business and human rights, to evaluate the VPI's work and determine whether any changes to its structure, governance, and objectives is required. The Commissioners were nominated by Members and Observers of the VPI and elected by the Steering Committee.

The evaluation is expected to focus, *inter alia*, on the following:

- (1) **Member satisfaction:** is the VPI meeting member expectations? Can we seek to understand the value proposition for VPI membership, considered uniquely for each Pillar and within each Pillar? For example, the value propositions will be different for home and host countries.
- (2) **Strategic Objectives:** A consideration of the VPI's strategic objectives for the next 5-10 years, including issues related to expansion of membership and growth beyond the extractive sector. What is the role of the VPI given increasing mandatory due diligence in many jurisdictions? What are the risks and challenges that may affect the VPI's future effectiveness, viability, and relevance? Should the VPI be re-named or re-branded? How do the Voluntary Principles connect with and/or reinforce the UN Guiding Principles on Business and Human Rights?
- (3) **Governance:** Can the organizational governance of the initiative be strengthened, including effective decision-making structures, and roles and responsibilities (strategic and managerial) of key positions such as the Chair, Pillars and Pillar Chairs, Plenary, Steering Committee, Secretariat?
- (4) **Accountability:** How do members evaluate the current accountability mechanisms? How should the VPI strengthen accountability for members with respect to their compliance

with the Principles and their obligations as members of the VPI? This would require examining the VPI's existing accountability mechanisms, including, without limitation, annual reports, verification presentations, and grievance mechanism.

- (5) Non-member perspectives:** Perceptions and perspectives on the Voluntary Principles Initiative by non-member stakeholders, including Observers, industry associations and related compliance-based initiatives (such as IRMA). What views do non-VPI members hold of the value of the VPI, what works well and what does not? Why (or why not) would certain stakeholders be interested in joining the VPI? How do they perceive the governance and management of the VPI, compared to other multi-stakeholder initiatives of similar scope?

The Commission is seeking information from vendors with respect to the following questions:

1. How would you/your organization approach the evaluation? Please specify your methodological approach and proposed deliverables.
2. What expertise or experience do you/your organization possess in conducting evaluations of this nature, particularly with respect to multistakeholder organizations? List at least one specific experience related to the subject matter of the Project, indicating scope, costs and time of execution.
3. Please describe your/your organization's capacity to perform the work. Specify the minimum project staff and qualifications that in your consideration is required to address the scope of the project
4. Based on assumptions made by you/your organization regarding your approach, what will be the anticipated cost of such evaluation? Please include estimated cost range as well as underlying assumptions, and include a simple breakdown as well as any delivery costs. Based on assumptions made by you/your organization regarding your approach, what will be the anticipated timeline of such evaluation? Please include estimated timeline range as well as underlying assumptions.
5. How would you/your organization approach the evaluation in a manner that is both effective and efficient?

SCHEDULE B
SUBMISSION FORM

**SUBMISSION FORM
SCHEDULE B TO THE RFI**

TO: Strategic Review Commission, c/o VPI Secretariat

RE: VPI Strategic Review Commission RFI

1. Respondent Information

(a) Respondent's registered legal business name and any other name under which it carries on business:

(b) Respondent's address, telephone:

(c) Name, address, telephone, e-mail of the contact person(s) for the Respondent:

(d) Name of the person who is primarily responsible for the RFI Submission:
