



ANNEX II: TERMS OF REFERENCE

Audit services UfMS Grant Schemes – Forwarding of Funds 2025-2027 - 30 - PRO601LAD-2025

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1. BACKGROUND INFORMATION

1.1. Partner country

N/A

1.2. Contracting Authority

Secretariat of the Union for the Mediterranean (UfM)

1.3. Relevant background information

The Union for the Mediterranean (UfM) was established on 13 July 2008 at the Paris Summit as a continuation of the Euro-Mediterranean Partnership (Euro-Med), also known as the Barcelona Process, launched in 1995.

The UfM constitutes a framework for political, economic and social relations between the European Union and the Southern and Eastern Mediterranean countries and is inspired by the goals set out in the Barcelona Declaration, namely working towards the creation of an area of peace, stability, security and shared economic prosperity, as well as full respect of democratic principles, human rights and fundamental freedoms and promotion of understanding between cultures and civilizations in the Euro-Mediterranean region.

The Secretariat of the Union for the Mediterranean was established by a decision of Heads of State and Government of the UfM and its Statutes were adopted on 3rd March 2010 by a decision of the Senior Officials of the Member States.

UfM Secretariat Budget preparation and approval follow the Statutes provisions, namely Section IX “Budget of the Secretariat” and internal implementing procedures and circulars. The approved budget covers the fiscal period from January 1st to December 31st.

The Organisation is funded primarily by balanced and **voluntary contributions** from its member countries as well as from the European Union’s budget, within the framework of an annual Work Programme and Budget adopted by Senior Officials on annual basis.

The **Provision of Human Resources** (Member States Seconded Staff costs) constitutes other kind of resources provided by Member States to UfM budget Contributions in kind, provided that they are in conformity with the General Conditions with the European Commission agreement.

The **contribution of European Commission** is framed on yearly basis through a Grant Agreement which foresees:

1. The eligibility rules of the expenditure
2. Rule of co-financing (i.e Member States 50%- European Commission 50%)
3. Period of implementation

In addition to annual contribution of Member States other funds or resources can be provided as **dedicated contributions** from Member States or other entities (international organizations, foundations, etc.). These contributors participate to the financing of the UfM Secretariat’s core



activities (Operational Budget) earmarking their funds/resources to a specific sector, activity, operation etc. These contributions are framed through written arrangements and/or conventions of partnership including provisions of cost-sharing, where applicable, settlement of final amount and specific reporting. Funds are used in accordance with UfM rules and procedures.

The Agreement with Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) and Memorandum of Understanding with the Agencia Española de Cooperación Internacional para el Desarrollo (AECID) linked with dedicated contributions will be subject of this term of reference.

The UfM Secretariat launched “the UfM Grant Scheme to Promote Employment and Entrepreneurship in the Green Economy” under the agreement 81290775 with GIZ and Memorandum of Understanding of 22 March 2023 with AECID and the “UfM Grant Scheme for the Promotion of Inclusive Digital Trade” under agreement 81301788 with GIZ and Memorandum of Understanding of 26 February 2024 with AECID. The Calls for Proposals were addressed to non-profit organizations from the UfM Member States for them to submit proposals for projects aiming at promoting employment and e-commerce in the UfM Region.

Further information can be found at <https://ufmsecretariat.org/ufm-grant-schemes/>

2. OBJECTIVE, PURPOSE & EXPECTED RESULTS

2.1. Overall objective

The objective of the terms of reference is that the Contractor/Auditor designs and carries out the assignments specified below in accordance with International Auditing Standards and scope and procedures of this engagement.

2.2. Purpose

Framework Service Contract to provide audit and analytical support services in order to cope with the audit requirements for the period 2025-2027. The following types of audits will be subject to this Framework Service Contract:

2.2.1. System audits

The objective of this audit is to enable the Auditor to express an opinion on whether the Internal Control System set up by an entity (grantee within the framework of a UfM Grant Scheme) for the purpose of managing risks at the early stages of project implementation and sometimes at mid-term. In these cases, system audits can make an impact through the auditor's analysis of the internal control systems and through subsequent recommendations for improvements.

The system audit will be commissioned by UfM for beneficiaries of the Grant Schemes in order to evaluate the third-party internal control.

The Auditor who performs this systems audit is governed by:

- The IFAC International Framework for Assurance Engagements and International Standard on Assurance Engagements ('ISAE') 3000 for Assurance Engagements other than Audits or Reviews of Historical Financial Information insofar as these can be applied in the specific



context of a systems audit intended to provide assurance that risks to the achievement of the objectives of the Project are properly managed and controlled.

- The IFAC Code of Ethics for Professional Accountants (issued by IFAC's International Ethics Standards Board for Accountants (IESBA), which establishes fundamental ethical principles for Auditors with regard to integrity, objectivity, independence, professional competence and due care, confidentiality, professional behaviour and technical standards;
- The IFAC International Standards on Quality Control (ISQCs), which establish standards and provide guidance on an Auditor's system of quality control.
- https://ec.europa.eu/international-partnerships/audit-and-control_en

2.2.2. Reports of factual findings

The purpose of the Report is to provide the **Donor** with a reasonable assurance that the costs as well as the receipts have been declared in the Final Financial Report in accordance with the relevant legal and financial provisions of the Grant Agreement.

The report of factual findings might be a requirement of an Agreement between a Donor and UfM or a commissioned audit by UfM to project promoter/beneficiaries for the funds transferred through sub-granting/forwarding funds.

Entities subject to audit are typically project promoter/beneficiaries of UfM managing projects from 150.000 EUR up to a maximum of 600.000 EUR/annually (nº of transactions up to 1.000).

As part of section 5 (findings) of the expenditure verification report, the auditors shall include a follow-up of the results obtained in the initial system audit. The review exercise should consider the issues raised in the report (if any) and analyse whether the entity has adequately addressed the risks identified in the initial report and taken sufficient corrective measures.

The auditor shall ensure that the work has been undertaken:

- in accordance with the International Standard on Related Services ('ISRS') 4400 Engagements to perform Agreed-upon Procedures regarding Financial Information as promulgated by the International Auditing and Assurance Standards Board (IAASB) of IFAC;
- in compliance with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA) of IFAC.
- https://ec.europa.eu/international-partnerships/audit-and-control_en

2.2.3. Audits of Financial Statements Prepared in Accordance with Special Purpose Frameworks

The **objectives** of this audit are to enable the Auditor to express an opinion on whether the financial statements/Financial report:

- presents fairly, in all material respects, the actual expenditure incurred, and the revenue received for the Project in conformity with the applicable Agreement Conditions.
- they are prepared, in all material respects, in accordance with the applicable financial reporting framework the accounting principles followed by UfM and in accordance with International Standards.
- the Project funds provided by the Donor have, in all material respects, been used in conformity with the applicable Agreement Conditions.



The audit requirements shall apply to the total Grant including any part of the **grant transferred to other entities**. The auditor of the Project's consolidated financial statement shall express an opinion on whether the statement is prepared, in all material respects, in accordance with the requirements of this Agreement and based on **individual expenditure verifications of each grant contract with project promoter/beneficiaries**.

The auditor shall ensure that the work has been undertaken:

- in accordance with the ISA 800 (Audits of Financial Statements Prepared in Accordance with Special Purpose Frameworks)/ ISA 805 (Audits of Single Financial Statements and Specific Elements, Accounts or Items of a Financial Statement).
https://www.ifac.org/system/files/publications/files/IAASB-ISA-800-Revised_0.pdf
- in compliance with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA) of IFAC.

2.2.4. Other assignments

The details on the scope of the audit will be defined by the UfM.

These other assignments will be specifically agreed upon under a fee-based mandate and shall mobilise man/days of experts as appropriate.

The UfM, after consultation with the Auditor, will issue an administrative order to proceed with this kind of engagement.

2.3. Results to be achieved by the Auditors

The results to be achieved by the auditors are the audit reports of the assignments. Each assignment will **be the subject of a request for services**, which will be sent via e-mail to the Auditor.

The audit process for each grant scheme involves the following key steps:

1. Audit of Beneficiaries:

- A **system audit** is conducted to evaluate the systems implemented by the beneficiaries, along with an **expenditure verification** review at 6 to 9 months into the project timeline.
- A final expenditure verification is performed upon the completion of the project.

2. Comprehensive Project Audit:

- This includes an **audit of Financial Statement** in accordance with special purpose framework of all project-related expenses, encompassing both costs incurred directly by the Union for the Mediterranean Secretariat (UfMS) and those incurred by the beneficiaries.



For information purposes, the table below shows a non-exhaustive list of the tasks to be performed by year and by type of report.

Type of assignment	Expected date	Estimated Number	Expected Result	Framework
System Audit	Jun-25	1	Independent auditor's Report - System Audit	GS EMP
Expenditure verification	Jun-25	1	Report on factual findings in accordance with ISRS 4400	GS EMP
Comprehensive Audit Report	Jun-25	1	Audit Report in accordance with ISA 800/805	GS TRADE
Expenditure verification	Sep-25	3	Report on factual findings in accordance with ISRS 4400	GS EMP
Expenditure verification	Oct-25	1	Report on factual findings in accordance with ISRS 4400	GS EMP
Expenditure verification	Dec-25	2	Report on factual findings in accordance with ISRS 4400	GS EMP
Expenditure verification	Jan-26	5	Report on factual findings in accordance with ISRS 4400	GS TRADE
System Audit	Jan-26	6	Report on factual findings in accordance with ISRS 4400	GS TRADE
Comprehensive Audit Report	Feb-26	1	Audit Report in accordance with ISA 800/805	GS EMP
Expenditure verification	Jul-26	6	Report on factual findings in accordance with ISRS 4400	GS TRADE
Comprehensive Audit Report	Nov-26	1	Audit Report in accordance with ISA 800/805	GS TRADE

3. ASSUMPTIONS & RISKS

N/A

4. SCOPE OF THE WORK

4.1. Project description

Kick-off meeting

UfM and the Auditor will set a meeting to share understanding of the engagement, the project objectives, and details and to communicate the matters related to each final recipient, the expected dates to perform the engagements and the contact persons related to the project.

Fieldwork and desk review

The auditors will put in place all necessary measures to conduct the remote/on-site audits:

- Audit plan detailing the objective, scope and criteria of the remote/on-site audit defining agenda, processes and activities, the personnel to be audited and decisions and arrangements on how information will be shared.
- Ensure confidentiality and security of information
- As validity of the information provided is one of the biggest risks faced in a remote audit, ensure that sufficient time is spent gathering research on the process or the area to be audited.

Sampling

The Auditor may **not** apply statistical sampling techniques for the verification of one or more expenditure headings or subheadings of the Financial Report. The application of audit procedures of these engagements involves 100% of items included in the Financial Reports.

Debriefing Memo and Closing Meeting

At the end of fieldwork (or desk review) related to each of the engagements, the auditor should prepare a debriefing memo, organize a closing meeting with the responsible person, representing the final recipient, to discuss the findings, obtain initial comments and agree on additional information to be provided, if applicable.



In case that the audit refers to a third-party (beneficiary of a grant Contract) and based on the debriefing Memo meeting mentioned, the auditor will launch a Consultation procedure, which include the following steps:

- Formal communication of the findings to the Beneficiary
- Agree a specific period with the beneficiary to respond or submit further information related to the findings
- Submit final conclusion of the auditor

After receipt of the audit reports, the UfM will start a formal contradictory procedure with the final recipients. The purpose of this procedure is for the UfM to discuss and agree with the beneficiaries the measures and action plan which emerge from the findings and recommendations in the final audit report. The Auditor may, where appropriate, be requested to provide clarifications or additional information with regard to the final reports.

The UfM may request the Auditor for further assistance in the contradictory procedures and the follow-up of the final audit report.

Complementary letter

The auditor may at any time during the audit process draw up a complementary letter if he/she considers that UfM should be informed about facts and issues that are or may be urgent or of particular interest and importance. This may cover issues that do not fall within the audit scope and/or the nature of which may be confidential or sensitive including for example indications and evidence of fraud or irregularities.

4.2. Project management

The Auditor hereby agrees to perform the services detailed in this contract under the direction of the Head of Finance and Support Services and any such other personnel who may be assigned as appropriate.

The project will be managed by UfM Legal & Administration Department

All issues related to the technical elements in relation to this contract, mainly the specific activities as outlined in section 4 of these Terms of Reference, shall be taken by the project manager nominated by the contracting authority. The project manager will ensure these tasks in accordance with UfM internal rules and procedures.

4.3. Audit Procedures

4.3.1. System Audit Procedures

The Auditor's procedures should include:

- Obtaining an understanding of the engagement context.
- The Auditor should identify controls which are relevant and appropriate to the Project and the final recipient and to the preparation of the final recipient Financial Report for the Project. Controls should be suitable for managing and mitigating risks to the achievement of the objectives of the Project.



- The Auditor should consider qualitative as well as quantitative factors, but this audit is not a performance audit and therefore the Auditor should concentrate on financial internal controls rather than operational controls.
- Controls and control areas which are relevant and appropriate to the Project and the final recipient include but are not necessarily limited to key financial controls which are related to the revenue and expenditure categories in the financial report for the Project and the ones which are important for the management and control of the Project activities. The audit should cover an examination of the final recipient control environment and more specifically of:
 - Asset management (including procurement process and procedures). This concerns management and control of Project fixed assets such as vehicles, equipment etc.).
 - Cash and bank management (treasury).
 - Accounting and financial reporting (including underlying transaction processing systems and financial ledgers).
 - Computerised information systems (IT).
 - Budgetary and expenditure control (including procurement process and procedures).
 - Human resources, payroll processes and time management.

The understanding should be sufficient to identify and assess the main risks to the achievement of the objectives of the Project including risks to the Project funding provided not being used in conformity with the applicable Contractual Conditions and the risk of error, irregularities, and fraud regarding Project funding.

- Performing a risk assessment
- Obtaining evidence regarding the design of controls
- Performing tests of controls
- Sampling and other means of selecting items for testing
- Using the work of Internal Auditors
- Obtaining written representations

4.3.2. Report on factual findings procedures

The Expenditure Verifier should pay specific attention to the contractual provisions relevant for the following aspects:

- Documentation, filing, and record keeping for expenditure and income
- Eligibility of expenditure and income
- Procurement and origin rules insofar as these conditions are relevant to determine the eligibility of expenditure
- Asset management (management and control of fixed assets e.g., equipment).
- Cash and bank management (treasury)
- Payroll and time management
- Accounting (including the use of exchange rates) and financial reporting of expenditure and income



5. LOGISTICS AND TIMING

5.1. Location

The audits and expenditure verifications will be performed remotely or on-site based on the request of services. For the procedures performed at UFM headquarters, the access will be granted to its headquarters for site works periods during the following working hours: from 9 AM to 6 PM. For field work related to the beneficiaries, the location will be informed in the request of services.

5.2. Commencement date & Period of implementation of tasks

The commencement date shall be agreed by both parts after the signature of the contract and the period of implementation will end on **31st March 2027**.

6. REQUIREMENTS

Tenders deviating from the requirements or not covering all minimum requirements described below may be rejected based on non-compliance with the tender specifications and will not be further evaluated.

6.1. Staff

Note that civil servants and other staff of the public administration, of the partner country or of international/regional organisations based in the country, shall only be approved to work as experts if well justified. The justification should be submitted with the tender and shall include information on the added value the expert will bring as well as proof that the expert is seconded or on personal leave.

6.1.1. Experts

This Terms of Reference contains expert profiles. CVs for the experts should not be submitted in the tender. However, the tenderer will have to demonstrate in their offer that they have experts with the required profiles. It is the responsibility of the Contractor to compose and propose experts team which has an appropriate mix of expertise's and skills required for this engagement.

The Auditor will employ adequate staff with appropriate professional qualifications and suitable experience with IFAC standards, in particular International Standards on Auditing and with experience in auditing the accounts of entities comparable in size and complexity to the UfM. In addition, the audit team as whole should have:

- Experience with audits of development aid programmes and projects funded by national and/or international donors and institutions. It is desirable that the leader of the fieldwork team i.e. either the audit manager or the senior auditor has experience with audits of EU funded external aid actions.
- Experience of undertaking a range of audit assignments e.g. financial and system audits.
- Experience of undertaking audit assignments in the non-profit sector and preferably in more than one country of the Mediterranean area.

It is required fluency in English for all the team. Fluency in French and/or Arabic will be an asset.



The profiles of the experts for this contract are as follows:

Expert 1: Audit Partner

An audit partner must be a highly qualified expert with a relevant university or professional qualification and assuming or having assumed senior and managerial responsibilities in public audit practice. He/she should be a member of a national accounting or auditing body or institution. He/she must have at least 12 years of professional experience as a professional Auditor or accountant in public audit practice. Experience with working with the recipient countries of Community external aid will also be taken into account.

An audit partner, or another person in a position similar to that of a partner, is the person of the audit firm who is responsible for the engagement and its performance, and for the report that is issued on behalf of the firm. He/she has the appropriate authority from a professional, legal or regulatory body and is authorized to certify accounts by the laws of the country in which the audit firm is registered.

Auditor Partner has the ultimate responsibility for the engagement and an engagement team.

Expert 2: Senior Auditor

A senior auditor must be a qualified expert with a relevant university or professional qualification and at least 10 years' professional experience in audit practice. Experience with working with the recipient countries of Community external aid will also be taken into account.

Expert 3: Junior Auditor

A junior auditor must be a qualified expert with a relevant university or professional qualification and at least 3 years' professional experience in audit practice.

6.1.2. Other experts, support staff & backstopping

CVs for experts other than the experts should not be submitted in the tender. The Auditor shall select and hire other experts as required according to the needs. The selection procedures used by the Auditor to select these other experts shall be transparent, and shall be based on pre-defined criteria, including professional qualifications, language skills and work experience.

Cost for backstopping and support staff, as needed, are considered to be included in the financial offer of the tenderer.

All experts must be independent and free from conflicts of interest in the responsibilities accorded to them.

6.1.3. General Principles

By agreeing these Terms of Reference, the Auditor confirms that he/she meets at least one of the following conditions:

- The Auditor and/or the firm is a member of a national accounting or auditing body or institution which in turn is member of the International Federation of Accountants (IFAC).



- The Auditor and/or the firm is a member of a national accounting or auditing body or institution. Although this organisation is not member of the IFAC, the Auditor commits him/herself to undertake this engagement in accordance with the IFAC standards and ethics set out in these Terms of Reference.
- The Auditor and/or the firm is registered as a statutory auditor in the public register of a public oversight body in an EU member state in accordance with the principles of public oversight set out in Directive 2006/43/EC of the European Parliament and of the Council (this applies to auditors and audit firms based in an EU member state)¹.
- The Auditor and/or the firm is registered as a statutory auditor in the public register of a public oversight body in a third country and this register is subject to principles of public oversight as set out in the legislation of the country concerned (this applies to auditors and audit firms based in a third country).

6.2. Incidental expenditure

The provision for incidental expenditure covers ancillary and exceptional eligible expenditure incurred under this contract. It cannot be used for costs that should be covered by the contractor as part of its fee rates, as defined above. Its use is governed by the provisions in the general conditions and the notes in Annex V to the contract. It covers:

- Travel costs and subsistence allowances for missions, outside the normal place of posting, undertaken as part of this contract. If applicable, indicate whether the provision includes costs for environmental measures, for example CO2 offsetting.

The provision for incidental expenditure for this contract is EUR **15,000.00 EUR** This amount must be included unchanged in the budget breakdown.

Per diem are daily subsistence allowances that may be reimbursed for missions foreseen in these terms of reference or approved by the Contracting Authority, carried out by the contractor's authorized experts outside the expert's normal place of posting. **Audits carried out at UfM premises (Barcelona) are not considered outside the expert's normal place of posting.**

The per diem is a maximum fixed flat rate covering daily subsistence costs. These include accommodation, meals, tips and local travel, including travel to and from the airport. Taxi fares are therefore covered by the per diem. Per diem are payable on the basis of the number of hours spent on the mission. Per diem may only be paid in full or in half (no other fractions are possible). A full per diem shall be paid for each 24-hour period spent on mission. Half of a per diem shall be paid in case of a period of at least 12 hours but less than 24 hours spent on mission. No per diem should be paid for missions of less than 12 hours. Travelling time is to be regarded as part of the mission. Any subsistence allowances to be paid for missions undertaken as part of this contract must not exceed

¹ Directive 2006/43 of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253 EEC.



the per diem rates published on the website https://ec.europa.eu/international-partnerships/documents-library_en?keyword=per%20diem%20rates - in force at the time of contract signature.

The contracting authority reserves the right to reject payment of per diem for time spent travelling if the most direct route and the most economical fare criteria have not been applied.

Prior authorization by the contracting authority for the use of the incidental expenditure is needed.

6.3. Expenditure verification

The provision for expenditure verification covers the fees of the auditor in charge of verifying the expenditure of this contract in order for the contracting authority to check that the invoices submitted are due. The provision for expenditure verification for this contract is **EUR 2,000.00**. This amount must be included unchanged in the budget breakdown.

Note that the provision for expenditure verification only applies to the services described in “2.2.4 Other assignments”.

This provision cannot be decreased but can be increased during execution of the contract.

7. REPORTS

7.1. Audit and expenditure verification reports

Audit and expenditure verification reports should describe the purpose, the agreed-upon procedures and the factual findings of the engagement in sufficient detail in order to enable the Secretariat to understand the nature and extent of the procedures performed by the Auditor and the factual findings reported by the Auditor.

The audit reports should be prepared:

- For **report of factual finding**, in accordance with **ISRS 4400** Engagements to perform Agreed-upon Procedures regarding Financial Information
- For the **Financial Statements Prepared in Accordance with Special Purpose Frameworks**, in accordance with **ISA 800/805**.
- For the **system audit**, in accordance with International Framework for Assurance Engagements and International Standard on Assurance Engagements (**'ISAE'**) **3000**.

The Model Report for each assignment will depend on Donor Agreement requirements. For information purposes templates are attached as annexes.

The models of reports might be modified by requirement of the donor.

For each assignment, the Auditors will submit reports in English in two originals and a copy in paper and an electronic version using MS Word or MS Excel or PDF formats. Reports to be prepared for each assignment are:



- **Draft report** [in the format given in corresponding Annex]. It is recommended that the auditor submits, before issuing the final report, a draft report to the UfM in order to validate the findings (i.e. to sort out potential misunderstandings, additional information/documents to be provided, etc). This report shall be submitted **no later than 5 days after the end of field work**.
- **Final report** with the same specifications as the draft final report, incorporating any comments received from the concerned parties on the draft report. The final report shall be provided by the **latest 3 days after the receipt of the comments on the draft final report**. The final report must be provided along with the corresponding invoice.

Briefing and debriefing meetings will take place at the beginning of the assignment and following field work finalisation.

The report referred to above must be submitted to the Project Manager identified in the contract. The Project Manager is responsible for approving the reports.

7.2. Request of services

Each specific assignment will be the subject of a request for services, which will be sent via e-mail to the Auditor. In the request of services, the following information will be provided:

- Type of audit
- Location of the audit (remote or on-site)
- Provision for incidental expenditure, if needed
- Model of audit report

8. ANNEXES

- Annex 1 Model of expenditure verification
- Annex 2 Model of Financial Statement audit in accordance with Special Purpose Framework in accordance with ISA 800/805
- Annex 3 Model of System audit