



**NATIONAL INFORMATION TECHNOLOGY
AUTHORITY, UGANDA (NITA-U)**

**UGANDA DIGITAL ACCELERATION PROJECT
(UDAP -GOVNET)**

**TERMS OF REFERENCE FOR
PROCUREMENT OF CONSULTANCY SERVICES
FOR
DEVELOPMENT OF GUIDELINES AND
FRAMEWORKS
UNDER THE DATA PROTECTION AND PRIVACY
ACT**

FEBRUARY 2024



1. INTRODUCTION

Project overview

The Government of Uganda (GoU) represented by the National Information Technology Authority, Uganda (NITA-U/Client) received financing of Two Hundred Million United States Dollars (USD 200 m) from the World Bank/IDA toward the cost of the Uganda Digital Acceleration Project – Government Network (UDAP-GovNet) project ID NO. P171305, and it intends to apply part of the proceeds to payments for goods, works, non-consulting services and consulting services to be procured under this project. The project includes the following components:

Component 1: Expanding digital connectivity in selected areas

Component 2: Enabling digital transformation of the Government

Component 3: Promoting digital inclusion of host communities and refugees

Component 4: Project management

Procurement of contracts financed by the World Bank under these components will be conducted through the procedures as specified in the World Bank's procurement Regulations for IPF Borrowers July 2016 revised September 2023 and is open to all eligible firms and individuals as defined in the procurement regulations. NITA-U shall arrange the publication on its external website of the agreed initial procurement plan and all subsequent updates once it has provided a no objection.

Uganda's context

The Data Protection and Privacy Act was enacted in Uganda in 2019 to give effect to Article 27 of the Constitution, which guarantees the right to privacy. In 2021, the supporting regulations were enacted, which operationalized the Personal Data Protection Office (PDPO) as an independent office under the National Information Technology Authority, Uganda (NITA-U) responsible for implementing and enforcing the law.

Regulation 4(a) of the Data Protection and Privacy Regulations, 2021 mandates PDPO to provide guidance to data controllers, data processors, data collectors and data subjects about their data protection and privacy rights, obligations and responsibilities under the Act.



The PDPO, in fulfilling its mandate to offer guidance, intends to engage a consultancy firm, with assistance from the World Bank, to develop comprehensive guidelines, and frameworks under the Data Protection and Privacy Act and supporting regulations. This initiative aims to support data controllers, processors, collectors, and data subjects in complying with the Act and supporting regulations. By creating these guidelines, and frameworks, the PDPO will clarify legal provisions, providing practical guidance on their interpretation and application.

2. OBJECTIVE AND SCOPE OF ASSIGNMENT

The consulting firm shall be required to consult with various players/stakeholders within sectors identified by PDPO and conduct extensive reviews of international, regional, and Uganda's existing data protection and privacy policies, strategies, frameworks, laws, and regulations aimed at informing the development of the six (6) Guidelines, and Frameworks to assist data controllers, data processors, data collectors and individuals comply with Uganda's Data Protection and Privacy Act and its supporting regulations. In conducting the Assignment, the consulting firm shall relate to Uganda's circumstances. The Assignment shall involve the following: -

- i. Reviewing of literature including but not limited to policies, strategies, frameworks, laws, standards, and regulations to inform the development of the six (6) Guidelines, and Frameworks.
- ii. Conducting stakeholder consultations within sectors identified by PDPO including the key sectors to be supported under the UDAP-GovNet Program. For the avoidance of doubt, the consulting firm shall be responsible for managing all workshops and/ or meetings; organize all logistical requirements including but not limited to procuring the venue, food and beverages, public address systems, stationery, rapporteur and sending out invitations for the successful hosting of the stakeholder workshops and/or meeting.
- iii. Conducting best practice studies from at least three (3) jurisdictions which are advanced in regulation of data protection and privacy and related matters and prepare a best practices report. The consulting firm shall avail to the Client all documents used to conduct the studies.
- iv. Preparing six (6) draft Guidelines, and Frameworks as listed in the deliverables section of these Terms of Reference.



- v. Conducting a stakeholders' validation workshop to present the Guidelines, and Frameworks for validation. The consulting firm's role will be to manage the workshop, present the Guidelines, and Frameworks and record the deliberations and produce the rapporteur's report. In addition, the consulting firm shall organize all logistical requirements for the workshop including but not limited to procuring the venue, food and beverages, public address systems, stationery, rapporteur and sending out invitations.
- vi. Preparing six (6) final Guidelines, and Frameworks as listed in the deliverables section of these Terms of Reference.
- vii. Building capacity and training PDPO staff on how to effectively guide, monitor, and assess the compliance of data controllers and processors with the Data Protection and Privacy Act and accompanying Regulations using the developed guidelines, and frameworks.
- viii. Launch of the final six (6) Guidelines, and Frameworks.

3. KEY DELIVERABLES AND REPORTING

The expected deliverables for this Assignment are detailed herein below. The deliverables/outputs reports shall be submitted in hard and electronic copies (2 copies each). The consulting firm shall be required to submit electronic reports in MS Word, pdf files (secured) and presentations in MS Power Point. Reports will be submitted in **English** only.

3.1 TASK 1: KICK-OFF MEETING – OBJECTIVE OF THE ASSIGNMENT AND INFORMATION GATHERING

The consulting firm shall meet with the PDPO to discuss the Assignment, i.e. the need for and the benefits of developing Guidelines, and Frameworks to support data controllers, data processors, data collectors and individuals comply with the Data Protection and Privacy Act and its supporting regulations, task completion schedule, work plan, approach for performing the Terms of Reference (ToRs) and any other related issues.

The kick off meeting will also be an opportunity for the Client to communicate and/or clarify the outcomes expected from development and dissemination of the said Guidelines, and Frameworks for Uganda's data protection and privacy space.



The consulting firm shall request in writing and the PDPO shall where the documentation/information is available to them, share information, documents, and other relevant materials that provide background data and information to facilitate the Consultancy. The consulting firm shall review all provided materials, conduct research on good practices, and develop preliminary questions, areas for further discussion and a list of suggested organizations and stakeholders for in-country meetings.

Task 1 deliverable

Inception report containing a brief of the consulting firm's understanding of the Assignment, the methodology to be applied by the consulting firm in conducting the Assignment and a catalogue of information required to perform the Assignment.

3.2 TASK 2: LITERATURE REVIEW OF ALL POLICIES, STRATEGIES, FRAMEWORKS, LAWS AND REGULATIONS TO INFORM DEVELOPMENT OF GUIDELINES, AND FRAMEWORKS

The consulting firm shall conduct a literature review to inform development of six (6) Guidelines, and Frameworks to support data controllers, data processors, data collectors and individuals comply with the Data Protection and Privacy Act and its supporting regulations. The firm shall at its cost conduct research for purposes of identifying the documents that shall be reviewed. The consulting firm shall convene a meeting with the PDPO to agree on which documents shall be reviewed.

The documents include but are not limited to the following: -

- (a) Policies,
- (b) Strategies,
- (c) Technical, governance and institutional frameworks,
- (d) Laws, regulations, standards, guidelines, and frameworks,
- (e) any other document as may be determined by the Client.

Upon completion of the review, the consulting firm shall prepare a report and convene a meeting with the PDPO to analyze the findings of the literature review to obtain any additional input or concerns. The consulting firm shall identify the potential policy, legal and regulatory barriers to successful project implementation and measures to address them.

Task 2 deliverable



A literature review report detailing all of the findings, analyses and conclusions from Task 2.

3.3 TASK 3: STAKEHOLDER CONSULTATIONS

The consulting firm shall prepare a stakeholder consultation plan and conduct stakeholder consultations through face-to-face or virtual discussions and collect all stakeholder comments and prepare a comprehensive summary of key points, challenges, and action items regarding conducting the Assignment. These organizations and stakeholders may include but are not limited to: -

- i. Ministry for Information and Communications Technology and National Guidance
- ii. National Information Technology Authority, Uganda (NITA-U)
- iii. Office of the Director of Public Prosecutions
- iv. Uganda Police Force
- v. Judiciary
- vi. Arbitration and Mediation Centers
- vii. Regulatory bodies
- viii. Data Protection Officers from key sectors that collect personal data either on a large scale or their core activities consist of processing of special personal data
- ix. Industry or professional associations
- x. Ministry of Justice and Constitutional Affairs

The consulting firm and PDPO shall convene to review the consulting firm's questions and to further identify participating organizations and stakeholders required for the meetings and coordination of information gathering. The consulting firm shall prepare a stakeholders' consultation report on stakeholders consulted. The report shall among others, articulate stakeholders' concerns, recommendations, and "buy-in" for developing and disseminating the six (6) Guidelines, and Frameworks.

The consulting firm shall use the stakeholders' consultation report as a guide for all subsequent meetings, where necessary.

Task 3 deliverable

Stakeholders' consultation report detailing the findings, analysis and conclusions from these consultations.

3.4 TASK 4: BEST PRACTICES STUDY OF OTHER COUNTRIES



The consulting firm shall provide international best practices from three (3) countries (***one of which must be from a developing country***) that are at a mature level in data protection and privacy regulation and related matters. The consulting firm shall meet with the PDPO prior to conducting the best practices study to agree on which jurisdictions are best suited for purposes of the study. The firm shall present a proposal of at least five (5) countries who have successfully regulated data protection and privacy and provide justification for the choices to inform the decision on which countries to derive best practices from.

Once the countries have been selected, the consultancy firm will be responsible for arranging, at its own expense, benchmarking study visits to each of the three selected countries. The firm will cover all associated costs, including but not limited to, round-trip air travel, accommodation, and any visa-related expenses for their representatives who are partaking in the study.

In developing the report on best practices, the consulting firm shall consider the broad perspective of data protection and privacy regulation and related areas ranging from legal and technical aspects, administrative and institutional matters, policy, legal and regulatory frameworks in force. In addition to the aforementioned, for each identified best practice or finding, the consulting firm shall correlate it with Uganda's objectives and identify Guidelines, and Frameworks that are contextualized with Uganda's circumstances.

Task 4 deliverable

A benchmarking study report detailing best practices, analyses and recommendations for Uganda. The report shall list the Guidelines, and Frameworks that exists within international best practice and the specific context in Uganda covering all aspects; policy, legal and regulatory matters, technical, administrative, governance and institutional matters as the circumstances require.

3.5 TASK 5: DRAFT GUIDELINES, AND FRAMEWORKS AND RAPPORTEUR'S REPORT

- (i) Six (6) draft Guidelines, and Frameworks to support data controllers, processors and individuals comply with the Data Protection and Privacy Act and its supporting regulations as listed below.
 - a) **Data security breach management and notification:** This guideline will be aimed at helping data controllers and processors in the fulfilment of their obligations regarding management and notification of personal data security breaches.



- b) **Guidance on legal ground for processing personal data:** This guideline will assist data collectors and controllers in identifying the correct legal ground for any collecting and processing of personal data which they undertake or plan to undertake – and the obligations which go with that legal ground. Additionally, this guidance will assist those individuals whose personal data may be processed in identifying whether the processing of their personal data is lawful.
- c) **Data protection by design and by default:** This guideline will offer a practical guide for integrating data protection measures both by design and by default. It will aim to guide data controllers, processors, and collectors on embedding data privacy features and enhancing technologies from the onset of project development. Additionally, it will delineate strategies for ensuring that user service settings are inherently privacy-centric.
- d) **Exemption from registration:** This guideline will provide information on which categories of data controllers and processors are exempt from the requirement to register with the PDPO. The guideline will cover the criteria for exemption, the processes involved, and the responsibilities of exempt entities.
- e) **Alternative dispute resolution framework:** This framework will provide information on how to resolve disputes related to the misuse of personal data through alternative dispute resolution mechanisms. The framework will cover the steps involved in alternative dispute resolution, the roles and responsibilities of the parties involved, and the processes for filing complaints with the PDPO.
- f) **Collaboration framework:** This framework will provide information on how the PDPO can collaborate with other key players, including Government bodies, academia, private sector organizations, development partners and civil society, to increase awareness and compliance with the Data Protection and Privacy Act and the supporting regulations. The framework will cover the steps involved in building partnerships, the roles and responsibilities of each partner, and the benefits of collaboration.



The Consultant shall then prepare a draft report by consolidating the findings from Tasks 2 to 4 above, and include the six (6) Guidelines, and Frameworks.

- (ii) Conduct of validation workshop and submission of rapporteur's report.

The consulting firm shall in consultation with the PDPO organize and conduct a workshop(s) for identified stakeholders, and present the draft Guidelines, and Frameworks for validation.

Task 5 deliverable

Six (6) draft Guidelines, and Frameworks together with a rapporteur's report following the validation workshop.

3.6 TASK 6: FINAL GUIDELINES AND FRAMEWORKS

The consulting firm shall prepare six (6) substantive, comprehensive and satisfactory Guidelines, and Frameworks in accordance with the objective of the Assignment and Terms of Reference. This will be accompanied with a final report which shall be organized according to the above tasks, and shall include all deliverables and documents that have been submitted to the PDPO. The final report shall include an executive summary discussing the Assignment, the key findings of the literature review, stakeholder consultations, best practices study, validation workshop, six (6) Guidelines, and Frameworks detailing the findings, analyses and conclusions from Tasks 1-5. The consulting firm shall submit copies of the report in hard and electronic form (2 copies each).

Task 6 deliverable

A final report on the development and dissemination of six (6) Guidelines, and Frameworks detailing all of the findings, analyses and conclusions from Task 1 – 5, aforementioned. The consulting firm shall submit copies of the report in hard and electronic form (2 copies each).

3.7 TASK 7: CAPACITY BUILDING AND TRAINING FOR PDPO STAFF

As part of the consultancy services, the selected firm shall be responsible for building the capacity of PDPO staff and providing comprehensive training on the developed Guidelines, and Frameworks. This is essential to ensure that the PDPO staff are well-equipped to effectively guide, monitor, and assess the compliance of data controllers and processors with the Data Protection and Privacy Act and accompanying regulations.



The capacity building and training program should include, but not be limited to:

1. Familiarization with the developed Guidelines, and Frameworks focusing on their application and interpretation in various scenarios.
2. Training on the latest best practices in data protection and privacy, including any relevant regional or international standards.
3. Enhancing the capacity of the PDPO staff to ensure their appreciation of the developed Guidelines, and Frameworks.
4. Addressing any specific areas of concern or challenges faced by the PDPO staff in implementing and enforcing the Data Protection and Privacy Act and supporting regulations.

The selected firm shall develop a tailored capacity building and training plan, taking into consideration the current knowledge and skill levels of the PDPO staff, their roles and responsibilities, and the specific requirements of the Guidelines, and Frameworks being developed. The training plan should outline the training objectives, modules or topics to be covered, methodology, duration, and evaluation methods.

Upon completion of the capacity building and training program, the consultancy firm shall provide a comprehensive report detailing the outcomes and recommendations for any further training or capacity building initiatives, if necessary.

3.8 TASK 8: OFFICIAL LAUNCH OF THE GUIDELINES, AND FRAMEWORKS

The consultancy firm will collaborate with the PDPO to plan and conduct a formal launch of the finalized Guidelines, and Frameworks, marking their readiness for widespread use.

Task 8 Deliverables:

- (i) A launch plan detailing the venue, guest list, media involvement, and launch program.
- (ii) Successful execution of the Guidelines, and Frameworks launch event, evidenced by media coverage and participant feedback.
- (iii) A post-event report documenting the event proceedings, media coverage, and feedback from attendees.

4. EXPERIENCE OF THE FIRM AND QUALIFICATIONS OF THE FIRM

4.1 Experience of the Firm

The Assignment shall be conducted by a consulting firm.



The firm shall:

- (a) Demonstrate previous experience and expertise in handling data protection and privacy guidelines, and frameworks formulation in at least three (3) assignments of similar type, scope and nature.
- (b) Demonstrate previous experience on a similar assignment in a country advanced in regulation of data protection and privacy.
- (c) The consulting firm shall possess expertise in national or regional data protection and privacy guidelines, and frameworks formulation and legislative drafting. The firm should possess excellent analytical and reporting skills and fluency in English.

The consulting firm shall detail the expertise, experience, tasks and how the Assignment will be performed in the technical proposal. This expertise shall among others, include experience in data protection and privacy, Information Security related matters in the region and related legislation similar to the laws of Uganda. In cases where the firm is not of Uganda origin, it is encouraged to partner with Ugandan experts.

4.2 Expertise and qualifications of the team members

The firm is expected to field a team of key experts and non- key experts including the following key experts who shall collectively have experience in national or regional data protection and privacy frameworks in a developing country, Information Security, policy formulation and stakeholder consultations.

4.2.1 Legal advisor in data protection and privacy

4.2.1.1 Experience

A legal advisor with at least five (5) years proven experience in providing advice in areas within the Information and Communications Technology sector with at least three (3) in data protection and privacy experience in handling similar assignments in a developing country is an added advantage.

4.2.1.2 Qualifications

- a) Bachelors of Laws Degree (LLB) is a requirement
- b) A certification in data protection and privacy or Information Security is an added advantage,
- c) Masters' Degree in Information Technology Law or related field is an added advantage



4.2.2 Advisor/Expert in Policy and Strategy

4.2.2.1 Experience

An expert/advisor with proven hands on experience of at least five (5) years in development of either ICT or data protection and privacy policies, strategies and frameworks. The expert/advisor should possess skills in administration, planning, governance and public sector management or public policy and demonstrate practical implementation of the same.

4.2.2.2 Qualifications

- a) Bachelors' Degree in Public Administration is a requirement,
- b) Postgraduate qualification in Public Administration, Public Policy Management, or any other related field will be an added advantage.

4.2.3 Legal Advisor in Legislative Drafting

4.2.3.1 Experience

- a) A legal advisor with five (5) years demonstrable experience practicing legislative drafting law in a country with a common law system.
- b) Proficiency in legislative drafting and knowledge of the legal and regulatory framework preferably of the data protection and privacy sector in Uganda.

4.2.3.2 Qualifications

- a) Bachelors of Laws (LLB) is a requirement
- b) Postgraduate qualification in legislative drafting is an added advantage
- c) Masters in Information Technology Law or related field is an added advantage

4.2.4 Information Security Expert

4.2.4.1 Experience

An Information Security expert with five (5) years demonstrable experience in Information Security and a good understanding of the different areas of data protection and privacy.

4.2.4.2 Qualifications

- a) Bachelor's Degree in Information Security/Computer Science/Information Technology/Engineering or a related field is a requirement.
- b) A certification in risk management or Information Security is a requirement.

5. DURATION OF ASSIGNMENT AND IMPLEMENTATION



It is anticipated that the execution of the Assignment shall be for a period of **twelve (12) months** from the effective date. The tentative timeframe for implementation of the Assignment is represented as follows:

Time Frame for Implementation of the Assignment

No.	Deliverable	Duration (weeks)	Cumulative (weeks)
1.	Inception report and detailed project plan	2	2
2.	Literature review report	4	6
3.	Stakeholders' consultation report	8	14
4.	Benchmarking study report	8	22
5.	Draft Guidelines, and Frameworks	16	38
6.	Conduct of validation workshop and submission of rapporteur's report	4	42
7.	Capacity building report	2	44
8.	Final Guidelines, and Frameworks and report on the Assignment	6	50
9.	Post-event report documenting the event proceedings, media coverage, and feedback from attendees.	2	52

The above stated durations are to be understood as guidance and it is the responsibility of the consulting firm to establish a detailed work plan/schedule within the above time estimates. The estimated staff time inputs should be provided in accordance with the consulting firm's professional judgment and knowledge of the local conditions and needs. The consulting firm's work plan/schedule should clearly reflect staff to be deployed and their qualifications and skills for execution of the assignment.

6. SUPERVISION AND ADMINISTRATIVE ARRANGEMENTS

6.1 Supervision

The direct supervision of the Assignment will be done by the National Personal Data Protection Director, **PDPO at the following address:**



Personal Data Protection Office (PDPO)

National Information Technology Authority, Uganda (NITA-U)

Palm Courts, Plot 7A Rotary Avenue (former Lugogo Bypass)

P.O. Box 33151 Kampala, Uganda

6.2 Client's obligations regarding reporting

The Client will provide comments on each report within two (2) weeks of submission, and the consulting firm will only proceed thereafter.

7. DATA, SERVICES AND FACILITIES TO BE PROVIDED BY THE CLIENT

To the extent possible, the Client will provide free of charge all existing information, data, reports, policies, strategies, laws, regulations in the custody of the Client and will assist the consulting firm in obtaining other relevant information and materials from Governmental institutions and state authorities as far as possible. Notwithstanding the above assistance, the responsibility to identify the documentation required for the effective execution of the Assignment and sourcing of that documentation shall remain with the consulting firm. The Client will provide office space for the consulting team during the period of execution of the Assignment.

The information, data, reports, etc., will be available for the consulting firm's unlimited use during the performance of the proposed services. For purposes of capacity building and ensuring adequate direct involvement of the Client in delivering the final project objectives, the Client will assign counterpart staff that shall be agreed upon with the consulting firm prior to commencement of consultancy services.

8. SERVICES AND FACILITIES TO BE PROVIDED BY THE CONSULTING FIRM

In carrying out this Assignment, the consulting firm shall provide the following services, among others, at its own cost which should be duly provided for in the consulting firm's proposal:

- (a) All costs relating the benchmarking activities of the Assignment;
- (b) Office supplies, as required for the period of services;
- (c) Utility services and costs;
- (d) Accommodation for the consulting firm's staff while in Uganda;
- (e) Subsistence (or per diem) payments for official travel for consulting firm's staff;
- (f) Secretarial and administrative support staff;
- (g) International and local telephone services for official communication;



- (h) Transport services for official work for the consulting firm's staff during the term of the Assignment.

9. PAYMENT SCHEDULE

No.	Description	Percentage
1.	Inception report and detailed project plan	20%
2.	Literature review report	25%
	Stakeholders' consultation report	
	Benchmarking study report	
3.	Draft Guidelines, and Frameworks	25%
	Conduct of validation workshop and submission of rapporteur's report	
4.	Capacity building report	30%
	Final Guidelines, and Frameworks and report on the Assignment	
	Post-event report documenting the event proceedings, media coverage, and feedback from attendees.	