

**MINISTRY OF COMMUNICATION, TECHNOLOGY AND  
INNOVATION**



**REPUBLIC OF SIERRA LEONE**

**SIERRA LEONE DIGITAL TRANSFORMATION PROJECT  
IDA- E1130-SL**

**Terms of Reference**

for

**Consultancy Services for the Development of the Sierra Leone Startup Act**

**Procurement Number: SL-MoF-500933-CS-QCBS**

**September 2025**

## **Terms of Reference**

### **Sierra Leone Startup Act**

#### **I. Introduction**

With the critical need to foster a sustainable and vibrant digital economy ecosystem in Sierra Leone, the development of a Startup Act stands as a cornerstone. These fundamental elements serve as the bedrock of the ecosystem, providing the essential framework to nurture innovation, facilitate growth, and ensure enduring success. The objective is to strategically align incentives, protections, and guidelines to cultivate an ecosystem that not only flourishes on innovation but also champions principles of inclusivity and sustainability.

Sierra Leone's journey towards becoming a hub for innovation and entrepreneurship demands a concerted effort to create an enabling environment that empowers individuals and enterprises to thrive. Through the formulation of a Startup Act, the groundwork for an ecosystem where creativity, ingenuity, and entrepreneurship can flourish unimpeded is laid.

#### **II. Project Description**

The Sierra Leone Digital Transformation Project (SLDTP) is a five-year International Development Association (IDA)-funded project supported with a US\$50 million grant. The project's main implementing agency is the Ministry of Communication, Technology and Innovation (MoCTI). The proposed Project Development Objective (PDO) is to expand access to broadband internet, enhance digital skills and improve government capacity to deliver public services digitally.

The development of Sierra Leone's National Innovation and Entrepreneurship Policy Paper is a multifaceted endeavour aimed at catalysing economic growth, fostering innovation, and creating a dynamic ecosystem conducive to entrepreneurship. Critical to this strategy is the formulation of comprehensive policies, legislation, and regulations to provide the necessary framework for innovation-driven development. The Digital Economy/Startup Act is one of the key legislation considered for the ecosystem. As highlighted below:

- **Startup Act:** The cornerstone of Sierra Leone's innovation ecosystem, the Startup Act, will establish a robust framework for the formation, growth, and sustainability of startups. This pivotal legislation will introduce fiscal incentives, streamline regulatory procedures, and facilitate access to capital to empower startups to thrive.

Through the implementation of the Startup Act, Sierra Leone aims to create an enabling environment for innovation and entrepreneurship, driving economic diversification, job creation, and sustainable development. The National Innovation and Entrepreneurship Policy Paper will serve as a roadmap for realising this vision, laying the foundation for a prosperous and resilient future for the country.

### **III. Objectives**

The objectives outlined within this Terms of Reference encapsulate the Startup Act development pathways strategic to driving the development of Sierra Leone's National Innovation and Entrepreneurship Vision.

- Strategically design and enact a forward-thinking legislative framework that catalyses fostering a culture of innovation, entrepreneurship, and economic resilience within Sierra Leone.
- Innovate labour market regulations to adapt to the evolving needs of the workforce and employers, ensuring a balance between flexibility and protection to support sustainable employment growth and talent development.
- Catalyse an inclusive and vibrant startup ecosystem through the strategic implementation of policies that promote collaboration, knowledge exchange, and resource-sharing among diverse stakeholders, driving sustainable innovation-led growth.
- Foster strategic global market integration by developing policies that facilitate trade, protect against unfair practices, and foster strategic partnerships, positioning Sierra Leone as a global player in innovation-driven industries.
- Integrate sustainability principles into the fabric of policy formulation and implementation, ensuring that innovation and entrepreneurship efforts contribute to long-term environmental, social, and economic sustainability for Sierra Leone and its people.

### **IV. Scope of Assignment**

The Consultant firm is tasked with conducting a comprehensive range of activities to support the development of the Digital Economy/Startup Act for Sierra Leone. The scope of assignment encompasses the following key tasks:

1. *Stakeholder Engagement and Needs Assessment*
  - Conduct extensive stakeholder mapping to identify and engage relevant stakeholders from government agencies, private sector entities, academic institutions, civil society organisations, international partners and other relevant stakeholders.
  - Facilitate stakeholder consultations, focus group discussions, and interviews to gather insights and perspectives on the current innovation and entrepreneurship landscape, regulatory challenges, and priority areas for intervention. These engagements should be conducted throughout the

assignment lifecycle, including during the validation phase to ensure stakeholder perspectives are adequately reflected in the final outputs.

2. *Policy and Regulatory Analysis*

- Undertake a thorough analysis of existing Startup and Innovation policies, legislation, and regulatory frameworks related to innovation and entrepreneurship
- Identify gaps, inconsistencies, and barriers within the current regulatory environment that may hinder the growth of innovation and entrepreneurship in Sierra Leone.

3. *Policy Development and Formulation*

- Collaborate with key stakeholders to develop a Startup Act aligned with the objectives of Sierra Leone's National Innovation and Entrepreneurship Vision.
- Define clear goals, objectives, and action plans for each component of the framework, including startup support, innovation ecosystem enhancement and incentives mechanism.

4. *Legislative Drafting and Review*

- Review existing legislation, amendments, or regulatory guidelines as necessary to develop the Startup Act
- Conduct thorough legal reviews and consultations to ensure alignment with national laws, international standards, and best practices in related innovation and entrepreneurship policies.
- The Consultant must coordinate closely with the Law Officers Department at the Ministry of Justice to ensure the draft legislation is legally sound, consistent with Sierra Leone's legal framework, and properly positioned for the legislative approval process.

5. *Capacity Building and Training*

- Develop and deliver capacity building workshops, seminars, and training programs for government officials, policymakers, regulatory agencies, and other relevant stakeholders on the implementation and enforcement of the new regulatory framework.
- Provide technical assistance and guidance on compliance with new regulations, procedures, and reporting requirements.

6. *Monitoring and Evaluation Framework*

- Design a monitoring and evaluation framework to track the implementation progress, assess the impact of regulatory reforms, and identify areas for continuous improvement.
- Define key performance indicators (KPIs), data collection methodologies, and reporting mechanisms to ensure accountability and transparency in the regulatory process.

#### 7. *Knowledge Sharing and Dissemination*

- Compile and disseminate knowledge products, including policy briefs, best practice guides, and case studies, to share lessons learned and promote peer learning among stakeholders.
- Organise dissemination events, workshops, and conferences to raise awareness about the Startup Act and solicit feedback from the wider public.

#### 8. *Project Management and Coordination*

- Provide overall project management and coordination, including the establishment of clear timelines, milestones, and deliverables.
- Ensure effective communication and collaboration among project team members, stakeholders, and partners to achieve project objectives in a timely and efficient manner.

The Consultant firm is expected to deploy a multidisciplinary team with expertise in law, policy analysis, economics, entrepreneurship, innovation management, and stakeholder engagement to successfully execute the scope of assignment outlined above. The deliverables should be of high quality, tailored to the specific needs and context of Sierra Leone, and designed to facilitate the sustainable growth of the innovation and entrepreneurship ecosystem in the country.

### **V. Reporting, Time Schedules, and Payment Schedule Deliverables**

#### **Deliverables**

The Consultant will work under the general direction of the SLDTP Project Coordination Unit (PCU) and the Innovation Directorate of the Ministry of Communication, Technology and Innovation. The Consultant must submit the following deliverables:

1. Inception Report and Work Plan, due two (2) weeks from contract signing. This will include, but is not limited to:
  - a. Proposed analytical framework, research questions, measurement instruments, and baseline assessment tool.
  - b. Timeline for completion, including key milestones for deliverables.
  - c. List of potential stakeholders and constituents for engagement.
  - d. List of potential primary and secondary data sources.
2. Stakeholder Engagement Report - 8 weeks post-contract signing
  - a. Comprehensive stakeholder mapping document outlining key stakeholders identified and engaged during the consultation process.
  - b. Summary of stakeholder feedback, insights, and recommendations gathered through consultations, focus group discussions, and interviews.
3. Policy and Regulatory Analysis Report - 8 weeks post-contract signing
  - a. Detailed analysis of existing policies, legislation, and regulatory frameworks related to innovation, entrepreneurship, and relevant sectors.

- b. Gap analysis highlighting areas of inconsistency, duplication, or regulatory barriers hindering the growth of innovation and entrepreneurship in Sierra Leone.
- 4. Monitoring and Evaluation Framework - 8 weeks post-contract signing
  - a. Design document outlining the monitoring and evaluation framework, including key performance indicators (KPIs), data collection methodologies, and reporting mechanisms.
  - b. Baseline assessment report capturing the current state of the innovation and entrepreneurship ecosystem in Sierra Leone.
- 5. Knowledge Products and Dissemination Materials - 8 weeks post-contract signing
  - a. Policy briefs, best practice guides, and case studies compiled and disseminated to share lessons learned and promote peer learning among stakeholders.
- 6. Sierra Leone Startup Act Framework - 8 weeks post-contract signing
  - a. A finalised Startup and Innovation Act Framework aligned with Sierra Leone's National Innovation and Entrepreneurship Vision.
  - b. Clear goals, objectives, and action plans for each component of the framework.
- 7. Draft Sierra Leone Startup Act - 12 weeks post-contract signing
  - a. Draft legislation, reviews, or regulatory guidelines developed to create the Startup Act
  - b. Legal reviews and consultations are conducted to ensure alignment with national laws, international standards, and best practices.
- 8. Validation of Draft Sierra Leone Startup Act – 14 weeks post contract signing
  - a. Organise nationwide validation workshops with key stakeholders, including representatives from government, private sector, academia, and civil society, to present and discuss the draft Startup Act.
  - b. Gather feedback and consensus on the draft provisions to ensure the final legislation reflects national priorities, stakeholder expectations, and international best practices.
- 9. Final Sierra Leone Startup Act – 18 weeks post contract signing
  - a. Finalise the Sierra Leone Startup Act by incorporating stakeholder inputs and revisions from the validation process.
  - b. Submit the complete and legally sound final version of the Act, ready for onward processing and approval through the national legislative procedures.

## Payment Schedule

The Consultant should complete all activities, including submission of all deliverables, within eighteen (18) weeks of the contract signing. Details of the deliverables and payment schedule are described below:

No	Description	Payment Schedule	Expected Delivery
1	Contract Signing		0 weeks from signing contract
2	Inception Report and Workplan	10%	2 weeks from signing contract
3	Stakeholder Engagement Report	25%	8 weeks from signing contract
4	Policy and Regulatory Analysis Report		
5	Sierra Leone Startup Act Framework		
6	Monitoring and Evaluation Framework and Knowledge Products		
7	Draft Sierra Leone Startup Act	30%	12 weeks from signing contract
8	Validation of Draft Sierra Leone Startup Act	15%	14 weeks from signing contract
9	Final Sierra Leone Startup Act	20%	18 weeks from signing contract

The Consultant will report implementation progress to the PCU and MoCTI through interim reports every two weeks. The interim reports may include implementation status (description of the activities for the period and comparison of progress of work with the projected work plan), updated work schedule, major issues, and proposed corrective actions.

## VI. Firm Qualifications

The Consulting firm must demonstrate the following:

### Legal and Policy Reform Expertise

- Over 10 years of experience developing in digital economy strategies, digital skills and policies, SME Acts and other related legislation in the areas of business law, start-up ecosystems, innovation, and entrepreneurship policy.

- Sound knowledge of Sierra Leone's legal framework and systems.
- Experience working with government institutions, regulatory agencies, and international organizations on policy and legislative reforms.

### **Experience in Start-Up, Digital Economy and SME Policy Development**

- Proven track record in designing and drafting start-up, SME, or innovation-related legislation or policies in emerging markets or similar economies.
- Experience conducting comparative legal research on best practices in start-up laws from other jurisdictions (e.g., Tunisia, Senegal, Kenya).
- Demonstrable understanding of business environment challenges specific to start-ups, including taxation, access to finance, intellectual property, and ease of doing business in Sierra Leone.
- Familiarity with digital economy, technology regulations, and venture capital ecosystems.
- Experience in undertaking relevant digital skills market assessments and/or digital economy feasibility assessments will be considered an added advantage.

### **Stakeholder Engagement, Public Consultation and Capacity Building**

- Experience conducting stakeholder consultations with government agencies, private sector players, start-ups, and development partners to inform legislative reforms.
- Experience in facilitating inclusive and participatory policymaking, ensuring the Act reflects local and international best practices.
- Research and/or project experience working with marginalised populations, including women, youth, and persons with disabilities.
- Experience in training and skills transfer to strengthen the local digital ecosystem.

### **Local and Regional Experience**

- Experience working in Sub-Saharan Africa or similar jurisdictions with comparable legal and economic contexts.

### **Project Management and Delivery Capacity**

- Experience in preparing reports to a standard acceptable to national and international organization and fluency in written and spoken English.
- Demonstrable ability to produce timely delivery of legislative drafts and policy recommendations.
- Demonstrated ability to provide clear, actionable, and well-structured legal documents.
- Familiarity with advanced data collection, analysis, and visualisation tools for multicultural audiences.
- Demonstrated experience working within the operational and policy environments of developing countries, particularly in collaboration with innovation ecosystem actors in Sub-Saharan Africa. Joint venture proposals that bring together international expertise and local contextual knowledge are encouraged to strengthen the relevance and effectiveness of project delivery.

## **VII. Team Composition**

The Consultant must have a qualified project team that includes the following key personnel:

- Senior Digital Economy Specialist
  - a. Master's degree or relevant qualifications and work experience in Economics, Information and Communications Technology (ICT), Business Administration, International Development, Social Sciences, or a related field.
  - b. Minimum of ten (10) years demonstrated expertise in leading ICT sector studies, labour market assessments, feasibility studies, value chain analysis, and/or financial case analysis for inclusive economic growth in the digital economy.
  - c. Experience and competence in developing and drafting Startup and Innovation Act in Sub-Saharan Africa
  - d. Strong understanding of policy and regulatory issues relevant to the ICT sector and digital transformation of economies and societies, with a particular emphasis on aspects such facilitating development of digital platforms and services and promoting development of digital skills and innovation.
  - e. Firm understanding of digital transformation of society trends relevant to socio- economic development in Sub-Saharan Africa.
  - f. Proven experience working with and supporting government agencies and/or international organizations with digital transformation and skills assessment projects in Sub-Saharan Africa.
  - g. Demonstrated understanding of barriers and opportunities for women, youth, and persons with disabilities in the digital economy.

- h. Experience delivering clear, structured, and comprehensive evidence-based studies and/or reports in English.

#### Legal Expert

- a. Advanced degree in Law with specialization or demonstrated experience in business law, investment law, and legal frameworks relevant to innovation and the digital economy.
- b. Minimum of eight (8) years of experience in legislative drafting, legal analysis, and advisory roles, particularly in the areas of startup regulation, technology law, and entrepreneurship.
- c. Proven track record of supporting governments or international organizations in the development of business and investment legislation and aligning national laws with international best practices.
- d. Strong familiarity with the legal context of Sub-Saharan Africa and experience working with the Law Officers Department or equivalent institutions is an advantage.

#### Entrepreneurship Expert

- a. Advanced degree in Business Administration, Economics, Innovation Management, or a related field.
- b. Minimum of eight (8) years of experience in startup ecosystem development, including early-stage financing, startup incentives, and institutional support frameworks.
- c. Demonstrated expertise in designing and implementing entrepreneurship programs, policy support tools, and incentive structures to drive innovation and new venture creation.
- d. Experience working with governments, incubators, accelerators, and ecosystem enablers in emerging markets, with particular emphasis on Sub-Saharan Africa.

#### - Policy Analyst

- a. Master's degree or relevant qualifications and work experience in Economics, Information and Communications Technology (ICT), International Development, Social Sciences, or a related field.
- b. Minimum of five (5) years of experience supporting the design and implementation of digital development projects in Sub-Saharan Africa.
- c. Proven experience working with and supporting government agencies and/or international organizations with digital transformation projects in Sub-Saharan Africa.
- d. Experience and competence in developing and drafting Startup and Innovation Act in Sub-Saharan Africa
- e. Experience delivering clear, structured, and comprehensive evidence-based studies and/or reports in English.

- Research Analyst
  - a. Master's degree or relevant qualifications and work experience in Economics, Information and Communications Technology (ICT), International Development, Social Sciences, Gender Studies, or a related field.
  - b. Proven expertise in designing and conducting qualitative and quantitative research for international development projects.
  - c. Demonstrated background and experience conducting gender-mainstreaming research activities, including gender-disaggregated data collection and analysis.
  - d. Demonstrated experience conducting research on marginalised communities, including women, youth, and persons with disabilities.
  - e. Familiarity with digital economy, digital skills frameworks, demand-driven entrepreneurship, women's economic empowerment, inclusive economic growth, and related disciplines.

#### **VIII. Facilities Data and Information to be Provided by Client**

The Ministry of Communication, Technology and Innovation shall provide office space for the successful consulting firm to facilitate the smooth implementation of the assignment. The following shall be provided to the Consultant by the Employer:

- facilitate the provision of access to relevant documents and data available which may be supportive to the Consultant, and
- prepare a letter introducing the consulting firm to operators in the telecommunications sector and other relevant institutions, wherever required in performing the assignment.

The firm shall provide all the administrative, technical professional and support staff needed to carry out the assignment efficiently. The Consultants shall also be responsible for providing all other necessary facilities and logistical support for its staff/teams, including accommodation, vehicles/transportation, office equipment, field survey and investigation equipment, laboratory testing, communications, utilities, office supplies and other miscellaneous requirements wherever applicable to render their services. The firm shall nominate and make available a contact person for regular meetings with the Project Coordination Unit MoCTI teams.

#### **IX. Working Language**

The working language for the consultancy service shall be English.

#### **X. Conflict of Interest**

The successful consulting firm shall declare any conflict of interest, especially if any or all of the consultants is/are currently carrying out consultancy work for other stakeholders including licensed operators or service providers in the telecommunications sector in Sierra Leone.

**XI. Confidentiality of Information**

The firm shall protect the confidentiality of the data or information received to conduct this assignment and shall sign a confidentiality agreement with MoCTI. No data, information, or deliverables from this assignment will be released to third parties without the written approval of MoCTI. The Consultant shall surrender all data and other materials to the Regulatory Authority and shall not retain any information or materials after the closure of the assignment.