External Financial Audit for the Impact-Linked Fund for Eastern & Southern Africa (ILF ESA) and the Impact-Linked Fund for Education (ILF Education)

Terms of Reference

Background

Impact-Linked Finance Fund (ILFF)

The Impact-Linked Finance Fund provides finance to high-impact enterprises and directly rewards these for positive outcomes generated through their business activities. It was established by Roots of Impact and iGravity in order to pool their know-how and activities for implementing scalable Impact-Linked Finance programs and facilities.

The Fund, set up as a Dutch charitable foundation, is acting as a capital provider and knowledge hub for the practice of Impact-Linked Finance. We also advocate for embedding impact-related principles and terms in other areas of business, policy and finance.

Impact-Linked Fund for Eastern & Southern Africa (ILF ESA)

The Impact-Linked Fund for Eastern & Southern Africa (ILF ESA) is an innovative financing facility designed to bridge the gap for high-impact small and medium enterprises (SMEs) that operate at the intersection of business and development. Since its launch in 2021, the Fund has deployed over USD 4 million in catalytic capital to more than a dozen enterprises in Kenya, Tanzania and Uganda reaching over 2 million people with essential goods and services. Since its launch, the Fund has been supported by the Swiss Agency for Development & Cooperation (SDC) and has attracted funding (CHF6m) from different private philanthropic donors. The program is structured into two phases (ILF ESA 1.0 and ILF ESA 2.0) with different budgets, timeline and objectives.

Impact-Linked Fund for Education (ILF Education)

The <u>Impact-Linked Fund for Education</u> was launched in 2021, with the ambition to offer financing to high-impact organizations providing affordable access to quality education, as well as skills development, for children and youth in developing countries. The Fund is non-for profit and pools grant capital from like-minded donors, to provide financing to organizations that have a **proven**, **measurable and effective way of directly improving learning and skills outcomes of children**, for example in literacy , numeracy or vocational skills, in emerging markets. Since its launch, the Fund has been supported by the Swiss Agency for Development & Cooperation

(SDC) and Jacobs Foundation, with total funding of CHF 12m. The program is structured into two phases (ILF Education 1.0 and ILF Education 2.0) with different budgets, timeline and objectives.

iGravity

iGravity is a specialized impact investment management and advisory firm and the dedicated facility manager for ILF ESA and ILF Education, mandated by the ILFF for the implementation of the programs.

Objective of the Audit

As part of its contractual agreement, ILF ESA and ILF Education, iGravity is seeking an auditor to conduct a Financial Information Audit in accordance with ISA 805 for each ILF facility and each respective audit period.

The key objectives are:

- 1. **Audit opinion (ISA 805)** on project financial statements (balance sheet, income statement, notes).
- 2. Assessment of:
 - 2.2 Internal Control System (ICS)
 - 2.3 Compliance with project objectives and contract conditions
 - o 2.4 Economical and effective use of resources via the mandatory **SDC Questionnaire (Annex 1)**.
- 3. **Management Letter**, following SDC Annex 2 format.
- 4. **Management Representation Letter** in line with SDC standards.

All audits must comply with SDC's Standard Terms of Reference for Financial Audits.

Scope of Work

The audit covers, for each facility and period the following areas:

Financial Verification

- Expenditures charged to SDC and other donors.
- Income received, including SDC instalments and co-funding flows.
- Bank balances and reconciliations.
- Advances, payables, commitments.
- Impact-linked financing disbursements (SIINC/ILL).
- Administrative, programmatic, and implementation costs.
- Matching against approved budgets and contract conditions.

Compliance & Eligibility

- Verification against SDC contracts (eligible costs, reporting requirements, conditions).
- Budget adherence and authorized budget deviations.

Internal Control & Efficiency

- Review of ICS across finance, procurement, internal approvals, and controls.
- Procurement and service contracts.

Assessment of economical and effective use of resources.

Documents of Reference

The auditor will receive:

- SDC contracts and amendments for all ILF facilities
- Annual financial statements (Annex 2)
- Prior audit reports
- Management representation letters
- Budgets and annexes
- Project documents and logframes

Audit Standards

The auditor must perform the audit in accordance with:

- ISA 805
- Local auditing/accounting laws
- Ethical requirements (IESBA Code)

Audit procedures

Audit procedures shall include:

- Risk assessment and planning
- Substantive testing and analytical review
- Sample-based and full-population testing (where material)
- Compliance checks against contracts and budgets
- Verification of disbursement eligibility
- Completion of the SDC Questionnaire (Annex 1)
- Preparation of a Management Letter

Specific procedures follow SDC's official ToR for financial audits (Version 2018).

Deliverables

For each facility and audit period:

- 1. **ISA 805 Audit Report** (SDC Annex 3 template)
- 2. Completed SDC Questionnaire (Annex 1)
- 3. Management Letter (Annex 2)
- 4. Management Representation Letter

All deliverables must be submitted in **English** and in the **contract currency (CHF)**.

Timeline of required audits

The following audits remain outstanding across the four ILF facilities. All reports are due **31 March** following the end of the audit year.

ILF ESA 1.0

Contract duration: 01.06.2021 - 31.12.2026. Remaining audits:

Audit Period Report Due

2025 31.03.2026

2026 (Final Audit) 31.03.2027

ILF ESA 2.0

Contract duration: 25.10.2023 - 31.12.2028. Remaining audits:

Audit Period	Report Due
2025	31.03.2026
2026	31.03.2027
2027	31.03.2028
2028 (Final Audit)	31.03.2029

ILF Education 1.0

Contract duration: 15.11.2021 – 31.12.2028. Remaining audits:

Audit Period	Report Due
2025	31.03.2026
2027	31.03.2028
2028 (Final Audit)	31.03.2029

ILF Education 2.0

Contract duration: 01.10.2024 – 31.12.2029. Remaining audits:

Audit Period	Report Due
2025	31.03.2026
2026	31.03.2027
2027	31.03.2028
2028	31.03.2029
2029 (Final Audit)	31.03.2030

Auditor Requirements

The auditor must demonstrate:

- Accreditation by a national audit oversight authority
- Experience with SDC/FDFA audits or similar donor engagements
- Solid references for multi-year, multi-donor audits
- Independence from ILFF, iGravity, and Roots of Impact

Duration of the Mandate

The mandate is intended to cover audit periods **2025–2029**, renewable annually subject to performance and independence.

How to apply

Audit firms are invited to submit a proposal.

Deadline for submission: 12 December 2025 (midnight CET)

Deadline for clarifications: Please send all questions you might have with regards to the Terms of Reference by December 5 by e-mail to lucas.tschan@igravity.net

Proposal Format (mandatory)

The proposal must be max. 10 pages (excluding CVs and legal certificates). It should include:

- 1. Executive summary
- 2. Understanding of assignment
- 3. Methodology aligned with ISA 805
- 4. Audit team set-up
- 5. Relevant experience with SDC or similar audits
- 6. Workplan & timelines
- 7. Independence declaration
- 8. Financial offer (per facility and year)
- 9. Annex (incl. CVs)

Submission Email Addresses

Please send your proposal in **PDF format** to:

- Lucas Tschan lucas.tschan@igravity.net
- Patrick Elmer— patrick.elmer@igravity.net

Submission must be sent to **both addresses**.

Annex: SDC Financial Audit Terms of Reference

TERMS OF REFERENCE

FINANCIAL AUDIT

The Financial Information of the project/program shall be audited in accordance with International Standards on Auditing (ISA 805) "Special Considerations Audits of Single Financial Statements and Specific Elements, Accounts or Items of a Financial Statement".

1. Fundamental principles

- 1.1 The financial audit of projects ("financial audit") is to be carried out by an independent auditor ("the auditor"), having the required professional competence and experience (e.g. Certification by National Audit Oversight Authority), and in accordance with International Standards on Auditing (ISA).
- 1.2 These Terms of Reference ("TOR") define the mandate of the auditor in connection with the financial audit of projects/programs of the partner, financed by the Federal Department of Foreign Affairs (FDFA). The financial audit is based on the professional requirements and guidelines governing the professional work to be undertaken by an auditor.
- 1.3 In planning, conducting and reporting on the financial audit, the auditor has to follow the ISA 805.

In addition, the relevant standards of the local accounting profession as well as the local legislation on accounting and reporting in force in the country in which the financial audit is carried out need to be taken into consideration by the auditor.

2. Overall principles of the procedures to be performed

The auditor is required to plan, execute and report on the financial audit engagement in order to conclude on the following matter:

2.1 Principles of orderliness (financial regularity/reporting)

Furthermore, the auditor is required to assess whether the partner has adequate policies and procedures in place relating to the following matters (those matters are not covered by the audit engagement in accordance with ISA as mentioned above):

- 2.2 Existence, adequacy and effectiveness of the Internal Control System (ICS)
- 2.3 Conformity with the project objectives and adherence to the contract conditions
- 2.4 Economical conduct of business and effective use of financial resources

In order to respect these principles, the auditor has to analyse the questions mentioned in the annexed Questionnaire (Annex 1). While item 2.1 will be reflected in the audit report prepared in accordance with ISA, items 2.2 to 2.4 will be reflected by the answers of the auditor to the Questionnaire in the Annex 1. Recommendations to the management shall be formulated according to Annex 2 (Management Letter).

3. Documents of reference

The following documents and matters are to be considered by the auditor as basic references for performing the financial audit:

Legislation: National law

Project/program: Agreement between FDFA and the partner relative to the project;

Project Document / TOR;

Budgets, financing plans, programs of project activities;

Project management procedures;

Any other documents concerning the project/program.

Accounting: Accounting documents subject to the financial audit;

Financial and operational reports concerning the project/program.

Auditor: Prior internal and external audit reports of the partner;

Any other information requested from the partner by the auditor.

4. Planning the financial audit

The auditor shall adequately plan the financial audit engagement well in advance of the work and ensure the execution of the financial audit of highest professional quality in an economical and efficient manner as agreed upon in the respective mandate in the name of the partner and the auditor.

On the basis of the information received during the planning phase, including the auditor's risk assessment, the auditor shall determine:

- the type of transactions to be audited and the audit methods (full audit or sample selections);
- the type of physical counts or examination and the sites to be selected;
- the number of site visits to be planned.

The auditor ensures continuity in the audit approach of the financial audit engagement and the audit team, even if there is a change in the leader of the engagement team from the prior year.

5. Place of financial audit

The financial audit is to be carried out at the project/program environment (administrative offices and/or decentralised sites, if applicable).

6. Management representation of full disclosure

The auditor shall obtain a management representation letter signed by the management of the partner organization, certifying:

- a) The acknowledgement of the organization's responsibility for the keeping of accounts and financial documents that are correct, complete, fair, representing the true facts, in conformity with the objectives of the project, the documents of reference (description of the project, contracts, budgets, etc.) and national legislation;
- b) That all accounting records, supporting and other documents, minutes and any other pertinent information necessary for the audit be at the disposal of the auditor;
- c) The completeness of information concerning property and goods;
- d) The completeness of information concerning financing received or due and own financing concerning the audited period, for the project being examined;
- e) The availability of any information and explanations, either orally or by written confirmation, which might be required by the auditor in the execution of his mandate;
- f) In the case of contributions to local NGOs, the declaration has to certify the completeness of information concerning financing received or due and own financing concerning the audit period, for the project being audited *and* for the examination of the consolidated financial statements of the organization. The consolidated financial information, including balance sheets and profit and loss statements of the project are to be attached to the declaration and form an integral part thereof. This declaration shall be provided together with the financial audit report.

7. Detailed financial audit procedures

Appropriate audit procedures are to be applied by the auditor in order to form a conclusion on the matters outlined below. These procedures applied, either on a full coverage or a sample selection basis may include: controls, checking, evaluation, inspection, interview, analysis and other audit techniques. When selecting the audit procedures, the auditor shall give consideration to the results of his risk assessment (during planning stage and during the course of the audit work).

Accordingly, the auditor must define and carry out suitable audit procedures in order to obtain an overview of the aforementioned aspects before the auditor assesses the individual findings and reaches a final independent opinion on the audit.

The auditor is expected to select and apply any other audit procedures that the auditor may consider necessary in the professional execution of the financial audit engagement.

Upon receipt of the financial audit report, the FDFA or any third persons designated by the FDFA reserve the right to request other audit procedures to cope with the change in circumstances in the project or of the organisation of the partner.

In addition, in order to respect the principles mentioned under Art. 2 above, the auditor has to analyse the questions in the annexed Questionnaire (Template Annex 1). Any answers with "no" have to be taken up as recommendations in the Management Letter (Template Annex 2).

8. Closing meeting

After the completion of the financial audit engagement, but before leaving the project or the premises of the partner, the auditor shall hold a closing meeting with the persons responsible for the project/program (directors) and the staff responsible for accounting and reporting. The meeting shall address the results of the audit, discuss major weaknesses in the project, administrative and financial management (including the deficiencies of individual staff members) and propose recommendations to improve the project management, the accounting procedures and the internal control system (ICS).

9. Financial audit deliverables

The audit report of the auditor shall provide an opinion on the financial information of the partner as per ISA (Template Annex 3).

The answers to the Questionnaire (Template Annex 1) and recommendations to the management (Management Letter according to Template Annex 2) as well as the management representation letter shall be provided as separate deliverables together with the audit report.

9.1. Currency and language of the financial audit report

The financial information contained in the financial audit report of the auditor is to be expressed in the currency provided for in the contract. The financial audit report of the auditor and all other documents resulting from the financial audit engagement must be prepared in English.

9.2. Signature

The financial audit report is to be signed by the leader of the audit team. The financial reporting subject to audit shall be signed by a representative of the management of the partner.

Place and date:	
For the partner:	
For the auditor:	
Annex 1:	Questionnaire on the Overall principles of the procedures to be performed (2.2, 2.3 and 2.4)
Annex 2:	Management Letter
Annex 3:	Independent auditors' report (Basis: ISA 805)

Version 2018

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QUESTIONNAIRE

Instruction to the auditor: If the answer is "no" to one of these questions, further explanation is required in the form of a management letter point.

Questions	Yes	No	n/a	Comments
Existence, adequacy and effectiveness of the In	ternal	Cont	rol Sy	stem (ICS) – Principle 2.2
Is the internal organization (structures, functions, tasks, competencies, responsibilities, methods, procedures, segregation of duties etc.), based on your impression, adequate to the size and operations of the partner?				
2. Are duties for vital functions and processes sufficiently segregated (e.g. entering commitments, entering and signing of contracts/agreements, authorizing and accounting of expenditures, reconciliation of cash on hand and in banks, follow- up on long outstanding debtors and creditors, etc.)?				
3. Dou you obtain comfort that the ICS of the organization is in adequacy with its size and type of activities?				
4. Is the ICS known, applied and documented?				
5. Do you obtain comfort on compliance with applicable laws, regulations and instructions (e.g. taxes, salaries, social contributions etc.)?				
6. Is an Organization Manual with local context specific regulations (threshold in amount and number of offers to be solicited for local procurements of goods and services, cash limit, etc.) in place and are they followed? Are they in line with local legislation?				
7. Did you obtain an understanding of the design of the information and financial reporting system?				
8. Has the Partner advised staff, beneficiaries etc. to whom to report any suspect of fraud, misuse, or waste of resources or property?				

Questions		No	n/a	Comments
Conformity with the project objectives and adhe	erence	to the	e con	tract conditions – Principle 2.3
9. Is it ensured that signed project agreements (FDFA with partner and/or partner with subcontractor/s) exist before any payments are made?				
10. Are the payments within your audit / review scope in accordance with the contract conditions and the agreed budget?				
11.Is the classification of expenses and income in accordance with the agreed contractual budget?				
12.Are approvals for variations from the budget/work plan required in advance of commitment of expenditure?				
13.Is the financial reporting in accordance with the project agreement?				
14.Is the financial reporting of the period under audit / review in line with the reporting timetable?				
15.Do project responsible (operational and finance staff) visit field activities and are the findings of these visits documented?				
16.Is a written confirmation of the balance of the FDFA advances available at project year end?				
17.Are the management letter points by the project auditor brought up in past years resolved adequately and/or properly monitored by the management?				
18.Is it ensured that any significant issues (e.g. fraud, management override of controls, etc.) noted in a review / audit report has been communicated to FDFA?				
19.Are the partner and any subcontractor/s familiar with regard to VAT and any other tax regulation procedures on the procurement of material and services for the activities funded by FDFA?				
20.Are there instructions on the approval of expenses (e.g. 4 eyes principle) and are they followed?				
21.Is the correct application of fees and allowances as per contract ensured (e.g. fees, rent, travel				

expenses, hotel accommodation, per diem and other allowances for project experts/consultants)?				
Questions	Yes	No	n/a	Comments
22.Are control procedures in place to match labor costs (hours) charged to the project with time sheets of the relevant personnel?				
23.Is it ensured that the partner has correctly accounted for his hours on the project (effectively rendered services) in order to avoid double-charging of expenses (e.g. to different projects)?				
24.Are all items (fixed assets) representing property of the project maintained and safeguarded?				
Economical conduct of business and effective u	use of	finan	cial re	sources – Principle 2.4
25. Is it ensured that project specific financial resources are only utilized for the particular activities and projects?				
26. Do adequate measures and procedures in the ICS exist, to ensure economical and effective utilization of committed resources?				
27.Is it ensured that prices and rates for material, services and overheads are subject to regular verification?				
28.Is the calculation of fees (charged for services to FDFA) transparent and documented?				
29.Are all expenditures of expatriate employees reviewed and substantiated (rent, travel expenses, etc.)?				
30.Are all expenditures related to local staff reviewed and substantiated (gross salary, social and pension contributions, income taxes, travel expenses, rent, etc.)?				
31.Are there instructions on the non-use of project/program vehicles for private purposes?				
32.Are there instructions for the use of equipment after the end of the project?				
33.Are there instructions on the non-use of mobile and fix net phones for private purposes?				
Any other issues				

34.		
35.		

Management Letter (suggested format)

project/programme - financial statement period of:

partner's name and address

auditor's name and address

Date and Signature

	auditor was required to assess with the enclosed questionnaire whether the partner has adequate policies and procedures in place relating to ollowing matters:
•	Existence, adequacy and effectiveness of the Internal Control System (ICS) (principle 2.2 as mentioned in the standard ToR)
•	Conformity with the project objectives and adherence to the contract conditions (principle 2.3 as mentioned in the standard ToR)

• Economical conduct of business and effective use of financial resources (principle 2.4 as mentioned in the standard ToR)

All questions answered with a "no", are subject of a Management Letter Point, to be risk rated by the auditor and followed up by the partner.

Risk rating of Management Letter Points

Matters of **large or significant importance** regarding control environment, accounting policies or practices, which might entail a material loss or material reporting error shall be rated by the auditor as a **high Priority**;

- Matters of **medium importance** regarding control environment, accounting policies or practices, which would be unlikely, entail a material financial loss or reporting error shall be rated by the auditor as a **medium Priority**;
- > Matters of **low importance** regarding control environment, accounting policies or practices or comments relating solely to local reporting matters shall be rated by the auditor as a **low Priority**.

Findings and Recommendations

No.	Findings	Recommendations	Priority	Management comments and proposed actions	Deadlines
	Existence, adequacy and eff	ectiveness of the Internal Control S	ystem (pri	nciple 2.2)	
	Conformity with the project	objectives and adherence to the co	ntract cond	ditions (principle 2.3)	
	Economical conduct of busin	ness and effective use of financial re	esources (p	rinciple 2.4)	



Annex 3

Audit Report Template
Financial Information Audit of the Project/Program for the period of xy 20XX
(name of project/program, project- and contract-number, period of financial statement)
Name and address of FDFA's Partner
Background of the mandated organization Short description of the general background of the partner organization:
Project objectives Short description of the project/program objectives:
Name and address of Auditor



Independent auditor's report



Independent auditor's report on financial information

Implementing partner's address and name of responsible person

Opinion

On the FDFA Standard Terms of Reference, we have audited the financial information for the above mentioned project, which comprise the balance sheet as at 31 December xxx and the income statement for the year [period] ended, [....], and the notes to the financial information including a summary of significant accounting policies.

In our opinion, the accompanying financial information on project xxxx for the year [period] ended xxx are prepared, in all material respects, in accordance with the accounting policies described in the notes and comply with the requirements of the FDFA Standard Terms of reference dated xxxx.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the financial information" section of our report.

We are independent of the entity in accordance with the requirements of the IESBA Code of Ethics for Professional Accountants, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the Financial Information

Management is responsible for the preparation and fair presentation of the financial information. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial information that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibilities for the audit of the financial information

Our objectives are to obtain reasonable assurance about whether the financial information as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial information.



As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial information, whether due to
 fraud or error, design and perform audit procedures responsive to those risks, and obtain audit
 evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting
 a material misstatement resulting from fraud is higher than for one resulting from error, as fraud
 may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal
 control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures
 that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
 effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

Auditor's signature

Date of audit report

Auditor's address

Annex: Financial Information (including notes), Questionnaire, Management Letter