

TERMS OF REFERENCE (1)

Legal consultant for establishment models of SME

Activity: Review legal regulations to consult establish two SME enterprises.

BACKGROUNDS

Joining WTO and following market economy, Vietnam is removing entrance barriers of retail and distribution industry to international corporations. This is a huge challenge to SMEs, especially to whom doing agro businesses. In recent years, the government has issued scores of policies aimed at supporting farmers and agricultural sector such as the policy of the collaboration of the “four actors” (State, Peasant, Scientist and Entrepreneur). Despite of early results, these policies haven’t been well-performed enough to take full advantage of entrepreneurship. In other words, the cooperation between farmers and enterprises is well below efficient line. Whenever a difficulty occurs, both the enterprise and the farmers cancel their contract unilaterally and leave the conflict unsolved. There exists a paradox that while the enterprises often complain about the lack of stable source of input materials, the farmers are suffering difficulties of finding market, lack of capital as well as modern technology. One of the solutions for these problems that has been applied successfully in the world, especially in Spain, is setting up various commodity channels to connect enterprises to farmers. However, Vietnam’s present context of small scale and fragmented production has made it difficult to establish such model. Therefore, phase 2 and 3 of the project are planned to collaborate stallholder farmers, farms, manufacturers and entrepreneurs into an organization tightened to each other on the basis of sharing responsibilities and rights following the model of a comprehensive business enterprise. From this role-model, lessons will be drawn from daily and real-life business practices to create the foundation for proposing reasonable policies.

In terms of operation field, the model supports the linkages between production and market for safe agricultural, forest and fishery products and specialties from rural areas.

In terms of business model: according to the plan, this role-model will be likely a holdings that consist of one parent company and one subsidiary, and business partners. In short term, the project will support one center of IPSARD to establish a trading company (subsidiary company) - under the parent company. Its partners include processing companies, Farm Association and Cooperatives (represent the interest of smallholder farmers), etc. The parent company possibly has representative offices in different regions. This company will have a Board of Directors consisting of representatives of centers and the

stockholders. This BoD is responsible for general management. The company's managing director will be hired by the BoD for daily operation management. The detailed business model and operation will be built up in the process of establishing enterprises in accordance with existing government regulations.

OBJECTIVES

Overall objective of this mission is to develop an identified business models of a holdings that consists of one parent company and one subsidiary, and business partners.

The parent company will have a Board of Directors consisting of representatives of centers and the stockholders. The BoD is responsible for general management. The subsidiary company will be a trading company which is established under the parent company. In short term, the project will support one center of IPSARD to establish that trading company (subsidiary company). Business partners include processing companies, farm association and cooperatives (represent the interest of small farmers) etc.

To achieve the overall objective, four detail objectives need to be implemented:

1. Business models of the two companies should be in line with the government laws and regulations, and ensure that they can take advantages of all supporting policies of the Vietnamese government in developing SMEs.
2. The organizational structure of the two companies should use their strengths and positions effectively as well as perform well in the whole life of these companies.
3. The operation fields of two companies need to be opened, but should be obeyed to the current government regulations and laws. This is very important point to help to create a open legal corridor for the two companies work and sustainable develop with the market orientation. So that the business plan of the two companies will be not limited to the starting point under this project documentation.
4. The term of reference for key managers of the two companies and the operation regulations of the two companies should be cleared out.

DUTIES AND RESPONSIBILITIES

The scope of work of the legal consultant includes but not limited to the following:

- Review legal documentations regulate the establishment, management and operation of enterprises.

- Review all government and non-government action plans that support connecting farmers to the output markets to stimulate distributing their agricultural products.
- Review regulations and standards for quality and safety of agricultural products
- Consulting legal procedures for the Board of Directors to build up the two companies in order to meet with the objectives.

EXPECTED OUTPUTS

- Reports reviewing all legal documentations collected, which is regulated the establishment, management and operation of enterprises.
- Synthesis report, lessons and recommendations on establishing the two companies in the project.

QUALIFICATION AND EXPERIENCES

- In-country experience: understanding of local legal system, enterprise law
- At least 3 (three) years working with SMEs.
- Experiences of agro business and other careers in agri sector are preferred.

TIMING

Up to 30 working days from May 2010

BUDGET

The cost per day is 3,100,000 VND. Total budget of the job is 93,000,000 VND.

TERMS OF REFERENCE (2)

Legal Consultant for Establishment Models of SME

Activity: Identify the organizational structure of the two companies

Joining WTO and following market economy, Vietnam is removing entrance barriers of retail and distribution industry to international corporations. This is a huge challenge to SMEs, especially to whom doing agro businesses. In recent years, the government has issued scores of policies aimed at supporting farmers and agricultural sector such as the policy of the collaboration of the “four actors” (State, Peasant, Scientist and Entrepreneur). Despite of early results, these policies haven’t been well-performed enough to take full advantage of entrepreneurship. In other words, the cooperation between farmers and enterprises is well below efficient line. Whenever a difficulty occurs, both the enterprise and the farmers cancel their contract unilaterally and leave the conflict unsolved. There exists a paradox that while the enterprises often complain about the lack of stable source of input materials, the farmers are suffering difficulties of finding market, lack of capital as well as modern technology. One of the solutions for these problems that has been applied successfully in the world, especially in Spain, is setting up various commodity channels to connect enterprises to farmers. However, Vietnam’s present context of small scale and fragmented production has made it difficult to establish such model. Therefore, phase 2 and 3 of the project are planned to collaborate stallholder farmers, farms, manufacturers and entrepreneurs into an organization tightened to each other on the basis of sharing responsibilities and rights following the model of a comprehensive business enterprise. From this role-model, lessons will be drawn from daily and real-life business practices to create the foundation for proposing reasonable policies.

In terms of operation field, the model supports the linkages between production and market for safe agricultural, forest and fishery products and specialties from rural areas.

In terms of business model: according to the plan, this role-model will be likely a holdings that consist of one parent company and one subsidiary, and business partners. In short term, the project will support one center of IPSARD to establish a trading company (subsidiary company) - under the parent company. Its partners include processing companies, Farm Association and Cooperatives (represent the interest of smallholder farmers), etc. The parent company possibly has representative offices in different regions. This company will have a Board of Directors consisting of representatives of centers and the stockholders. This BoD is responsible for general management. The company’s managing director will be hired by the BoD for daily operation management. The detailed business

model and operation will be built up in the process of establishing enterprises in accordance with existing government regulations.

OBJECTIVES

Overall objective of this mission is to develop an identified business models of a holdings that consists of one parent company and one subsidiary, and business partners.

The parent company will have a Board of Directors consisting of representatives of centers and the stockholders. The BoD is responsible for general management. The subsidiary company will be a trading company which is established under the parent company. In short term, the project will support one center of IPSARD to establish that trading company (subsidiary company). Business partners include processing companies, farm association and cooperatives (represent the interest of small farmers) etc.

To achieve the overall objective, four detail objectives need to be implemented:

1. Business models of the two companies should be in line with the government laws and regulations, and ensure that they can take advantages of all supporting policies of the Vietnamese government in developing SMEs.
2. The organizational structure of the two companies should use their strengths and positions effectively as well as perform well in the whole life of these companies.
3. The operation fields of two companies need to be opened, but should be obeyed to the current government regulations and laws. This is very important point to help to create a open legal corridor for the two companies work and sustainable develop with the market orientation. So that the business plan of the two companies will be not limited to the starting point under this project documentation.
4. The term of reference for key managers of the two companies and the operation regulations of the two companies should be cleared out.

DUTIES AND RESPONSIBILITIES

The scope of work of the legal consultant includes but not limited to the following:

- Research and use the result of the synthesis report on legal regulations of establishing the two companies to propose an operational structure of business models of the two companies in the project.

- Review organizational structure and business model of the parent company that conducting businesses in agricultural and rural development in Vietnam. There is a few companies in Vietnam considering consulting services for agricultural and rural investment. It is because the field is low profit, high risk, and requires special knowledge and capacity working with stakeholders of agricultural and rural development sector. The consultant should strictly consider the case that the parent company, which is established in the project, is likely focuses on and acts as an investment and consulting company in agricultural and rural development. There are two reasons why the consultant should focus on that. **Firstly, this added-value service has a high and unmet demand** . Although agriculture and rural areas play very important roles in the Vietnamese economy, the areas are still under developed. The number of investors and institutions interested in agro business in rising and requires various business support services which are specialized in agriculture and rural development. International community also highly interested in pushing development process of agricultural industries in Vietnam which in turn improve living standards in rural areas. Unfortunately, they are facing challenges to find commercial service providers assisting their decision making and implementing agricultural and rural development project on an arm-length basis. . **Secondly**, the parent company should take advantage of a commercial body to attract participation and contribution in a wide range of other subsidiary companies in the future. The consultant should carefully research the performance of all centers of IPSARD and recommend an appropriate participation of those centers in the parent company.
- Review organizational trading models of marketing and selling for agricultural products to consult an appropriate organizational structure and business model for the subsidiary company (trading company), especially, define the linkage along the supply chain, to consolidate linkage between farmers and other stakeholders to the output market.

EXPECTED OUTPUTS

- Recommendations of operational structures and business models of the parent company and the subsidiary company. The recommendations should cover critical issues of company's up-and-running stage, daily operations, and long-term business strategy.

- Synthesis report on management relationships between the parent company and Subsidy Company as well as corporate governance of each company.

QUALIFICATION AND EXPERIENCES

- In-country experience: understanding of local business environment and settings.
- At least three years experiences in consulting to setup business models in the related sector of agricultural industry in Vietnam
- At least two years working experience and understanding of investment and consulting, working experience in consulting for investment fund, or investment companies in related fields

TIMING

Up to 30 working days from May 2010

BUDGET

The cost per day is 3,100,000 VND. Total budget of the job is 93,000,000 VND.

TERMS OF REFERENCE (3)

Business consultant for establishment business models of SME

Activity: Construct business plan of the trading company

BACKGROUNDS

Joining WTO and following market economy, Vietnam open market for international institutions to participate in Vietnam's distribution system. This is a huge challenge to SMEs, especially SMEs dealing agricultural products. In recent years, the government has issued a score of policies aimed at supporting farmers and agricultural sector such as the policy of the collaboration of the "four actors" (State, peasant, scientist and entrepreneur). Despite gaining initial results, these policies haven't been well-performed enough to take full advantage of the role of entrepreneur. In other words, the cooperation between farmers and enterprises is still loose. When there is difficulty, either the enterprise or the farmers doesn't hesitate to cancel the contract unilaterally and leaves the conflict unsolved. There exists a paradox that while the enterprises often complain about the lack of stable source of input materials, the farmers are suffering the difficulties of finding market, lack of capital and lack of modern technology. One of the solutions for this problem which has been applied successfully in the world, especially in Spain, is setting up the commodity channels to connect enterprises to farmers. However, Vietnam's present context of small scale and fragmented production has made it difficult to establish such model. Therefore, phase 2 and 3 of the project is planned to collaborate stallholder farmers, farms, manufacturers and entrepreneurs into an organization tightened to each other on the basis of sharing responsibilities and rights following the model of a comprehensive business enterprise. From this above model, lessons will be drawn from practical activities to create the foundation for proposing reasonable policies.

In terms of operation field, supporting the linkages between production and market for safe agricultural, forest and fishery products and specialty from rural areas.

In terms of business model: according to the plan, this will be the model of affiliated companies that consist of one parent company and one subsidiary and the partners. In the short term, the project will support one center of IPSARD to establish a trading company (subsidiary company) - under the parent company. Its partners include processing companies, Farm Association and Cooperatives (represent the interest of smallholder

farmers),etc. The parent company possibly has representative offices in different regions. This parent company will have a Board of Directors consisting of representatives of centers and the stockholders and being responsible for general management. The company's general director will be hired by the Board of directors to monitor daily activities. The detailed business model and operation will be built up in the process of establishing enterprises in accordance with existing government regulations.

OBJECTIVES

Overall objective of this mission is to develop identified business models a of affiliated companies that consist of one parent company and one subsidiary and the partners.

The parent company will have a Board of Directors consisting of representatives of centers and the stockholders and being responsible for general management. The subsidiary company will be a trading company which is established under the parent company. In the short term, the project will support one center of IPSARD to establish that trading company (subsidiary company). The partners include processing companies, farm association and cooperatives (represent the interest of smallholder farmers)...

To achieve the overall objective, five detail objectives need to be implemented:

- The business model of the two companies should be identified in the right path with the government law, and ensure that they can take advantage of all supporting policies of the Vietnamese government in developing SMEs.
- The organizational structure of the two companies should be identified in a intelligent way to allow exploring the strengths and positions of each companies, and then the two companies and partners can work well in the operation period of the two companies.
- The operation field of the two companies need to be opened, but should be obeyed to the current government regulations and laws. This is very important point to help to create a open legal corridor for the two companies work and sustainable develop with the market orientation. So that the business plan of the two companies will be not limited to the starting point under this project documentation.
- The term of reference for key managers of the two companies and the operation regulation of the two companies should be cleared out.

DUTIES AND RESPONSIBILITIES

The scope of work of the consultant includes but not limited to the following:

- Describe the company structure (establishment and road map for developing in the next 5 years)
- Based on market researching and customer need investigation, writing strategic business plan of the company, of which defining what goods and services that the two companies will develop, supply and how.
- Construct the action plan to carry out the strategic business plans for the two companies.
- Visioning the management structure and mechanism, defining human resource management and development strategy.
- Construct financial statement, estimating cost-revenue, business results, and investment funds for running the business plan

EXPECTED OUTPUTS

- Business plan of the parent company and subsidy company have been approved by stockholders

QUALIFICATION AND EXPERIENCES

- In-country experience: understanding of local business environment and settings.
- At least 5 year experiences in consulting to setup business models in the related sector of agricultural industry in Vietnam.
- At least 5 year experience and understanding of investment and consulting, working experience in consulting for investment fund, or investment companies in related fields.
- Progressive leadership experience for an organization in agri sector, well understanding and relationship in the agri business industry.

TIMING

Up to 40 working days from June 2010

BUDGET

The cost per day is 3,100,000 VND. Total budget of the job is 124,000,000 VND.

TERMS OF REFERENCE (4)

Human resources consultant for establishment business models of SME

Activity: Construct Term of Reference for the key management positions of the two companies

BACKGROUNDS

Joining WTO and following market economy, Vietnam open market for international institutions to participate in Vietnam's distribution system. This is a huge challenge to SMEs, especially SMEs dealing agricultural products. In recent years, the government has issued a score of policies aimed at supporting farmers and agricultural sector such as the policy of the collaboration of the "four actors" (State, peasant, scientist and entrepreneur). Despite gaining initial results, these policies haven't been well-performed enough to take full advantage of the role of entrepreneur. In other words, the cooperation between farmers and enterprises is still loose. When there is difficulty, either the enterprise or the farmers doesn't hesitate to cancel the contract unilaterally and leaves the conflict unsolved. There exists a paradox that while the enterprises often complain about the lack of stable source of input materials, the farmers are suffering the difficulties of finding market, lack of capital and lack of modern technology. One of the solutions for this problem which has been applied successfully in the world, especially in Spain, is setting up the commodity channels to connect enterprises to farmers. However, Vietnam's present context of small scale and fragmented production has made it difficult to establish such model. Therefore, phase 2 and 3 of the project is planned to collaborate stallholder farmers, farms, manufacturers and entrepreneurs into an organization tightened to each other on the basis of sharing responsibilities and rights following the model of a comprehensive business enterprise. From this above model, lessons will be drawn from practical activities to create the foundation for proposing reasonable policies.

In terms of operation field, supporting the linkages between production and market for safe agricultural, forest and fishery products and specialty from rural areas.

In terms of business model: according to the plan, this will be the model of affiliated companies that consist of one parent company and one subsidiary and the partners. In the short term, the project will support one center of IPSARD to establish a trading company (subsidiary company) - under the parent company. Its partners include processing companies, Farm Association and Cooperatives (represent the interest of smallholder

farmers),etc. The parent company possibly has representative offices in different regions. This parent company will have a Board of Directors consisting of representatives of centers and the stockholders and being responsible for general management. The company's general director will be hired by the Board of directors to monitor daily activities. The detailed business model and operation will be built up in the process of establishing enterprises in accordance with existing government regulations.

OBJECTIVES

Overall objective of this mission is to develop identified business models a of affiliated companies that consist of one parent company and one subsidiary and the partners.

The parent company will have a Board of Directors consisting of representatives of centers and the stockholders and being responsible for general management. The subsidiary company will be a trading company which is established under the parent company. In the short term, the project will support one center of IPSARD to establish that trading company (subsidiary company). The partners include processing companies, farm association and cooperatives (represent the interest of smallholder farmers)...

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- The term of reference for key managers of the two companies and the operation regulation of the two companies should be cleared out.

DUTIES AND RESPONSIBILITIES

The scope of work of the consultant includes but not limited to the following:

- Analysis, forming management positions to meet with the requirement of business models
- Forming missions of the manager of each units under the director board, and also director board and President board of the companies
- Define relationship and cooperation rules in daily work among manager team of the companies

EXPECTED OUTPUTS

- Term of Reference for the key management positions of the two companies

QUALIFICATION AND EXPERIENCES

- In-country experience: understanding of local business environment and settings.
- At least 3 years experience and progressive leadership in human resources management for enterprises are required
- Experiences in consulting to setup business models in the related sector of agricultural industry in Vietnam are preferred.
- Well understanding and experience of agri trade and business.

TIMING

Up to 30 working days from June 2010

BUDGET

The cost per day is 3,100,000 VND. Total budget of the job is 93,000,000 VND.

TERMS OF REFERENCE (5)

Human resources consultant for establishment business models of SME

Activity: Construct operation regulations for the two companies

BACKGROUNDS

Joining WTO and following market economy, Vietnam open market for international institutions to participate in Vietnam's distribution system. This is a huge challenge to SMEs, especially SMEs dealing agricultural products. In recent years, the government has issued a score of policies aimed at supporting farmers and agricultural sector such as the policy of the collaboration of the "four actors" (State, peasant, scientist and entrepreneur). Despite gaining initial results, these policies haven't been well-performed enough to take full advantage of the role of entrepreneur. In other words, the cooperation between farmers and enterprises is still loose. When there is difficulty, either the enterprise or the farmers doesn't hesitate to cancel the contract unilaterally and leaves the conflict unsolved. There exists a paradox that while the enterprises often complain about the lack of stable source of input materials, the farmers are suffering the difficulties of finding market, lack of capital and lack of modern technology. One of the solutions for this problem which has been applied successfully in the world, especially in Spain, is setting up the commodity channels to connect enterprises to farmers. However, Vietnam's present context of small scale and fragmented production has made it difficult to establish such model. Therefore, phase 2 and 3 of the project is planned to collaborate stallholder farmers, farms, manufacturers and entrepreneurs into an organization tightened to each other on the basis of sharing responsibilities and rights following the model of a comprehensive business enterprise. From this above model, lessons will be drawn from practical activities to create the foundation for proposing reasonable policies.

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This parent company will have a Board of Directors consisting of representatives of centers and the stockholders and being responsible for general management. The company's general director will be hired by the Board of directors to monitor daily activities. The detailed business model and operation will be built up in the process of establishing enterprises in accordance with existing government regulations.

OBJECTIVES

Overall objective of this mission is to develop identified business models a of affiliated companies that consist of one parent company and one subsidiary and the partners.

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- The term of reference for key managers of the two companies and the operation regulation of the two companies should be cleared out.

DUTIES AND RESPONSIBILITIES

The scope of work of the consultant includes but not limited to the following:

- Analysis, forming management positions to meet with the requirement of business models
- Forming the function and missions of all units which belonged and forming the company structure

EXPECTED OUTPUTS

- Operation regulations for the two companies

QUALIFICATION AND EXPERIENCES

- In-country experience: understanding of local business environment and settings.
- At least 3 years experience and progressive leadership in human resources management for enterprises are required
- Experiences in consulting to setup business models in the related sector of agricultural industry in Vietnam are preferred.
- Well understanding and experience of agri trade and business.

TIMING

Up to 50 working days from May 2010

BUDGET

The cost per day is 3,100,000 VND. Total budget of the job is 155,000,000 VND.