



Mekong River Commission

For Sustainable Development

TERMS OF REFERENCE

1. CONSULTANCY SUMMARY

Title:	Legal Expert (Riparian full-time Individual Consultant)
Consultancy/Staff Type	Service Contract
Consultancy Level	C
Division	Administration Division
Duration	12 months , with the possibility of extension, subject to organizational requirements, the budget availability and performance of the postholder.
Duty Station	MRC Secretariat's Headquarters (Vientiane, Lao PDR)
Reporting to	Director of Administration Division (AD)
Expected Deliverables	<ol style="list-style-type: none">1. Oversee all legal-related matters at the MRC Secretariat (MRCS).2. Provide comprehensive legal support and advice to the Mekong River Commission (MRCS) to ensure its compliance with applicable international, regional, and national laws, treaties, conventions, and regulations.3. Review and prepare all legal-related documents of the MRC to ensure that its collaboration and partnership with any other 3rd party complies with international, regional, and national legal and regulatory frameworks; as well as with the relevant international laws, as well as its own governance structures.4. Safeguard the MRC's legal entity and organizational interests.5. Support the effective governance and risk management of the MRC's operations in close collaboration with the Internal Audit, Human Resources, Finance and other relevant Units of the MRCS, and the National Mekong Committee Secretariats (NMCS).

2. INTRODUCTION AND BACKGROUND

The Mekong River Commission (MRC) was established by the 1995 Agreement on Cooperation for the Sustainable Development of the Mekong River Basin, between the governments of Cambodia, Lao PDR, Thailand and Viet Nam and aims at promoting and coordinating sustainable management and development of water and related resources for the countries' mutual benefit and the people's well-being.

The MRC has a three-fold governance structure, consisting of the Council as the highest-level decision-making body (at ministerial level), the Joint Committee (JC), and the MRC Secretariat (MRCS), complemented by National Mekong Committees (NMCs) in each MRC Member Country.

The MRCS is the MRC's operational arm, providing technical and administrative services to the JC and the Council to achieve the MRC's mission. The MRCS's Headquarters is located in Vientiane, Lao PDR, and its Regional Flood Mitigation and Management Center (RFDMC) is based in Phnom Penh, Cambodia.

The MRCS's structure consists of 63 fixed-term Headcounts, including 39 Riparian Professional Staff (RPS) and 24 General Support Staff (GSS), divided into four functional Divisions and one Office of the CEO. Its existing structure does not have or feature a Legal Unit where all legal-related matters at the MRC can be overseen and advisory roles regarding legal matters are provided to ensure that the MRC (1) complies with relevant international, regional and national legal and regulatory frameworks in achieving its mission, and (2) operates its activities in accordance with the relevant international laws and its own governance structures.

The MRC, therefore, seeks a Riparian **Legal Expert** for its expected deliverables (referred to **Article 1**), under 12-month Service Contract, with the possibility of extension, subject to its organizational requirements, budget availability and performance of the postholder.

3. OBJECTIVES OF THE CONSULTANCY

Refer to Article 1.

4. EXPECTED RESULTS

4.1. Legal Advisory Services:

- Provide legal expert advice, support and guidance on all legal matters related to the MRC's operations, functions, activities, and governance.
- Interpret international treaties, conventions, regulations and legal instruments relevant to the MRC's mandate.
- Advise on legal issues arising from inter-governmental agreements, protocols, and memorandums of understanding (MoU).
- Ensure consistency of all MRC agreements, rules of procedures, policies, manuals, guidelines, contracts, decisions and instructions with applicable laws.

4.2. Contracts and Documents Review:

- Draft and review contracts, agreements, memorandum, and other legal documents.
- Negotiate with any 3rd party to safeguard the MRC's legal interests as appropriate and/or upon request and appointment of the MRCS CEO.
- Assist in the preparation and review of internal policies, codes of conduct, manuals, guidelines and governance frameworks.

4.3. Compliance and Risk Management:

- Monitor and ensure the MRC's compliance with all relevant international and national laws and regulations in implementing its missions and activities.

- Advise on risk mitigation strategies related to legal and regulatory issues.
- Support due diligence processes and advise on legal risks associated with partnerships and collaborations.

4.4. Dispute Resolution and Litigation:

- Provide representation or coordinate legal representation in disputes, arbitration, or litigation involving the MRC.
- Advise on conflict resolution mechanisms in accordance with international legal standards.

4.5. Capacity Building and Legal Awareness:

- Conduct training sessions and briefings for staff and member representatives on legal matters, compliance requirements, and governance issues.
- Prepare legal opinions, briefing notes, and reports for management and governing bodies.

4.6. Reporting:

- Prepare regular reports on legal risks, ongoing legal issues, and changes in relevant laws affecting the MRC and its missions/activities.
- Support the preparation of presentations and documentation for governing board (MRCS's Senior Management Team, MRC JC, MRC Council, etc.) sessions relating to legal matters upon request.

5. DELIVERABLES AND CONCRETE TIMELINES

Performance will be evaluated based on the Legal Expert's ability and deliverables to provide his/her timely and accurate legal advice, quality of drafted/reviewed/advised/recommended documents, effectiveness in risk management, and contribution to capacity building and compliance of the MRC with its applicable and relevant laws, regulations and standards.

Deliverable and Expected Quality	Number of Days	Deadline
5.1. Legal advisory services are provided in a timely, appropriate and accurate manner	Upon request and as necessary	Per deadline set for each specific task assignment within the effective service term, and not later than the last month of contract term
5.2. Contracts, agreements, conventions, memorandum, MoUs, declarations, policies, manuals, guidelines, instructions and other legal documents are reviewed in a regular and appropriate manner to ensure their full compliance with their applicable laws, the MRC governance structure and frameworks, are relevant to the MRC's mandate and do not conflict with the MRC's interests		
5.3. Risks are managed, and monitored strictly, to ensure the MRC's compliance with all relevant and applicable international and national laws and regulations in implementing its missions and activities. Advice on legal risk mitigation strategies related to legal and regulatory issues, and/or associated with partnerships and collaborations, is provided in a timely and accurate manner to avoid any incompliance and potential impacts.		

5.4. Resolution and litigation, advise on conflict resolution mechanisms in accordance with applicable international legal standards, are provide legal representation or coordinate legal representation, in disputes, arbitration, or litigation involving the MRC		
5.5. Capacity building and legal awareness through trainings sessions are conducted and/or briefed to staff and member representatives on legal matters, compliance requirements, and governance issues. Legal opinions, briefing notes, and reports for management and governing bodies are prepared upon request to address any legality-related concerns		
5.6. Reports on legal risks, ongoing legal issues, and changes in relevant laws affecting the MRC and its missions/activities are prepared (report, presentations, documents, etc.) in a regular and referential manner for governing board (MRCS's Senior Management Team, MRC JC, MRC Council, etc.) upon request		
Total Number of Workdays/Months	12 months	

6. REQUIRED TASKS AND RESPONSIBILITIES

The work of **Legal Expert** will be performed with due professional care, in accordance with appropriate professional and international legal laws and practice, and the MRC Code of Conduct, relevant Operational Manuals, Policies and Guidelines.

7. PAYMENT MODALITY

- 7.1.** Payment shall be made monthly, based on the expected deliverables per installment and workdays performed, with satisfaction assessment, subject to review and final approval made by the AD Director or appointed Officer in charge.
- 7.2.** Payment is made if the official invoice (or payment request) and timesheet, using the MRCS's template forms, and required deliverables are adequately provided.
- 7.3.** Final payment will be made upon satisfactory completion of the assignment/s, and upon receipt of the evaluation form for consultancy services made by the AD Director or appointed Officer in charge.

Note: Consultancy rate is defined by the MRCS consultancy rate policy and the level of consultancy. MRC is a tax-exempt agency for the work done for the MRC. The Consultant, if mission is required, will be covered with a return ticket to and from the assigned duty stations with a daily related subsistence allowance of 75% of the UN rate for the mission days.

8. INTELLECTUAL PROPERTY RIGHTS

Intellectual property rights (IPR): Information, data, database, knowledge resources in the forms of briefings, reports, proceedings, articles, essays, etc. issued by and for the MRCS will be the MRCS property.

Any utility, announcement and disclosure that are without MRCS highest levels of authority's permission is considered illegal and will be charged by relevant local and international legal procedures.

9. DECLARATION OF NO-CONFLICT OF INTEREST, NON-FRAUDULENCE AND PROTECTION OF PERSONAL DATA

The Job holder shall adhere to the MRC's relevant rules and regulations on personal data protection, no conflict of interest, no disclosure of information, business exclusion, and fraud prevention and anti-corruption principles, and shall be under strict disciplinary measures should any violation occur.

9.1. Non-Disclosure of Information:

The postholder shall maintain the highest level of confidentiality concerning all matters pertaining to the organization. During the term of the appointment, the postholder may gain access to MRC protected and/or classified confidential information, including such things as financial statements, strategic plans, and Member Countries documents. S/he shall hold all such protected and/or classified confidential information in strict confidence. Unless otherwise agreed by the MRCS CEO, s/he shall not disclose, copy, transmit or provide protected and/or classified confidential information to any 3rd party. In addition, s/he shall not discuss and/or disclose the reports, operations, decisions, or recommendations to any 3rd parties.

9.2. Post-service confidentiality disclosure:

The postholder shall not make representations to the MRC or solicit business from MRC Development Partners (DPs) and Member Countries (MCs) for a period of three (3) years post-services.

10. WORKING ARRANGEMENT

Direct Reporting Line: AD Director

Communication Line: Chief Human Resources Officer (CHRO), Chief Finance Officer (CFO), Internal Auditor (IA), and Other relevant Officers in charge

Workstation: Vientiane, Lao PDR

11. QUALIFICATIONS AND REQUIREMENTS

- Advanced degree in Law (at least Master of Laws, a postgraduate Law degree or equivalent) with specialization in International law, Public international law, or related fields.
- Minimum 10 years of professional experience in legal advisory roles, preferably within Inter-Governmental Organizations (IGO) and/or International Organizations.
- Extensive knowledge of international treaties, diplomatic law, international public law, and related legal frameworks.
- Experience drafting and negotiating complex international contracts and agreements.
- Proven ability to interpret and apply international, regional, and national laws relevant to IGO and/or International Organizations.

- Strong analytical, communication, presentation and negotiation skills.
- Fluency in English (speaking, writing, reading and listening).
- Prior experience advising multi-national and/or multilateral organizations is an asset.
- Compliance with all MRC's Rules and Regulations regarding Consultancy Management and Contract Monitoring and Closure.

12. SIGNATURE BLOCK

MRCS:

Full Name: **Phetsamone Khanophet**

Incumbent's Full Name: _____

Title: **AD Director**

Signature: _____

Incumbent's Signature: _____

Date: _____

Date: _____