**TERM OF REFERENCE (TOR) FOR CONSULTANCY SERVICES**

Task/Assignment: Environmental & Social Risk Assessment

Position/Level: International / Local Consultant

Location: Nigeria/West Africa

Timeframe: Report to be submitted by 31/08/2025

1. **ABOUT JOHNVENTS INDUSTRIES LTD (JVI)**

JohnVents Industries Ltd (JVI) was incorporated in 2016 as a consulting and commodity trading company before venturing into farming through JohnVents Farms, then processing and manufacturing with the acquisition of two processing factories Coop Cocoa (Akure) and Premium Cocoa Products (Ile-Oluji) in 2021 and 2023, respectively. JVI operates Coop Cocoa plant directly, aggregating and selling cocoa beans, processing and sale of cocoa powder, cake and butter.

JohnVents Industries Ltd (JVI) focuses on cultivating, processing, and marketing sustainable cocoa products. With a mission to empower rural communities and support sustainable agriculture, JVI partners with smallholder farmers and outgrowers across Nigeria, integrating them into its cocoa value chain. JVI sources cocoa from its own plantations, contracted smallholders, and local cooperatives, ensuring responsible sourcing practices that drive positive economic and social impacts.

For further information about JVI please visit: [www.johnvents.com](http://www.johnvents.com)

1. **PROJECT BACKGROUND**

The Dutch Fund for Climate and Development (DFCD) enables private sector investment in projects aimed at climate adaptation and mitigation in developing countries. The Dutch Ministry of Foreign Affairs has made available €160 million to increase the resilience of communities and ecosystems most vulnerable to climate change. The DFCD is managed by a pioneering consortium of Climate Fund Managers (CFM), Worldwide Fund for Nature Netherlands (WWF-NL) and SNV Netherlands Development Organisation, led by the Dutch Entrepreneurial Development Bank, FMO. For more information, please visit: [www.thedfcd.com](http://www.thedfcd.com)

JohnVents Industries Ltd (JVI) is a rapidly growing agribusiness committed to advancing sustainable cocoa production in Nigeria. The company has developed a strategic expansion plan aimed at scaling up the adoption of climate-resilient and sustainable cocoa agroforestry among smallholder farmers within its supply chain in south-west and south-south region of Nigeria. This initiative aligns with JVI’s long-term sustainability commitments, which include improving farmer incomes, enhancing biodiversity, and reducing environmental risks in the cocoa value chain.

The Dutch Fund for Climate and Development (DFCD) is supporting this initiative through an Origination Facility, which provides funding for early-stage activities that will de-risk the investment and prepare JVI for further financing under the DFCD Land Use Facility. The Origination Facility will enable JVI to conduct environmental and social (E&S) risk assessments, with the aim of enhancing environmental governance and management plans to ensure that cocoa expansion is both sustainable and inclusive​.

This investment will also complement financing from the International Finance Corporation (IFC), which approved a €21.3 million facility for JVI in December 2023. The IFC financing primarily supports factory upgrades and working capital needs, whereas the DFCD Origination Facility focuses on strengthening JVI’s supply chain resilience and smallholder engagement. The DFCD funding is particularly important in addressing climate adaptation challenges such as unpredictable rainfall patterns, deforestation risks, and the need for climate-smart cocoa production​.

Through this initiative, JVI aims to:

* Expand its nucleus cocoa plantation and introduce agroforestry to promote climate-resilient cocoa production.
* Increase the number of out-growers and in-grower farmers, integrating smallholders—particularly women, youth, and vulnerable groups—into the supply chain.
* Conduct E&S assessments to identify risks, enhance governance, and develop mitigation strategies for sustainable operations.
* Ensure compliance with IFC Performance Standards, EU Deforestation Regulation (EUDR), and sustainability best practices to maintain market access in Europe and the USA.

The Dutch Fund for Climate and Development (DFCD) Origination Facility approved a grant through SNV to provide a technical assistance package for JohnVents Industries Ltd. which will allow JVI to undertake comprehensive Environmental, Social and Governance (ESG) assessments, with a focus on the backward integration operations carry out preliminary Environmental and Social (E&S) risks/safeguards assessments, prepare a stakeholder engagement plan and make recommendations for action.

1. **Assignment Objectives:**

JVI is committed to promoting sustainability across its operations, ensuring food security, improving farmer livelihoods, and fostering healthy ecosystems. The company envisions an agricultural landscape where sustainable farming practices positively empower smallholder farmers while maintaining environmental integrity. Through this initiative, JVI integrates responsible farming, and ecosystem restoration to enhance resilience and productivity in cocoa farming communities. In addition to JVI’s own sustainability commitments and policies, the company exports its cocoa products, including to the EU. Given concerns over deforestation risks as well as other environmental and social issues in the sector, cocoa is one of the commodities that will be subject to the EUDR when it comes into force. Thus, the company must implement robust traceability and sustainability measures from the perspective of ensuring JVI meets market compliance requirements. This includes monitoring land use to prevent deforestation, enhancing supply chain transparency, and ensuring compliance with ethical sourcing standards. Strengthening JVI’s Environmental and Social Management System (ESMS) and adopting agroforestry practices will be crucial in maintaining access to EU markets and aligning with international sustainability benchmarks. The origination grant from the DFCD will support JVI to examine E&S risks/safeguards issues in its supply chain and outline strategies to avoid, manage and minimise these risks. The consultant will conduct a preliminary E&S risks/safeguards of JVI’s backward integration operations, policies, and sourcing model to:

1. Identify and manage potential E&S risks associated with JVI’s cocoa sourcing.
2. Develop strategies and action plans to address identified E&S risk and enhance the company’s sustainability and resilience to climate change impacts.
3. Provide recommendations for compliance with IFC Performance Standards, and sustainability best practices.

**4. Scope of Work**

a. E&S Safeguards Assessment

* Review JVI’s Environmental and Social Management System (ESMS) and E&S policies against IFC Performance Standards, and national legality requirements and FMO sustainability for adequacy in managing potential E&S risks and impacts arising from its cocoa sourcing supply chain.
* Conduct a baseline biophysical assessment to understand, describe and map environmental conditions of JVI’s targeted cocoa production supply-sheds, including topography, land cover, and areas of high conservation value.
* Conduct a baseline socio-economic assessment to better understand the socio-economic context and livelihoods of cocoa farming communities and develop a social profile of JVI’s targeted supply-shed areas.
* Identify and assess potential E&S risks associated with JVI's proposed climate-resilient cocoa farming expansion project.
* Assess potential E&S risk and impacts and opportunities of integrating agroforestry into cocoa farming, focusing on biodiversity, production increases, and climate resilience for smallholder farmers.
* Assess JVI’s readiness towards obtaining Rainforest Alliance certification for the additional farmers targeted for its planned expansion of cocoa sourcing operations, identifying gaps and recommending steps to strengthen compliance in farmer sourcing.
* Outline an Environmental and Social Action Plan (ESAP) with a matrix of key actions and measures to i) Strengthen JVI’s existing ESMS; ii) Avoid, manage and mitigate potential risks identified for the planned backward integration of JVI’s cocoa sourcing chain. The ESAP should identify responsibilities, associated capacity building needs and budget estimates.

b. Training and Capacity Building

* Conduct training workshops for JVI staff and key stakeholders, to disseminate the findings of the E&S risk assessments, including improvements on the ESMS review and updated ESAP aligned to the planned expansion of cocoa sourcing areas, highlighting implementation best practices.

1. **Deliverables:**

The consultant will deliver the following deliverables:

* E&S Assessment Report: Preliminary assessment report with baseline data, ESMS review, and outline Environmental and Social Action Plan (ESAP).
* Stakeholder Engagement Plan: SEP that provides a roadmap for effective stakeholder engagement across the cocoa value chain.
* Training Workshop Materials: Materials to train JVI management and operational staff on ESMS,
* Training workshop report: Detailed report of the E&S training workshop conducted to disseminate the findings to JVI staff and other key stakeholders.

1. **Reference Frameworks**
2. IFC Performance Standards,
3. ILO Labour Conventions
4. UN Principles for Responsible Investment, and UN Global Compact
5. EUDR requirements
6. Relevant industry standards e.g. Rainforest Alliance, Fairtrade
7. Applicable local, national, and international environmental and social (including occupational health and safety) legislation, conventions & Treaties.
8. Applicable industry sector standards and guidelines
9. **Timeline:**

The consultant is expected to work for a total of **30** working days. The total duration of the assignment will be maximum 3 months (**June – August 2025**) after signing of the contract.

1. **Qualifications:**

The Consultant firm or team is to comprise a balanced mix of complementary expertise (international/national) to be proposed by the Consultant aligned with the requested services:

* Environmental and Social Safeguards expertise with at least 7 years’ experience of conducting ESMS review, E&S assessments and preparation of ESAPs/Environmental and Social Action or Management Plans (ESAP/ESMPs) for agriculture value chain management projects in Africa.
* Familiarity with IFC Performance Standards and relevant agriculture sub-sector guidelines is expected. Experience with private sector is highly desirable. Experience of similar cocoa sector assessments is advantageous.
* Demonstrated experience in conducting ESG and ESMS reviews, for companies in the cocoa farming and processing sector.
* Practical knowledge and application of the IFC Performance Standards, World Bank ESF, UN Principles for Responsible Investment, and UN Global Compact, FSC Standards, ILO Conventions especially in the cocoa sector
* Strong knowledge of stakeholder engagement best practices and experience in developing stakeholder engagement plans for investments in natural resources including cocoa sector.
* Excellent analytical and report writing skills.

1. **The Proposal**

Consultants are expected to submit both technical and financial proposals at the same time but separated into two files / digital envelopes,

1. File 1: Detailed Technical proposal showing:

* Understanding of the TOR
* Methodology overview that shows how the objectives of the study will be met

1. Detailed financial proposal

* Breakdown of professional fee
* Breakdown of travel, per diem, and related fees

1. CVs

* key staff to be assigned for this study,
* Corresponding roles and responsibilities of key staff

1. Previous experiences in similar assignments.