

## **U.S. DEPARTMENT OF HOMELAND SECURITY OFFICE OF SMALL AND DISADVANTAGED BUSINESS UTILIZATION MENTOR-PROTÉGÉ PROGRAM GUIDE**

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### **1.0 THE DHS MENTOR-PROTÉGÉ PROGRAM**

#### **1.1 SCOPE**

The U.S. Department of Homeland Security (DHS) Mentor-Protégé Program (MPP) is codified in the Homeland Security Act of 2002 at [6 U.S.C. § 475a](#). The DHS MPP is designed to motivate and encourage large business prime contractors to provide mutually beneficial developmental assistance to protégés. The primary focus of a mentor-protégé agreement is business development for the protégé. Small businesses that meet the definition of a small business concern in accordance with the Federal Acquisition Regulation (FAR) 19.001 and FAR [2.101](#) based on its primary North American Industry Classification System (NAICS) code are eligible to be a protégé. This includes the following small businesses: veteran-owned (VOSB), service-disabled veteran-owned (SDVOSB), small disadvantaged (SDB), women-owned (WOSB), economically disadvantaged women-owned (EDWOSB) and small businesses located in a Historically Underutilized Business Zone (HUBZone). Protégés are also Historically Black Colleges and Universities (HBCU) and Minority Serving Institutions (MSI). See Section 1.2 for definitions. All VOSB, SDVOSB, WOSB, EDWOSB, and HUBZone firms must be certified in the [Small Business Search](#) system.

The program is also designed to enhance the performance of DHS contracts, foster the establishment of long-term business relationships between DHS large and small businesses and HBCUs/MSIs. DHS hosts and participates in numerous outreach events in which firms may network and identify potential mentors and protégés. The Department does not match or recommend firms to serve as mentors or protégés. **The approval of a DHS MPP agreement does not constitute or create a Joint Venture (JV) between the mentor and the protégé.** There is also no affiliation with the [U.S. Small](#)

## [Business Administration \(SBA\) Mentor-Protégé Program.](#)

### 1.2 DEFINITIONS

- (a) MENTOR FIRM (hereafter referred to as mentor), as used in the MPP, means a for-profit business concern that is not a small business concern (refer to the [NAICS](#) and the [SBA Table of Size Standards](#) and that demonstrates the commitment and capability to assist a protégé to compete for Federal prime contracts and subcontracts.
- (b) PROTÉGÉ, as used in the MPP, means a small business concern as defined in FAR [2.101](#), including its affiliates, that is independently owned and operated, not dominant in its field of operation, and qualified as a small business under the criteria and size standards in [13 C.F.R. part 121](#) (see FAR [19.102](#)), and meets federal size standards in its primary NAICS code. Protégés, as used in the MPP, also means: **Historically Black College or University** (The term “historically Black college or university” has the meaning given the term “part B institution” in 20 U.S.C. § 1061.) or **Minority Serving Institution** (The term “minority-serving institution” means an institution of higher education described in 20 U.S.C. § 1067(q)(a).).

### 1.3 NON-AFFILIATION

Participation in the DHS Mentor-Protégé Program does not automatically establish affiliation, but affiliation may be found for other reasons as set forth in 13 C.F.R. 121.103. A mentor and protégé should take caution to review SBA affiliation rules on common ownership, common management, identity of interest, economic dependence, joint venture, and ostensible subcontractor rules. If a protégé is a small business and found affiliated with its mentor under any affiliation rule, the protégé may lose its status as a small business contractor. See SBA’s affiliation rule at [13 C.F.R. 121.103](#) for more information.

### 1.4 GENERAL POLICY

- (a) An eligible mentor will enter into a 36-month agreement with an eligible protégé as defined in Section 1.2. Mentors will provide appropriate developmental assistance to enhance the capabilities of protégés to perform as prime contractors and subcontractors.
- (b) Mentor-Protégé Agreements will be applicable to any contract type deemed appropriate by DHS when the requirement for a subcontracting plan is anticipated (refer to FAR Subpart [19.7](#)).
- (c) All participants must be in good standing in the federal marketplace. The program excludes entities that have active exclusions on SAM.gov.

### 1.5 INCENTIVES FOR MENTOR PARTICIPATION

The DHS MPP does **not** have financial reimbursable type agreements as a feature. Although mentors are not reimbursed for costs incurred while participating in the DHS MPP, the following are the incentives a mentor may receive:

- (a) Mentors may have a positive outcome on its proposal for competitive, unrestricted acquisitions that contain the requirement for a subcontracting plan (refer to FAR Subpart [19.7](#)).
- (b) Mentors may receive subcontracting goal credit on a dollar-for-dollar basis by counting protégé developmental assistance, as appropriate, under an approved subcontracting plan. This credit is only allowed if the protégé is the subcontractor as reported in the [Electronic Subcontracting Reporting System \(eSRS\)](#).

### 1.6 INCENTIVES FOR MENTOR AND PROTÉGÉ PARTICIPATION

The mentor and protégé may be eligible for an annual non-monetary recognition award. The award is presented to the mentor-protégé (M-P) team which demonstrates teamwork and the mentor that provides the most effective developmental support to a protégé. The Office of Small and Disadvantaged Business Utilization (OSDBU), in consultation with senior DHS management, will solicit nominations from participating mentors and determine the

award recipient.<sup>1</sup> For more information, contact the Mentor-Protégé Team at [dhsmppteam@hq.dhs.gov](mailto:dhsmppteam@hq.dhs.gov).

## 1.7 MEASUREMENT OF PROGRAM SUCCESS

The overall success of the DHS MPP will derive from an evaluation criteria plan explaining the effectiveness of the relationship consistent with the protégé's developmental assistance provided by the mentor. The evaluation criteria plan should explain at a minimum:

- (a) How the protégé and mentor will meet or exceed their technical ability and developmental goals.
- (b) How the protégé will increase contracting or subcontracting, or grant opportunities, where applicable.
- (c) What types of qualitative or quantitative measurements will be used to evaluate the protégé's success.

## 1.8 MENTOR ELIGIBILITY

- (a) Firms eligible to receive a federal government contract may apply.
- (b) Mentors must be eligible as defined in Section 1.2(a).
- (c) Mentors must select a protégé:
  - (1) Eligible as defined in Section 1.2(b).
  - (2) From a broad base of small business firms or HBCUs/MIs, whose core competencies support the DHS mission.
- (d) Mentors may have multiple agreements (one protégé allowed per DHS MPP agreement). Mentors participating in other Federal agencies' Mentor-Protégé programs, in addition to the DHS program, should maintain a system to prepare separate reports of mentoring activities for each agency's program.
- (e) Mentors must comply with their small business goals in DHS-awarded contracts that include subcontracting plans.
- (f) Mentors must comply with the terms and conditions of the MPP agreement.
- (g) Mentors must acknowledge that details of the MPP agreement are subject to review by the [Committee on Homeland Security and Governmental Affairs and Committee on Small Business and Entrepreneurship of the Senate; and the Committee on Homeland Security, and the Committee on Small Business of the House of Representatives](#) under Subtitle H of title VIII of the Homeland Security Act of 2002 (6 U.S.C. 451 *et seq.*).
- (h) Mentors must participate, at a minimum, in three [Small Business Vendor Outreach Sessions](#) each fiscal year.
- (i) Mentors must participate, at a minimum, in one virtual DHS Vendor Outreach Matchmaking Event.
- (j) When applicable, mentors must report developmental assistance on a semi-annual Individual Subcontracting Report (ISR) or an annual Summary Subcontracting Report (SSR).

## 1.9 PROTÉGÉ ELIGIBILITY

- (a) For selection as a protégé, a firm, HBCU, or MI must be:
  - (1) Eligible as defined in Section 1.2(b); and
  - (2) Eligible for receipt of Federal government contracts.
  - (3) VOSB, WOSB/EDWOSB, SDVOSB, and HUBZone firms must be certified in accordance with SBA requirements.
- (b) A protégé may declare to a mentor that it meets the requirements set forth in paragraph (a) of this section.

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<sup>1</sup> Poor contract performance, active exclusions, or a lack of business integrity and business ethics may disqualify an entity from consideration for the award.

A mentor may rely in good faith on the written business declarations of HBCUs/MIs, and small and small disadvantaged businesses consistent with FAR Part 19.1 and 20 U.S.C. § 1067(q)(a) as evidence of eligibility to participate.

- (c) Protégés may have multiple mentors. Protégés participating in other federal mentor protégé programs in addition to the DHS' program should maintain a system to record and track its activities for each agency's program and/or reporting requirements.
- (d) Protégés must comply with the terms and conditions of the agreement.

#### **1.10 SELECTION OF PROTÉGÉ**

- (a) Mentor(s) will be solely responsible for selecting protégé(s). The agreement will not be approved by DHS unless the protégé meets the requirements in Section 1.2(b).
- (b) The selection of protégé(s) by mentor(s) may not be protested, except as in paragraph (c) of this section. See below.
- (c) Any dispute regarding the size or eligibility status of an entity selected by a mentor to be a protégé shall be referred to the DHS OSDBU for referral to the SBA.

#### **1.11 APPLICATION PROCESS**

- (a) Firms interested in participating in the DHS MPP must submit a joint written application which contains the elements of Section 1.11(b). Applications can be found at the [Mentor-Protégé Program website](#) and will be evaluated to the extent on which the mentor clearly conveys its plans to provide meaningful developmental assistance. The DHS OSDBU reserves the right to review, comment, and approve the developmental assistance submitted in the application and will provide comments to the mentor and protégé as applicable.
- (b) The application must contain:
  - (1) The name, address, email address, website, Unique Entity ID, and primary points of contact (POC) for the mentor and protégé. The designated POCs from both parties shall respond to all inquiries associated with the agreement in a timely manner and must be a representative authorized to enter in the agreement.
  - (2) Check the appropriate boxes representing the protégé's eligibility to participate in the DHS MPP.
  - (3) Check each box that best identifies the terms of the developmental assistance plan and briefly describe potential subcontracting opportunities within the three-year agreement.
  - (4) Show a basic timeline schedule (with milestones) as to when the developmental assistance tasks will be performed and completed within a 36-month period beginning on the approval letter date.
  - (5) Check the box acknowledging the submission of a joint (mentor and protégé) Congressional Requirements Report (August 1<sup>st</sup> of every fiscal year); a joint Mid-Term (18<sup>th</sup> Month) Progress Report; a separate Final "Lessons Learned" Report (36<sup>th</sup> Month), and a Post Protégé Report of the protégé's intent and agreement to report its progress to the OSDBU annually for two (2) years after exiting DHS' MPP. Visit the [Mentor-Protégé Program website](#) to download sample templates.
  - (6) Explain how the protégé will meet or exceed their developmental goal(s) identified in Section III. The evaluation criteria should include a plan to increase the quality of the protégé's technical capabilities and indicate how the mentor's assistance may potentially increase contracting and subcontracting opportunities for the protégé.
  - (7) Give a simple estimated cost breakdown for the developmental assistance provided to the protégé by the mentor within a 36-month period. Also check the box acknowledging that an ISR or SSR will be completed in eSRS when it is applicable. **NOTE:** Costs are non-reimbursable through DHS. Check the box to acknowledge the obligations set forth in the U.S. Department of Homeland Security Acquisition Regulation (HSAR) Section 3052.219-71 if bidding/proposing on a solicitation that has the clause and

- the box is checked in compliance of eSRS/ISR/SSR reporting requirements.
- (8) Check the box acknowledging that the program participation term is 36 months<sup>2</sup>.
  - (9) Provide an anticipated dollar value (no percentages). Briefly describe the types of subcontracts that may be awarded to the protégé within a 36 month period and ensure it is consistent with the extent and nature of the protégé's primary NAICS code.
  - (10) Check the box to acknowledge that the mentor or protégé will notify the MPP Management 30 days in advance of the intent to change its content of the MPP Agreement. For instance, if there is a change to the protégé's representation, socioeconomic status (i.e VOSB, SDVOSB, HUBZone, WOSB, EDWOSB, 8(a) Program, or small disadvantaged), leadership, or primary points of contact identified in Section 1.11(b)(1).
  - (11) Termination procedures:
    - (a) The mentor must notify the protégé and the DHS MPP Management, in writing, at least 30 days in advance of the mentor's intent to voluntarily terminate the Mentor-Protégé Agreement.
    - (b) The protégé must notify the mentor and the DHS MPP Management, in writing, at least 30 days in advance of the protégé's intent to voluntarily terminate the Mentor-Protégé agreement.
    - (c) Check the box acknowledging other termination procedures requiring the mentor to notify the MPP Management Team, and appropriate contracting officer(s), in writing, at least 30 days in advance of intent to voluntarily withdraw from the program; and a plan for accomplishing ongoing work under its DHS contract as a prime should the MPP Agreement be terminated and the protégé is a subcontractor.
  - (12) Attach an [Addendum](#) to the application if the mentor and protégé have agreed to additional terms and conditions and check the box as a 'Yes' or 'No' to confirm.
  - (13) Check the box to acknowledge both parties will comply to the obligations set forth in the U.S. Department of Homeland Security Acquisition Regulation ([HSAR Deviation](#)) Section 3052.219-71 and DHS will be permitted to make available to the public the contact information in the 'Mentor Information' and 'Protégé Information' sections of the application.
  - (14) Complete this section with printed name, points of contact, title, and date. Digitally sign the application as the authorized Mentor and Protégé representatives. The application will become an official agreement upon the Executive OSDBU Director Designee's digital date and signature.

## 1.12 REVIEW AND APPROVAL OF MENTOR-PROTÉGÉ APPLICATION

- (a) The information specified in Section 1.11 as provided in the MPP Application will be reviewed and approved by the OSDBU Director Designee. Upon submission of the application, the DHS MPP Manager will forward an e-mail confirmation of receipt from [dhsmp@hq.dhs.gov](mailto:dhsmp@hq.dhs.gov). The review process can take up to 45 calendar days before notifying applicants of an approval decision. The DHS MPP Program Manager will notify the mentor-protégé team via e-mail upon approval, which will include an approval letter signed by the OSDBU Director Designee. Upon approval, the mentor may implement the developmental assistance program and participate as a mentor in applicable DHS contract opportunities.
- (b) If the MPP Program Manager does not accept the application, additional information may be requested for future consideration or re-submission.

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<sup>2</sup> An existing mentor-protégé agreement will not be extended beyond its 36<sup>th</sup> month. A renewed agreement will be processed as a new application after the 36<sup>th</sup> Month Lessons Learned Report has been submitted to the Mentor-Protégé Program Managers.

### 1.13 DEVELOPMENTAL ASSISTANCE

The following are examples of the types of developmental assistance a mentor may provide, but is not limited to:

- (a) Management guidance related to:
  - (1) Financial management
  - (2) Organizational management
  - (3) Overall business management/planning
  - (4) Business development
- (b) Technical assistance
- (c) Rent-free use of facilities and/or equipment
- (d) Temporary assignment of personnel to the protégé for the purpose of training
- (e) Property
- (f) Loans
- (g) Any other types of mutually beneficial assistance
- (h) HBCU/MI Competitiveness priority areas relating to:
  - (1) Education
  - (2) 21<sup>st</sup> Century Infrastructure
  - (3) Academic Research Enterprise
  - (4) Any other types of mutually beneficial supplemental activities

### 1.14 OBLIGATION

- (a) Mentor or protégé firms may voluntarily withdraw from the program as mutually agreed by both the mentor and protégé(s). If the MPP Agreement is withdrawn, the mentor and protégé shall ensure that there is no impact on DHS contract requirements.
- (b) The mentor and protégé shall submit a “lessons learned” evaluation within 30 days to the MPP Manager at [dhsmp@hq.dhs.gov](mailto:dhsmp@hq.dhs.gov) when an agreement is mutually withdrawn.

### 1.15 INTERNAL CONTROLS

- (a) The MPP Manager will manage internal controls established by the DHS OSDBU to achieve program objectives and to offer checks and balances against undesired actions or consequences. Internal controls include the following:
  - (1) Review and evaluate mentor applications for realism, validity, and accuracy of the information provided;
  - (2) Evaluate at the mid-term (18<sup>th</sup> month) interval to measure protégé progress against the developmental plan contained in the approved application; and
  - (3) Conduct site visits, as appropriate, where mentor-protégé activity is on-going.
- (b) DHS may rescind its acceptance or approval of an existing MPP if it determines that such actions are in DHS’s best interest. Rescission shall be in writing and forwarded to the mentor and protégé points of contact after authorized by the OSDBU Director Designee. Rescission does not change the contractual obligations held by either party.
- (c) DHS will decline an application if DHS determines that the mentor does not possess good character or a favorable financial position, employs or otherwise controls the managers or key employees of the protégé, or is otherwise affiliated with the protégé.
- (d) DHS may terminate the mentor-protégé agreement if:

- (1) DHS determines that the mentor does not possess good character or a favorable financial position;
- (2) DHS determines that the mentor was affiliated with the protégé at the time of application or becomes affiliated with the protégé for reasons other than the mentor-protégé agreement or assistance provided under the agreement; or
- (3) Key managers or personnel become employees of both the mentor and protégé firms at the same time.

#### 1.16 REPORTS AND PROGRAM REVIEW

All reports must be forwarded to [dhsmp@hq.dhs.gov](mailto:dhsmp@hq.dhs.gov). The formatting for the required reports is available at the [Mentor-Protégé Program | Homeland Security \(dhs.gov\)](#)

- (a) **Congressional Requirements Reporting-August 1<sup>st</sup> of every fiscal year (joint)**: Under [Subtitle H of title VIII of the Homeland Security Act of 2002 \(6 U.S.C. 451 et seq.\)](#) mentor-protégé teams shall submit data points and/or metrics.
- (b) **18<sup>th</sup> Month Mid Progress Reporting (joint)**: Identify key business accomplishments and developmental assistance task(s) that were beneficial to both entities within an 18-month period. Also, use this reporting cycle to officially report any issues to the DHS MPP team, if any. The mentor and protégé must submit a joint Mid Term Progress Report (18<sup>th</sup> month).
- (c) **36<sup>th</sup> Month Final Lessons Learned Reporting (individual)**: Identify key business accomplishments, best practices, and “lessons learned” that were beneficial. The protégé will also indicate the number of employees and annual revenue as follows:
  - At the beginning of the Mentor-Protégé Agreement  
Number of Employees \_\_\_\_\_  
Annual Revenue \$ \_\_\_\_\_
  - At the end of the Mentor-Protégé Agreement  
Number of Employees \_\_\_\_\_  
Annual Revenue \$ \_\_\_\_\_  
Subcontracts \$ \_\_\_\_\_
  - If applicable, include the DHS contract number \_\_\_\_\_  
Prime contracts \$ \_\_\_\_\_  
Identify the federal agency \_\_\_\_\_
- (d) **2-Year Post Protégé Reporting (protégé only)**:  
Protégés are required to report their progress annually for two (2) consecutive years after exiting the mentor-protégé program.

#### 1.17 SOLICITATION AND CONTRACT RULES (provided only for reference)

- (a) The contracting officer shall insert the clause [DHS Acquisition Regulation \(HSAR Deviation\) 3052.219-71](#) DHS Mentor-Protégé Program in all solicitations that anticipate the need for a subcontracting plan.
- (b) The contracting officer must insert the clause HSAR [3052.219-72](#) Evaluation of Contractor Participation in the Mentor-Protégé Program, in all solicitations containing the clauses ([HSAR Deviation](#)) 3052.219-71, Mentor-Protégé Program and FAR [52.219-9 Small Business Subcontracting Plan](#).