

**Centre for Coordination of Agricultural
Research and Development for Southern Africa
(CCARDESA)**

Governance Manual

Revised July 2011

GABORONE BOTSWANA

TABLE OF CONTENTS

LIST OF ACRONYMS.....	iii
1. INTRODUCTION	1
2. PURPOSE OF THE GOVERNANCE MANUAL.....	1
3. CCARDESA’S ORIGIN, OBJECTIVES AND FUNCTIONS	1
3.1. OBJECTIVES OF CCARDESA.....	2
3.2. FUNCTIONS OF CCARDESA	3
4. CCARDESA MEMBERSHIP	3
4.1. MEMBERSHIP.....	3
4.2. CATEGORIES OF CCARDESA MEMBERSHIP	4
4.3. PROCEDURES TO BE FOLLOWED IN BECOMING A MEMBER	4
5. CCARDESA’S ORGANS OF GOVERNANCE AND MANAGEMENT	6
5.1. CCARDESA STATUTES	6
5.2. CCARDESA GOVERNANCE STRUCTURE	6
5.2.1. Ministers Responsible for Agriculture and Food Security	6
5.2.2. CCARDESA General Assembly.....	8
5.2.2.1 <i>Responsibilities and functions of the General Assembly</i>	8
5.2.2.2 <i>Meetings of the General Assembly</i>	10
5.2.3. CCARDESA Board of Directors	11
5.2.3.1. <i>Responsibilities and functions</i>	11
5.2.3.2. <i>Membership on CCARDESA Board of Directors</i>	12
5.2.3.3. <i>Board Selection Process</i>	13
5.2.3.4. <i>Accountability and Competences of Board Members, Basic Requirements for Membership and Guiding Principles</i>	14
5.2.3.5. <i>Meetings of the Board of Directors</i>	16
5.2.4. Committees of the Board	17
5.2.4.1. <i>The Programme/Technical Committee</i>	17
5.2.4.2. <i>Appointments Committee</i>	18
5.2.4.3. <i>Finance and General Purpose Committee</i>	18
5.2.4.4. <i>Audit, Risk and Compliance Committee</i>	19
5.2.6. CCARDESA Secretariat	19
5.2.6.1. <i>CCARDESA Secretariat functions</i>	19
5.2.6.2. <i>Executive Director of CCARDESA</i>	21
6. SOURCES OF FUNDING.....	21
7. AMENDMENTS TO THE GOVERNANCE MANUAL	23

LIST OF ACRONYMS

CCARDESA	Centre for Coordination of Agricultural Research and Development for Southern Africa established under Article 3 of the Charter
CGIAR	Consultative Group on International Agricultural Research
FAAP	Framework for African Agricultural Productivity
FANR	Food, Agriculture and Natural Resources Directorate of SADC
FARA	Forum for Agricultural Research in Africa
ICP	International Cooperating Partners
MDF	Multi-Donor Trust Fund
MOU	Memorandum of Understanding
NARS	National Agricultural Research and Development Systems
NEPAD	New Partnership for Africa's Development
NGO	Non-Governmental Organisation
R&D	Research and Development
RISDP	Regional Indicative Strategic Development Plan of SADC
RUFORUM	Regional Universities Forum for Agricultural Development
SACCAR	Southern African Centre for Cooperation in Agricultural Research
SADC	Southern African Development Community established by Article 2 of the Treaty
SADC MAPP	SADC Multi-country Agricultural Productivity Programme
SRO	Sub-regional Research Organisation

1. INTRODUCTION

This Governance Manual is a guide to CCARDESA's governance institutions (Ministers responsible for Agriculture and Food Security, the General Assembly, CCARDESA Board of Directors and CCARDESA Secretariat) in the conduct of their responsibilities and duties. It is also a reference document for all CCARDESA stakeholders who wish to know how CCARDESA is governed. It assures development partners that CCARDESA observes the principles of good governance to which they are bound in allocating their resources.

The Manual compliments to CCARDESA's Charter by providing more details on governance matters.

The Manual also seeks to ensure transparency and efficient governance that will maximise the efficient utilisation of the scarce human and financial resources for the accomplishment of CCARDESA's mandate while coping with the change and growth in CCARDESA's activities that are anticipated, especially in its early years.

The Manual will be subjected to review and approval by the CCARDESA Board of Directors and endorsement by the General Assembly.

In the event of conflict between any provision of this Manual and the CCARDESA Charter, the Charter shall prevail

2. PURPOSE OF THE GOVERNANCE MANUAL

The purpose of the Governance Manual is:

- (i) To set out the roles, responsibilities and decision-making processes of CCARDESA's governance institutions.
- (ii) To set out procedures for recruitment, evaluation and severance of the Executive Director as Chief Executive Officer of CCARDESA.
- (iii) To reflect the relationship between CCARDESA and its principal stakeholders in CCARDESA's governance.

3. CCARDESA'S ORIGIN, OBJECTIVES AND FUNCTIONS

The need for an SRO was expressed by stakeholders since 2002 after the closure of the Southern African Centre for Cooperation in Agricultural Research (SACCAR). The closure of SACCAR as a Sector Coordinating Unit in 2001, made it impossible to mobilize adequate human and financial resources to meet the current and growing needs for research and development (R&D) in the SADC region.

The launch of FARA in 2002 emphasised the need for strong Sub-regional Organisations (SROs), such as CCARDESA as a pre-requisite for the success of FARA, NEPAD and other continental initiatives on agricultural R&D.

While the SADC Ministers responsible for Agriculture and Food Security have all along courted for the strengthening of human resources of the R&D programme within the FANR Directorate, the restructuring of SADC Secretariat has not increased human resources capacity.

In January 2007 SADC Secretariat commissioned a study examining various SRO options whose results were presented at various forums to regional stakeholders and to development partners. Stakeholders unanimously preferred an SRO with sufficient autonomy to set out its own plans and activities, to freely interact with public, private, international and civil society partnerships, to independently manage its financial and human resources, and attract direct funding with minimal bureaucratic constraints, while at the same time maintaining the formal linkage with the SADC Secretariat, which would give the SRO the necessary political support and ownership by stakeholders from all SADC Member States.

Accordingly, CCARDESA was developed under the Subsidiarity Principle of SADC which gives the SRO complete autonomy to manage its human and financial resources with the SADC Secretariat providing overall strategic policy guidance to ensure that the regional R&D agenda and priorities are consistent with the SADC mandate on agriculture and food security.

3.1. OBJECTIVES OF CCARDESA

The Objectives of CCARDESA are:

- (i) To coordinate and promote collaboration among regional and National Agricultural Research and Development Systems (NARS) through regional and international cooperation;
- (ii) To facilitate the exchange of information and technology among the SADC regional agricultural R&D institutions;
- (iii) To promote partnerships in the SADC region between public, private, civil society and international organizations in agricultural R&D;
- (iv) To improve agricultural technology generation, dissemination and adoption in the region through collective efforts, training and capacity building; and
- (v) To strengthen national agricultural R&D institutions by mobilising human, financial and technological resources to implement and sustain demand-driven activities.

3.2. FUNCTIONS OF CCARDESA

The functions of CCARDESA shall be:

- (i) To coordinate, harmonise, promote and advocate R&D policy among States Parties;
- (ii) To update regional agricultural R&D priorities and to coordinate, joint programmes among stakeholders, including promotion and development of agro-based value-adding technologies;
- (iii) To mobilise and generate resources for the SADC region and to foster partnership and collaboration with regional and international agricultural research organizations;
- (iv) To empower and strengthen farmers and their organisations or groups into effective partners in agricultural development and enhancing their access to markets and negotiating skills;
- (v) To facilitate regional capacity building of agricultural and natural resources scientists in terms of training, development and management;
- (vi) To facilitate development of sustainable education, training and learning systems that contribute to farmer-oriented innovation and technology transfer systems for the region; and
- (vii) To promote co-operation, consultation and exchange of scientific and technical information on best practices in agricultural research and advisory services in the SADC region.

4. CCARDESA MEMBERSHIP

4.1. MEMBERSHIP

- (i) In each SADC Member State there exist agricultural R&D institutions that could form a stakeholder base for CCARDESA. Membership to CCARDESA is open to all these institutions provided they meet the requirements set in this Manual.
- (ii) CCARDESA Secretariat shall maintain a membership record for CCARDESA Board of Directors. Registered member institutions will constitute the inaugural General Assembly.
- (iii) Subsequent to the inaugural General Assembly, only paid up members shall participate in the General Assembly.
- (iv) Members shall pay annual membership subscriptions beginning from a date to be determined by the General Assembly. Thereafter, the subscription shall be determined from time to

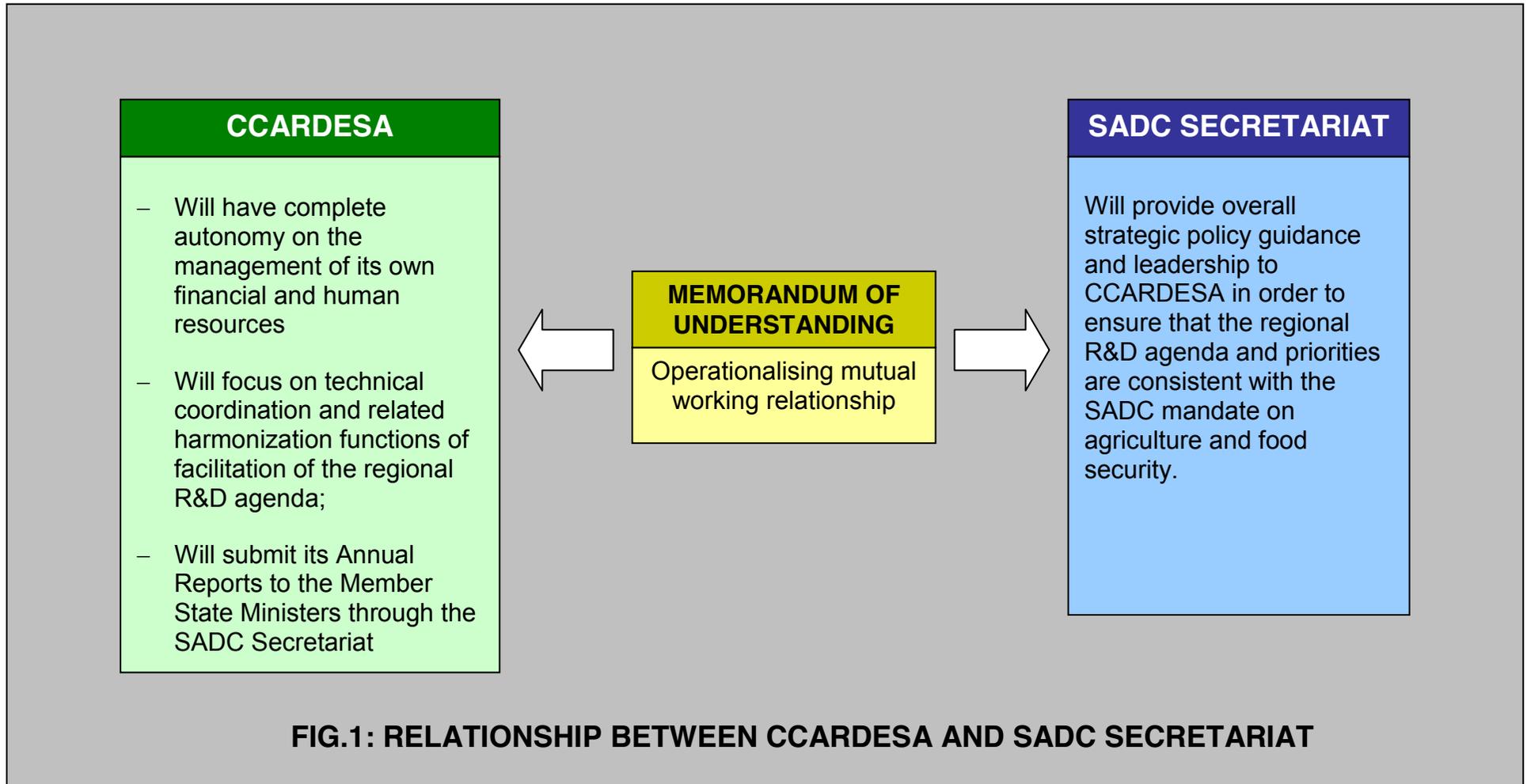
time by the CCARDESA Board and shall be approved by the General Assembly.

4.2. CATEGORIES OF CCARDESA MEMBERSHIP

- (i) CCARDESA membership shall comprise institutional stakeholders from all agricultural sub-sectors, both public and private (research, extension, universities, colleges, farmer organisations and associations, agricultural NGOs, market agents, agricultural produce processors and input suppliers, private agro-industries and agribusinesses, other agricultural research and development agencies and foundations, etc.); and honorary members.
- (ii) The General Assembly may confer honorary membership on individuals, but not institutions. These are nominated for acceptance by the General Assembly on the basis of their outstanding contribution to the agricultural research and development in the SADC region.

4.3. PROCEDURES TO BE FOLLOWED IN BECOMING A MEMBER

- (i) Members of the General Assembly shall be drawn from the CCARDESA stakeholder base and shall be registered. In order to constitute the inaugural stakeholder general assembly, CCARDESA Board of Directors shall instruct CCARDESA secretariat to develop and distribute a registration form to all stakeholder institutions in SADC Member States inviting them to register.
- (ii) The CCARDESA secretariat shall maintain a membership register and update it from time to time.
- (iii) When a General Assembly is convening, any unconfirmed applicants from eligible institutions may attend the General Assembly as observers.
- (iv) Nominations for honorary membership shall be submitted to Board of Directors for consideration through the CCARDESA Executive Director.. The Board will present a resolution to plenary of the General Assembly, which will vote by acclamation.



5. CCARDESA'S ORGANS OF GOVERNANCE AND MANAGEMENT

CCARDESA will consist of three statutes and a governance structure.

5.1. CCARDESA STATUTES

CCARDESA will consist of three statutes comprise a Charter and two Memoranda of Understanding (MOU) between CCARDESA and SADC Secretariat and between CCARDESA and the Secretariat of the Forum for Agricultural Research in Africa (FARA).

- (i) There shall be a Charter establishing CCARDESA signed by at least two thirds of SADC Member States for CCARDESA to become a legal entity. The Charter will define the functions and roles of different actors in the governance structure.
- (ii) There shall be an MOU between SADC Secretariat and CCARDESA defining their relationship. The MOU shall be approved and signed by the Chairperson of CCARDESA Board of Directors and the Executive Secretary of SADC. The MOU will formalise the linkage between CCARDESA and the SADC Secretariat, and will define the functions and roles of the two parties and their operational modalities. Under this MOU, CCARDESA will coordinate the implementation of regional agricultural R&D programmes while the SADC Secretariat will provide overall guidance and leadership on regional agricultural policy.
- (iii) There shall be an MOU between the CCARDESA and FARA Secretariat. The MOU will define the fiduciary functions of FARA and facilitation roles to CCARDESA until the CCARDESA Secretariat is fully established and functioning. FARA's fiduciary support is needed during CCARDESA's formative period until its own financial management systems and procedures are well developed and meet the requirements of the multi-donor trust fund (MDTF) financing CCARDESA.

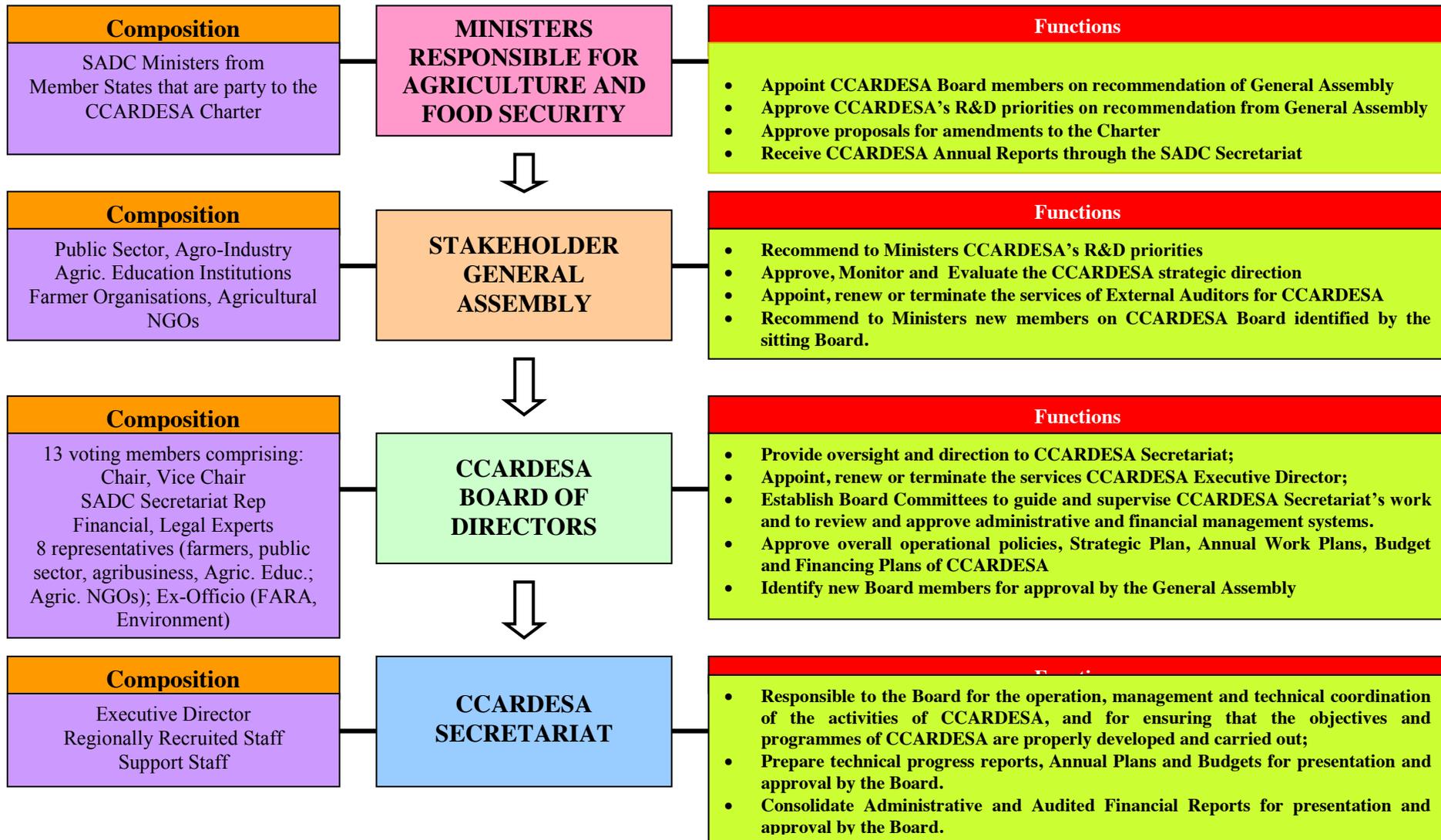
5.2. CCARDESA GOVERNANCE STRUCTURE

CCARDESA's governance structure consists of the Ministers responsible for Agriculture and Food Security, the General Assembly, Board of Directors, Operational Committees of the Board and CCARDESA Secretariat.

5.2.1. Ministers Responsible for Agriculture and Food Security

Ministers responsible for Agriculture and Food Security from Member States which are signatories to the Charter form the top tier in governance structure of CCARDESA.

FIG.2: CCARDESA INSTITUTIONAL ARRANGEMENTS



The ministers shall be responsible for the following functions:

- (i) Consider and approve proposed amendments to the Charter.
 - (a) Any Member State of CCARDESA may propose amendments to this Charter in writing to the CCARDESA Secretariat.
 - (b) CCARDESA Secretariat shall notify the Ministers of the proposed amendments at least 30 days in advance of consideration of the amendments by the Ministers.
 - (c) Amendments to this Charter shall be adopted by a decision of three quarters of Member States' Ministers who are signatories to the Charter.
- (ii) Appoint CCARDESA Board members on the recommendation of the General Assembly (see section 5.2.3.3 on selection of Board members)
- (iii) Approve CCARDESA's agricultural R&D priorities on the recommendation of the General Assembly
- (iv) Receive CCARDESA Annual Reports through the SADC Secretariat

5.2.2. CCARDESA General Assembly

CCARDESA General Assembly shall comprise eligible stakeholder agricultural R&D institutions that are registered by CCARDESA. As described in Section 4 above, these include institutional stakeholders from all agricultural sub-sectors, both public and private (research, extension, universities, colleges, farmer organisations and associations, agricultural NGOs, market agents, agricultural produce processors and input suppliers, private agro-industries and agribusinesses, other agricultural research and development agencies and foundations, etc.)

5.2.2.1 Responsibilities and functions of the General Assembly

- (i) The first business at each General Assembly's meeting shall be to elect the Chair and Vice Chairperson who will hold office until the next meeting of the General Assembly. The following steps will be followed in electing the Chairperson and Vice Chairperson:
 - (a) At least 30 days before the meeting of the General Assembly CCARDESA Secretariat shall invite from institutions registered as a members of CCARDESA General Assembly to submit nominations of Chairperson to the General Assembly.
 - (b) Each nomination shall be accompanied by a short narrative on the suitability of the candidate to chair the General

Assembly. The General Assembly will conduct a secret ballot where each delegate will cast one vote.

- (c) The candidate with the highest vote and the run up will be elected as the Chairperson and Vice Chairperson, respectively.
 - (d) The Chairperson and Vice Chairperson will remain in office until the next ordinary meeting of the General Assembly.
- (ii) The General Assembly will:
- (a) consider proposals to the amendments of the Charter and submits its recommendations to the Ministers;
 - (b) recommend to Ministers, for approval, regional agricultural R&D priorities for CCARDESA;
 - (c) approve, monitor and evaluate the CCARDESA strategic direction
 - (d) appoint, renew or terminate the services of External Auditors for CCARDESA. Receive, comment on, and approve the reports of the External Auditors; and appoint *ad hoc* independent review committees and panels as and when it deems it necessary; and
 - (e) recommend, to Ministers, new members on CCARDESA Board identified by the sitting Board (self-generating Board)
- (iii) The General Assembly approves membership to eligible institutions recommended by CCARDESA Secretariat and shall appoint honorary members:
- (a) Any institution registered as a member of CCARDESA General Assembly may nominate an honorary member to the General Assembly on the basis of outstanding contribution to the agricultural R&D in the region.
 - (b) The General Assembly may confer honorary membership on such individuals by a consensus vote. Honorary members shall have no vote in the General Assembly.
- (iv) The General Assembly shall form its own committees, as necessary. Given the potential size of membership on the General Assembly, it may be essential for the General Assembly to set up committees to undertake specific tasks on its behalf.
- (v) In line with paragraphs 5.2.2.1 (ii) (c) and (iv) above, the General Assembly will establish a Technical and Quality of Science Committee which will monitor and evaluate the CCARDESA strategic direction and to quality assure the research processes

and outputs. The Committee will present its reports to the General Assembly, which shall develop Terms of Reference for this Committee.

- (vi) The General Assembly shall approve legal instruments, recommended by the Board of Directors for the smooth functioning of CCARDESA
- (vii) The General Assembly shall delegate powers to the Board that it deems necessary for effective implementation of CCARDESA's programmes.

5.2.2.2. Meetings of the General Assembly

- (i) Ordinary meeting of the General Assembly will be held biennially to review CCARDESA's Policies, and Programmes
 - (a) Ordinary meetings of the General Assembly shall be held at such time and venue which was determined during the previous meeting. The meeting shall ordinarily be organised at the most convenient location.
 - (b) An ordinary meeting shall be convened by the Secretariat by way of written notice detailing time, date and venue and circulated to all members of the General Assembly. Notification shall be circulated to members not later than sixty (60) days prior to the date of the meeting.
 - (c) Notification of meetings together with agenda and other documentation shall be circulated forty-five (45) days prior to the date of the meeting. Members shall be required to notify their attendance or that of any mandated nominee and to submit items for any other business to the Secretariat in writing not later than fourteen (14) days prior to the date of the meeting.
 - (d) Quorum at the meeting shall be constituted by simple majority of the total number of registered members present.
 - (e) The CCARDESA Secretariat shall be the Secretariat to the General Assembly.
- (ii) Extraordinary General Assembly meetings may be held if the request is supported by two thirds of registered members to the General Assembly. Such a request shall be submitted in writing to CCARDESA Secretariat who shall submit the request to CCARDESA Board of Directors who in turn shall notify the Chairperson of the General Assembly. The Chairperson of the General Assembly will determine the merit of such a request and convene the Extra-ordinary meeting, as necessary.

- (iii) Procedures for conducting meetings of the General Assembly shall be specified in its Rules of Procedures Handbook. CCARDESA Secretariat shall draft the rules and procedures that will be approved and adopted by the General Assembly.

5.2.3. CCARDESA Board of Directors

The Board's functions and decisions shall not be undertaken by proxies. In guiding and supervising the work of the CCARDESA Secretariat, the Board may establish Committees which will execute specific duties and tasks on behalf of a full Board.

5.2.3.1. Responsibilities and functions

- (i) The Board shall provide oversight and direction to CCARDESA Secretariat on behalf of the General Assembly. It will monitor and guide the implementation of CCARDESA's management and programmes and submit reports to the General Assembly
- (ii) The Board recommends External Auditors to the General Assembly
 - a) The Board shall instruct CCARDESA Secretariat to source an internationally reputable firm of External Auditors for CCARDESA through a call for Expression of Interest.
 - b) CCARDESA Secretariat will source an independent firm to evaluate the submissions from bidders and prepare a report with recommendation which will be submitted to the General Assembly by the Board for a decision on the appointment of the External Auditors.
 - c) The Board will recommend to the General Assembly, the appointment and remuneration of External Auditors; It will receive and comment on the reports of the External Auditors.
- (iii) The Board shall appoint, renew or terminate the services of the Executive Director of CCARDESA Secretariat. The Board will establish recruitment procedures including advertising, selection, recruitment and appointment and approve the regulations governing the terms and conditions of his/her employment.
- (v) An Appointments Committee of the Board shall assist the Executive Director of CCARDESA in the selection and recruitment of regional staff. The Executive Director of CCARDESA shall proceed to appoint the selected candidates.
- (vi) The Board shall approve all CCARDESA operational manuals (Personnel Policy Manual, Financial Management Manual, Procurement Manual, Grants Manual, etc.) and overall operational policies and strategic plans of CCARDESA

(Strategic Plan, annual work plans, budget and financing plans) and submit reports to the General Assembly.

- (vii) The Board shall select new members of the Board based on the principles established in section 5.2.3.3 of this Manual.
- (viii) The Board shall make recommendations to the General Assembly for approval of new members of the General Assembly and membership subscriptions.
- (xiii) The Board shall provide oversight to CCARDESA's relationships with its stakeholders in particular the NARS, Farmer Organisations, Private Sector, NGOs, donors and development partners.
- (ix) The Board shall perform other tasks as may be assigned by the General Assembly in pursuit of CCARDESA's mission and objectives.

5.2.3.2. *Membership on CCARDESA Board of Directors*

The CCARDESA Board shall comprise 13 voting members where SADC Secretariat will have a permanent seat on the Board. In line with CCADP and FAAP principles on stakeholder participation, the remaining 12 members shall be drawn from experts in agricultural research, agricultural extension, agricultural education, agribusiness, agricultural policy and planning, the agricultural civil society, farmer organisations, financial institutions and the legal fraternity. The 12 members to CCARDESA Board will be drawn from candidates from Member States that are signatory to the CCARDESA Charter.

- (i) The CCARDESA Board of Directors shall comprise 13 voting members and Ex officio members as follows:
 - (a) Chairperson
 - (b) Vice Chairperson
 - (c) Eight members representing the full range of agricultural R&D stakeholders comprising farmers, public sector, agribusiness, agricultural education and agricultural civil society organizations;
 - (d) Representative of SADC Secretariat (Permanent Seat)
 - (e) Financial expert
 - (f) Legal expert
 - (g) Ex-Officio members (FARA representative and Environmental expert)

- (ii) The CCARDESA Board Chairperson shall be the legal representative of CCARDESA. He/she will chair the meetings of the Board and provides oversight for the implementation of the CCARDESA's approved Work Programme and Budget. He/she will report on the implementation of CCARDESA's programmes and all other significant operational matters to the General Assembly.
- (iii) In the absence of the Chairperson the Vice Chairperson will assume the Chair. In absence of both Chairpersons members of the Board at a legally constituted meeting will elect a member to serve as the Chairperson for that meeting.
- (iv) All members of the Board of Directors shall hold office for a period of two years except for the first Board where the remaining 50% of the inception members shall retire after three years in order to maintain continuity and overlap.
- (v) The 12 Board members will be selected in such a manner that no two members on the Board come from the same country.
- (vi) All members of the Board will be appointed for their individual skills, experience and expected contribution to the agricultural R&D agenda for the SADC region.
- (vii) Once on the Board, members shall not represent their countries. However, membership to the Board will rotate, over time, to give opportunity for stakeholders from all participating Member States to be represented, including gender representation.

5.2.3.3. Board Selection Process

- (i) *Constituting the first Board of CCARDESA*
 - (a) SADC Secretariat shall invite each SADC Member State that is party to CCARDESA to nominate:
 - An eminent agriculturalist from which to select the Chairperson and Vice Chairperson of CARDESA Board. The ideal candidate shall be an individual with professional respectability and experience in agricultural R&D coordination and implementation. The second best person from the selection process becomes the Vice Chairperson;
 - Eight candidates representing the full range of agricultural R&D stakeholders (public sector, agribusiness, farmers, agriculture education and civil society). This is to ensure that the Board of Directors is representative of key stakeholders in the region.
 - A Financial Expert

- A Legal Expert

Each nomination shall be accompanied by comprehensive curriculum vitae for the candidate to facilitate a transparent selection process.

- (b) Upon receipt of nominations from Member States, SADC Secretariat will convene a meeting of SADC MAPP Steering Committee to shortlist candidates.
- (c) SADC Secretariat will then convene a meeting of Ministers responsible for Agriculture and Food Security to approve the list of selected candidates and appoint the Board.
- (d) SADC Secretariat will have a permanent seat on the Board and will provide its representative.
- (e) The appointed Board will be presented at the inaugural General Assembly meeting.

(ii) *Selection of Subsequent Members of CCARDESA Board*

- (a) The Board will be self generating. It will identify the incoming new members and submit the candidates to the General Assembly for confirmation and appointment by the Ministers. In the event of a vacancy due to termination of services, resignation, or death of a member, the Board will seek the authority of the General Assembly Chairperson to fill the vacancy pending confirmation at the next meeting of the General Assembly.
- (b) The selection shall ensure that the Board is as representative as possible in terms of Member States and gender representation. Board membership shall be on rotational basis in order to ensure that all Member States are represented over time.

5.2.3.4. *Accountability and Competences of Board Members, Basic Requirements for Membership and Guiding Principles*

(i) *Accountability and competences of the board and members*

CCADESA Board shall be accountable. Its functions and decisions shall not be undertaken by proxies. The Board shall have a good skills mix of experts and stakeholders.

Members of the Board will be appointed for their individual skills, experience and expected contribution to the R&D agenda for the SADC region. Individual Board members shall be accountable, i.e., they can be sued on Board matters individually and/or collectively. Therefore, each Board member will be required to sign a contract spelling out his/her responsibilities and obligations. Because the Board functions and decisions can not be undertaken by proxies, members selected to

the Board shall have time, commitment and energy devoted to serving the regional organisation. To avoid conflict of interest, Board Members shall not be eligible for positions in the CCARDESA Secretariat.

(ii) *Basic requirements for Board membership*

CCARDESA Board members shall have competences which include:

- (a) Eminence in the skills area with several years of service
- (b) Good national and public standing
- (c) Clean criminal record and traceable references

(iii) *Principles guiding the conduct of Board members*

Members of the Board will be required to adhere to CCARDESA's Guiding Principles to be drawn up by the Board. These Guiding Principles will include:

- (a) regular attendance of members at Board meetings;
- (b) to declare all matters involving conflict of interest; and activities prejudicial to their independence as Board members.
- (c) to resign from the Board if a member misses two consecutive meetings without valid reasons or if he/she has interests that are not consistent with the spirit, goals and objectives of CCARDESA.
- (d) Board members to conduct themselves in a manner which preserves the good image of CCARDESA and the Board, at all times.
- (e) the right of the Board to impose penalties, as are appropriate, in terms of the disciplinary procedures in cases of infringement of Board rules, or misconduct, carelessness and/or negligence in the performance of duties; and
- (f) a Board member who is convicted in a court of law or who has breached any of these guiding principles shall be guilty of misconduct.

When conducting assignments on behalf of CCARDESA, members will function solely as representatives of CCARDESA in the pursuit of its regional mandate. They shall not identify with, nor engage in any activity on behalf of their own institutions or Member States

(iv) *Entitlements of Board of Directors*

Board members will be entitled to payment of honoraria, reimbursement of travel, travel insurance and associated matters and

other expenses related to the work of CCARDESA in accordance with CCARDESA financial rules and procedures.

5.2.3.5. Meetings of the Board of Directors

- (i) The Board of Directors shall hold no less than two ordinary meetings per year for the purpose of receiving and approving CCARDESA's Annual Reports, annual accounts, the Auditor's report and fulfilling its other duties. The Board may hold additional special meetings as is necessary at the request of the Chairperson or by at least two thirds of the members of the Board. All meetings shall be sanctioned by the Chairperson of the Board. Frequent Board meetings are envisaged during the formative period of CCARDESA.
- (ii) The Board shall establish and adopt rules and regulations for the conduct of its meetings;
- (iii) The quorum at any meeting of the Board of Directors shall be 50 percent plus one member. Decisions of the Board shall normally be based on consensus, or if voting is necessary, by a simple majority of the members present at the meeting with the Chairperson having a casting vote in case of a tie vote.
- (iv) The Executive Director of CCARDESA shall be Secretary of meetings of the Board. The Executive Director may appoint one of his/her senior staff to carry out this role. Minutes of each Board meeting will be prepared by the Secretary to the Board, endorsed by the Chairperson, and circulated to all Board members not later than four weeks after each meeting.
- (v) The information provided to the Board members is CCARDESA's intellectual property and the discussions of the Board are confidential. All approved and signed minutes of the Board meetings will be compiled and stored in hard copy and electronic format at the CCARDESA Secretariat.
- (vi) Notice of statutory and special meetings of the Board will be given to members by the Executive Director of CCARDESA at least six weeks before the meeting date.
- (vii) The agenda will normally *inter alia* contain:
 - (a) review, correction and approval of minutes of the previous meeting
 - (b) matters arising from the approved minutes
 - (c) review and approval of reports from Committees
 - (d) matters arising from Committee reports
 - (e) report on CCARDESA activities from the Executive Director of CCARDESA.
 - (f) financial reports; and

- (g) any other business - by agreement of the members present, the agenda for the meetings may be adjusted to include other items relevant to the proper conduct of the meeting.

5.2.4. Committees of the Board

The Board of Directors may establish Committees with particular terms of reference which shall form an addendum to the CCARDESA Governance Manual. The Board will determine the number of committees and frequency of meetings as necessary.

- (i) the Board shall appoint the members of these Committees guided by the professional expertise of the members and shall retain the authority to change the membership of any or all Committees at any time as deemed appropriate.
- (ii) each Committee shall appoint a Chairperson from amongst its members. In the absence of the designated Chairperson, members of the Committee will designate a person to chair that meeting by majority vote of those present.
- (iii) the functions and responsibilities of each Committee will evolve with the development and needs of CCARDESA.

The following are envisaged committees to be established as needed: Programme/Technical Committee, Appointments Committee, Finance and General Purpose Committee, and Audit, Risk and Compliance Committee.

5.2.4.1. *The Programme/Technical Committee*

The Programme/Technical Committee will:

- (i) review the strategy, implementation framework, work program and business plan developed by the Executive Director of CCARDESA. The Committee will ensure that these are in line with CCARDESA's vision and mission. It will also ensure that CCARDESA and NARS programmes are complimentary.
- (ii) advise the Board on programs and partnerships that CCARDESA could implement and make sure that in line with CAADP principles of stakeholder participation, all CCARDESA's stakeholders are involved.
- (iii) provide general oversight, guidance and advice on matters relating to the CCARDESA's programmes. This will include oversight on annual programmes, their evaluations and assessments.
- (iv) receive and review sub-projects reports from the Grant Management Unit; and
- (v) review CCARDESA's representation on different taskforces or committees for agricultural R&D in SADC region, the African continent and elsewhere and advise the Board accordingly.

5.2.4.2. HR Committee

The HR Committee will:

- (i) identify and nominate candidates for Board membership who have skills and experiences that are relevant and can contribute effectively to the work of the Board and who can add value to CCARDESA's mission and objectives.
- (ii) maintain a database of serving and potential Board members to be kept by CCARDESA Secretariat.
- (iii) advise the Board on the terms of members, their availability and record of service to the Board and pending vacancies on the Board and its Committees.
- (iv) announce calls for nominations for the Board and ensures that they are widely circulated amongst the relevant stakeholder groups.
- (v) receives nominations, screens the candidates and makes short lists of candidates and submits them to the full Board for consideration by the General Assembly.
- (vi) presents annual reports on its functions to the CCARDESA Board; and
- (vii) Assist the Executive Director of CCARDESA in the recruitment of regional staff.

5.2.4.3. Finance and General Purpose Committee

The Finance and General Purposes Committee provides professional guidance and oversight of CCARDESA's management systems for human and financial resources and physical assets. This includes policy guidance on personnel and administrative issues.

Its specific functions include:

- (i) Providing oversight on the implementation of CCARDESA's accounting and financial management procedures and advises the Board accordingly.
- (ii) considering and commenting on CCARDESA's annual financial reports before they are presented to the Board by the Executive Director of CCARDESA for confirmation by the Board
- (iii) providing technical advice on the preparation of relevant documentation for the annual audit of CCARDESA's accounts;
- (iv) providing general oversight, guidance and advice to the Board on matters relating to the CCARDESA's administrative and HR management and policies. This will include oversight of the annual staff performance evaluations and assessments; and
- (v) reporting to the CCARDESA Board the status of CCARDESA's human, financial and physical assets and their suitability for CCARDESA's envisioned programmes.

5.2.4.4. Audit, Risk and Compliance Committee

The Audit, Risk and Compliance Committee:

- (i) recommends to the CCARDESA Board the appointment of a reputable firm as External Auditors.
- (ii) considers and approves CCARDESA's internal audit systems and procedures.
- (iii) receives and reviews the reports of the Internal and External Auditors and reports to the Board.
- (iv) receives, reviews and submits the risk assessment and compliance half yearly reports to the Board; and
- (v) develops and presents an Internal Audit Charter to the Board.

5.2.6. CCARDESA Secretariat

There shall be a Secretariat, which shall be responsible for the day-to-day management and technical coordination of the activities of CCARDESA. The Secretariat shall implement the policies and decisions established and approved by the Board of Directors. In so doing, the Secretariat shall be responsible to the Board for the operation and management of CCARDESA and for ensuring that the objectives and programmes of CCARDESA are properly developed and carried out.

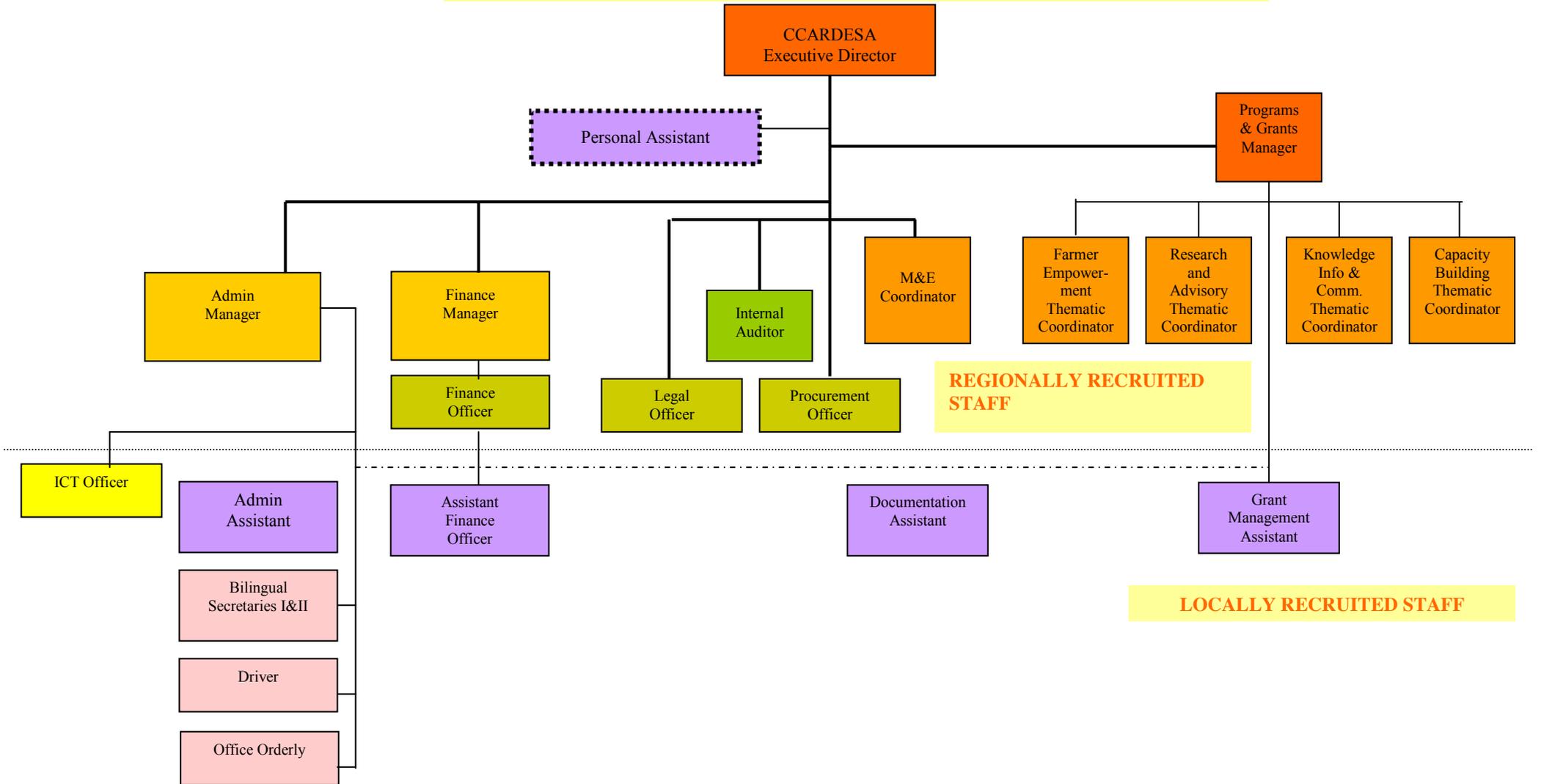
The Secretariat shall consist of the Executive Director who will be the Chief Executive Officer of CCARDESA and such other staff as the Board of Directors may deem necessary. The Executive Director and regionally recruited staff shall be nationals of Member States that are signatories to the CCARDESA Charter. The CCARDESA Secretariat support staff shall be nationals of the host country. It is envisaged that CCARDESA Secretariat will grow over time until the institution is fully established. Figure 3 presents the proposed organisational structure of CCARDESA when it is fully operational.

5.2.6.1. CCARDESA Secretariat functions

CCARDESA Secretariat shall:

- (i) be responsible for the day-to-day management and technical coordination of the activities of CCARDESA.
- (ii) implement the policies and decisions of the Board guided by the relevant operational manuals.
- (iii) prepare Annual Plans and Budgets for presentation and approval by the Board before the start of each financial year;
- (iv) compile and summarize the progress reports of the regional agricultural R&D activities for presentation and approval of the Board; and
- (v) prepare consolidated Administrative and Audited Financial Reports for presentation and approval of the Board.

CCARDESA SECRETARIAT (AT FULL STAFFING LEVELS)



5.2.6.2. Executive Director of CCARDESA

5.2.6.2.1. Appointment and Tenure of Office

The Executive Director of CCARDESA is appointed by the Board of Directors. He/she will be a SADC national and will be selected through a regional competitive recruitment process. An independent firm will be hired by the Board to advertise the position, interview potential candidates and come up with a short list of the best three candidates. The Board of Directors will interview the three candidates from the short list and make the final selection of the most suitable candidate for appointment to the post of Executive Director of CCARDESA.

The term of the Executive Director is a four year fixed term contract. Following satisfactory performance, the contract may be renewed for a maximum of one further term not exceeding four years.

5.2.6.2.2. Functions of the Executive Director

The Executive Director is CCARDESA's Chief Executive Officer with the prime responsibility of executing the decisions of CCARDESA's Board of Directors. The Executive Director reports to the Chairperson of CCARDESA Board.

The Executive Director's functions include:

- (i) Recruit and appoint regional staff of CCARDESA Secretariat with assistance of Appointments Committee of CCARDESA Board.
- (ii) Manage CCARDESA Secretariat staff, programmes, finances and assets according to procedures approved by the Board.
- (iii) Ensure the preservation of CCARDESA's corporate image and memory.

6. SOURCES OF FUNDING

Funding for regional agricultural R&D programmes in SADC has largely depended on the generous support from ICPs. Initially, CCARDESA is expected to rely mainly on support from ICPs. Over time, however, Member States and other regional stakeholder institutions are expected to make an increasing contribution. The different funding sources and their promotion will be explored as part of the long-term strategy for CCARDESA, which is planned to be one of the early activities of CCARDESA's Board and Secretariat.

In the long term, therefore, and in keeping with other research and development organisations delivering regional or international public goods, CCARDESA will derive its income from the following sources:

- (i) support from the ICPs;
- (ii) contributions from Member States through the establishment of the Reserve Fund that was approved by the Ministers responsible for Agriculture and Food Security on 14 July 2011;
- (iii) contributions from registered stakeholders of the General Assembly;
- (iv) charging management fees on programmes and projects under its portfolio; and
- (v) any other sources which the Board of Directors may deem appropriate;

Figure 4 shows the main sources of financial support for CCARDESA and the flow of funds to programmes.

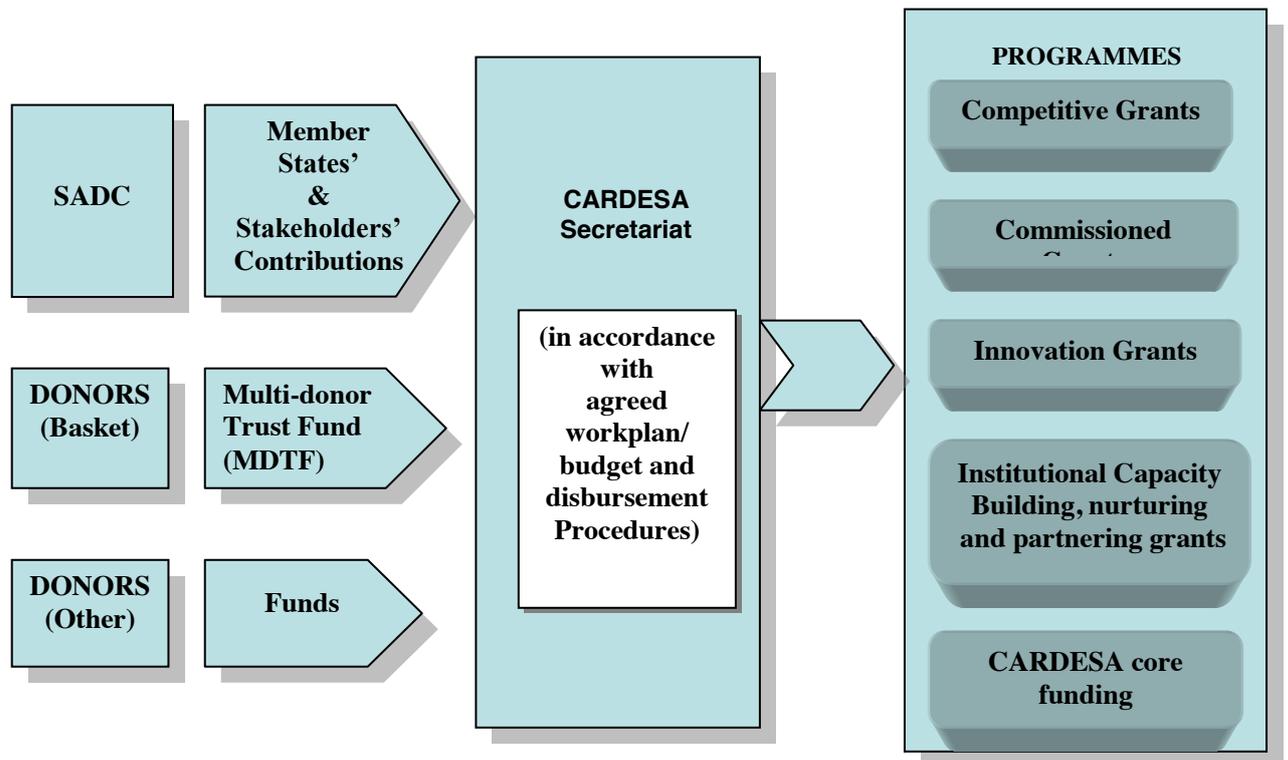


Figure 4: Framework for flow of funds for CCARDESA

CCARDESA shall not incur any financial debts, without the express consent of the Board.

7. AMENDMENTS TO THE GOVERNANCE MANUAL

- (i) This governance manual may be amended by majority decision of the Board of Directors. Any intent to propose amendments, together with the full details of the proposed amendments, will be submitted to the Board Secretary who shall put it on the agenda for the next Board meeting.
- (ii) Within three months of approval of amendments of any article of governance, it will be printed and distributed to the Board and published on CCARDESA's web site.