



Forum for Agricultural Research in Africa

Governance Manual

2013 Edition



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12 Anmeda Street, Roman Ridge

PMB CT 173, Accra, Ghana

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A. Preamble

- A.1 This Manual shall guide the General Assembly of the Forum for Agricultural Research in Africa (FARA) and its Board of Directors in the conduct of their responsibilities and duties. It shall also serve as the primary reference document for all FARA partners and stakeholders who wish to know how FARA is governed. It will assure FARA's investors that FARA observes and accepts to be bound by internationally recognized principles and practices of good corporate governance in allocating resources and discharging its continental mandate.
- A.2 Article 8.3.b.vi. of the FARA Constitution empowers the Board of FARA to frame its rules of procedure. Article 8.1.b.i of the Constitution also states that the General Assembly will formulate and approve its rules of procedure.
- A.3 This Manual outlines the rules of procedure, complements the Constitution of FARA and provides more details on governance matters.
- A.4 This Manual also seeks to ensure transparent and efficient corporate governance that will minimize the diversion of scarce human and financial resources from the accomplishment of FARA's mandate while coping with the change and growth in FARA's activities that are anticipated, especially in its early years.
- A.5 This Manual was first approved by the FARA General Assembly in 2005. Its provisions remain effective until duly amended by resolution of the General Assembly.

B. Purpose of this Manual

- B.1 To set out the roles, responsibilities and decision-making processes of the FARA General Assembly, the Board of FARA and its committees and the FARA Secretariat.
- B.2 To set out procedures for recruitment, evaluation and severance of the Executive Director as Chief Executive Officer of FARA.
- B.3 To reflect the relationship between FARA and its principal stakeholders in FARA's governance.

C. FARA's Origin, Mission and Purpose

- C.1 The Forum for Agricultural Research in Africa (FARA) evolved out of the Special Programme for African Agricultural Research (SPAAR) which was established in 1985. SPAAR's Secretariat was at the World Bank coordinating donor investments in African agricultural research. The establishment of FARA was endorsed during the 17th Plenary Session of SPAAR held in Bamako, Mali, in 1997. Subsequently the Sub Regional Organizations (SROs) for agricultural research in Africa signed a Memorandum of Understanding on 6th April 2001 where they agreed to jointly assist in the establishment of FARA. FARA was formally launched and established at its first FARA General Assembly held in Maputo, Mozambique in July 2002. In May 2003 FARA was incorporated as a Company Limited by Guarantee under the Laws of the United Kingdom. Subsequently the FARA Constitution as approved by the FARA General Assembly in June 2007, provided in Articles 2 and 3 that,

the seat (headquarters) of FARA shall be established in any country in Africa and FARA shall possess full legal personality, both under public international law and under the national laws of the country hosting FARA's headquarters. The Board of Directors in compliance with this constitutional provision, in October 2009 mandated the FARA Secretariat which is hosted in the Republic of Ghana to have FARA incorporated under the Laws of Ghana whilst maintaining subsidiaries in the United Kingdom and United States of America and in any other country as the Board may subsequently advice.

- C.2 The mission of FARA is the creation of broad-based improvements in agricultural productivity, competitiveness and markets by supporting Africa's Sub-regional Research Organizations (SROs) in strengthening capacity for agricultural innovation.
- C.3 FARA is a continent-wide coalition of the three sub Saharan SROs, i.e., the Association for Strengthening Agricultural Research in Eastern and Central Africa (ASARECA), the West and Central Africa Council for Agricultural Research and Development (CORAF/ WECARD) and the Southern Africa Development Community Department for Food, Agriculture and Natural Resources (SADC/FANR), which has replaced the former Southern African Centre for Cooperation in Agricultural Research and training (SACCAR). In fulfilling its continental mandate, the Northern African countries represented by AARINENA were accepted into full membership of FARA at the 3rd FARA General Assembly at Entebbe – Uganda, in June 2005.

D. FARA Membership and Fees

D.1 Membership of FARA

- D.1.1 Is open to all individual and institutional stakeholders in African agricultural research and development.
- D.1.2 A register of members shall be maintained by the Board of Directors through the FARA Secretariat. Membership shall reflect FARA's purpose of supporting the SROs to strengthen the National Agricultural Research Systems (NARS) as is reflected in the composition of the Board of Directors.

D.2 Categories of FARA membership

- D.2.1 Founding members – the SROs: ASARECA, CORAF/ WECARD and SADC/FANR. These are joined with equal status by an organization representing the North African NARS (see C.3 above).
- D.2.2 Core members – national and regional agricultural research institutions including universities and extension services that are members of their sub-regional research organizations.
- D.2.3 Ordinary members – individuals, organizations and private firms from the stakeholder groups in agricultural research for Africa's development. This category inter alia includes: African farmers' organizations and associations, non-governmental organizations (NGOs), small and medium enterprises (SMEs), market agents especially women's groups, agricultural produce processors and input suppliers, private agro-industries and business, civil society, international and regional agricultural

research institutions, non-African research agencies active in Africa and research foundations.

- D.2.4 Investors – grant making institutions, agencies and countries, private sectors and foundations.
- D.2.5 Honorary members – nominated for acceptance by the General Assembly on the basis of their outstanding contribution to the agricultural research for Africa’s development. Contrary to the other categories, honorary membership is conferred on individuals not institutions.

D.3 Procedures for becoming a member and payment of fees

- D.3.1 Stakeholders may apply for membership by filling and submitting an online membership application form at the FARA website; or by applying at the meeting venue of the FARA General Assembly.
- D.3.2 Accepted or declined applications will be notified electronically or by such other means as is determined by the General Assembly through the Board of Directors.
- D.3.3 All stakeholders whose applications are accepted will be required to pay a nominal membership/ subscription fee in accordance with a fee structure approved by the Board of Directors and published on the FARA website. Only confirmed and paid up applicants will be recognized as members of FARA.
- D.3.4 Both members and non-members shall pay an additional amount as registration fee to attend the plenary sessions of the FARA General Assembly. The amount payable will be published on the FARA website prior to the meeting.

- D.3.5 The Board of Directors in determining the respective membership/subscription and the General Assembly registration fees payable will be guided by whether or not the applicant is an institution or individual as well as whether they are from a developed or developing country.
- D.3.6 Non-members who have paid the meeting registration fees will attend the General Assembly as observers.
- D.3.7 Payments may be made by credit card online or by sending cheques to the office of the FARA Secretariat or by telegraphic transfers directly to a designated account or by such other means agreed by the Board;
- D.3.8 Membership/Subscription fee paid will remain valid for three years from the date of payment, after which a member will be required to renew membership.
- D.3.9 Nominations of honorary memberships shall be submitted to the Executive Director who will in turn submit them to the Board of Directors for consideration and short listing. The Board of Directors will present a resolution to members in plenary, who will vote by acclamation.
- D.3.10 Representatives of the FARA Donor Group on the Board of FARA shall be exempted from paying the fees required to attend the Business Session of the FARA General Assembly.

E. FARA'S Organs of Governance and Management

FARA has three principal organs of governance: the General Assembly, the Board of Directors, and the FARA Secretariat. Their respective roles and responsibilities are set out below.

F. FARA General Assembly

F.1 Responsibilities and Functions of the General Assembly

- F.1.1 The General Assembly, meeting in plenary, is FARA's highest organ of governance.
- F.1.2 The Assembly oversees FARA's programs, management and, performs the functions and tasks that it deems necessary for FARA to properly carry out its mandate and accomplish its mission.
- F.1.3 All FARA members (see section D above) are welcome to participate in meetings of the General Assembly.
- F.1.4 The General Assembly determines FARA's membership and elects honorary members.
- F.1.5 The General Assembly ratifies the selection and appointment of FARA's Board of Directors and elects the Chairperson and Vice Chairperson of FARA on the recommendation of the Board of Directors following consideration of nominations received from the Sub Regional Organizations.
- F.1.6 Ratifies the selection and appointment of FARA's Executive Director.

F.2 Meetings of the General Assembly

- F.2.1 The General Assembly meets triennially for ordinary General Assembly meetings to review, update and approve and/or ratify the FARA's Constitution, Governance Manual, Policies, Programs, and any other matter that the Board may decide on.
- F.2.2 The venue for ordinary General Assembly meetings will rotate among the four sub-regions in Africa. In the event that the next sub-region in the rotation is unable to confirm its willingness and ability to host the FARA General Assembly within the time frame specified by the Board, the Board shall continue with the sub-regional rotation until a venue is confirmed. The choice of country in the sub-region to host the FARA General Assembly shall be determined through a competitive process.
- F.2.3 At the request of the Chairperson acting on behalf of the Board of Directors or by written request from any of the founding institutional members of FARA, the Board of FARA may convene an extraordinary meeting of the General Assembly where it becomes necessary to elect a new Chairperson or ratify the selection and appointment of a new Executive Director in between ordinary General Assembly meetings or dissolve FARA in accordance with Article 12 of the Constitution or for any other reason as the Board may deem appropriate.
- F.2.4 All ordinary and extraordinary meetings will be chaired by the FARA Chairperson, or in his/her absence, by the Vice Chairperson. Rules of

procedure for conducting meetings of the General Assembly will be established by the Assembly and specified herein.

- F.2.5 Open plenary sessions will be the primary mode for the conduct of the General Assembly's business which will be conducted in an open, transparent and participatory manner. Participation will be open to all members who have paid both membership and registration fees and non-members who have paid registration fees.
- F.2.6 There will be opportunities for side meetings on specialized topics arranged as requested by members. Summaries of the discussions and recommendations from such meetings will be presented to plenary by the chairpersons of the side meetings.
- F.2.7 Closed business sessions will be strictly limited to the discussion of such confidential matters as will be determined by the Chairperson of FARA. This may include shortlist of nominations for invitation to honorary members. Participation in business sessions will be reserved for the FARA Board of Directors and members who have paid both membership and registration fees and are expressly invited by the Chairperson in writing on the basis of their experience and competence in the matter/s to be discussed and their commitment to FARA's ideals and objectives. To retain the confidence of members-at-large the names of all participants will be listed in the public record of the meetings. A record of proceeding of the FARA General Assembly will be compiled within 6 months after the meeting.

- F.2.8 The General Assembly decides in principle by consensus of the members in attendance. If consensus cannot be reached, the Chairperson may propose a vote. If approved, a decision will be reached by a simple majority vote of the representatives in attendance at the meeting. The right to vote is reserved to paid up, registered members only. Registered non-members (who are observers) participating in the meeting do not have voting rights.
- F.2.9 The Chairperson of the General Assembly has an original vote and a casting vote.
- F.2.10 At any meeting of the General Assembly, 50% of the membership plus one additional member shall constitute a quorum, provided that each of the three founding Sub-regional Organization has a representative present.

F.3 Functions of the General Assembly to the Board

- F.3.1 Ratify the composition of the Board of Directors.
- F.3.2 Elect the Chairperson and Vice Chairperson.
- F.3.3 Delegate powers to the Board of Directors that it deems necessary for effective implementation of FARA's programs.
- F.3.4 Ratify the selection procedures and appointment of the Executive Director.
- F.3.5 Authorize the Board of Directors to fill any vacancies on any Board committee occurring between General Assemblies. This is subject to formal nominations and approval. The newly appointed members shall serve for the balance of the term of the outgoing member.

F.4 General responsibilities and duties of the FARA General Assembly

- F.4.1 To review and ratify FARA's statutory agreements, contracts, and policy documents, Constitution and Governance Manual.
- F.4.2 To determine FARA's overall programs.
- F.4.3 To receive, review and make decisions based on reports and recommendations from the Board of Directors.
- F.4.4 To receive, review and make decisions based on reports from the Executive Director.
- F.4.5 To commission special studies and evaluations related to FARA's mandate.

G. FARA Board of Directors

G.1 Purpose and authority

- G.1.1 To oversee the affairs of FARA on behalf of the General Assembly. It provides oversight and advice to the Secretariat.
- G.1.2 To report to the General Assembly at the strategic level on the status of FARA's programmatic, financial and corporate governance performance.
- G.1.3 It appoints, evaluates and determines the conditions of service and severance/separation of the Executive Director.
- G.1.4 It determines the conditions of service for FARA's human resources and is the final arbiter of disputes between FARA staff and Management.
- G.1.5 It acts on behalf of the General Assembly between meetings of the Assembly based on powers and responsibilities that are delegated to it from time to time by the General Assembly.
- G.1.6 It has the power to delegate authority to committees where that is in the interest of good governance and efficiency.
- G.1.7 It fills vacancies of Committee members that arise between meetings of the General Assembly on the authority of the Assembly as indicated in F.3.5 above.

G.2 Functions

- G.2.1 It acts on behalf of the General Assembly to govern FARA.
- G.2.2 Makes recommendations to the General Assembly for approval or ratification of the following: new

members of FARA, new and continuing Directors of the Board, membership contributions, policies, agreements, contracts, protocols, bye-laws, constitution, governance manual and FARA's program and budget.

- G.2.3 Develops its rules and procedures as contained in the FARA Governance Manual.
- G.2.4 Establishes recruitment procedures including advertisements, selection, recruitment and appointment of FARA Executive Director.
- G.2.5 Approves the regulations governing the terms and conditions of employment of FARA Executive Director.
- G.2.6 Appoints and determines the remuneration of an internationally reputable firm of External Auditors.
- G.2.7 It receives comments on and approves the reports of the External Auditors.
- G.2.8 Appoints ad hoc independent review committees and panels as and when it deems it necessary.
- G.2.9 Reviews and approves FARA's program, budgets and financial statements and submits them to the General Assembly.
- G.2.10 Monitors and guides the implementation of FARA's management and program.
- G.2.11 Provides oversight to FARA's relationships with its stakeholders in particular the sub-regional organizations, donors and development partners.
- G.2.12 Receives the reports of the various Board committees for review, comment and approval or otherwise of recommendations made in the reports.

- G.2.13 Performs other tasks as may be assigned by the General Assembly in pursuit of FARA's mission and objectives.

G.3 General rules of membership

- G.3.1 The Board of Directors of FARA is established by the General Assembly according to the guidelines provided in the Constitution of FARA.
- G.3.2 At least 30% of Board members must be of either gender. To achieve and maintain this balance where a member is due to retire or steps down, the Board shall encourage constituents of the retiring member in nominating a replacement for the next term to consider a person whose gender will help achieve this balance.
- G.3.3 No more than 2 Directors of the Board may come from any one country at any one time.
- G.3.4 Directors of the Board are expected to attend all meetings of the Board and its committees and commit 2 to 3 weeks a year to FARA activities.
- G.3.5 Directors of the Board must be pro-active representatives of the stakeholder groups they represent and ensure regular two-way communication with them on FARA's programs.

G.4 Membership categories of the Board

- G.4.1 Chairperson – non-executive position – nominated by region on the basis of country rotation, short listed by the Board of Directors for confirmation by the General Assembly. Once the Chairperson is in position, he/she plays an independent role and does not represent any SRO.

- G.4.2 Vice Chairperson – non-executive position – nominated by region on the basis of country rotation, short listed by the Board of Directors for confirmation by the General Assembly. The Vice Chairperson continues to be the relevant regional (SRO) representative after confirmation.
- G.4.3 Executive Director – full time executive member – appointed through due process led by the Board. Appointed for a term of 5 years, which is renewable for one further term.
- G.4.4 Sub regional Organizations – non-executive members – represented by the Executive Secretaries/Directors of the SROs. They may be supported by one other person from the SRO who will be an observer. Where the Executive Secretary/Director of an SRO is not available to attend a meeting he/she may nominate an alternate from the SRO to represent him.
- G.4.5 Donor/Development Partner Representative – non-executive, non-voting observer – nominated by a duly constituted and recognized investor support group recognized by the General Assembly.
- G.4.6 Farmers’ Representative – non-executive member – nominated by an international African farmers’ organization recognized by the General Assembly, taking into account regional representation and continental-level coordination. The representative will be rotated around the sub-regions every three years, with possibility of two terms.
- G.4.7 Private Sector Representative – non-executive member – nominated by a duly constituted Private Sector Group, recognized by the General Assembly

taking into account, regional representation and continental level coordination. The representative will be rotated around the sub-regions every three years with possibility of two terms.

- G.4.8 CGIAR/Scientific Partners Representative – non-executive member – nominated by due process within the CGIAR, which takes into account responsibility for continental-level coordination of CGIAR programs.
- G.4.9 NGO and Foundations Representative – non-executive member – nominated by a duly constituted and recognized NGO or Foundation umbrella organization. The representative will be rotated around the sub-regions every three years with possibility of two terms.
- G.4.10 Non-African Partner institutions representative – non-executive member – including advanced research institutes, universities, and centers of excellence. Nominated by due process by representatives of university, advanced research institutes and centers of excellence participating at General Assemblies, taking into account responsibility for regional representation, continental-level coordination of research for development and key active partners from outside Africa.
- G.4.11 African Union Commission Representative – non-executive member – nominated by the African Union Commission.
- G.4.12 Ex-officio members – non-executive, non-voting observers – who are invited by the Board from time to time to provide specialist advise. They may include nominated members from the SROs

supporting the Executive Secretaries/Directors of the SROs and any other person/s as the Board may nominate.

- G.4.13 Honorary Members representative – non-executive, non-voting observer – invited by Chairperson after consultation with the Board.
- G.4.14 Financial and Governance Experts: non-executive position/s represented by a person/s with a background and experience in Financial Management and/or Corporate Governance.

G.5 Functions and duties of the FARA Chairperson

- G.5.1 Chairs the meetings of the FARA Board.
- G.5.2 Is the legal representative of FARA.
- G.5.3 Chairs all ordinary and extraordinary meetings of the General Assembly.
- G.5.4 Provides oversight for the implementation of FARA's approved Work Program and Budget.
- G.5.5 Reports on the implementation of strategic, financial and corporate governance decisions and on all other significant matters concerning the continental mandate of FARA to the General Assembly.
- G.5.6 In the absence of the Chairperson, the Vice Chairperson will assume the Chair.
- G.5.7 In the absence of both Chairpersons, Directors of the Board will elect a member to serve as the Chairperson for that meeting.

G.6 Elections of Chair and Vice Chairpersons

- G.6.1 The Chair and Vice Chairpersons of FARA are elected by the General Assembly from nominations submitted by the SROs through the Board of Directors.
- G.6.2 The Vice Chairperson must come from a sub-region different from that of the Chairperson.

G.7 Tenure of the Chair and Vice Chairpersons

- G.7.1 The Chairperson serves a single 3-year term to the conclusion of FARA triennial General Assembly subsequent to her/his election after which the office rotates to another sub-region.
- G.7.2 The Vice Chairperson serves a 3-year term and is eligible for re-election for a maximum of one more term of 3 years with the possibility of becoming the Chairperson if nominated by his/her sub-region, after which the office rotates to another sub-region.
- G.7.3 In the event that the next sub-region in the rotation is unable to put forward a suitable candidate within the time frame specified by the Board, the Board shall continue with the sub-regional rotation until a suitable candidate is nominated.

G.8 Tenure of the Board of Directors

- G.8.1 Directors of the Board will serve for an initial period of 3 years and are eligible for re-election for a maximum of one term of three years.
- G.8.2 Directors of the Board will be required to resign from the Board if they miss two consecutive meetings.

- G.8.3 Directors of the Board will be required to resign from the Board if they have interests that are incompatible and inconsistent with the spirit, goals and objectives of FARA.
- G.8.4 To ensure continuity, one third of the Board who were in office in the preceding 3 years will serve for another term. This will facilitate staggered introductions of new members.
- G.8.5 Induction of new Directors of the Board shall be undertaken by the FARA Secretariat, the Board of Director whose term has ended and the full Board.
- G.8.6 As part of the induction process, the Secretariat shall send formal letters of appointment and an induction information pack to new Directors of the Board at least 6 weeks after they have been confirmed on to the Board.

G.9 Code of Conduct and entitlements of the Board of Directors

- G.9.1 Directors of the Board are subject to FARA's codes of conduct which, when amended, will be included in the minutes of the meetings of the Board. These shall relate to participation of members at Board meetings and to assurance of no conflict of interest and activities prejudicial to their independence as Directors of the Board.
- G.9.2 Directors of the Board shall avoid any situation involving an actual or apparent conflict of interest.
- G.9.3 At every Board meeting Directors of the Board shall sign a document indicating any conflicts of interest they may have regarding FARA Board business and the agenda items and, to recuse themselves from

attendance and participation in deliberations or decision-making connected with that matter.

- G.9.4 In case of a dispute among Directors of the Board on whether a situation represents a conflict of interest, the Chairperson resolves the matter in consultation with the other Directors of the Board.
- G.9.5 Directors of the Board are entitled to receive sitting allowance, reimbursement of travel, travel insurance and associated matters and other expenses related to work of FARA. Rates will be comparable to similar organizations as FARA.
- G.9.6 When conducting assignments on behalf of FARA, Directors of the Board will function solely as representatives of FARA, in the pursuit of its international mandate. They shall not identify with nor engage in any activity on behalf of their own institutions or nations.
- G.9.7 The Board of Directors in the proper exercise their duties will incur no personal liability in the event of a breach of contract. However they shall be personally liable if it is determined that there has been a breach of duty or a criminal offence has been committed or has acted as a director when disqualified/excluded from acting as such. (E.g when a director becomes bankrupt or suffers from a mental disorder etc.).

G.10 Board Meetings

- G.10.1 The Board shall hold two ordinary meetings annually. The first will be held in the last quarter of the current year for the purpose of planning, reviewing progress for the first half of the current year and approving the following year's work plans and budget. The second will be held in the first half of the following year for the purpose of receiving and approving FARA's annual reports, annual accounts, the Auditor's report and fulfilling its other duties. These meetings will usually be held at FARA Secretariat in Accra, Ghana.
- G.10.2 Extraordinary meetings of the Board may be called when necessary at the request of the Chairperson, the Executive Director or by at least 4 members of the Board.
- G.10.3 The Board will decide the time and venue for its next meeting, at its present ordinary meeting. This will be recorded in the minutes of the Board meeting.
- G.10.4 The information provided to the Board of Directors is FARA's intellectual property and the discussions of the Board are confidential.

G.11 Notice of Board Meetings

Notice of ordinary and extraordinary meetings of the Board will be given to Directors of the Board by the Executive Director on behalf of the Chairperson at least 6 weeks before the meeting date.

G.12 Quorum for Board Meetings

The quorum at Board meetings is two third of the total membership in the Board.

G.13 Agenda for Board Meetings

G.13.1 The agenda will normally inter alia contain:

G.13.1.1. Review, correction and approval of minutes of the previous meeting

G.13.1.2. Update on matters arising from the approved minutes

G.13.1.3. Review and approval of reports from committees

G.13.1.4. Matters arising from committee reports

G.13.1.5. Report on FARA activities from the Executive Director

G.13.1.6. Financial reports

G.13.1.7. Any other business – by agreement of the Directors present, the agenda for the meetings may be adjusted to include other items relevant to the proper conduct of the meeting.

G.14 Board Decision-making Process

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 Chair having a casting vote.

G.15 Minutes of Board Meetings

G.15.1 Minutes of each Board meeting will be prepared by the Secretary to the Board, endorsed by the Chairperson, and circulated to all Board of Directors not later than 6 weeks after each meeting.

- G.15.2 All approved and signed minutes of the Board meetings will be compiled and stored in hard copy and electronic format at the FARA Secretariat.

G.16 Committees of the Board

- G.16.1 The Board may establish committees with particular terms of reference which shall form an addendum to the FARA Governance Manual.
- G.16.2 The Board appoints the members of these committees guided by the professional expertise of the members. It retains the authority to change the membership of any or all committees at any time as deemed appropriate.
- G.16.3 Each committee appoints a chairperson from among its members. In the absence of the designated chairperson, members of the committee will designate a person to chair that meeting by a majority vote of those present.
- G.16.4 The composition, functions and responsibilities of each committee will evolve with the development and needs of FARA.
- G.16.5 There will be a Programs committee, Nominations and Governance committee, Finance and Audit committee and, an Executive committee. The Executive Committee shall be made up of the chairpersons of all the other three committees and the Executive Director.
- G.16.6 At the request of the respective Chairpersons of the Programs, Nominations and Governance, Finance and Audit committees, an extraordinary committee meeting may be held by the relevant committee electronically (telephone, email, video

conference). Recommendations made at an extraordinary committee meeting will be referred to the Executive committee for a decision to be taken on behalf of the Board as a whole.

- G.16.7 An extraordinary committee meeting may be called at any time in between the two ordinary Board meetings when issues of policy and of a strategic nature arise and require immediate decision.

G.17 The Programs Committee

- G.17.1 Reviews the strategy, implementation framework, three year rolling work program and business plan developed by the Executive Director to make sure that it is in line with FARA's vision and mission. They also ensure that FARA and SRO programs are complementary.
- G.17.2 Advises the Board on programs and partnerships that FARA could implement and make sure that FARA's major stakeholders are involved.
- G.17.3 Provides general oversight, guidance and advice to the Board on matters relating to the FARA's programs. This will include oversight of the annual program evaluations and assessments.
- G.17.4 Reviews and advises the Board on the representation of FARA on different taskforces or committees for agricultural research for development in Africa.
- G.17.5 Presents a report on its functions with recommendations to the full Board after each meeting.

G.18 The Nominations and Governance Committee

- G.18.1 Identifies and nominates for Board membership, candidates who have skills and experiences that are relevant to and can contribute effectively to the work of the Board and who can add value to FARA's mission and objectives.
- G.18.2 Maintains a database of potential Directors of the Board.
- G.18.3 Advises the Board on the terms of Directors, their availability and record of service to the Board and pending vacancies on the Board and its committees.
- G.18.4 Announces calls for nominations to the Board and ensures that they are widely circulated among the relevant stakeholder groups.
- G.18.5 Receives nominations, screens and shortlists the candidates, and submits them to the Board.
- G.18.6 Implements and oversees the nominations and elections of candidates for memberships to the Board of Directors.
- G.18.7 Makes recommendations on candidates for Chair and Vice Chairpersons to the Board.
- G.18.8 Makes recommendations to the Board on appointments to its committees.
- G.18.9 Presents a report on its functions with recommendations to the FARA Board after each meeting.
- G.18.10 Advises on the taking out of Directors and Officers Liability Insurance coverage.
- G.18.11 Ensures that on appointment, Directors of the Board receive formal appointment letters and an induction pack of information.

- G.18.12 Reviews and advises the Board on the effectiveness of the FARA organs of Governance.
- G.18.13 Facilitate the annual Board self-assessment process as provide in Section G.21 of this manual.

G.19 The Finance & Audit Committee

- G.19.1 The Finance committee provides strategic guidance and oversight of FARA's financial management systems.
- G.19.2 Its specific functions:
 - G.19.2.1. Advises the Board and the Executive Director on FARA's accounting and financial management practices & procedures.
 - G.19.2.2. Considers and comments on FARA's annual financial reports before they are presented to the Board by the Executive Director for confirmation by the Board
 - G.19.2.3. Provides technical advice on the preparation of relevant documentation for the annual audit of FARA's accounts.
 - G.19.2.4. Reports to the Board on FARA's financial status and its suitability for FARA's envisioned programs.
 - G.19.2.5. Recommends to the FARA Board the appointment of a reputable firm as External Auditors.
 - G.19.2.6. Receives and reviews the reports of the External Auditors and reports to the Board.
 - G.19.2.7. Considers and approves FARA's internal control and audit systems and procedures.

G.19.2.8. Reviews and provides guidance on the risk situation of FARA and makes recommendations to the Board.

G.19.2.9. Provides strategic guidance and general oversight on FARA's human resource and physical assets, including policy guidance on personnel, administrative issues as well as annual staff performance evaluations and assessments.

G.19.2.10. Considers and comments on FARA's procurement reports and provides guidance and advice.

G.19.2.11. Reports to the Board on the status of FARA's human and physical assets and their suitability for FARA's envisioned programs.

G.19.2.12. Presents a report on its functions with recommendations to the FARA Board after each meeting.

G.20 The Executive Committee

G.20.1 The Executive committee shall be made up of the chairpersons of all the other committees and the Executive Director of FARA. Where the Chairperson and Vice Chairperson are not chairs of any committee they shall be included in the composition of the Executive committee. It shall be chaired by the Chairperson of FARA or the Vice chairperson in his absence.

G.20.2 Meetings of the Executive committee may be called by the Chairperson at any time in between the two ordinary Board meetings when issues of policy or of a strategic nature arise for immediate attention.

In addition any member of the Executive committee including the Executive Director may request the Chairperson to call a meeting in similar circumstances.

- G.20.3 The Executive committee led by the Chairperson shall evaluate annually the performance of the Executive Director. In this case the Executive Director shall not be included in the composition of the committee.
- G.20.4 Evaluation of the Executive Director will take place after the year end results.
- G.20.5 The Executive committee shall present reports on its activities to the FARA Board at one of its Ordinary meetings.

G.21 The Board Self-assessment Process

- G.21.1 The Board shall undertake an annual self-assessment exercise during the second ordinary Board meeting.
- G.21.2 New Directors of the Board shall be exempted from the first Board assessment exercise following their appointment.
- G.21.3 A newly appointed Chairperson shall be assessed after one year of service.
- G.21.4 The scope of the exercise will cover the full Board assessing itself and, the full Board assessing the performance of the Chairperson.

H. The FARA Executive Director

H.1 Responsibilities

- H.1.1 Is FARA's Chief Executive Officer with the prime responsibility of executing the decisions of the Board;
- H.1.2 To manage FARA Secretariat staff, programs, finances and assets according to procedures approved by the General Assembly;
- H.1.3 To ensure the preservation of FARA's corporate memory.

H.2 Appointment

- H.2.1 The Executive Director of FARA is appointed by the Board and ratified by the General Assembly. He/she is selected through an international competitive recruitment process.
- H.2.2 She/he shall be based in the African country hosting the FARA Secretariat which will also be the legal seat and headquarters of FARA. This is in accordance with the FARA Constitution, which specifies that the legal domicile of FARA must be in sub-Saharan Africa.

H.3 Tenure

The appointment of the Executive Director is a fixed term contract for 5 years. Following satisfactory performance, the contract may be renewed for a maximum of one further term not exceeding 5 years.

H.4 Terms of Reference

- H.4.1 As delegated by the FARA Chairperson, represents FARA as its chief administrative officer and legal representative.
- H.4.2 Provides support to the FARA Chairperson as the chief spokesperson of FARA on Africa-wide issues of agricultural research and development.
- H.4.3 Ensures the smooth and efficient organization and management of the FARA Secretariat's human, financial and physical resources.
- H.4.4 Manages FARA's relations with key stakeholders within and outside the African region, especially the sub-regional organizations, the NARS, African Governments, the facilitating agencies and donors.
- H.4.5 Develops rules and regulations governing the employment of Secretariat staff for consideration by the Board.
- H.4.6 Recruits, selects and appoints staff required for the operations of the FARA Secretariat in consultation with the Board.
- H.4.7 Prepares FARA's annual work plans, budgets and financial statements for presentation and approval by FARA Board and General Assembly.
- H.4.8 Prepares progress reports on implementation of FARA's programmes, as well as other documents, for presentation to the Board and General Assembly.
- H.4.9 Reports on the implementation of FARA's programs and all other significant operational matters to the General Assembly.

- H.4.10 Establishes appropriate mechanisms for the monitoring, evaluation and impact assessment of FARA's activities.
- H.4.11 Organizes, plans and manages all the key meetings of FARA.
- H.4.12 Broadens and deepens African and Global support for FARA through technical and policy advocacy, representation and negotiation.
- H.4.13 Participates in relevant meetings of FARA's various constituencies.
- H.4.14 Coordinates and facilitates Africa-wide agricultural research and development activities, resource mobilization, information and public awareness.
- H.4.15 Supports SROs and NARS by providing administrative, technical and intellectual leadership supported with proactive preparation of policy statements, status reports on the realization of the Vision for African Agricultural Research and Vision, Goals and Mission of FARA.
- H.4.16 Articulates new proposals and initiatives in support of SROs and the NARS to efficiently and effectively respond to the changing opportunities and challenges of their domestic and external environments for funding by African Government and Donors.

H.5 Secretary to the Board

- H.5.1 Oversees the implementation of the decisions of the FARA General Assembly and the Board.
- H.5.2 Keeps the Board informed of FARA's progress in managing its affairs and in implementing its mandate.
- H.5.3 Secures all Board documents and papers.
- H.5.4 Provides administrative and technical support to the FARA Chairperson and the Board.
- H.5.5 Prepares and shapes the Agenda for the meetings of the FARA General Assembly and ensures timely circulation of the draft agenda to all members of FARA.
- H.5.6 Performs any other related duties as the FARA Chairperson, the Board and the General Assembly may assign for the realization of the goals and objectives of FARA.

I. Amendments to the Governance Process

- I.1 This governance process may be amended by majority decision of the General Assembly on the recommendation of the Board. Any intent to propose amendments, together with the full details of the proposed amendments, will be submitted to the FARA Chairperson giving at least 6 weeks notice before the meeting of the General Assembly.
- I.2 Within 3 months of approval of amendments to any article of governance, it will be printed and distributed to the Board and published on FARA's web site.

J. Supplementary Documents

- J.1 The provisions of this Manual shall be read together with the FARA Constitution, the Regulations of a Company Limited by Guarantee under the Ghanaian Companies Act, 1963 (Act 179) and Headquarters Agreement between the Government of Ghana and FARA. In the event of any conflict the provisions of the Constitution shall prevail.
- J.2 Subsidiaries of FARA shall also be bound by the FARA Constitution and Governance Manual and the provisions of the Constitution shall take precedence in the event of conflict with any other regulations that may be applicable.

