



GOVERNANCE MANUAL OF CORAF/WECARD

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INTRODUCTION

This Governance Manual, (hereinafter referred to as the (Manual), presents a guide to the General Assembly and the Governing Board of CORAF/WECARD on the current rules and procedures which govern the conduct of their responsibilities and functions. It also serves as a reference for all CORAF/WECARD members and other Stakeholders who desire to know about the rules and procedures adopted in the governance of CORAF/WECARD.

The procedures outlined here will assure the investors, and all supporters of CORAF/WECARD, that the Association observes the highest principles and procedures of governance in the conduct of its business.

The Manual complements the Statutes of CORAF/WECARD and provides greater details of the governance procedures.

The aim of this Manual is to ensure that transparency and efficiency in governance are observed that will significantly minimize the diversion of available financial and human resources from achieving the objectives of CORAF/WECARD's vision and mission, while managing the change and growth of CORAF/WECARD' activities that are envisioned in the years ahead.

The contents of this Manual were approved by the CORAF/WECARD General Assembly, on the recommendation of the Governing Board, at its Ordinary Session held in Yaoundé, Cameroon on the 12 of June 2008.

Article 1: The purpose of this Manual is to:

- 1.1 Set out the functions and responsibilities, as well as the decision-making process of the General Assembly, the Governing Board, the Executive Secretariat, Principal staff of the Executive Secretariat and the Scientific and Technical Committee of CORAF/WECARD.
- 1.2 Set out the procedures for appointment, evaluation and severance of the Executive Director, as the Chief Executive Officer of CORAF/WECARD and the principal staff of the Executive Secretariat.
- 1.3 Outline the relationships between CORAF/WECARD and its principal stakeholders in the governance process.

Article 2.1 Origin of CORAF/WECARD

The International Association, *West and Central African Council for Agricultural Research and Development/Conseil Ouest et Centre Africain pour la Recherche Agricoles/ known as the acronym CORAF/WECARD*, was established in 1987 as a Conference of Heads of Agricultural Research in Francophone Africa and France. In 1995, CORAF/WECARD widened its coverage to incorporate English and Portuguese speaking countries of West and Central Africa. Currently, CORAF/WECARD comprises 21 member states, namely Benin, Burkina Faso, Cameroon, Cape Verde, Central African Republic, Chad, Congo, Cote d'Ivoire, Democratic Republic of Congo, Gabon, The Gambia, Ghana, Guinea, Guinea Bissau, Mali, Mauritania, Niger, Nigeria, Senegal, Sierra Leone and Togo.

In addition to the founding members, representatives of the Private Sector, Non-Governmental Organizations and Civil Society Organizations have become members of CORAF/WECARD. These members include

- Interface
- ROPPA
- PROPAC
- Farmer-based Organizations
- Community-based Organizations.

At the time of production of this Governance Manual, the population of the CORAF/WECARD sub-region was estimated at 318 million, out of which 65% are engaged in agriculture and related occupations.

Article 2.2 Legal Status of CORAF/WECARD:

CORAF/WECARD is a non-profit public International agricultural Research and Development Association (hereinafter referred to as the Association) in accordance with public international law. CORAF/WECARD possesses full legal authority under public international law and under the national laws of Senegal, the country hosting its headquarters.

Article 2.3 The Vision of CORAF/WECARD

The vision of CORAF/WECARD is to strive for: *“Sustainable reduction in poverty and food security in the West and Central Africa sub-region through an increase in agriculture-led economic growth and sustainable improvement of key aspects of the agricultural research system “*

This vision of CORAF/WECARD is consistent with the basic principles of the Comprehensive Africa Agriculture Development Programme, (CAADP) of the African Union. It is also aligned with the vision of the Forum for Agricultural Research in Africa, FARA which the African Union has designated the technical implementing agency for CAADP.

Article 2.4 The Mission of CORAF/WECARD

The mission of CORAF/WECARD is to achieve: *“Sustainable improvements to the competitiveness, productivity and markets of the agricultural system in West and Central Africa by meeting the key demands of the sub-regional research system as expressed by target groups”*

Article 2.5 The Purpose of CORAF/WECARD

CORAF/WECARD is mandated to implement the West and Central Africa sub-regional agricultural research policies defined by the national governments of the countries whose institutions are members of The Association, and have defined their research and development objectives as follows:

- i. Promote cooperation, consultation, and information exchange between member institutions and development partners ;
- ii. Define joint sub-regional and regional research objectives and priorities ;
- iii. Serve as an advisory body for all research carried out by regional and international organizations operating in the sub-region ;
- iv. Develop joint research programs in order to strengthen complementary activities of CORAF/WECARD and its partners.

Article 2.6 Collaboration and Alignment:

The International Association, CORAF/WECARD, shall reserve the right to align with and collaborate closely with Pan-African or International Organizations, especially the International Agricultural Research Centers of the CGIAR, with similar objectives.

Article 3.1 Categories of Membership.

Membership of CORAF/WECARD shall be open to all agricultural research, and training institutions, non-governmental organizations, private sector institutions, professional organizations, and constituents of national agricultural research systems that support or can provide support to the conception, development and achievement of the objectives outlined in the vision and mission of CORAF/WECARD.

Article 3.2 Origin of Membership.

Member institutions of CORAF/WECARD must be from West and Central Africa.

Article 3.3 Membership Records:

An up-to-date membership record shall be maintained by the Governing Board at the CORAF/WECARD Executive Secretariat.

Article 3.4 Procedure for Becoming a Member:

All applications for membership of CORAF/WECARD shall be made by writing a letter of expression of interest, to the Chairperson of the Governing Board of CORAF/WECARD, three (3) months prior to the meeting of the Board when the application shall be considered.

Membership can also be solicited in writing through proposed sponsorship.

Applicants for membership from eligible institutions or organizations shall be allowed to attend the General Assembly as observers prior to their confirmation as member. They shall be informed of the result of the consideration of their applications after the General Assembly has concluded its meeting.

Article 3.5 Annual Contributions.

All members of CORAF/WECARD shall pay the annual membership contribution as determined by the General Assembly, by the 30 June of each year. The Annual contribution effective from the date of this Manual shall be FCFA 1,000,000 (one million FCFA) per member country. Failure to pay the annual contribution shall result in non-eligibility of the member to further participate in the program activities of CORAF/WECARD.

Article 3.6 Financial Responsibility:

All social debts shall be covered through the resources of The Association. Members shall be exempt from responsibility of the social debts of The Association.

All Members of CORAF/WECARD shall be fully committed financially and morally to the management of programs and projects in which they participate.

Article 3.7 Expulsion of Members:

Members guilty of the following acts shall be expelled from the Association:

- Carrying out activities which are contrary to the objectives of CORAF/-WECARD.
- Refusal to comply with the decisions and directives of the General Assembly or the Governing Board.
- Acting in a manner that seriously compromises the reputation of the Association.

Article 4.1 Organs of Governance and Management.

CORAF/WECARD shall have eleven (11) principal organs of governance and management, as follows:

- The General Assembly
- The Governing Board
- The Chairperson of the Governing Board
- The Scientific and Technical Committee
- The Executive Secretariat
- The Executive Director
- The Director of Programs
- The Director of Finance and Administration
- Manager Information and Communication
- Programme Managers
- The Internal Auditor.

The current organizational structure of CORAF/WECARD is illustrated in figure 1.

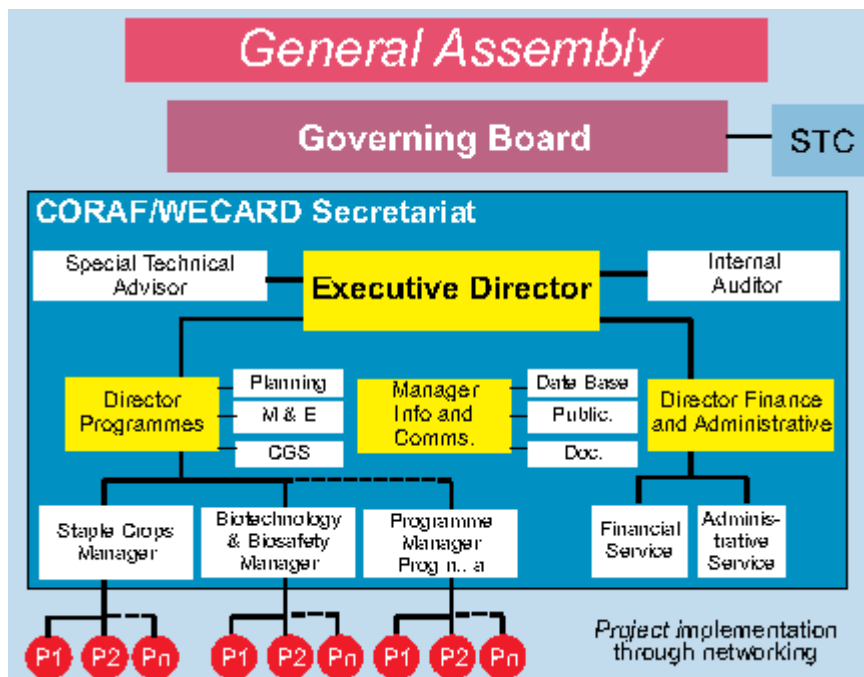


Figure 1 Organizational structure of CORAF/WECARD.

(Legend: STC= Scientific and Technical Committee; M & E= Monitoring and Evaluation; CGS = Competitive Research Grant Scheme; DBase=Data Baseg; Publ = Publications, Doc = Documentation, P1 etc = Projects).

Article 4.2 The General Assembly

Article 4.2.1 Responsibilities and Tasks of the General Assembly

The General Assembly shall perform the following tasks:

- i. Approve the Rules of Procedure of the General Assembly;
- ii. Approve and ratify all policies, statutory agreements, operational plans and programs, contracts, protocols, by-laws, budgets and financial plans, financial statements, audit reports, and review annual membership contributions on the recommendation of the Governing Board;
- iii. Elect a Chairperson to preside over the sessions of each General Assembly;
- iv. Elect the Chairperson, Vice-Chairperson and other members of the CORAF/WECARD Governing Board;
- v. Receive and approve the report of the Chairperson of the Governing Board;
- vi. Receive, examine, approve and make decisions on the reports of the Governing Board;
- vii. Serve as a platform for debate and identification of key issues affecting agricultural research and development in the West and Central Africa sub-region;
- viii. Commission special studies and evaluations related to the functions of CORAF/WECARD;
- ix. Ratify the appointment of the Executive Director of CORAF/WECARD, on the recommendation of the Governing Board;
- x. Monitor and evaluate the work of the Governing Board, through special ad-hoc committees which shall report to the General Assembly;
- xi. Delegate to the Governing Board, such powers as it deems feasible for the efficient and effective implementation of CORAF/WECARD approved programs;
- xii. Perform any other functions that shall be necessary for CORAF/WECARD to achieve its mission and objectives.

Article 4.2.2: Functions of the General Assembly to the Governing Board

- i. Establish the composition of the Governing Board;
- ii. Ratify the recruitment process and appointment of the Executive Director of CORAF/WECARD;
- iii. Delegate powers deemed necessary to the Governing Board for the efficient and effective implementation of CORAF/WECARD programs.

Article 4.2.3: Venue for Meetings of the General Assembly

The General Assembly shall meet in ordinary and extraordinary sessions.

The venue for the meetings of the General Assembly shall be decided at ordinary sessions of The Assembly.

The venue for the General Assembly shall rotate amongst the member countries of The Association.

Article 4.2.4: Conduct of Meetings of the General Assembly

The business of the General Assembly shall be conducted in an open, transparent and fully participatory manner.

Article 4.2.5 Participation at meetings:

All members of the Governing Board shall be obliged to participate in person at sessions of the General Assembly. Members of the Governing Board shall not be represented.

NARS Members of The Association with voting rights may be represented at sessions of the General Assembly.

Article 4.2.6 Voting Rights:

Each member of the Association shall be entitled to only one vote.

Article 4.2.7: Notice of meetings of the General Assembly

Notice for meetings of the ordinary sessions of the General Assembly shall be communicated in writing to members sixty (60) days before the scheduled date for the meetings.

Article 4.2.8: Designating representation with voting rights.

At least fifteen (15) days before the dates of scheduled ordinary and extraordinary sessions of the General Assembly, each member NARS shall communicate the names of the eligible person or a representative with voting rights to the Executive Secretariat of CORAF/WECARD.

A NARS representative on the Governing Board may designate another representative who shall have voting rights.

Article 4.2.9: Agenda for the General Assembly.

At the request of the Governing Board, the agenda circulated for the meeting may be amended at the opening session of the ordinary or extraordinary meeting of the General Assembly.

Such a modification must be approved by two thirds (2/3) of the members present.

Article 4.2.10: Voting Regulations at the General Assembly

Decisions of the General Assembly shall be made by Consensus or by voting based on the following definitions:

Consensus – special agreement of the majority and accepted by any minorities.

Absolute majority – majority of the eligible members with voting rights present at the General Assembly.

Simple majority – majority of the votes recorded; abstentions and null and void votes discounted.

Relative majority – in the case of elections involving several candidates, the highest number of eligible votes recorded.

Article 4.2.11: Decisions of the General Assembly

The relevant clauses of the Statutes of the Association shall apply to the process of decision making at the General Assembly as follows:

- i. The decisions of the General Assembly shall be made on the basis of a simple majority.
- ii. Election of members to the Governing Board shall be made by Consensus. When there is a split in the votes, the decision shall be made by secret ballot.
- iii. Election of the Chairperson and other members of the Governing Board shall be made by secret ballot in three rounds; the first two rounds shall be based on absolute majority; the third round shall be based on relative majority.
- iv. All candidates for election to the Governing Board must be proposed by at least three (3) eligible members of the General Assembly with voting rights.
- v. Each ballot must bear the name of all the eligible candidates to be elected. Ballot papers which do not bear the names of eligible candidates for election shall be declared invalid.
- vi. After the first round of voting, eligible candidates voted may make the objections to their election known to the General Assembly. If they have been elected during the first round, their seats will be declared vacant and re-contested during the second round of voting.
- vii. If it is necessary to decide on the election of several candidates *ex-aequo* during the last round of voting, lots will be drawn to decide on the persons to be elected.
- viii. A two thirds (2/3) majority shall signify two thirds absolute majority.
- ix. These voting rules and regulations shall be adopted based on a simple majority and could be modified only in the case of absolute majority vote.

Article 4.3 The Governing Board and the Role of Members

Article 4.3.1: The Governing Board - General Rules

- i. Membership of the Governing Board is fixed at thirteen (13) out of which at least four (4) must be women.
- ii. The Chairperson and Vice-Chairperson of the Governing Board shall be elected by the General Assembly on the recommendation of the Governing Board.
- iii. The Governing Board may invite specialists to participate at its meetings; such invited persons shall vote on issues only on a consultative basis.

- iv. A register of the minutes of meetings of the Governing Board shall be maintained at the Executive Secretariat.

Article 4.3.2: Responsibilities of members of the Governing Board.

i) **The Chairperson** – is a non-executive position elected by the General Assembly. The Chairperson plays an independent role on the Governing Board and does not represent any member country or institution.

ii) The Chairperson has the following responsibilities

- Serves as the legal representative of the Association.
- Chairs all meetings of the Governing Board. In the absence of the Chairperson, the Vice-Chairperson shall assume the Chair. In the absence of both the Chairperson and Vice-Chairperson, the Governing Board shall elect a member to Chair the meeting.
- Provides general oversight for implementation of the approved programs of Work and Budget of CORAF/WECARD.
- Ensures that the Executive Secretariat functions efficiently.
- Makes necessary arrangements for CORAF/WECARD to consult with and cooperate efficiently and effectively with national governments, relevant international organizations and institutions, non-governmental organizations, the private sector, and other stakeholders in accordance with the provisions of the Statutes of the Association.
- Ensures that CORAF/WECARD is adequately represented in relevant sub-regional, regional and international scientific fora, in particular the other SROs namely ASARECA, and SADC/FANR, as well as at the Forum for Agricultural Research in Africa, FARA and GFAR, the Global Forum for Agricultural Research.
- The Chairperson may delegate representation of CORAF/WECARD in these scientific fora to the Executive Director or to any other member of the Governing Board.
- Reports on progress of implementation of CORAF/WECARD programs and all other important operational matters to the General Assembly.

iii. **The Vice-Chairperson** – is a non-executive position and shall be elected by the General Assembly. The Vice-Chairperson plays an independent role on the Governing Board and does not represent any member country or institution.

The Vice-Chairperson has the same responsibilities as the Chairperson.

Article 4.3.3: Tenure of the Chairperson and Vice Chairperson

The Chairperson of the Governing Board shall serve for a period of two (2) years renewable only once for a further period of two (2) years.

The Vice-Chairperson shall serve for a period of two (2) years renewable only once for a further period of two (2) years.

The Vice-Chairperson may become the Chairperson if nominated and appointed in accordance with the rules and procedures elaborated in this Manual.

Article 4.3.4: Tenure of the Members of the Governing Board

- i. Members of the Governing Board shall serve for a period of two (2) years and are eligible for re-election only once for another term of two (2) years.
- ii. Membership of the Governing Board selected from Civil Society shall rotate between the two regions of the CORAF/WECARD zone.
- iii. Members of the Governing Board shall be required to resign under the following conditions:
 - They miss two consecutive meetings.
 - They demonstrate interests which are incompatible with and are not consistent with the spirit, goals, objectives and aspirations of CORAF/WECARD.

Article 4.3.5: Code of Conduct and entitlements of members of the Governing Board.

- i. Members of the Governing Board shall be subject to CORAF/WECARD Codes of Conduct which shall relate to participation at Governing Board meetings, and mitigating conflict of interest and activities that are prejudicial to their independence as members of the Governing Board.
- ii. When conducting assignments on behalf of CORAF/WECARD, members of the Governing Board shall function as representatives of The Association in pursuit of its sub-regional and international mandates.
- iii. Members of the Governing Board shall maintain independence and shall not identify with or engage in any activity on behalf of their own member country or institutions.
- iv. Members of the Governing Board shall be entitled to payment of approved honoraria. Expenditures incurred by members for travel, insurance and attendance at meetings and other costs incurred during the discharge of their duties shall be reimbursed at approved rates of The Association.
- v. An Entertainment allowance approved by the Governing Board shall be allocated to the Chairperson of the Governing Board.

Article 4.3.6: Meetings of the Governing Board

- i. The Governing Board shall hold two statutory annual meetings every year. The meetings shall receive and approve CORAF/WECARD Annual Reports, Annual accounts, Reports of Auditors, and other policy and operational matters.

- ii. Meetings of the Governing Board shall be held at the CORAF/WECARD Headquarters in Dakar Senegal. If necessary, the Governing Board may decide on another venue for a meeting.
- iii. Special meetings of the Governing Board may be called at the request of the Chairperson, the Executive Director or by at least 4 members of the Board.
- iv. The Governing Board shall decide on the venue and dates for subsequent meetings at the annual statutory meetings. This information shall be published in the records of CORAF/WECARD at the Executive Secretariat.
- v. Information provided to the members of the Governing Board shall remain the intellectual property of CORAF/WECARD. The deliberations of the Governing Board shall be confidential and shall remain outside the public domain.
- vi. Notice of Governing Board meetings – The Executive Director shall communicate notice of the statutory and special meetings of the Governing Board in writing to Members of the Governing Board at least six (6) weeks before the due dates for the meetings.
- vii. Quorum for meetings – the quorum at meetings of the Governing Board shall be two thirds (2/3) of the membership of the Board.
- viii. Agenda for the Governing Board meetings – the agenda for the meetings of the Governing Board shall contain the following
 - Review, modification and approval of the agenda.
 - Review, correction and approval of the minutes of the previous Governing Board meeting.
 - Matters arising from the approved minutes.
 - Review and approval of reports from sub-committees.
 - Matters arising from subcommittee reports.
 - Report of the Executive Director.
 - Financial Reports.
 - Any other business – by agreement of the Governing Board members present.

Article 4.3.7: Decision making process at the meetings of the Governing Board

- i. Decisions at the meetings of the Governing Board shall normally be based on consensus according to the definitions in this Manual.
- ii. If voting is necessary, decision shall be made by a simple majority vote of the members present.
- iii. The Chairperson shall have the casting vote.

Article 4.3.8: Minutes of the meetings of the Governing Board

- i. Minutes of the meetings of the Governing Board shall be recorded by the Secretary to the Board, and endorsed by the Chairperson before they are circulated to all members of the Governing Board not later than four (4) weeks after each Board meeting.
- ii. All approved minutes shall be signed by the Chairperson and compiled. Hard and electronic copies of all approved minutes of the meetings of the Governing Board shall be stored at the Executive Secretariat.

Article 4.3.9: Sub-Committees of the Governing Board

- i. The Governing Board shall establish sub-committees with specific terms of reference which are described in this Manual.
- ii. Members of the sub-committees shall be appointed by the Governing Board guided by proven professional expertise and experience of members.
- iii. The Governing Board reserves the right and authority to change the membership of any sub-committee at any time as deemed necessary in the interest of the efficient management of CORAF/WECARD activities.
- iv. Each sub-committee shall appoint a Chairperson from amongst its members. In the absence of the Chairperson, members present shall designate a person, by majority vote of those present, to chair the meeting.
- v. The functions and responsibilities of the sub-committees shall evolve with the development and needs of CORAF/WECARD.
- vi. The sub-committees shall be the following:
 - Partnership and Strategy Sub-committee
 - Finances and Audit Sub-committee
 - Human Resources and Administrative Matters Sub-committee.

Article 4.3.10: The Partnership and Strategy Sub-Committee

Functions: The Partnership and Strategy Sub-committee shall

- i. Receive, review and analyze the reports of the Scientific and Technical Committee.
- ii. Advise the Governing Board on CORAF/WECARD political matters.
- iii. When necessary, call upon the Scientific and Technical Committee for explanation and clarification of issues.
- iv. Recommend eligible and suitable candidates for appointment to the Scientific and Technical Committee.
- v. Facilitate technical cooperation between CORAF/WECARD and its partners.

Article 4.3.11: The Finances and Audit Sub-Committee

Functions: The Finances and Audit Sub-committee shall

- i. Provide the Governing Board with professional advice and assessment supervision of the CORAF/WECARD financial and physical resources management system. This includes the political approach on resources mobilization, assets administration and budgeting system.
- ii. Assist the Governing Board and the Executive Secretariat in efficient management procedures for accounting, finance and assets management to be adopted by CORAF/WECARD.
- iii. Analyze and comment on CORAF/WECARD annual financial reports before they are submitted to the Governing Board and the General Assembly.
- iv. Provide technical advice on the preparation of the terms of reference for financial audits and particularly the annual external audit for CORAF/WECARD.
- v. Recommend the appointment of a credible External Audit Firm to the Governing Board and the General Assembly.
- vi. Study and recommend to the Governing Board the approval of CORAF/WECARD internal audit procedures and system.
- vii. Receive and review the External Auditors reports, and prepare appropriate comments on the External Audit reports.
- viii. Prepare financial reports for the Governing Board to be submitted to the General Assembly.
- ix. Submit reports to the Governing Board on the status of CORAF/WECARD's financial and physical resources, and their relevance for the programmes under consideration by CORAF/WECARD.
- x. Provide technical advice for the foundation management in terms of the financing of research in West and Central Africa.
- xi. Ensure the payment of the contributions by Member States according to the relevant clauses in the CORAF/WECARD Statutes.

Article 4.3.12: The Human Resources and Administrative Matters Sub-Committee

Functions: The Human Resources and Administrative Matters Sub-committee shall:

- i. Identify and recommend candidates for appointment to the Governing Board when there is a vacancy.
- ii. Recommend the composition of the Governing Board that reflects a diversity of relevant expertise.
- iii. Provide professional advice to the Governing Board on CORAF/WECARD human resources and administrative matters, management system (human resources management policy and procedures).

- iv. Assist the Governing Board to ensure relevance between the Association's organic texts and the statutory and legislative texts of CORAF/WECARD member countries.
- v. Seek suitable candidates for appointment to the position of the Executive Director of CORAF/WECARD.
- vi. Prepare the letter of appointment of the Executive Director.
- vii. Conduct an assessment and annual performance evaluation of the Executive Director.

Article 4.4 The Scientific and Technical Committee, STC

Article 4.4.1. Status and authority of the STC

- i. The Scientific and Technical Committee shall be the technical advisory arm to the Governing Board.
- ii. The rules and regulations governing the operations of the Scientific and Technical Committee shall be approved by the Governing Board.

Article 4.4.2 Functions of the Scientific and Technical Committee

The Scientific and Technical Committee shall:

- i. Review programmes and advise the Governing Board on scientific and technical matters and the relevance of research programme activities to the vision and mission of CORAF/WECARD.
- ii. Assist the Executive Secretariat in carrying out the duties of scientific cooperation and coordination
- iii. Monitor and evaluate all scientific co-operation programme activities, including scientific publication and dissemination of technical information, implemented by CORAF/WECARD.
- iv. Assist the Executive Secretariat in coordinating the scientific activities of CORAF/WECARD with a view to promoting scientific excellence and enhancing the influence of CORAF/WECARD in the West and Central Africa sub-region and throughout Africa.
- v. Appoint, amongst its members, a Chairperson and Vice Chairperson of the STC.
- vi. The Chairperson, with assistance from the Vice Chairperson, shall oversee the work of the STC.
- vii. Decisions at the STC shall be taken by consensus and the Chairperson shall have the casting vote.
- viii. The STC shall set up ad hoc sub-committees to address special issues of concern to the work of the STC.

- ix. The Executive Secretariat shall provide administrative and logistic support for the work of the STC.
- x. The Director of Programmes shall serve as the Secretary of the STC.
- xi. The STC shall meet in ordinary sessions once a year. The ordinary session that shall be held during the second half of the month of October of each year.
- xii. Ordinary sessions of the STC shall be convened when at least 2/3 of the members of the STC have confirmed their participation in this meeting in the suggested date.
- xiii. If the quorum is not reached on the day of the meeting, the members present shall hold the meeting. However, the decisions taken at such a meeting shall become binding only if the opinions and endorsement of the decisions have been obtained from members who were unavoidably absent at that meeting.
- xiv. Extraordinary sessions of the STC may be convened if half of its members and the Chairperson of the Governing Board give approval for such a meeting.

Article 4.5 The Executive Secretariat

Article 4.5.1 Tenure, assessment and annual performance evaluation for Staff of the Executive Secretariat

- i. The tenure and terms of service for staff of the Executive Secretariat shall be preceded by an annual staff assessment and performance evaluation to determine the desirability of continued service of staff in CORAF/WECARD by the Governing Board.
- ii. The terms of reference for annual staff assessment and performance evaluation of the Executive Director shall be determined by the Chairperson in consultation with the members of the Governing Board.
- iii. The terms of reference for annual staff assessment and performance evaluation of the other staff of the Executive Secretariat shall be determined by the Executive Director in consultation with the Chairperson of the Governing Board.

Article 4.5.2 Management of Vacancies

- i. **Executive Director** – In the event that the Executive Director is unable to carry out the roles and responsibilities, due to incapacitation from prolonged illness, resignation, or other circumstances beyond personal control, the Chairperson of the Governing Board shall appoint an interim Executive Director, in consultation with the Governing Board.
- ii. In the event of continued inability of the incumbent to function as Executive Director, the Chairperson in consultation with the Governing Board, shall initiate the recruitment process for a new Executive Director at least six (6) months after the commencement of this situation.

- iii. Recruitment of the new Executive Director shall be approved by the next General Assembly.
- iv. Other Staff of the Executive Secretariat – In the event of vacancies occurring for other staff positions in the Executive Secretariat, the Executive Director shall initiate the recruitment process to fill the vacancies, according to the prevailing management rules and procedures of CORAF/WECARD, in consultation with the Chairperson of the Governing Board.

Article 4.5.3 Tenure, Responsibilities and Terms of Reference of Principal Staff of the Executive Secretariat

- i. On assumption of duty, all staff of the Executive Secretariat shall receive from the Executive Director, a written description of and detailed briefing on the terms of reference, roles and responsibilities of their position.
- ii. Responsibilities for principal staff of the Executive Secretariat shall be as follows:

Article 4.5.4 The Executive Director

- i. The Executive Director shall be the Chief Executive Officer of CORAF/WECARD with the primary responsibility for executing the decisions of the Governing Board.
- ii. Manage the Executive Secretariat staff, the technical programs, administration and finances as well as the Association's assets in accordance with the rules and procedures approved by the Governing Board.
- iii. Ensure the preservation of CORAF/WECARD corporate memory and intellectual property.
- iv. Represent CORAF/WECARD as the Chief Executive Officer and Legal representative, as delegated by the Chairperson of the Governing Board.
- v. Ensure the smooth and efficient organization and management of the Executive Secretariat as well as the human, financial and physical assets and resources.
- vi. Manage the relations with key CORAF/WECARD collaborating partners and stakeholders within and outside the West and Central Africa Sub-region, in particular with FARA, other SROs, NARS members, African Governments, international donors and development partners.
- vii. Develop rules, guidelines, regulations and procedures governing the employment of secretarial and other support staff of the Executive Secretariat for approval of the Governing Board.
- viii. Recruit and appoint staff required for operation of the functions at the Executive Secretariat and assess their performance.
- ix. Prepare CORAF/WECARD Annual Plan of Work and Budget and Financial Statements for approval by the Governing Board and the General Assembly.

- x. Prepare progress reports on implementation of CORAF/WECARD Operational Plan and Programs as well as other documents for presentation to the Governing Board and the General Assembly.
- xi. Establish efficient mechanisms for monitoring, evaluation and impact assessment of CORAF/WECARD activities.
- xii. Organize, plan and manage all meetings of CORAF/WECARD.
- xiii. Support NARS members by providing technical, research, development and intellectual leadership through commissioning and dissemination of technical and policy reports towards the realization of the vision and mission of CORAF/WECARD.
- xiv. Facilitate the articulation of new proposals, projects and initiatives in support of the research and development activities of NARS partners to respond effectively and efficiently to the evolving challenges and opportunities of agricultural development in the West and Central Africa Sub-region.
- xvi. Serve as the Secretary to the Governing Board. Perform any related duties as may be assigned by the Chairperson of the Governing Board and the General Assembly for achievement of the vision, mission and goals of CORAF/WECARD.

Article 4.5.5 The Director of Programs

The Director of Programs shall work under the close supervision of the Executive Director and shall perform the following tasks.

- i. Establish, coordinate and manage implementation of the new CORAF/WECARD Operational Plan and Programs.
- ii. Coordinate and manage the scientific and technical programs, projects, research initiatives, and scientific reviews of CORAF/WECARD activities.
- iii. Facilitate inter-program coordination and ensure team building and human resources mobilization.
- iv. Ensure, in collaboration with the Scientific and Technical Committee, quality assurance in sub-regional agricultural research and development activities, including the contents of scientific publications.
- v. Contribute to advocacy and lobbying for resource mobilization, investments in agricultural research and development as well as support to NARS members.
- vi. Represent CORAF/WECARD technical programs externally, including strengthening external relations, strategic alliances and partnerships between CORAF/WECARD and its stakeholders.
- vii. Coordinate strategic planning, as well as financial resource allocation and management.
- viii. Coordinate program monitoring, evaluation and impact assessment.

- ix. Manage the Competitive Research Grants Scheme
- x. Prepare meetings of the Scientific and Technical Committee and serve as the Secretary to the STC.
- xi. Perform any other related duties that shall be assigned by the Executive Director to ensure the efficient management of the Executive Secretariat to achieve the objectives of and mission of CORAF/WECARD.

Article 4.5.6 The Director of Finance and Administration

The Director of Finance and Administration shall work under the close supervision of the Executive Director and shall perform the following tasks:

- i. Prepare annual budget estimates and financial reports of CORAF/WECARD.
- ii. Ensure efficient financial and administrative management of the Executive Secretariat and all operations of CORAF/WECARD.
- iii. Assist NARS members with elaboration of project budgets and financial management of joint research projects and activities.
- iv. Participate in and support the Executive Director in financial and resources mobilization for effectively running the Executive Secretariat and CORAF/WECARD programs and projects.
- v. Prepare and manage contracts for the provision of consultancy services, technical services, procurement and other services to CORAF/WECARD and the Executive Secretariat.
- vi. Provide administrative support for recruitment and appointment of staff required for operation of the functions at the Executive Secretariat.
- vii. Coordinate annual staff assessment and annual staff performance evaluation.
- viii. Participate in facilitating inter-program coordination and ensure team building and human resources mobilization.
- ix. Contribute to advocacy and lobbying for resource mobilization, investments in agricultural research and development as well as support to NARS members.
- x. Maintain and manage financial, administrative and other records of CORAF/WECARD in the archives of the Executive Secretariat.
- xi. Perform any other related duties that shall be assigned by the Executive Director to ensure the efficient management of the Executive Secretariat to achieve the objectives and mission of CORAF/WECARD.

Article 4.5.7 The Director, Information and Communication.

The Director, Information and Communication shall work under the close supervision of the Executive Director and shall perform the following tasks.

- i. Coordinate activities that shall serve as the interface between CORAF/WECARD and the external community.

- ii. Ensure effective documentation and internal communication at the Executive Secretariat and amongst CORAF/WECARD stakeholders and collaborating partners.
- iii. Liaise effectively with the Knowledge Management Program to support successful implementation of the program.
- iv. Facilitate and support the establishment of efficient information and communication systems in the NARS of CORAF/WECARD member countries.
- v. Develop and strengthen sub-regional agricultural information systems in West and Central Africa.
- vi. Coordinate and collaborate with the Director of Programs, in the publication of the CORAF/WECARD Newsletter CORAF Action and a sub-regional agricultural journal.
- vii. Coordinate and collaborate with the Director of Programs, in the preparation and publication of the CORAF/WECARD Annual report and other technical publications of CORAF/WECARD.
- viii. Ensure the wide-scale and effective distribution of the CORAF/WECARD Annual Report and Newsletter as well as other publications throughout Africa and within the international community.
- ix. Manage the documentation and information resources of CORAF/WECARD.
- x. Manage the CORAF/WECARD Website.
- xi. Perform any other related duties that shall be assigned by the Executive Director to ensure the efficient management of the Information and communications activities to ensure realization of the objectives and mission of CORAF/WECARD.

Article 4.5.8 Program Managers.

Program Managers shall work under the close supervision of the Director of Programs and shall perform the following tasks:

- i. Implement and manage specific research and development programs of CORAF/WECARD.
- ii. Prepare annual and medium term strategic operational plans in collaboration with the Director of Programs and other program managers.
- iii. Participate in team building efforts and identification of specific capacity strengthening activities for project leaders.
- iv. Prepare periodic reports of progress in project implementation for review by the Director of Programs.
- v. Serve as the Secretary of the Programme Steering Committee.

- vi. Perform any other related duties that shall be assigned by the Director of Programs to ensure the efficient management of the research and development programs to achieve the objectives and mission of CORAF/WECARD.

Article 4.5.9 The Internal Auditor

The Internal Auditor shall work under the close supervision of Executive Director and shall perform the following tasks:

- i. Regularly review and update the rules, regulations and procedures in the CORAF/WECARD Manual of Finance and Accounts to ensure compliance with the requirements of CORAF/WECARD Donors.
- ii. Conduct the management audit of the Executive Secretariat.
- iii. In close collaboration with the Director of Finance and Administration, audit the Operational Units and programmes or projects.
- iv. Establish the operational internal audit unit at the CORAF/WECARD Executive Secretariat.
- v. Collect, compile and analyze data on CORAF/WECARD finances, logistics and administration.
- vi. Maintain the security of the assets of CORAF/WECARD, reliability of financial information and compliance with laws and regulations in force.
- vii. In close collaboration with the Director of Finance and Administration, participate in setting up reporting and follow-up mechanisms for internal control systems.
- viii. Undertake the control of vouchers from competitive funds projects.
- ix. Prepare analyses, internal audit reports and recommendations on the basis of field audits.
- x. Ensure the achievement of transparency and accuracy of CORAF/WECARD financial statements and reports.
- xi. Assist the Director of Finance and Administration to prepare for external audits exercises and provide necessary support to CORAF/WECARD external auditors.
- xii. Participate in the training of CORAF/WECARD administration, and finance staff in financial management procedures.
- xiii. Prepare and submit reports to the Executive Director.
- xiv. Perform any other related duties that shall be assigned by the Executive Director to ensure the efficient management of the assets of CORAF/WECARD and internal control systems to achieve the objectives and mission of CORAF/WECARD.

Article 4.5.10 The Competitive Research Grant Scheme

- i. The Executive Secretariat shall establish and manage a Competitive Research Grants Scheme to support and promote excellence in agricultural research for development performance and delivery in the West and Central Africa sub-region.
- ii. Procedures for the management of the Competitive Research Grants Scheme shall be obtained from the Manual developed for this purpose.

Article 4.5.11 Proprietorship and Intellectual Property

- i. The results of research conducted with support from CORAF/WECARD shall be freely available for use by all members, research and development partners in Africa.
- ii. In special cases, CORAF/WECARD shall retain custody of the intellectual property rights for discoveries and inventions and this shall be reflected in collaborative agreements.

Article 5.1 Research Cooperation

- i. The terms and conditions for administration and management of research cooperation between CORAF/WECARD and its partners shall be defined by the Governing Board.
- ii. These terms and conditions shall be the subject of negotiation and contracts and cooperation agreements signed by CORAF/WECARD and the concerned parties.
- iii. Reporting procedures shall be elaborated in the MoU signed between CORAF/WECARD and the Regional Economic Communities RECs.

Article 5.2 Base Centers and Centers of Excellence

To promote research cooperation and strengthen research excellence, CORAF/WECARD shall establish Base Centers, Research Poles and develop Centers of Excellence in collaboration with NARS of member countries.

Article 6.1 Mechanism for Monitoring and Evaluation.

- i. Internal and external scientific, financial and administrative evaluations shall be conducted periodically to ensure maintenance of high quality of operations and to guarantee credibility of The Association.
- ii. Modalities for conducting these evaluations and financial audits shall be defined by the Governing Board.
- iii. The Chairperson of the Governing Board shall report on these matters to the General Assembly.

Article 7.1 Official Working Languages

- i. The official working languages of the Association shall be French and English.
- ii. All official documents of the Association produced in one official working language shall be accurately translated into the other official working language without any distortions whatsoever, or any alterations or manipulation of the facts.

Article 8.1 Financial year

- i. The duration of the financial year for the operations of CORAF/WECARD shall be from 1st January to 31st December for every year.
- ii. Audited and Certified Financial reports of CORAF/WECARD shall be communicated by the Chairperson of the Governing Board to all paid up and eligible members of the Association and to the development partners within nine (9) months after the end of the financial year.

Article 9.1 Management rules and procedures

The management rules and procedures described in this Governance Manual shall become operational immediately they are approved by the General Assembly.

Article 9.2 Approval process

- i. The internal management rules, procedures and regulations in this Manual shall be approved by a simple majority of members of the General Assembly present at the meeting.
- ii. The rules and procedures elaborated in this Governance Manual shall be approved by the General Assembly on the recommendation of the Governing Board.

Article 10.1 Proposal for amendments.

- i. The governance process described in this Manual may be amended by a majority decision of the General Assembly on the recommendation of the Governing Board.
- ii. Notice of proposal for any amendments, together with the full details of the proposed amendments, shall be submitted in writing to the Chairperson of the Governing Board at least three (3) months before the meeting of the General Assembly when the proposal shall be discussed.
- iii. Within three (3) months of approval of the amendments of any article of Governance, it shall be printed and distributed to the members of the Governing Board and published in the CORAF/WECARD website.

Approved by the Ordinary Session of the General Assembly of the Association, CORAF/WECARD

Held in Yaoundé, Republic of Cameroon on June 12, 2008.

Signed: Chairperson CORAF/WECARD