



# GENERAL ASSEMBLY PAPER No.2

## GOVERNANCE ISSUES FOR CONSIDERATION BY THE GA

**5<sup>TH</sup> JUNE, 2023**

# 1. INTRODUCTION

This paper outlines the key roles of CCARDESA governance structures and highlights issues for attention of the CCARDESA General Assembly (GA) that need to be addressed based on the experience and lessons learnt in the implementation of the procedures as stipulated in the CCARDESA governance documents.

The CCARDESA Charter and Governance Manual are critical documents which assign specific roles to various actors in the CCARDESA governance architecture. The Charter provides Member States with a legal framework for the establishment and operationalisation of CCARDESA as a Sub-regional Organisation (SRO) under the Subsidiarity Principle of SADC, which gives the SRO complete autonomy to manage its human and financial resources but it gets the overall strategic policy guidance from the SADC Secretariat to ensure that the regional R&D agenda and priorities are consistent with the SADC mandate on agriculture and food security.

A State Party may propose amendments to the CCARDESA Charter and such proposals of amendments shall be made in writing to the CCARDESA Secretariat, who shall duly notify all States Parties of the proposed amendment(s) at least thirty (30) days in advance of consideration of the amendments by States Parties.

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 also explains the relationship between CCARDESA and its principal stakeholders in CCARDESA's governance.

The Manual thus compliments the CCARDESA Charter by providing more details on governance matters. The Manual allows for it to 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 the Manual and the CCARDESA Charter, the Charter shall prevail.

In the hierarchy of CCARDESA governance, the Ministers responsible for Agriculture and Food Security of countries that are party to the CCARDESA Charter constitute the highest policy body. The ministers are responsible for: (i) Considering and approving proposed amendments to the Charter; (ii) Appointing CCARDESA Board members on the recommendation of the General Assembly; (iii) Approving CCARDESA's agricultural R&D priorities on the recommendation of the General Assembly and to (iv) Receive CCARDESA Annual Reports through the SADC Secretariat.

Below the Ministers, is the General Assembly of regional stakeholders from SADC Member States. The Board of Directors of CCARDESA, composed of 15 members, provides oversight and guides the CCARDESA Secretariat on its general direction and programmes. The Board reports to the General Assembly. The CCARDESA Secretariat is answerable to the Board of Directors of CCARDESA, through its Executive Director. The Secretariat performs the day-to-day functions of CCARDESA by managing and implementing the programmes of CCARDESA, as approved by the Board, and performing all tasks of coordination of agricultural research and development in the SADC region.

The General Assembly (GA) is responsible for providing broad guidance to the Board and ultimately to CCARDESA Secretariat. The key responsibilities of the General Assembly are

to: (i) consider proposals to the amendments of the Charter and submit its recommendations to the Ministers; (ii) recommend to Ministers, for approval, regional agricultural R&D priorities for CCARDESA; (iii) approve, monitor and evaluate the CCARDESA strategic direction; (iv) appoint, renew or terminate the services of External Auditors for CCARDESA (receive, comment on, and approve the reports of the External Auditors); appoint ad hoc independent review committees and panels as and when it deems it necessary); and (v) recommend to Ministers, new members on the CCARDESA Board identified by the sitting Board (self-generating Board).

## **2. PAST GENERAL ASSEMBLIES**

The Governance Manual of CCARDESA stipulates that the General Assembly shall be held every two years. The first GA of CCARDESA was held in May 2014 in Gaborone. At this first GA meeting, Dr Mick Mwala of Zambia and Mr Motsepe Matlala of South Africa were respectively elected as the Chairperson and Vice Chairperson of the GA, the Mid-term Operational Plan (MTO) for CCARDESA was approved, the composition of the Board was endorsed, and the Auditors were approved.

The second GA which was supposed to be held in 2016 did not take place due to challenges the organisation was facing at that time. Following the stabilisation of the organisation, the second GA was held virtually on 12th June 2021. At the 2<sup>nd</sup> GA, Dr Lefulesele Lebesa of Lesotho and Mr Similo Mavimbela of Eswatini were respectively elected as the Chairperson and Vice Chairperson of the GA. This GA also formally appointed Deloitte Botswana Chartered Accountants as the CCARDESA external auditors for the financial years 2020-2022 and approved the report by CCARDESA Board Chairperson and CCARDESA strategic documents namely, the CCARDESA Strategic Plan and the CCARDESA Medium Term Operational Plan.

The advent of meeting virtually presents a cost-effective means of meeting frequently. However, this needs to be accommodated through reforms to the existing governance procedures to legitimise such engagements. Any other governance bottlenecks also need to be addressed to improve the organisational governance as it evolves in a dynamic environment.

As per procedure, the 3<sup>rd</sup> GA will be held on 5<sup>th</sup> June, 2023 in Durban, South Africa on the side lines of the Africa Agri-business Science Week (5-8 June, 2023), which will be hosted in the SADC Region. The convening of the 3<sup>rd</sup> GA presents an opportunity to engage the stakeholders on improvements/ adjustments that can be made to improve operations and governance of CCARDESA. Provisions for desirable improvements are available in both the CCARDESA Charter and the CCARDESA Governance Manual. A summary of the issues for consideration by the GA is presented in Table 1 below.

**Table 1: CCARDESA Governance Issues for consideration by the General Assembly**

ITEM NO.	ISSUE	CHALLENGES/ OPPORTUNITIES	POSSIBLE WAY FORWARD
1)	<p><b>Section 7</b> of the Governance Manual indicates that <i>the Governance manual may be amended by majority decision of the Board of Directors.</i></p> <p>Governance Manual <b>Section 5.2.2.1 Item (vi)</b> states that <i>the General Assembly shall approve legal instruments, recommended by the Board of Directors for the smooth functioning of CCARDESA</i></p>	<p>(i) There is an opportunity to amend the Governance Manual to include the governance aspects determined as essential by the Board.</p> <p>(ii) The Governance Manual is a legal instrument for CCARDESA. Therefore, any adoption of recommended amendment to it by the CCARDESA Board needs the approval of the GA.</p>	<p>The Board can propose necessary amendments to the Governance Manual and present them to the GA for approval. Thereafter, they can be assimilated into a revised version of the Manual for implementation.</p>
2)	<p><b>Section 5.2.2.2, Item (i)</b> of the Governance Manual and <b>Article 14</b> of the Charter prescribe that <i>Ordinary meetings of the General Assembly will be held biennially to review CCARDESA's Policies, and Programmes</i></p>	<p>Meeting every two years does not provide an opportunity for the GA to table issues to the Ministers' meeting in a timely manner (e.g. appointment of Board members). Why not have annual meetings just like the Ministers responsible for Agriculture and Food Security? The prohibitive costs of convening physical meetings can be overcome through a blend of both physical and virtual annual meetings. If funds are not available, meetings can be convened virtually.</p>	<p>Recommend amendment to the Charter and the Governance Manual to allow for convening the GA annually making use of a blend of virtual and physical meetings.</p> <p>Virtual procedures will have to be recognised and mainstreamed into the governance documents.</p>
3)	<p>Terms of Reference (ToRs) of the GA Chair and Vice Chair are not explicitly stated in the Governance Manual</p>	<p>Roles for the GA Chair are not clear beyond the GA meetings and endorsing the filling of vacant positions within the Board of Directors.</p>	<p>Insert section in the Governance Manual to specify roles of GA Chair and Vice Chair e.g. (i) to report GA recommendations to the Ministers responsible for Agriculture and Food Security and (ii) to provide oversight of the Board in view of the importance of the GA as a 2<sup>nd</sup> tier structure of CCARDESA governance.</p>
4)	<p><b>Last paragraph of Section 3</b> of the Governance Manual states that <i>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</i></p>	<p>The use of <u>complete autonomy</u> in the Manual and <u>semi-autonomous</u> in the Charter creates confusion in interpretation of the CCARDESA relationship with the SADC Secretariat.</p>	<p>Propose the use of one word that CCARDESA is a semi-autonomous SADC subsidiary in both the CCARDESA Manual and the Charter to clear the unintended confusion on the level of autonomy.</p>

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	<p><i>providing overall strategic policy guidance to ensure that the regional R&amp;D agenda and priorities are consistent with the SADC mandate on agriculture and food security.</i></p> <p><b>Article 6 Item 2</b> of the Charter states that: <i>CCARDESA shall operate as a semi-autonomous institution established under the principle of subsidiarity and shall focus on technical coordination and related harmonization functions of facilitation of the regional R&amp;D agenda</i></p>		
5)	<p><b>Section 5.2.3.4 Item (i)</b> of the Governance Manual indicates that <i>each Board member will be required to sign a contract spelling out his/her responsibilities and obligations.</i></p>	<p>The same Governance Manual does not specify who signs contracts with the Board Members. Is it the Board Chairperson or the GA Chairperson?</p>	<p>The Manual needs to be revised to indicate who the Board members account to.</p>
6)	<p>According to <b>Article 12</b> of the CCARDESA Charter, the GA consists of members from the <i>following 5 institutions from each State Party:</i></p> <ul style="list-style-type: none"> <li><i>(a) Ministries responsible for Agriculture and Food Security;</i></li> <li><i>(b) Agro-industry;</i></li> <li><i>(c) Agricultural Education Institutions;</i></li> <li><i>(d) Farmer Organisations; and</i></li> <li><i>(e) Agricultural Civil Society Organisations.</i></li> </ul> <p>The CCARDESA Manual (<b>Section 5.2.2</b>) expands these categories to CCARDESA General Assembly to include institutional stakeholders from all agricultural sub-sectors, both public and private (research, extension, universities, colleges, farmer organisations and associations, agricultural NGOs, market</p>	<p>Although it is understood that the Manual operationalises the CCARDESA Charter and may have broadened the list of categories based on that understanding. However, this may introduce confusion in the nominations and voting for GA Leadership positions as the number of stakeholder categories prescribed in the Governance manual is indefinite.</p>	<p>The Board needs to recommend an amendment of the Governance Manual to the GA for approval.</p>

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	agents, agricultural produce processors and input suppliers, private agro-industries and agribusinesses, other agricultural research and development agencies and foundations, etc.)		
7)	<b>Section 4.3 Item (ii)</b> of the CCARDESA Governance Manual indicates <i>that CCARDESA shall maintain a membership register and update it from time to time.</i>	In the absence of this register, it was difficult to identify CCARDESA members for the 3 <sup>rd</sup> CCARDESA GA.	State Parties were invited by CCARDESA to nominate 6 delegates representing the 6 categories of stakeholders as prescribed in the CCARDESA Charter. A list of nominees submitted by Countries should be maintained as a register of members. If this is approved by the GA, there will be a need to decide on their term of office.
8)	According to <b>Section 4.1 item (iii) and (iv)</b> of the Governance Manual, <i>Subsequent to the inaugural General Assembly, only paid-up members shall participate in the General Assembly.</i>	Some donors had reservations on membership fees which may hinder participation of resource poor groups/ stakeholders	If the GA decides to maintain membership fees as a pre-requisite for members to retain their seats, a nominal fee should be proposed to allow easy participation in the GA.
9)	TORs for Human Resources & Governance Committee of the CCARDESA Board as they appear under <b>Section 5.2.4.3</b> of the Governance Manual appear misplaced under the Finance Committee.	This is likely to bring confusion on the mandate of current committees.	Need to revise the relevant sections.
10)	Who determines the sitting allowances for the Board?	This issue arose during the Board induction in December 2022. An objective arrangement needs to be spelt out as the Board would be conflicted to rule on the matter.	The GA to provide guidance on sitting allowances for the Board members.

## **1. Governance Issues for Consideration by the General Assembly**

A number of issues which need to be addressed or improved in relation to CCARDESA governance are presented in Table 1. In summary, the issues relate to:

- i. Resolving inconsistencies between the Charter and the Governance Manual;
- ii. Regularising the role of the GA Chairperson and in the affairs of the Board;
- iii. Amending the Governance Manual and Charter to accommodate for regular annual meetings of the GA, which can affordably be convened virtually; and
- iv. Proposing a way forward on the issue of GA membership & membership subscriptions to the GA.

## **2. CONCLUSION**

The Secretariat proposes a need for the Board to deliberate on the outlined governance issues and to present them to the GA for their determination and possible recommendations to the Ministers responsible for Agriculture and Food Security.

## **3. RECOMMENDATIONS**

The GA is requested to adopt the report and endorse the amendment of the CCARDESA Governance document (Charter and Governance manual) as proposed above.