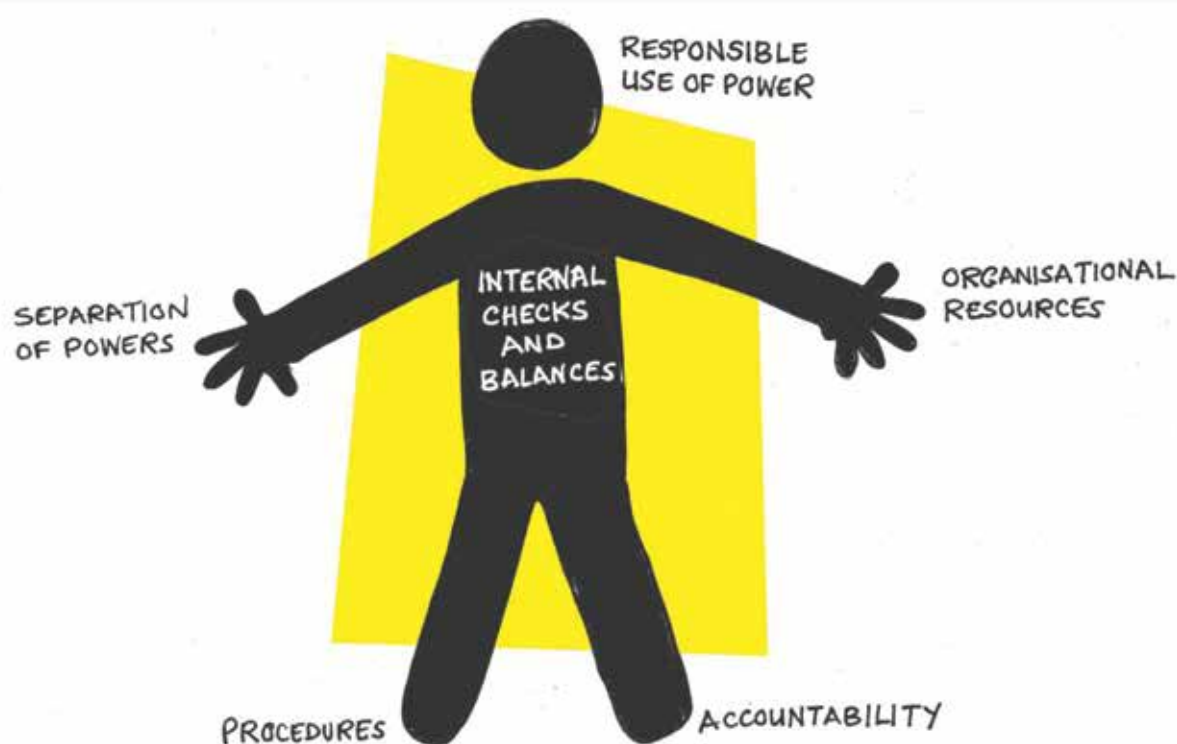


# ESAFF Governance Manual *for* Farmer Organisations



***With Board's Code of Conduct  
&  
Code of Good Practices***

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# Acronyms and Abbreviations

|         |                                                                |
|---------|----------------------------------------------------------------|
| AGM     | Annual General Meeting                                         |
| APPPE   | ESAFF Rwanda                                                   |
| CEO     | Chief Executive Officer                                        |
| CIEAS   | Coalition of Informal Economy Association of Swaziland         |
| CPM     | Confédération des Agriculteurs Malagas                         |
| DRC     | Democratic Republic of Congo                                   |
| ESA     | Eastern and Southern Africa                                    |
| ESAFF   | Eastern and Southern Africa Small Scale Farmers' Forum         |
| FOPAC   | Fédération des Organisations de Producteurs Agricoles du Congo |
| GRET    | Groupe de Recherche Et d'échanges Technologiques               |
| ICT     | Information, Communication and Technology                      |
| KESSFF  | Kenya Small Scale Farmers' Forum                               |
| LESSF   | Lesotho Small Scale Farmers' Forum                             |
| MVIWATA | Network of Farmers' Groups in Tanzania                         |
| NASFAM  | National Small Scale Farmers Movement                          |
| NGOs    | Non-Governmental Organisations                                 |
| PELUM   | Participatory Ecological Land Use Management Association       |
| RECs    | Regional Economic Communities                                  |
| ROSA    | Rede de Organizações para a Soberania Alimentar                |
| SAYO    | Self-Assess Your Organisation                                  |
| SeyFA   | Seychelles Farmers' Association (SeyFA)                        |
| SFC     | Small Farmer Converge                                          |
| TGS     | Triennial General Summit                                       |
| WSSD    | World Summit on Sustainable Development                        |
| ZIMSOFF | Zimbabwe Smallholder Organic Farmers Forum                     |

# Acknowledgements

The development of the ESAFF Governance Manual is anchored on the governance and leadership tools of ESAFF whose development was enabled by several people and organisations. The governance tools include the ESAFF Constitution, Board Code of Conduct, Board Self-Assessment Tool, Organisational policies, Monitoring and Evaluation Guidelines and Strategic Plans. We thank the people and organisations who contributed to the development of the governance tools, and especially those who directly contributed to the production of this governance manual. In particular, we are grateful to the:



- Previous ESAFF Regional Board members, Annual General Meetings (AGMs) and Triennial General Summits (TGSs) for guiding the development of ESAFF governance tools;
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- ESAFF funding partners, including, but not only the European Union (EU), Oxfam Novib and Bread for the World for supporting the development of our governance systems and processes; and
- Several consultants, including Biria Djax for developing this manual, Thierry Lassalle and Dr. Mutizwa Mukute for supporting the development of ESAFF governance evaluation tools and systems.

Finally, we would like to express our special gratitude to the ESAFF Regional Board for guiding the development of this governance manual and the Regional Secretariat for coordinating its production. We are certain that a well-governed ESAFF will go far in meeting the needs and expectations of the ESAFF membership. Serge Benstrong (2014-2017).

A handwritten signature in black ink, appearing to be 'Serge Benstrong', written in a cursive style.

ESAFF Chairperson

# Preface

The Eastern and Southern African Farmers' Forum (ESAFF) Board decided that it was necessary to compile a governance manual that provides ESAFF leadership with guidelines on governing the regional network of farmer organisations. The manual was developed with a clear motive to enhance good governance in ESAFF and ensure that the ESAFF vision, values and mission are continuously translated into its strategic plans and core activities, implemented by employees and supported by relevant stakeholders. This way, the Board would ensure that the regional farmer network generates added value for its membership. Enhancing good governance is also intended to ensure the effective functioning of the governance structures and their secretariats through compliance with internal policies and standards and laws of the countries in which the network operates, especially those of the country in which it is registered: Tanzania.

The scope of the manual is implied in its title: ESAFF Governance Manual. The manual discusses the ESAFF governance objectives; governance structures and associated roles; roles and responsibilities of the Regional Board; and governance procedures. Its primary focus is on the Regional ESAFF Board as it is the network's principal governing body. The manual also explains how the Regional Board is linked to and works with ESAFF's supreme governing bodies, namely, the Triennial General Summit (TGS) and the Annual General Meeting (AGM); and with the regional and country secretariats.

The manual was developed over a period of three years during which Board Members and ESAFF secretariats improved its contents and aligned them to the long-term strategic goals of the organisation. In this sense, the manual was developed through a participatory and inclusive process. The manual drew heavily of existing ESAFF policy documents, notably its Constitution, the Board Code of Conduct and the Self-Assess Your Organisation (SAYO) guide. In addition, the manual also benefited from governance manuals that have been produced in the civil society sector.

The successful implementation of this manual is dependent on the commitment of ESAFF Regional Board members and on linking it with other key ESAFF policy documents.

# Section I: Introduction

## I.1 Purpose of the manual

The purpose of this Eastern and Southern Africa Small Scale Farmers' Forum (ESAFF) manual is to outline the governing structures, roles, responsibilities and processes in the regional farmers' organisation. It complements the ESAFF Constitution by providing detailed guidelines on how ESAFF shall be governed. The provisions of this manual come into force when it is approved by the ESAFF Regional Board. If there is a conflict between this manual and the ESAFF Constitution, the provisions of the Constitution will prevail. The manual is a key tool for enabling good governance. The manual was developed under the leadership of the ESAFF Regional Board that comprises Chairpersons of ESAFF members. The manual focuses on ESAFF governance at regional (eastern and southern Africa) level. Good governance in this manual includes: a. Transparency and responsible use of power; b. Establishment and observation of internal checks and balances; c. Clear separation of powers; d. Upward, downward and horizontal accountability; e. Following appropriate procedures; and f. Effective deployment and use of organisational resources towards the mandate and mission of the organisation.

## I.2 Objectives of the manual

The objectives of the manual are to: a. Describe how smallholder farmer organisation shall be governed; b. Outline the governance structure of farmers organisation and associated roles, responsibilities and relationships; c. Describe policy and decision making processes; and d. Link the Governance Manual to the ESAFF Vision 2025.

## I.3 Intended audience

The manual is primarily intended for ESAFF's governance and management structures, which include the Triennial General Summit (TGS), Annual General Meeting (AGM), Regional Board, ESAFF members, the regional secretariat and member secretariats. The other ESAFF stakeholder groups that should find the manual interesting are the relevant Regional Economic Communities (RECs); eastern and southern Africa governments; and ESAFF funding and development partners.

## **I.4 ESAFF history**

ESAFF was initiated at the Small Farmer Converge (SFC) that was held in 2002 during the World Summit on Sustainable Development (WSSD). The SFC was attended by some 300 founding farmers from 19 countries. ESAFF was formed to enable small scale farmers to speak for themselves and influence relevant policies at a time when Non-Governmental Organisations (NGOs) tended to speak for farmers. In 2003, a farmers' executive committee comprising representatives from eight east and southern African countries formed ESAFF as a regional membership organisation. Participatory Ecological Land Use Management Association (PELUM), INADES Formation and GRET accompanied ESAFF when it was being established. ESAFF was registered in 2007 in Tanzania under the 2002 NGO Act of the United Republic of Tanzania. It has 15 registered member organisations in the same number of countries in the eastern and southern Africa region. The regional ESAFF members are listed in the box below (Box 1). The ESAFF 2014-2016 Strategic Plan noted that almost half of its members were still at the nascent stage of organisational development, while the rest had reached more advanced stages of development: bureaucratic or mature.

### **Box 1: ESAFF Regional Members**

The number of ESAFF regional members has grown steadily over the years, from eight in 2003 to 15 in 2014. At the end of 2014 it had the following members (in alphabetical order): APPPE in Rwanda; Coalition of Informal Economy Association of Swaziland (CIEAS); Confédération des Agriculteurs Malagas (CPM) in Madagascar; ESAFF Burundi; ESAFF South Africa; ESAFF Uganda; ESAFF Zambia; Fédération des Organisations de Producteurs Agricoles du Congo (FOPAC) in the Democratic Republic of Congo (DRC); Kenya Small Scale Farmers Forum (KESSFF), Lesotho Small Scale Farmers Forum (LESSFF); MVIWATA in Tanzania; National Small Scale Farmers Movement (NASFAM) in Malawi; Rede de Organizações para a Soberania Alimentar (ROSA) in Mozambique; Seychelles Farmers Association (SeyFA); and Zimbabwe Smallholder Organic Farmers Forum (ZIMSOFF).

## **I.5 ESAFF identity**

ESAFF is a regional small scale farmer organisation that operates in eastern and southern Africa to enable farmers to speak with a united voice and act collectively on relevant agriculture and rural development policies and practices. Its vision is of: A strong, effective regional forum of empowered small scale farmers with united voices in the policy processes for ecological agriculture and a poverty-free in Eastern and Southern Africa (ESA) region.



ESAFF's mission is to:

Empower small scale farmers in Eastern and Southern Africa to influence development policies and promote ecological agriculture through capacity strengthening, farmer led research, campaigns and networking.

The functions of ESAFF are to:

- Build member and small scale farmer capacities to promote and defend their needs, interests, aspirations and rights;
- Promote, practise and improve viable ecological agriculture, rural development, food security and sovereignty, and livelihoods; and
- Work in partnership with like-minded actors nationally, regionally and internationally.

ESAFF is guided by the following values:

- Integrity: Being honest, reliable and upright;
- Transparency and accountability: Being open, truthful and answerable for one's actions;
- Equal partnership: Observing equity and equality in dealing with others;
- Mutual trust and respect: Holding a high opinion of each other and others, valuing each other and nurturing the self esteem of fellow farmers; and
- Objectivity – Making organisational choices and decisions based on merit.

The values should be translated into the everyday practice of ESAFF. The box below (Box 2) illustrates what accountability means in ESAFF practices in terms of financial accountability.

### **Box 2: Financial accountability in ESAFF**

Accountability means being able to take responsibility for one's actions or lack of them. Financial accountability for ESAFF means:

- Providing financial reports to those who have a right to know;
- Getting, producing and keeping documentary proof of financial transactions;
- Ensuring that organisational funds and resources are used for the intended purpose;
- Not taking on financial obligations it cannot meet;
- Sharing financial control so that no one person has too much control or power over money;
- No grey areas or overlaps in financial responsibilities;
- Making and implementing decisions at the right level;
- Assigning competent Board and management members to carry out financial tasks;
- Building and utilising Board capacity to understand basic financial plans and reports; and
- Making responsible financial decisions at all levels.

## I.6 ESAFF's long term goals

This ESAFF Governance Manual was framed in the context of the organisation's strategic organisational and institutional capacity goals over a period of 2016-2025. The capacity goals are spelt out in the SAYO Guide and summarised in the figure below (Figure 1). The five goals cover the two main responsibilities of governance: compliance and performance. Compliance refers to observing and obeying rules, procedures and standards. Such rules could be external to ESAFF, such as legal obligations to pay tax and produce audited accounts and submit them to government. They could also be internal, such as terms of office as provided for by the organisation Constitution, or provisions of the Board Code of Conduct. Performance involves designing and implementing core activities and creating the desired change and impact in the operating environment. For example, one ESAFF could cause governments as duty bearers to allocate more funding towards agro-ecological agriculture or to the improvement of roads that farmers use for marketing their produce. Performance could also mean ESAFF increasing small scale farmers' capacities to process and market their produce, and earn more income. Faces of good well managed organisation include: Having Clear Identity - Good internal Governance (separation of power); Resourcefulness (with funds); ability to do Core Activity (Advocacy) and **Networking (Relationships)**





## I.7 Organisation of the manual

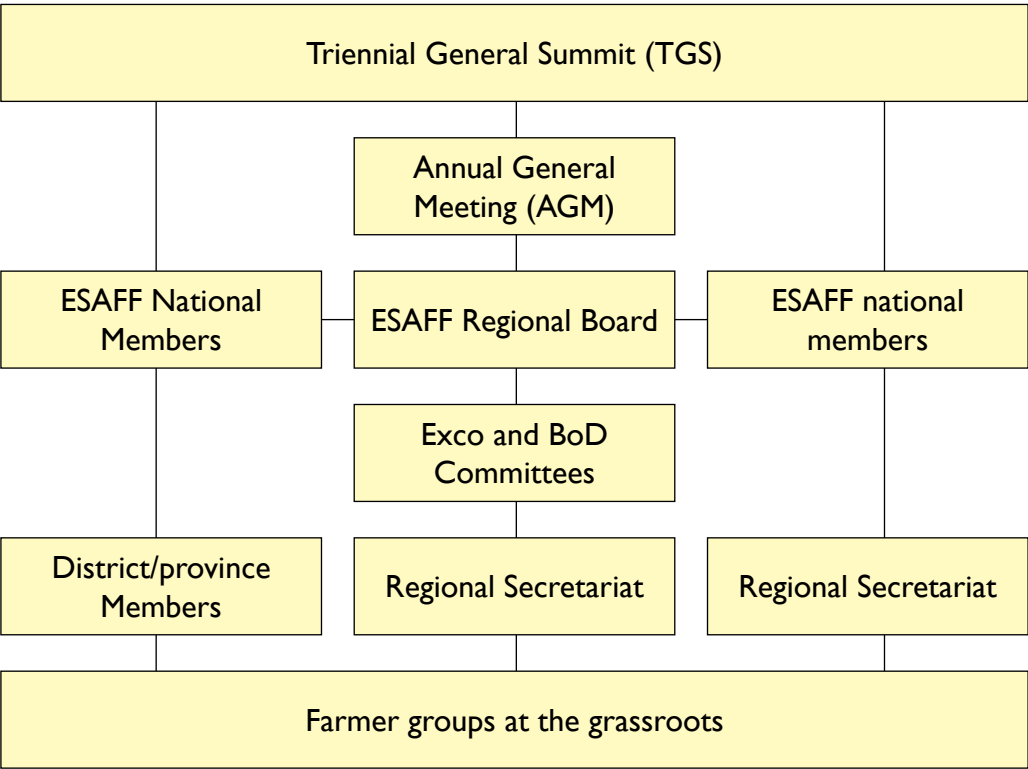
The manual is organised into four main sections, which are: a. Introduction that gives the background and intentions of the Governance Manual; b. Governance structure of ESAFF and associated functions; c. Roles and responsibilities of the regional ESAFF Board; and d. Procedures for policy and decision-making.

# Section 2:The governance structure of ESAFF

## 2.1 Introduction

This section discusses the governance structure of ESAFF and how it is linked to management. It also outlines the key functions of each governance and management structure. This section provides the necessary background for the more detailed discussion of the roles of the organisation Board, which is the principal governing body with delegated powers from members. ESAFF is a membership-based organisation and this is reflected in its governance structure. The governance structure of ESAFF reflects the distribution of roles, authority, power and responsibilities in the regional organisation. It has the following two main levels: national and regional. ESAFF members are the national small scale farmers’ forums that have sub-structures at sub-national and local levels. The ESAFF members make up the regional structure of ESAFF. The structure is intended to enable the effective pursuit of ESAFF’s mission and vision. Below is the governance structure of ESAFF (Figure 2).

### ORGANIZATION CHART OF ESAFF



## 2.2 ESAFF membership

### 2.2.1 Criteria for selecting members

Regional ESAFF membership is open to national small scale farmer organisations in eastern and southern Africa (ESA) that are made up of family, fisher folks, pastoralists and/or subsistence farmers. Such farmer organisations are involved in ecological agriculture and subscribe to ESAFF's vision and mission.

### 2.2.2 Types of members

Regional ESAFF has three types of members, which are:

- Founder members: Members that were involved in the formation and/or registration of ESAFF;
- Ordinary members: Members that joined ESAFF after its registration; and
- Associate members: Potential members who meet the above criteria, have applied for membership and are awaiting a decision.

### 2.2.3 Member rights

Founding and ordinary members of Regional ESAFF have the following rights:

- a. Attend, deliberate and vote at the TGS, AGM and Extraordinary General Meetings;
- b. Nominate candidates into the ESAFF regional governance structures; and
- c. Receive reports and access ESAFF's information through appropriate channels.

Associate members may attend ESAFF governance meetings and processes as observers and have no rights to vote or nominate. They have access to certain ESAFF information.

### 2.2.4 Member obligations (founding and ordinary)

ESAFF ordinary and founding members have the following obligations: a. Pay membership and annual subscription fees; b. Attend relevant ESAFF meetings and activities; c. Comply with the ESAFF policies and principles; and d. Perform any legitimate tasks and assignments as requested by ESAFF.



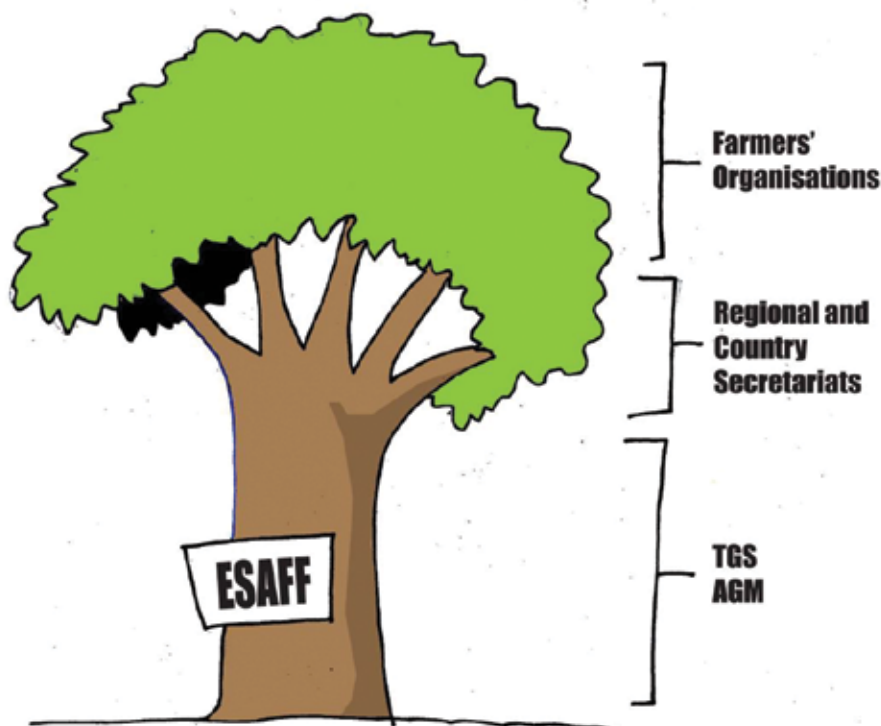
## 2.2.5 Suspension and termination of membership

ESAFF membership may be suspended or terminated as follows:

- a. The regional Board (the Board) has powers to suspend a member who violates the provisions of the Constitution;
- b. A member may appeal to the AGM against suspension;
- c. The TGS has the powers to expel a member who has violated the provisions of the Constitution or fails to meet financial or other obligations; and
- d. Membership is lost if the member resigns or ceases to exist.

## 2.3 Regional governance and management structures

The top governing bodies of ESAFF are the Triennial General Summit (TGS) and the Annual General Meeting (AGM). These bodies delegate their governing powers to the Regional Board, which makes it the principal governing body. ESAFF regional and country secretariats manage the affairs of the farmer organisation. This means that ESAFF regional has three governance organs and one management structure, which are: the TGS, AGM and Regional Board; and the Regional Secretariat respectively. Their roles and responsibilities are outlined below. ESAFF members have national secretariats.



### **2.3.1 Composition and functions of the Triennial General Summit (TGS)**

The TGS meets once every three years to decide on the direction of the organisation and to ensure that their organisation complies with the necessary rules and standards. It comprises four delegates from each member. Its functions are to:

- a. Confirm previous minutes;
- b. Receive and approves the chairperson's report;
- c. Determine the strategic direction of ESAFF;
- d. Discuss and approve a three-year strategic plan;
- e. Review, amend and approve major governance instruments such as the Constitution;
- f. Elect ESAFF Regional Board office bearers;
- g. Ensure that provisions of the Constitution are complied with; and
- h. Appoint bankers and auditors.

### **2.3.2 Composition and functions of the AGM**

The AGM comprises two delegates from each member, who should comprise a male and a female office bearer from the member organisation. It meets once per year to review and approve organisational policies, decisions and reports. The AGM's functions are to:

- a. Confirm and receive minutes of the previous meeting;
- b. Receive and approve chairperson's report;
- c. Receive, review and approve organisational policies and procedures;
- d. Discuss and approve annual plans and budgets;
- e. Fill vacancies that may have occurred in the Regional Board; and
- f. Address organisational development matters of ESAFF.

### **2.3.3 Composition and functions of the Regional Board**

The Regional Board consists of chairpersons or representatives from ESAFF members. It meets twice per year. The term of office of a Regional Board member is three (3) years, renewable once. The Regional Board:

- a. Oversees ESAFF operations and the implementation of plans and budgets;
- b. Makes regulations for the proper and efficient management of personnel, administration, facilities and finances of ESAFF;
- c. Prepares three-year strategic plans for approval by the TGS;
- d. Prepares annual plans and budgets for approval by the AGM;
- e. Develops and enforces organisational policies, including those on financial and assets (Box 3), human resources and relationship management and control;
- f. Establishes sub-committees comprising members of the Board;
- g. Appoints the Regional Coordinator;
- h. Raises the necessary funds for ESAFF and ensures their appropriate use; and

- i. Oversees the acquisition of human, financial and materials resources and their appropriate utilisation.

The Regional Board has an Executive Committee, which comprises office bearers that are elected by the TGS. The Executive Committee is led by the Board chairman and supervises the regional secretariat.

## Board Financial Roles



### Box 3: ESAFF Regional Board members' financial roles and responsibilities

Board members must:

- Read and understand the financial statements;
- Keep track of the organisation's financial situation;
- Approve the budget, after due consideration;
- Develop and approve financial policies and procedures, including setting a withdrawal ceiling for the Regional Coordinator;
- Review monthly and annual financial reports, including variances, balance sheets, and cash flow statements;
- Monitor progress in generating funds;
- Review the bank balance periodically and make decisions on investments;
- Review the audited statements; and
- Check that assets, as listed in the assets register, are actually there.



### **2.3.4 Composition and functions of the regional secretariat**

The Regional Secretariat implements the decisions and programmes of ESAFF under the leadership of the Regional Coordinator and the oversight of the Board. The actions of the regional secretariat are governed by the organisational policies, rules and regulations.

### **2.3.5 National secretariats**

Each ESAFF member is or should be served by a management structure called secretariat. The national secretariats implement policies, decisions and programmes that are made by ESAFF members in their respective countries. They are headed by a coordinator or executive director and the titles tend to vary from country to country.

### **2.3.6 Linkages between the Boards and secretariats**

The roles of the regional and national Boards and their respective secretariats are different and complementary. The Boards make policy and strategic decisions while the secretariats implement them. The Boards delegate the implementation of decisions and the management of organisational resources to their respective secretariats through the head of the secretariat. The head of each secretariat works with fellow employees and reports to his/her Board through the Chairperson. In the interest of good governance, no ESAFF Board member can serve as an employee of ESAFF.

## Section 3: Roles and Responsibilities of the Regional Board



### 3.1 Introduction

This section discusses the main roles and responsibilities of ESAFF Regional's principal governing body: the Regional Board. The Regional Board, like any other Board, serves two broad purposes: compliance and performance.

Compliance entails conforming to legal requirements and being accountable. Some of these legal requirements to adhere to are internal to the organisation and found in the ESAFF Constitution, Code of Conduct, and other organisational policies and procedures. The Regional Board should also ensure that ESAFF maintains its legal status.

The other legal requirements are external to the organisation and found in the laws of the land that are relevant to the existence and operations of the organisations. These include and are not limited to the laws that govern civil society organisations, and those concerned with tax laws. Board members should also ensure that they observe the laws governing their responsibility, liabilities and immunity as provided for under local common law. These means that the relevant Tanzanian laws should be known, understood and observed by ESAFF Board members.

Performance on the other hand is concerned with ensuring that the operations

of the organisation are linked to its mission and vision; and to the interests and needs of the membership. This means that the Regional Board should ensure that necessary organisational policies, strategic and annual plans are developed, approved and implemented. Secondly, it entails the Regional Board ensures that relations with stakeholders are nurtured and the vision and image of ESAFF are promoted.

The compliance and performance demand the Regional Board's accountability. Such accountability should meet the legal, financial and organisational mission or mandate requirements. Some of the means by which ESAFF ensures accountability are:

- Regular organisational assessments, using the SAYO guide;
- Board evaluation using the ESAFF Board Evaluation framework (Annex 2);
- Risk management, using an ESAFF Risk Register;
- Supervision and appraisal of the Regional Coordinator;
- Regular internal and period external evaluations based on the ESAFF Monitoring and Evaluation System; and
- Producing and distributing necessary reports to key stakeholders.

The two broad purposes of Regional ESAFF Board are well covered in the five components of its SAYO guide. Compliance is primarily covered under the three components of: Clear Identity, Good Governance, and Resources, Management and Procedures. Performance is covered under two SAYO guide components, namely: Advocacy and Core Activities, and Networking.

### **3.2 Election of Regional Board members and office bearers**

Members of the Regional Board are elected by members whom they represent. For example, the Regional Board member from Malawi is elected by NASFAM, and the one from Seychelles is elected by SeyFA. Member representatives are eligible to become Board members if they show integrity and are knowledgeable about ESAFF and what it stands for; and are willing and able to promote and defend it.

Office bearers or members of the Regional Board's Executive Committee are elected by the TGS. The ESAFF Board office bearers are the: Chairperson; Vice Chairperson; Secretary; and Treasurer. Efforts should be made to achieve gender balance in the Executive Committee.

### **3.3 Authority of the Regional Board**

The authority of the Regional Board comes from the ESAFF Constitution. The Regional Board makes decisions and organisational policies collectively through meetings or other forms of interactive communication. The Regional Board's decisions are valid only when made in a quorum. An individual Board member has no authority to make policy or decisions on behalf of the Board.

### **3.4 The roles and responsibilities of the Board**

Below are the main roles and responsibilities of the ESAFF Board. They are organised into four main areas, namely: Policy and Strategy Development; Administration; Financial Responsibilities; and Relationships with Stakeholders. The main roles and responsibilities that fall under each area are explained below and linked to the SAYO guide. Another way of looking at the roles and responsibilities of the Board is to see them as duties. The main duties of any Board are summarised in Box 4 below.

#### **3.4.1 Policy and strategy development**

The policy and strategy development roles of the Board are linked to three components of the SAYO Guide, namely: Clear Identity, Good Governance and Advocacy and Core Activities. The Board has the following governance and leadership responsibilities:

- a. Develop, review and promote the ESAFF mission, values, vision and structures;
- b. Develop organisational policies and oversee their implementation;
- c. Ensuring that the interests and needs of ESAFF members sought and used in the development of ESAFF plans;
- d. Develop long-term plans and monitor their implementation based on TGS contributions; and
- e. Decide on programmes that ESAFF should embark on based on TGS input.

#### **3.4.2 Administration**

The administration roles of the Regional Board are associated with the Procedures and Core Activities components of organisational capacities outlined in the SAYO Guide. They are linked to the Board's oversight duties. The Board performs the following administrative roles:

- a. Establishing and operationalising Board Sub-committees;
- b. Developing and enforcing standards and control mechanisms that enable the smooth running of the organisation;
- c. Evaluates the Board's and individual Board members' performance;
- d. Appointing the Regional Coordinator and determines his/her conditions of service;

- e. Supporting and monitoring the performance of the Regional Coordinator against established performance plans; and
- f. Monitoring risks that ESAFF faces and developing strategies for mitigating them.

### **3.4.3 Financial responsibilities**

The financial roles of the Regional Board are associated with the Resources and Procedures component of organisational capacities outlined in the SAYO Guide. These roles are linked to the Board's fiduciary (stewardship) duties and legal obligations. In this regard, the ESAFF should:

- a. Ensure the availability of adequate financial resources to pursue the objects of ESAFF;
- b. Develop and approve annual budgets;
- c. Monitor expenditure against budget;
- d. Safeguard the assets and resources of ESAFF;
- e. Ensure financial accountability and compliance with obligations such as paying taxes, filing tax returns and social security returns; and
- f. Ensure financial accountability to funding partners.

### **3.4.5 Relationships with stakeholders**

The 'Relationship with Stakeholder' roles of the Regional Board are associated with the Networking component of organisational capacities outlined in the SAYO Guide. The ESAFF Board has the following relationship responsibilities:

- a. Ensuring that the interests and needs of ESAFF stakeholders are factored into the development of ESAFF plans; and
- b. Representing ESAFF at appropriate forums and protect its good name; and
- c. Accounting to ESAFF stakeholders, especially beneficiaries, governments and funding partners.

## **3.5 Responsibilities of the Executive Committee**

The ESAFF Regional Executive Committee is made up of the four office bearers, namely, the: Chairperson, Vice Chairperson, General Secretary and Treasurer. It is chaired by the Chairperson of the Regional Board. The ESAFF Executive Committee is the only Board Committee that has decision-making powers. The powers are delegated to it by the ESAFF Board. The ESAFF Regional Executive Committee oversees the appraisal of the Regional Coordinator. It may make decisions between Board meetings and in situations where the full Board is not able to meet. Decisions of the Executive Committee must be presented to the full Board at the next full meeting for ratification.

## Duties of a Board: Care, loyalty and obedience



### Box 4: Duties of a Board

There are at least three types of duties that Board members should perform. They are implied in the ESAFF Board Code of Conduct (Annex I). These are:

**The duty of care:** This means that every Board member should acquire the necessary knowledge and information and use it to participate in decision-making. It also means that every Board member should contribute to decision-making in good faith and act prudently. This entails that a Board member should attend meetings and exercise fair judgment.

**Duty of loyalty:** The duty of loyalty requires every Board member to use his/her powers in the interests of the organisation that he/she is a Board member of; and not in his/her personal interests or the interests of another person or organisation. This duty covers the management of conflict of interests and confidentiality.

**Duty of obedience:** The duty of obedience requires every Board member to be faithful to the mission of the organisation that he/she serves. He/she must behave in a manner that is consistent with and promotes the mission, vision, values, goals and objectives of the organisation. Every Board member must ensure that funds and other organisational resources are used for their intended purposes.

### 3.6 Responsibilities of office bearers

The responsibilities of the Regional Board's office bearers are summarized below. The term of office for each office holder is three years.

## Responsibility of the Officer Bearers



### 3.6.1 The Chairperson

The ESAFF Board Chairperson has the following responsibilities:

- Planning and leading Regional Board members and meetings;
- Chairing the Executive Committee meetings;
- Managing the participation, contribution and performance of Regional Board members;
- Overseeing the board appraisal tools and processes;
- Ensuring the establishment and reviewing of effective governance structure and systems;
- Linking the regional secretariat and regional board, ensuring clear separation of roles and responsibilities;
- Establishing an effective working relationship with the Regional Coordinator and providing mentorship and advice as necessary; and
- Assessing the performance of the Regional Coordinator.

### 3.6.2 The Vice Chairperson

- The Vice Chairperson performs the duties of the Chairperson in his/her absence; and
- Performs duties that the Chairperson may assign to him or her.

### **3.6.3 General Secretary**

- Secures all Board documents and papers;
- Provides administrative and technical support to the Chairperson and the Board;
- Drafts agendas for the Board, AGM and TGS and circulates them for input;
- Performs any other duties delegated by the Chairperson; and
- May serve as one of ESAFF signatories.

### **3.6.4 Treasurer**

- The Treasurer is responsible for the financial affairs of ESAFF;
- Chairs the Finance Committee;
- Ensures that ESAFF assets and financial resources are properly kept, utilised and accounted for;
- Keeps and examines all financial records;
- Submits financial reports to Board meetings, the AGM and other appropriate ESAFF governance structures; and
- May serve as one of the ESAFF signatories.

## **3.7 Roles and responsibilities of Board Committees**

The Board may form sub-committees whose main purpose shall be to give advice to the Board.

### **Procedure for forming ESAFF Board Sub-committees**

The following general principles shall apply to board committees:

- Sub-committees shall comprise 3-4 members of the Board;
- Membership to a sub-committee shall be largely be determined by a Board members' competencies and interests;
- Sub-committees have advisory powers and cannot make decisions on behalf of the Board;
- The activities of each Sub-Committee shall be described in its Terms of Reference;
- ESAFF management staff can be invited to join sub-committees to give specific input;
- If someone ceases to be a Board member he/she automatically ceases to be a member of any committee of the Board; and
- Each sub-committee shall write minutes of its meeting and submit a copy to the Chairperson.



## Subcommittee of the Board



**These committees may include one or more of the following:**

### 3.7.1 Finance Sub-Committee

It shall be headed by the Treasurer and perform the following functions:

- (i) Advise the Board on all matters concerning the financial management and financial position of ESAFF;
- (ii) Initiate the development and review of appropriate financial policies;
- (iii) Assess the quality of financial information being provided to the board;
- (iv) Assess the adequacy of resources for implementing ESAFF plans;
- (v) Review the annual financial statements, budgets and audited accounts prior to Board approval; and
- (vi) Monitor cash flow, solvency and financial risks and propose measures to address identified concerns.



### 3.7.2 Governance Sub-Committee

It shall be headed by the Vice Chairman, and serve to:

- (i) Make recommendations to the Board on Board by-laws that need to be made, best governance practises, orientation of new Board members, organisational assessment and development and conformity with relevant laws;
- (ii) Initiate the development and review of Board policy documents;
- (iii) Advise the Board on human resources matters and policies;
- (iv) Ensure that ESAFF opens and regularly updates a risk register, and that appropriate actions are taken to mitigate identified OD and governance-related risks;
- (v) Support the ESAFF Board and management in complying with relevant internal and external policies; and
- (vi) Monitor and advise on the establishment, management and utilisation of relationships with ESAFF stakeholders including membership.



### 3.7.3 Programmes and Funding Sub-Committee

It shall be headed by the Secretary General and serve to support the Regional Board by:

- Ensuring that strategic plans are developed and shared with appropriate stakeholders;
- Monitoring the implementation and impact of strategic plans across the ESAFF member countries;

- Assessing the extent to which ESAFF work is contributing to the objects, mission and vision of the farmers' forum through advocacy and communication strategies;
- Developing, reviewing and improving resource mobilisations strategies and relationships;
- Supporting the continuous learning and growth of ESAFF; and
- Conducting periodic risk analysis and mitigation in connection with programmes, funding and associated relationships.

## **Roles and Respectabilities of Individual Board Members**



### **3.8 Roles and responsibilities of individual Board members**

An ESAFF Board member shall have the following responsibilities:

- Utilise his/her knowledge, skills and experience towards realizing the objects of ESAFF;
- Acquire adequate knowledge and information about ESAFF policies and strategies;
- Attend ESAFF Board meetings and advise the ESAFF Board Chair and General Secretary in advance if he/she cannot attend;
- Prepare for Board meetings and contribute to Board deliberations and other governance meetings and processes, including ESAFF Board sub-committees; and
- Abide by ESAFF values, principles and procedures.

### **3.9 Capacity building of Board members**

ESAFF develops its Board members' capacities to perform their duties using the following strategies: orientation and induction, training and exposure to leadership and governance meetings.

### **3.9.1 ESAFF Board members' induction**

Induction involves informing new Board members of the structures, systems, programmes, status and relationships of ESAFF. This enables new Board members to effectively perform their duties in the shortest possible time. Induction involves both the provision of literature of ESAFF; and face to face discussions with fellow Board members and the Regional Coordinator. Induction material should include: the ESAFF Constitution, Strategic Plan, annual reports, organisational policies and set of the previous Board meeting.

### **3.9.2 Board development**

ESAFF Board development is carried out at two levels: individual and collective. The ESAFF Chairperson oversees the induction of new Board members while the Secretariat prepares the necessary Board development programme and documents. The capacity development of individual Board members is often linked to individual needs, which are identified through needs assessments. For example, a Board member might need to be trained in Information and Communication Technologies (ICTs) so that he/she can communicate better with others. Such training can be done internally by a capable ESAFF person. But it can also be done by an external person or organisation. At another level, the whole Board can be trained so that it becomes better able to function and perform its duties. Such training is usually informed by an assessment of the whole Board's collective needs. They are likely to arise from an organisational capacity assessment. Board members can be trained through capacity development workshops, being mentored or being attached to capable organisations.

### **3.10 ESAFF Regional secretariat**

The ESAFF regional secretariat performs the day to day administrative and programme tasks on behalf of the Board. It is headed by the Regional Coordinator who is assisted by senior staff and administrative staff members. The roles and responsibilities of the Regional Coordinator are summarised in the box below (Box 5). The composition of staff members varies from time to time, depending on the needs and capacity of ESAFF. The secretariat performs the following roles:

- Prepares necessary documents for the Regional Board, AGM and TGS;
- Raises necessary resources on behalf of the Regional Board;
- Prepares strategic plans and associated programmes;
- Prepares budgets and financial reports;
- Monitors budgets against expenditure;
- Implements organisational projects and plans
- Mentor and support staff

Regional secretariat personnel reports to the Regional Coordinator. They perform duties as determined by their contracts, which are approved by the Board and signed by the Regional Coordinator. The ESAFF Human Resources Policy guides human resources management practices.

## **Roles and responsibilities of the Regional Coordinator**

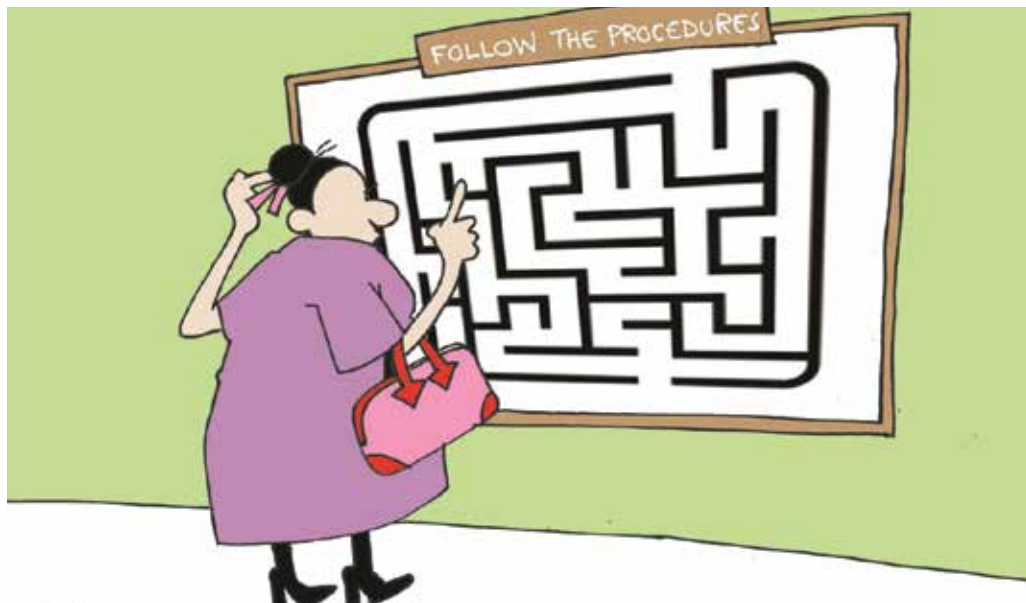


### **Box 5: Roles and responsibilities of the Regional Coordinator**

The Regional Coordinator serves as ESAFF's Chief Executive Officer (CEO). He/she is hired and employed by the Board, which determines the duration and content of his/her contract. The length of each contract is determined by the ESAFF Human Resources Policy, which currently provides for three years. The Board may renew or terminate the contract of the Regional Coordinator. His/her roles and responsibilities include to:

- Participate in developing, implementing and monitoring ESAFF strategies, policies and plans;
- Carry out Board decisions;
- Participate in employing and developing regional secretariat personnel;
- Ensure the sound management of ESAFF's human, financial and material resources;
- Represent ESAFF when dealing with its stakeholders and enter into legitimate agreements on behalf of the Board;
- Ensure ESAFF's compliance with legal and regulatory obligations;
- Protect and enhance ESAFF's profile and reputation;
- Keep the ESAFF Board informed of matters which relate to its leadership and governance role; and
- Ensure effective communication between and among ESAFF structures.

## Section 4: ESAFF Governance Procedures



### 4.1 Introduction

The two previous sections of the manual have described ESAFF structures and their functions (the what) and their importance for good governance. This section focuses on decision making processes governance in ESAFF. The governance procedures focus on the following processes are conducted:

- Election of office bearers;
- Induction of Regional Board members;
- Agenda making;
- Calling and holding Regional Board meetings;
- Board decision and policy making;
- Minute-taking;
- Reimbursement of Board member expenses;
- Board member resignation and removal from office; and
- Filling Board vacancies.

### 4.2 Election of office bearers

The TGS is responsible for electing the ESAFF Regional Board office bearers. Candidates are chosen from chairpersons of ESAFF members. Such candidates become eligible for election when nominated and seconded by eligible voters. A neutral person shall serve as the Returning Officer. Elections shall be done through the secret ballot system. The winners of the elections shall be announced during the TGS. If a vacancy arises between TGSs, the AGM shall choose a replacement

who will serve for the remaining period before the next TGS. Selection of the office bearer(s) during the AGM shall follow the procedure used during the TGS.

### **4.3 Induction of new Regional Board members**

Newly elected Board members are inducted into their roles and responsibilities as soon as possible in order to prepare them to lead and govern the organisation effectively. The Chairperson oversees the induction of new Board members. Members with experience on the ESAFF Regional Board may be asked to support the induction process, with the assistance of the Regional Coordinator or someone delegated to do so. As part of the induction process, new Board members shall receive the following ESAFF documents:

- Governance Manual;
- Board by-laws and the Constitution;
- Board Code of Conduct;
- Minutes of the previous board meeting;
- Most recent audit and financial statements;
- Operational policies, including the Human Resources and Financial Procedures manuals;
- Most recent annual and strategic plans; and
- ESAFF key publications, including programme and organisational development material.

New Board members should sign the ESAFF Board Code of Conduct as part of the process of assuming their new leadership and governance role.

Training is an important part of the induction process. The training should cover the following areas:

- The identity, core activities and relationships of ESAFF;
- Principles of good governance;
- Roles and responsibilities of Board members (compliance and performance);
- Board dynamics; and
- Information, Communication, Technologies (ICTs).

### **4.4 Agenda making**

The Regional Board decides on the dates and venue of its next meeting in advance. The following steps are taken:

- a. The General Secretary, in liaison with the Chairperson and in consultation with the Regional Coordinator, invites Board member contributions to agenda of the next meeting several weeks in advance;
- b. The Board members should seek input from the members in their respective countries and make suggestions for agenda items;



- c. The General Secretary compiles and shares the draft agenda with the Chairperson and Regional Coordinator for input;
- d. The General Secretary then directly, or through the Regional Coordinator, circulates the draft agenda, with the necessary supporting documents to Board members at least two weeks ahead of the meeting. This allows Board members to prepare for the meeting and to be more effective; and
- e. During the Board meeting, Board members are invited to approve the agenda. Below (Box 6) is a typical ESAFF Board agenda.

#### **Box 6: Typical ESAFF Board agenda**

A typical ESAFF Board agenda carries the following items:

- Review, correction and approval of minutes of the previous meeting;
- Matters arising from the previous meeting;
- Reports from sub
- committees;
- Matters arising from sub
- committee reports;
- Reports on member countries;
- Regional Coordinator's report;
- Financial reports;
- Any other business; and
- Date for the next meeting.

### **4.5 Calling and holding of Board meetings**

There are two ways in which Board meetings may be convened:

- By the Secretary General, in consultation with the Chairperson and in line with the Constitution; and
- At the request of the Chairperson or at the request of least 4 Board members (for a Special Board meeting).

The General Secretary convenes ESAFF Board meetings in line with the provisions of the Constitution and subject to the availability of a budget. The letter of invitation shall state the venue and dates of the meeting. The letter should be copied to the Regional Coordinator who is responsible for making the necessary logistical arrangements. It should be sent (and received) at least one month in advance to allow for travel preparations. If a physical meeting is impossible due to financial or other legitimate reasons, the Board may hold a virtual meeting. In order for such a meeting to produce binding decisions, it must be attended by a quorum, which comprises 50 % of the serving ESAFF Board members.



## 4.6 ESAFF Board decision and policy making

ESAFF Board decisions shall be made democratically and objectively. This means that Board decisions should be based on consensus or majority vote (51 % or more). If there is a tie, the Chairperson has a second or casting vote. Board resolutions shall be put in writing and signed by all members who attended the meeting. Such a meeting can be virtual or face to face. The Board may delegate powers to the Executive Committee to make certain decisions between meetings. Board sub-committees may be formed to increase the effectiveness and efficiency of the Board by advising it on relevant matters. The procedures of forming Board Sub-committees are outlined in the box below (Box 7).

### **Box 7: Procedure for forming ESAFF Board Sub-committees**

The following general principles shall apply to board committees:

- Sub-committees shall comprise 3-4 members of the Board;
- Membership to a sub-committee shall be largely determined by a Board members' competencies and interests;
- Sub-committees have advisory powers and cannot make decisions on behalf of the Board;
- The activities of each Sub-Committee shall be described in its Terms of Reference;
- ESAFF management staff can be invited to join sub-committees to give specific input;
- If someone ceases to be a Board member he/she automatically ceases to be a member of any committee of the Board; and
- Each sub-committee shall write minutes of its meeting and submit a copy to the Chairperson.

ESAFF organisational policies are to be initiated and approved by the Board. Once the Board has identified and agreed on the need for a new policy or for revising an existing one, it may assign the Regional Coordinator to draft one. The drafted policy shall be shared ahead of a Board meeting so that each Board member has a chance to read and comment on it. In approving policies, the Regional Board should satisfy itself that the policy:

- Reflects the organisation's mission and goals;
- Meets relevant international standards as well as local standards and regulations;
- Is realistic and can be implemented;
- Has clear lines of responsibility and accountability that are in line with superior organisational policies such as the ESAFF Constitution;
- Has clear guidelines on how it is to be implemented, and states the consequences of failure to comply with its provisions.

Such a draft policy becomes an ESAFF policy when the ESAFF Board has officially approved it. Such approval shall be documented.

#### **4.7 Board minutes**

The Regional Coordinator takes minutes of Board meetings. The draft minutes shall be circulated to the Board members within three weeks of a Board meeting. Board members shall send their comments on the minutes within two weeks of receiving them. The Regional Coordinator shall, in consultation with the Chairperson, incorporate the comments and send the revised minutes to all Board members. The minutes

will then be read and approved during the next Board meeting. Once approved, they shall be signed by the Chairperson. Once signed, the minutes shall not be altered. Hard and soft copies of the signed minutes shall be kept by the secretariat. Board members are bound by decisions and policies passed at prior meetings and meetings that they did not attend. Any Board member who is absent from a particular Board meeting is entitled to obtain the minutes of that meeting. Below is a framework or outline of minutes of a Board meeting (Box 8):

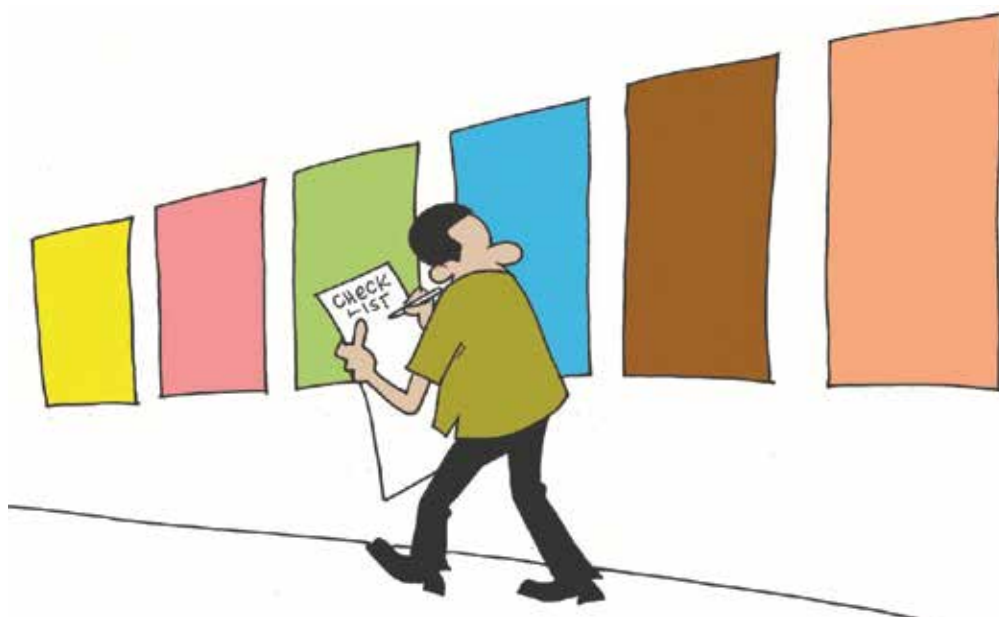
##### **Box 8: Outline of typical Board minutes**

- Type of meeting (e.g. Board meeting);
- Place, date and commencement time;
- Name of the chairperson;
- List of names of participants (invited guests should be separately noted from official participants);
- Apologies from Board members who failed to attend;
- Confirmation/approval of the minutes of the previous meeting;
- Matters arising from the previous meeting;
- Proceedings of the meeting and resolutions made (including reasons and how the decision was reached);
- Actions that must be taken, by whom and associated timeframes;
- Materials distributed before and during the meeting (where possible, briefing papers put to the board should be numbered for reference purposes);
- Any other business and associated decisions;
- The time the meeting closed;
- The date and place of the next meeting; and
- The signature of the chairperson and secretary confirming the minutes and the date of signature.

## 4.8 Reimbursement of expenses

Board members are entitled to reimbursement of expenses that they incur in the course of providing Board services. Such reimbursement shall cover proven costs of transport, communication, food and accommodation. But Board member time and expertise shall not be paid for.

## 4.9 Board self-assessment



The ESAFF Board should periodically its own performance (Annex 2). The assessment is conducted annually under the leadership of the Chairperson. It is conducted at two levels: the whole collective Board; and individual Board members. The self-assessment is ideally performed yearly, based on annual goals the board has set for itself. The advantages of the board's self-assessment include improvement of:

- The effectiveness of board meetings and processes;
- Governance frameworks;
- Working relationship between the board and the secretariat;
- Clarity of individual and collective roles of the board; and
- Board skills and identifying board succession planning.

The results of the self-assessment should be used to develop strategies to improve the performance of the whole Board as well as that of individual Board members. It should result in improved governance practice and effectiveness. In assessing the Board, it is often helpful to see if there is evidence of success, which can be determined by establishing if the Board members:

- Articulate the organisation's vision and ensure its fits to the needs of the society;
- Represent the interests of the stakeholders and protect them;
- Conduct strategic plans and ensure that there is a fit between the organisation's strategy, its mission, member needs and the dynamic changes in the operating environment
- Ensure the inclusion of women and youth in governance and leadership structures and in programmes;
- Have functional sub-structures such as Board committees that perform specialised tasks;
- Exercise independent and objective thinking in assessing themselves and assessing the Regional Coordinator;
- Meet as frequently as they should and review progress and take measures to ensure that organisational programmes are on course and that desired impact is being created;
- Follow their Code of Conduct and ensure that management and staff have and observe ethical standards;
- Promote the organisation's mission and link the organisation to influential stakeholders; and
- Communicate with and are accountable to their key stakeholders.

#### **4.10 Leaving the Board**

Board members leave the Board at the end of their terms of office. But they may also decide or be made to leave the Board before their terms expire. A Board member may voluntarily resign when he/she is no longer able or willing to perform his/her duties. In this case, he/she must write a letter of resignation to the Chairperson and give reasons for his/her resignation. He/she must also avail himself/herself for an exit interview. A Board member also ceases to be one when he/she:

- Dies;
- Becomes insane;
- Violates the provisions of the ESAFF policies as determined by the Regional Board and ratified before the AGM. Such violations may include sustained and conflict of interest as described in Box 9 below;
- Is convicted of a criminal offence; and
- Fails to perform his/her duties as stipulated in this Constitution.

### Box 9: Managing conflict of interest in ESAFF

Conflict of interest occurs when there is a clash between one's personal interests and the interests of the organisation (ESAFF in this case). Such personal interests may be financial or about relationships with external people seeking service and to serve ESAFF. For example, if a relative of a Board member seeks employment in ESAFF, the Board member will be faced with a challenge of whether to be loyal to the relative or to ESAFF. Under such circumstances, the Board member should declare the relationship and not take part in the recruitment process. A financial conflict of interest may arise if a Board member buys a car from ESAFF. In this case the Board member is both the seller and the buyer of the car. In additions members of the board may not use farmer's forum assets, labour or information for personal gain. If a Board member has a significant, ongoing and irreconcilable conflict of interest, he/she should resign.



An office bearer may be removed from the office by the AGM if he/she fails to perform his duties. This shall be done through a vote of no confidence that is based on documented and convincing facts. Upon leaving the Board, a Board member (unless dead or insane) shall handover the necessary documents to the person who succeeds him/her.

#### 4.11 Filling Board vacancies

If an ESAFF Board member leaves the Board, that member country is responsible for replacing its representative on the Board. The person who fills in the vacancy should be formally introduced to the AGM and the Board before he/she can become a Board member. The new Board member shall serve on the Board for the remaining term of office of the person whom he/she replaces. If there is a

vacancy in the Executive Committee that arose from the resignation, the new Board member does not automatically fill that position. Instead, the AGM shall nominate and elect one of the Board members to fill the position.

#### **4.13 Amendment of the ESAFF governance manual**

The governance manual may be amended as and when it is deemed fit to do so. The TGS, AGM or Regional Board may recommend the review of the manual, identify what should be amended and justify. The proposal for amendment should be officially noted in an appropriate meeting. It should then be communicated to the Board through the Chairperson. The Organisational Development and Governance Sub-Committee shall be assigned to ensure that the amendments are duly incorporated and submit the revised manual to the Regional Board for possible approval. The revised manual should be distributed to relevant stakeholders within three months of approval.

## 5. Annexes

### 5.1 Annex 1: ESAFF Board Code of Conduct

#### Eastern Africa Small Scale Farmers' Forum (ESAFF)



#### Code of Conduct for farmer leaders

##### 1. Purpose

The ESAFF Code of Conduct explains how ESAFF leaders at all levels are expected to behave so that they enhance ESAFF functioning, image and impact. ESAFF Board members ought to commit themselves to abide by the Code of Conduct.

##### 2. ESAFF values

As an ESAFF leader, I shall respect and uphold ESAFF's values, which are:

- a. Integrity: Being honest, reliable and upright;
- b. Transparency and accountability: Being open, truthful and answerable for one's actions;
- c. Equal partnership: Observing equity and equality in dealing with others; and
- d. Mutual trust and respect: Holding a high opinion of each other and others, valuing each other and nurturing the self esteem of fellow farmers.
- e. Objectivity – Making organisational choices and decisions based on merit.

##### 3. General commitments

I undertake to consistently:

- a. Work within the laws of the countries in which we operate;
- b. Acquire knowledge of and abide by the provisions of the ESAFF Constitution and policies;
- c. Respect and promote human rights, including youth and gender equity;
- d. Support and champion the objects and mission of ESAFF;
- e. Establish and serve the needs and interests of ESAFF members;

- f. Promote the identity, image and success of ESAFF;
- g. Use ESAFF's resources responsibly; and
- h. Exercise transparency while maintaining confidentiality; and

#### **4. Managing personal and ESAFF interests**

In carrying out my governance and leadership duties, I shall:

- a. Act in the best interests of ESAFF;
- b. Not unduly benefit from ESAFF resources; and
- c. Declare any conflict of interest whenever it arises.

#### **5. ESAFF meetings**

An ESAFF Board member, which makes decisions collectively, I shall:

- a. Attend all appropriate meetings, both virtual and face-to-face;
- b. Always prepare myself fully for each appropriate meeting;
- c. Constructively participate in meeting, respect others and vote when necessary;
- d. Accept and implement ESAFF decisions; and
- e. Maintain confidentiality on what transpires.

#### **6. ESAFF membership and governance**

As an ESAFF leader who is interested in its growth and development, I undertake to:

- a. Recruit local farmer groups in my country;
- b. Promote self-reliance, continuous learning and improvement in ESAFF; and
- c. Improve ESAFF governance systems and procedures.

#### **7. ESAFF relationships with others**

In order to develop fruitful relationships within and between ESAFF and its stakeholders, I shall:

- a. Respect the boundaries between ESAFF governance structures and secretariats;
- b. Respect diversity within and beyond ESAFF; and
- c. Establish and develop respectful relationships within and between ESAFF and others.



## **8. Leaving the Board**

Knowing that at some point I shall cease to be a Board member, I undertake to:

- a. Resign if I violate the provisions of the ESAFF Constitution;
- b. Inform the Chairperson and General Secretary in advance if I wish to resign; and
- c. Immediately hand over the responsibilities and assets when I resign.

I. Name of ESAFF leader:

Country:

Signature:

Endorsed by the regional Board in Dar es salaam, Tanzania 23/06/2015

# Eastern Africa Small Scale Farmers' Forum (ESAFF)



## ESAFF CODE OF GOOD PRACTICE

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### 1.0 PREAMBLE

- 1.1 The purpose of this Code of Good Practice is to promote Good Governance at all levels of ESAFF and to operationalize the Constitution of the Forum. Good Governance is an exercise of managing institutional affairs. Good governance accomplishes this in a manner essentially free of abuse and corruption and with due regard for the agreed upon rules and regulations.
- 1.2 Good Governance is understood as a set of 8 major characteristics: • participation, • rule of law, • transparency, • responsiveness, • consensus orientation, • equity and inclusiveness, • effectiveness and efficiency and • accountability.
- 1.3 These characteristics ensure that corruption is minimized and that the views of everyone including the minorities are taken into account.

### 2.0 GOVERNANCE STANDARDS

- 2.1 Governance and Leadership
  - 2.1.1 Admission of new members at national and regional level: A list of members, their activities and their contact details will be availed to the Regional Office on an annual basis.
  - 2.1.2 At national level, only those farmer groups that meet the criteria for membership as stated in the Forum's Constitution and Members national constitutions shall be approved by the Country Board and shall be presented to the Triennial General Meeting for ratification and included in database.
  - 2.1.3 At Regional level- Only those National Members that meet and fulfil criteria for membership as stated in the Forum's Constitution and the following code of good practises shall present their state of affairs to the AGM/TGS

for ratification or award and included in database for the following year.

- 2.1.4 Member organisations to be admitted as full members shall prove to be full adhered to the following codes of good practises:

### **3.0 CODE OF GOOD PRACTISE**

#### **3.1 Code of Clear Identity:**

- (i) Legally registered nationally
- (ii) Updated constitution which is known to members and deposited to ESAFF Office
- (iii) Clear updated database with membership representation at least in  $\frac{3}{4}$  of all provinces/counties in a country;
- (iv) Adhere to Gender and Youth balance in leadership;
- (v) Have office, address and communication means to ESAFF network and others,
- (vi) Supporting and engaging in agriculture policy and practises and promotes agroecology pays membership fees to ESAFF

#### **3.2 Code of Good Governance:**

- (i) Proved beyond doubt to be led by democratically elected small scale farmers (who earns living from crop farming, livestock keeping, fisheries or forestry),
- (ii) Leaders meets at least 2 times a year through a Board and AGM meetings and share minutes to ESAFF Chairman;
- (iii) Abide to code of conduct and have clear separation of power between board and secretariat); personnel policies
- (iv) Have staff and coordinator, in place on part time basis for at least a year with clear job description and appraisal system.

#### **3.3 Code of Proper Fundraising, Spending and Reporting of Resources:**

- (i) Adherence to high standards of financial management, bank account with two sets of signatories and separation of roles on requesting for funds, approval funds, expenditure and retirement.
- (ii) Have fundraising and financial management policies in place,
- (iii) Struggling to look for resources from like-minded sources in country,
- (iv) Prudently utilise resources including ESAFF sub grants shall be fully accountable in specific year
- (v) Conduct internal and external audit and reporting to donors timely
- (vi) Avail financial and audit report to government authority, and ESAFF chairman at ESAFF AGM.

- 3.4 Code of proper Work Plan, Monitoring and Evaluation:
- (i) Have annual plans and strategic plans around agriculture policies, budget and agroecology,
  - (ii) Engages local councillors/chiefs, Members of parliament Media on above issues systematically and
  - (iii) Measure our performance, learn and share with others and ESAFF Regional Office annual report at least 3 month after the year ends.
- 3.5 Code of Proper Alliance Building:
- (i) We have a database, alliance and work strategically with ESAFF regional office participate in activities
  - (ii) Paying membership fee to ESAFF and other likeminded network in the countries and beyond;
  - (iii) Work with strategic partner like PELUM at all levels on issues of common interest,
  - (iv) Engaging with CAADP Focal persons, Joint sector review and officials in ministry of agriculture, members of parliamentary committee on agriculture, donors, media/journalists, private sector (chambers of agriculture) and influential persons in the country and at regional level.
  - (v) Attending relevant meetings and provide feedback to fellow farmers and entire ESAFF network

## 4.0 COMPLIANCE BY ALL PARTIES

The Regional Board, Regional Office, National Members and Farmer Groups shall collectively and individually:

- 4.1 Work towards the fulfilment of the above stated Governance Standards, the ESAFF vision and ideals as determined by the Triennial General Meeting from time to time;
- 4.2 Ensure compliance to the ESAFF mission by working towards meeting the objects of Forum as stated in the Forum's Constitution;
- 4.3 Ensure compliance of the Forum's Values and Principles as in the Forum's Constitution;
- 4.4 Maintain the integrity of the Organisation by ensuring that there is neither conflict of interest nor personal gain and that no one associated with the Organisation improperly secures for him/herself or for any other person an advantage or disadvantage;

## **5.0 NON-COMPLIANCE**

- 5.1 Any Member organization, Board member, Staff, National Member or District Network that violates this Code of Practices shall be liable for discipline by the TGS,AGM or the Regional Board and the National Boards within the confines of the Regional and Country Constitutions.
- 5.2 The decision of the TGS,AGM, Regional and Country Boards shall be binding.
- 5.3 The Country Board's decision on the Districts Network and farmer groups or Staff shall be final and binding.
- 5.4 A Member Organization, Board member or Districts Network shall, however, appeal to the ESAFF Triennial General Meeting for redress should they consider the decision of the ESAFF AGM, Regional Board or national AGM inappropriate.

## About ESAFF

ESAFF is a network of over 530,000 memberships of smallholder farmers in Eastern and Southern Africa (ESA) region. The objective of ESAFF is to build the capacity of smallholder farmers to enable them take part fully in policy and budget processes for agriculture development that is ecological so as to reduce poverty, hunger and environmental disasters.

ESAFF operates at country level in Eastern and Southern Africa through its members namely, Tanzania (National Network of Small Scale Farmers Groups in Tanzania (MVIWATA), Kenya- Kenya Small Scale Farmers Forum-(KESSFF), Uganda (ESAFF Uganda), Zambia (ESAFF Zambia), Zimbabwe (Zimbabwe Movement of Small Organic Farmers Forum, Lesotho (Lesotho Small Scale Farmers Forum), South Africa (ESAFF South Africa), Malawi (National Smallholder Farmers Movement- NASFAM), Rwanda (ESAFF-Rwanda), Burundi (ESAFF-Burundi), Seychelles (SeyFA), Madagascar (CPM), Mozambique (ROSA), Swaziland (ESAFF Swaziland) and DRC-Congo (FOPAC).

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