



# **Fourteenth Meeting of the Governing Board of the African Risk Capacity Agency (ARC Agency)**

**(In Camera Session)**

February 18-19, 2019  
Accra, Ghana

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# TAB 1



**Provisional Annotated Agenda and Programme of Work of the Meeting of the ARC Agency  
Governing Board**

**18-19 February 2019**

**IN CAMERA SESSION OF THE ARC AGENCY GOVERNING BOARD**

14:20-14:50 **Agenda Item 18: Update on Board Self-Evaluation**

18.1 The ARC Agency staff will brief the Board on the progress made on the Board self-evaluation process

14:50-16:00 **Agenda Item 19: Director General Appointment**<sup>1</sup>

19.1 The ARC Agency Board is invited to consider the process of recruiting the Director General

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<sup>1</sup> Subject to the conclusions on the governance reform.

## **TAB 2**



**Draft Report and Decisions of the *In Camera*  
Session of the Thirteenth Meeting of the  
Governing Board of the African Risk  
Capacity Agency (ARC Agency)**

**ARC/GB13/D001.1909\_18**

September 18, 2018

Washington DC, United States

The *in camera* session of the thirteenth meeting of the Governing Board (**the Board**) of the African Risk Capacity Agency (**ARC Agency**) was held on 18 September 2018, in Washington DC, United States.

<b>Members of the Agency Board in attendance:</b>	Dr. Ngozi Okonjo-Iweala (Chairperson/African Union Commission) Mr. Tosi Mpanu-Mpanu (African Union Commission) Prof. Peter Mwanza (Southern Africa) Mr. Diombar Thiam (North Africa) Mr. Birama Sidibe (West Africa) Mr. Ouhoumoudou Mahamadou (Central Africa) Mr. Mohamed Beavogui (ARC Agency Director General, in attendance for parts of the <i>in camera</i> session, as noted in the report text)
<b>ARC Agency Secretariat Advisers in attendance:</b>	Ms. Erica Hovani, Legal Counsel and Secretary to the Board (in attendance for parts of the <i>in camera</i> session, as noted in the report text)

1. A quorum of the Board was present at all times during the *in camera* session.

#### ***Amendments to the Rules of Procedure of the ARC Agency Governing Board***

2. At its February 2018 meeting, the Board requested that certain changes be made to the Rules of Procedure in order to make members of the ARC Ltd Board permanent observers to the ARC Agency Board meetings, and possibly to take other steps to increase alignment between the ARC Agency and ARC Ltd Boards.
3. Ms. Hovani presented the proposed changes to the Rules of Procedure which included changes intended to increase alignment with ARC Ltd, as well as corrections and amendments to bring the Rules of Procedure up to date with current Board practices. For example, descriptions of Board Committees were amended to increase accuracy. The amended Rules of Procedure are attached with track changes (additional changes were made after the Board meeting, to take into account the discussion and also to fix numbering and formatting issues).
4. The Board discussed the changes and agreed that the Chairperson of the ARC Ltd Board should be the Honorary Vice-Chairperson of the ARC Agency Board and that paragraph 13.03 should be amended to apply to future ARC Agency affiliated entities.
5. The Board also discussed how joint meetings of the ARC Ltd and ARC Agency Boards should be conducted. The Board concluded that there are 5 possible Board meeting scenarios for Board sessions:
  - i. ARC Agency business conducted with ARC Ltd Board members attending as observers,
  - ii. ARC Agency business conducted without ARC Ltd Board members,
  - iii. ARC Ltd business conducted with ARC Agency Board members attending as observers,
  - iv. ARC Ltd business conducted without ARC Agency Board members,
  - v. Joint ARC Agency-ARC Ltd business

In the first 2 scenarios, ARC Agency rules will prevail. In scenarios (iii) and (iv), ARC Ltd rules will prevail. For scenario 5, joint ARC Agency-ARC Ltd board sessions (the Joint Sessions), the Board requested that Ms. Hovani and Mr. Timothy Nielander, the legal advisor for ARC Ltd, develop rules for the joint ARC Agency-ARC Ltd sessions of the Board. The Board stated that the Joint Sessions should be presided over by the ARC Agency Chairperson with the ARC Ltd Chairperson acting as the Vice-Chairperson of the Board.

#### **Board Self-Evaluation**

6. The Rules of Procedure include a provision for the Board to conduct a self-evaluation. The Board instructed Ms. Hovani to research potential outside consultants or companies who could do this work, with a preference for an African service provider.
7. The Board also concluded that, in the future, ARC should consider doing a 360 review for the CEO and the Board chair, and possibly for all members of the board and senior staff. However, these evaluations would be stage two or three of the evaluation process.
8. Ms. Hovani was instructed to consult with GAVI to obtain the terms of reference they used for their Board evaluation work and Board member suggested individuals who could potentially be engaged.

#### **Administrative Services Arrangement (ASA)**

9. The Board decided to authorize the Director General to negotiate a five-year extension of the ASA with the UN World Food Programme, with an escape clause to allow ARC to become independent before the ASA expires.

#### **Director General Reappointment**

10. The Mr. Beavogui and Ms. Hovani left the room for the first part of this discussion.
11. Ms. Hovani returned to the room for the discussion of contracting terms. The Board indicated that they intended to ask the Director General to stay with ARC through the ARC Governance Reform process to facilitate the transition to ARC's new governance structure. Therefore, although the Board intends to recommend to the CoP that the Director General's term be extended for four years, as described in the Treaty, the employment contract should be renewed year by year rather than for a four-year term. This would allow for the Director General to resign at the end of a contract period, if appropriate as a result of the reform process, without incurring additional legal liability for the organization. The Board stressed that ARC should not incur significant financial liabilities as a result of the ARC Director General's contract terms and asked Ms. Hovani to discuss the options with the human resources department within WFP.
12. The Board also requested that the ARC legal team draft rules for employee separation.
13. Mr. Beavogui returned to the room for the next part of the discussion, and Ms. Hovani left.
14. Mr. Beavogui and Ms. Hovani both attended the last portion of the *in camera* session. The Board briefed Mr. Beavogui on the suggested contractual arrangements and he indicated his willingness to enter into a contract to be renewed on an annual basis, and to remain in his position until the end of the ARC governance reform process. It will be critical to ensure that the end of the contract is not prejudicial to either party.

# TAB 3

<b>Agenda item</b>	<b>: Update on Board Self Evaluation</b>
<b>Presenter</b>	<b>: Bright Mando</b>
<b>Briefing/Discussion</b>	<b>: Briefing</b>
<b>Proposed Decision</b>	<b>:</b>

### Background

1. Rule 3.01 of the Rules of Procedure of the ARC Agency Governing Board (the Board) provides that the Board shall identify independent means of self-assessment to periodically review its own performance.
2. Following the approval of the Board of the Terms of Reference on the Development and Conduct of a Governing Board Self-Evaluation in December 2018, the ARC Agency Secretariat advertised for the position of Consultant on the ARC's website.
3. A total of sixteen (16) resumes were received by the deadline (4 January 2019) and receipt was duly acknowledged. The names of the thirteen applicants are as follows:
  - i) Guinness Gallagher Pte PLC, Singapore (assigned 2 consultants)
  - ii) Kosi Senenou Davui (Togo)
  - iii) Vanrooyen (South Africa) (assigned 2 consultants)
  - iv) Dr. Mohammad A.L Kisubi (Uganda)
  - v) Branislava Llic (Serbia)
  - vi) Patricia M. Isimat-Mirin (Coted' Ivoire)
  - vii) Robert Tabana (Zambia)
  - viii) Oscar Ebalu (Kenya)
  - ix) Dr. Patricia M. Murugani (Kenya)
  - x) Stepanyan Magda (The Netherlands)
  - xi) Adeleki T. Towolawi (Nigeria)
  - xii) Rachel Wicket (United Kingdom)
  - xiii) John Waka (Kenya)
  - xiv) Salome Onyonka (Kenya)
  - xv) Amy Jermain (USA)
  - xvi) Monica Sepka (Brazil)
4. One application, from Martin Wafula (Kenya), was received after the deadline (11 January 2019).
5. The selection criteria specified under the Terms of Reference for the required expert is as follows:
  - i) At least 7 years of experience working and advising international organization and/or not-for-profit Boards of Directors;

- ii) Acknowledged track record and accomplishment in designing, developing and implementing self-evaluations for governing bodies in general, and for Boards in particular;
  - iii) Experience on Board Governance/Performance/conduct of business;
  - iv) Experience on performance evaluation of staff and Board;
  - v) Extensive experience with African organizations;
  - vi) Highly detail-oriented, with advanced interpersonal, and analytical skills, especially in the area of governance, human resources and organizational effectiveness.
6. The main selection criteria are therefore at least 7 years' experience working in international organization/not-for profit Boards of Directors and the relevant professional experience (self-evaluations, boards governance, performance evaluation, experience with African organizations).
7. Based on the above criteria, the CVs were screened to determine if the candidates meet the selection criteria. It should be noted that this kind of assignment is specific and not wide spread.
8. After the preliminary screening, the following candidates do not meet the selection criteria for this recruitment in terms of years of experience and the relevant professional experience as called for in the TORs:
- i) Kosi Senenou Davui (Togo)
  - ii) Branislava Llic (Serbia)
  - iii) Patricia M. Isimat-Mirin (Coted' Ivoire)
  - iv) Robert Tabana (Zambia)
  - v) Oscar Ebalu (Kenya)
  - vi) Stepanyan Magda (The Netherlands)
  - vii) Adeleki T. Towolawi (Nigeria)
  - viii) Rachel Wicket (United Kingdom)
  - ix) Salome Onyonka (Kenya)
  - x) Amy Jermain (USA)
  - xi) Monica Sepka (Brazil)
  - xii) Martin Wafula (Kenya) (received after the deadline)
9. From the Terms of Reference, the expert was supposed to be on board from late December 2018 to complete the assignment by March 2019. This would have enabled the expert to observe the Board's Committee meeting from December 2018 to February 2019.
10. A detailed evaluation needs to be conducted for the four remaining applicants in order to rank them. The four applicants are:
- i) Guinness Gallagher Pte PLC, Singapore (assigned 2 consultants)
  - ii) Vanrooyen (South Africa) (assigned 2 consultants)
  - iii) Dr. Mohammad A.L Kisubi (Uganda)
  - iv) Dr. Patricia M. Murugani (Kenya)
  - v) John Waka (Kenya)

11. The Secretariat will, with the assistance of two or three Board Members, or on its own, proceed to conduct a detailed evaluation and/or interviews of the remaining shortlisted candidates in order to select one suitable candidate for this important assignment.

# TAB 4

### ARC Director General Terms of Reference

The Director General is the Chief Executive Officer of the ARC Agency (**ARC**). She/he is responsible for the overall leadership and management of ARC's operational and administrative functions. Working under the guidance of the ARC Governing Board (the **ARC Board**), the Director General defines the institution's strategic vision, and is accountable for its implementation and the results achieved.

The Director General shall set the tone for ARC Secretariat's internal and external interactions by exemplifying values of high ethical standards, integrity, and fairness. She/he must act in the best interests of ARC in all contexts, and is responsible for maintaining productive, positive relationships with the African Union and all partner organizations.

#### Duties and Responsibilities

The Director General is appointed by the ARC Conference of the Parties (**CoP**) for a term of 4 years and reports to the ARC Governing Board. Working closely with the leadership of the ARC Governing Board and its standing Committees, the Director General's primary responsibilities are as set out below.

#### Strategic Leadership and Delivery

The Director General will:

- Provide strategic leadership and oversight to the ARC Agency Secretariat and advice to the Board;
- Prepare and submit for the approval of the CoP the Programme of Work and Budget of the ARC Agency;
- Lead the ARC Agency in pursuing the strategic objectives defined by the CoP and the Board, and develop an organizational structures, operational policies and other business processes that are sound and able effectively to deliver on the those strategic objectives; defined by the CoP and the ARC Board;
- Operationalize, lead and monitor the implementation of the organizational structure, work programme, operational policies and other business processes;
- Ensure that there are strong fiduciary controls in place to monitor the use of ARC resources;
- Develop rigorous management and communications systems to ensure the implementation of and strict adherence to CoP and ARC Board decisions and other ARC policies in a timely manner;
- Ensure meaningful monitoring and evaluation of ARC programs and performance and the provision of accurate analysis and routine reporting on ARC's activities;

- Make recommendations to the ARC board regarding the approval of Member States' Contingency Plans, monitor compliance with existing Contingency Plans, and issue and withdraw Certificates of Good Standing.
- Manage ARC Secretariat interaction with Member States, including the provision of technical services for the development of risk management and operational and contingency plans;
- Represent the ARC Secretariat at the highest level, ensuring its role within the food security and disaster management communities is well understood;
- ~~At the request of the Governing Board of the ARC Agency, sit on the Board of Directors of any ARC Agency subsidiary or affiliated entity, and serve as liaison between the Board of Directors of such subsidiary or affiliated entity and the ARC Governing Board.~~

### **Managing Finance, People and Systems**

The Director General will:

#### ***Operational management***

- Prepare the annual Programme of Work and Budget for approval by the Conference of the Parties and be responsible for its implementation;
- Exercise authority over personnel and human-resource matters and further strengthen performance management by tracking key performance indicators across the organization;
- Prepare Staff Regulations and rules for approval by the ARC Governing Board and adoption by the ARC Conference of the Parties
- Maintain a positive work environment that facilitates collaboration and information sharing and is conducive to attracting, retaining, and motivating diverse talent;
- Prepare evaluations of the operations of the ARC Agency Subsidiary or Affiliated Entities for consideration by the ARC Board.
- Effectively manage operational or financial matters to deliver on the mandate of ARC, including by seeking additional authorities from the Governing Board as may be needed to address risks that arise proactively and effectively.

#### ***Financial management***

- Prepare the Financial Regulations and Rules of the ARC Agency for approval by the ARC Governing Board and adoption by the ARC Conference of the Parties.

~~• Report to the Governing Board annually regarding membership fees.~~

- Ensure the overall transparent and effective financial and administrative functionality of ARC and its assets; and
- Oversee the management and implementation of all organizational contracts according to corporate procurement systems and practices that deliver value for money and focus on the primary work of ARC.

**Official representation**

- Represent ARC before relevant authorities, in particular the organs of the AU.

**Coordinating with Financial Affiliates**

To facilitate the work of ARC as a whole (meaning ARC Agency and its financial affiliates), the Director General of ARC Agency will work closely with the leadership of ARC Agency's financial affiliate, ARC Ltd, and any future financial affiliates to:

- Provide strategic leadership and oversight to ensure that ARC's objectives are being met;
- Build and maintain strong working relationships between the staff and leadership of ARC Agency and its financial affiliates;
- At the request of the Governing Board of the ARC Agency, sit on the Board of Directors of any ARC Agency subsidiary or affiliated entity, and serve as liaison between the Board of Directors of such subsidiary or affiliated entity and the ARC Governing Board;

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- Facilitate coordination between the ARC Agency Board and the Boards of Directors of any financial affiliates, as well as of any subsidiary bodies of the Boards and/or joint committees.

**Partner Engagement, Working with the Board, and Mobilizing Resources**

To safeguard and continually strengthen the effectiveness, reputation, and profile of ARC, the Director General will work closely with the Board and its committees to:

- Build and maintain effective alliances and operational collaboration with public and private partners, such as governments of implementing countries, United Nations agencies and other international organizations,, bilateral donors, non-governmental organizations, the business sector, civil society actors, and communities impacted by drought;

- Engage with other regional groups of AU Member states and non-member states countries, communicating the ARC's purpose and aiming to secure their support.
- Represent the ARC -and its work with external stakeholders to build effective partnerships with public and private entities to support the work of ARC;
- Interact with governments at the highest political level to advocate for appropriate engagement with ARC;
- Maintain effective communications with all stakeholders.

#### ***Mobilizing and sustaining resources***

- Provide strategic guidance for resource mobilization;
- Oversee and advance the development of new funding streams for the ARC Agency, broadening the donor base and encouraging increased investment in programs;
- Ensure the highest level of confidence among public and private donors in ARC -operations.

#### ***Working with the CoP and Governing Board***

- Prepare and submit reports to the CoP as required by the Establishment Agreement;
- Report to the Governing Board on the operational, administrative, and financial aspects of the ARC Agency and the work of its Subsidiary or Affiliated Entities -at each Governing Board meeting;
- Ensure that the Board is made aware, in a timely way, of key strategic and other material operational challenges the Secretariat is encountering in the course of its work;
- Represent the management of the Secretariat at Governing Board Meetings, and ensure effective and timely preparation and distribution of all materials in accordance with Board mandated policies and procedures;
- Assist the Committees of the Governing Board, their advisory and technical panels and other support structures; and
- Communicate Governing Board decisions to the ARC's staff, and other relevant stakeholders.

#### **-Oversee the Implementation of Governance Reform**

Oversee the implementation of ARC Governance Reform, including:

- Build and maintain strong working relationships between the staff and leadership of ARC Agency and its financial affiliates;

### **Level of Performance and Qualifications**

As executive head of an African Union Specialized Agency, the ARC Director General shall have the authorities specified in the Establishment Agreement, and shall be appointed at the level and with the remuneration commensurate with that of an Assistant Executive Director of the World Food Programme, as is required to fulfil this position's competencies. The ARC Director General shall be a national of a Party to the ARC Establishment Agreement.

### **Education**

- Advanced university degree in economics, management, finance, disaster management, food security, or a related field, with experience and/or training in disaster preparedness and/or food security.

### **Experience**

- At least 15 years of, post graduate, progressively responsible professional and managerial experience as a manager at both the national and international level;
- Experience managing a large staff, preferably of multinational composition;
- Experience interacting with high level government officials in a variety of contexts.

### **Languages**

Working knowledge of more than one language of the ARC Agency will be an added advantage.

# TAB 5

### **The Director General Search Guidelines**

1. The CoP requests that the Governing Board submit to it a short-list of at least three persons who are nationals of the Parties to the Establishment Agreement, and represent the strongest candidates for the post of Director General of the ARC Agency, based on the Terms of Reference for the position approved by the CoP in February 2013.
2. The Governing Board shall develop and undertake its work according to a detailed action plan and timeline that shall be communicated for information to the members of the CoP.
3. To the extent possible, the Governing Board should seek to expedite its work and submit its proposed candidates as quickly as possible, provided this does not adversely compromise the integrity of the Governing Board's work, or the presentation of an appropriately diverse pool of candidates.
4. The Governing Board shall ensure that the position of ARC Director General is advertised and publicized through all appropriate channels, to reach the greatest number of highly qualified candidates
5. The Governing Board may appoint an Executive Search firm to assist it in identifying a short list of highly qualified, talented men and women to present as final candidates to the CoP.
6. When presenting the short list of candidates, the Governing Board shall also provide its assessment of each of the short-listed candidates, including the extent to which each candidate fulfils the selection criteria, and the candidates' relative ability to perform the duties of the Director General as outlined in the Terms of Reference of the Director General.
7. The Governing Board shall ensure that it conducts itself at all times in manner that respects the privacy and personal reputation of potential candidates, and work within an appropriate framework of confidentiality.
8. The Governing Board shall seek to make its decisions by consensus. Where consensus cannot be obtained, the majority view of the Governing Board will prevail.