

SARPN Board of Governors–Call for Nominations

The life and agreed tasks of the Southern African Regional Poverty Network (SARPN) Interim Governing Body have ended and SARPN is now calling for nominations for its first independent Board of Governors which will be appointed for a three year term of office.

Background

SARPN's ultimate goal is to contribute to the sustainable reduction of poverty through effective pro-poor policy, strategy and practice in the SADC region. Its purpose is to deepen and widen debates on policy, strategy, practice and decision-making processes that impact on poverty in the region. SARPN provides platforms that widen participation by bringing people together across the region to exchange ideas, and disseminates information to deepen understanding of poverty issues and improve policy and practice.

During its first two years the organisation has made a significant contribution to the development of poverty reduction policy and practice, particularly in the land sector, and stakeholders have strongly endorsed the role it is playing.

Based on intensive stakeholder input SARPN has developed a strategy and plans that build on its profile and the niche it has carved for itself in the SADC region. In this regard, SARPN has identified the following key focus areas for its programmes over the next three years.

- Land, food security, HIV/AIDS, gender and hunger;
- Social safety nets in the context of relief, rehabilitation and development;
- Economic integration and regional and international trade;
- Macro approaches to poverty reduction including initiatives related to the MDGs, PRSPs, RISDP, poverty-related monitoring and evaluation, implementation challenges and capacities, governance and participation.

SARPN will achieve its purpose through a set of interrelated programmes and outputs.

- *Events*: Inclusive debates in key focus areas that bring together key stakeholders.
- *Linkages*: Strong links and networks within and between strategically important stakeholders.
- *E-Debate*: Facilitated e-debates widen access and mobilise interest.
- *Resource and information*: Wider access to and dissemination of relevant information.
- *Communication and media*: Key information is accessible to groups working with the poor.
- *Profiling SARPN*: Strong strategic relationships with key role-players in all stakeholder groups.

SARPN is a flexible organisation accessible to stakeholders in the region. It will consist of a small core staff of skilled poverty specialists and of country nodes throughout the region. A newly appointed director will give strategic leadership and build SARPN's profile and the relationships with stakeholder groups that are vital to its success. The physical location of the core staff requires good access to information and communications technology (ICT) infrastructure and transport networks.

Governance

An Interim Governing Body broadly representing the region was appointed and amongst others, approved the proposal, compiled a Constitution for SARPN and appointed a senior level Director to manage and lead SARPN. The work of the IGB has now been completed and SARPN is ready to appoint its first independent Board of Governors.

The independent Board of Governors will be representative of the region, and of its race and gender profile. A consultative forum and a reference group of partners and specialists from the region will help to review strategy and plans, enhance opportunities for synergy and co-operation and improve SARPN's regional identity as an open access network. The following sections of the SARPN Constitution outline the roles and responsibilities of the Board of Governors: (The full SARPN Constitution will be available on the website)

7. Board of Governors

- 7.1 *The Board is the main decision-making body of SARP.*
- 7.2 *The Board's primary responsibility is to promote the objectives of SARP and provide strategic direction to the Secretariat.*

8. Composition of Board

- 8.1 *The Board consists of not more than 21 persons and must include –*
 - 8.1.1 *at least one citizen from each of the countries in the Southern African region;*
 - 8.1.2 *the Director of SARP who is an ex-officio member of the Board.*
- 8.2 *All Board members other than the Director of SARP –*
 - 8.2.1 *are appointed for a term of three years;*
 - 8.2.2 *are eligible for reappointment, subject to clause 8.3.*
- 8.3 *A Board member who has held office for two consecutive terms is not eligible to stand for the next Board but becomes eligible again for a further appointment after the term of office of the next Board has lapsed.*
- 8.4 *Despite sub-clause 8.2.1, a Board member who is appointed during the term of a Board to fill a vacancy on the Board is only appointed for the remainder of the term of that Board.*
- 8.5 *If a vacancy arises and as a result the requirements of sub-clause 8.1.1 are not met –*
 - 8.5.1 *the Board must fill that vacancy within three months of the vacancy arising, unless the Board agrees to a longer period;*
 - 8.5.2 *until such time as a new member is appointed in terms of sub-clause 8.5.1, the Board may continue carrying out its functions and exercising its powers, notwithstanding the vacancy.*
- 8.6 *The Board may elect whether or not to fill any other vacancy.*

9. Appointment of Board members

- 9.1 *The Board is responsible for appointing its members.*
- 9.2 *In appointing members to the Board, the Board must –*
 - 9.2.1 *take reasonable steps to elicit nominations from stakeholders including calling for nominations from the Secretariat and from any stakeholder forum established by the Director;*
 - 9.2.2 *have regard to the following –*
 - 9.2.2.1 *Board members must be individuals of standing and integrity in the region with a demonstrable commitment to poverty reduction;*
 - 9.2.2.2 *Board members are appointed in their individual capacity and not as representatives of an organisation or institution;*
 - 9.2.2.3 *there must be equitable representation by men and women;*
 - 9.2.2.4 *there must be equitable representation by different interests, sectors and stakeholders;*
 - 9.2.2.5 *there must be a balance between retaining Board members who have already served a term of office and bringing in new Board members.*
- 9.3 *People who are nominated to the Board must indicate in writing that they accept nomination and that, if appointed, they will fulfill their obligations in terms of this Constitution and will uphold and promote the objectives, principles and values of SARP.*

10. Functions of Board

The Board is responsible for –

- 10.1 *appointing members of the Board, subject to clause 9 and Annexure One;*
- 10.2 *appointing a Director on such terms and conditions of service as it considers appropriate, and if necessary terminating the employment of the Director;*
- 10.3 *concluding a performance agreement with the Director;*
- 10.4 *approving or varying the staff establishment for the Secretariat;*
- 10.5 *overseeing the work of the Secretariat;*
- 10.6 *considering and approving plans of action, strategic plans and policies for SARP;*
- 10.7 *approving a system designed to monitor and evaluate the work of SARP;*
- 10.8 *considering, and where appropriate, adopting proposals presented to it by the Director;*
- 10.9 *adopting the annual budgets and supervising the finances of SARP;*
- 10.10 *providing direction and support to the Director in procuring adequate funds for the operations of SARP.*

11. Powers of Board

The Board has all the powers necessary for the purpose of performing its functions, subject to this Constitution and any applicable legislation, including the power to –

- 11.1 *amend this Constitution, subject to clause 26;*
- 11.2 *dissolve SARPN, subject to clause 27;*
- 11.3 *open and operate its own bank accounts;*
- 11.4 *appoint people to sign bills of exchange, cheques, receipts and other negotiable instruments, on behalf of SARPN;*
- 11.5 *acquire or rent movable or immovable property that will benefit SARPN and advance its objectives and maintain, alter, or dispose of any of the property that it owns;*
- 11.6 *invest any money not immediately required for the purposes of fulfilling the objectives of SARPN;*
- 11.7 *insure itself against any loss, damage or risk;*
- 11.8 *institute or defend any legal action;*
- 11.9 *establish or assist in establishing or promote any network or society whose objects are similar to those of SARPN, or the establishment or promotion of which may be beneficial to SARPN;*
- 11.10 *support and subscribe to any institution or society which may benefit SARPN or its employees;*
- 11.11 *enter into any contract for the furtherance of the objectives of SARPN;*
- 11.12 *appoint legal representatives, independent auditors and other professionals for SARPN.*

12. Delegation of powers of Board

- 12.1 *The Board may delegate any of its powers to the Director except the power to amend the Constitution and dissolve SARPN.*
- 12.2 *A delegation in terms of this clause –*
 - 12.2.1 *must be by way of resolution of the Board;*
 - 12.2.2 *may be made subject to conditions;*
 - 12.2.3 *includes, unless otherwise specified, the power to sub-delegate to a senior member of staff of the Secretariat;*
 - 12.2.4 *does not divest the Board of responsibility for ensuring that the power is properly exercised;*
 - 12.2.5 *does not prevent the Board from exercising the delegated power.*
- 12.3 *The Board may confirm, vary or revoke any decision taken in consequence of a delegation or a sub-delegation made in terms of this clause, subject to any rights that may have accrued to any person as a result of the decision.*

13. Conduct of members of Board

Members of the Board –

- 13.1 *must perform the functions of office in good faith;*
- 13.2 *must recuse themselves from a meeting of the Board if any matter is being discussed in which they have a direct financial interest or any other conflict of interest;*
- 13.3 *may not, without the prior authorisation of the Board, disclose any confidential information received by them in their capacity as members of the Board;*
- 13.4 *may not act in a way that compromises the credibility or integrity of the Board.*

14. Termination of membership of Board

A member of the Board ceases to be a member when that person –

- 14.1 *resigns on three months written notice;*
- 14.2 *is removed from office in terms of clause 15.*

15. Removal from office

- 15.1 *The Board may remove a member from office -*
 - 15.1.1 *if that member misses three or more consecutive Board meetings without providing a written apology acceptable to the Board; or*
 - 15.1.2 *for any other good cause, as determined by the Board.*
- 15.2 *A member may only be removed from office in terms of sub-clause 15.1.2 by a resolution agreed to by 2/3rds of Board members present at a quorate meeting, and only after inviting the Board member to make representations to the Board.*

16. Procedures of Board

- 16.1 *The Board determines its own rules and procedures, subject to this clause.*
- 16.2 *The Board elects its own chairperson and vice-chairperson.*
- 16.3 *The Board must meet at least twice a year.*
- 16.4 *The chairperson of the Board decides when and where the Board will meet, but a majority of Board members may request the chairperson in writing to convene a meeting at a time set out in the request.*
- 16.5 *At least thirty (30) days notice must be given of all meetings of the Board unless all members of the Board accept a shorter notice period.*
- 16.6 *The quorum for a meeting of the Board is at least one half of its members.*
- 16.7 *A decision of the Board is taken by a simple majority vote, unless this Constitution provides that a 2/3rds majority vote is required.*
- 16.8 *Each person entitled to be present and to vote has one (1) vote and in the event of an equality of votes, the chairperson of the meeting has a casting vote.*

- 16.9 *If the chairperson is absent from a meeting of the Board, the members present at that meeting must elect from their number a chairperson for that meeting.*
- 16.10 *The Board must keep minutes of all its meetings. Any minute, signed by the chairperson of the meeting, is prima facie evidence of the matters stated in that minute.*
- 16.11 *The rules of the Board may make provision for the holding of teleconferences or video-conferences instead of a meeting when members must be physically present in one place, provided that-*
 - 16.11.1 *all members of the Board have access to teleconference or videoconference facilities;*
 - 16.11.2 *sub-clauses 16.5 to 16.10, read with the necessary changes, apply with equal force to a teleconference or a videoconference of the Board.*
- 16.12 *A resolution agreed in writing by all members of the Board is as valid as a resolution adopted at a duly convened meeting of the Board.*
- 16.13 *The Board must establish a sub-committee to oversee the work of the Secretariat.*
- 16.14 *The Board may establish other sub-committees, including if necessary an executive committee, to assist it in the performance of its functions or the exercise of its powers.*
- 16.15 *The Board may co-opt, for a specified period of time, any person onto the Board or onto a sub-committee, to assist the Board in performing its functions or exercising its powers. A person co-opted in terms of this sub-clause will –*
 - 16.15.1 *be entitled to participate in meetings of the Board or sub-committee;*
 - 16.15.2 *not be entitled to vote at Board or sub-committee meetings.*
- 16.16 *For the purposes of sub-clauses 16.4 and 16.12, the requirement that a request or agreement be conveyed in writing includes –*
 - 16.16.1 *a faxed request or agreement;*
 - 16.16.2 *a request or agreement conveyed to the chairperson by email.*

17. Chairperson of the Board

- 17.1 *In addition to the chairperson's other functions, the chairperson must oversee the work of the Director in particular by -*
 - 17.1.1 *liaising with the Director on a regular basis;*
 - 17.1.2 *receiving and considering quarterly reports filed by the Director.*
- 17.2 *The chairperson or the Board may delegate any of the chairperson's functions to another member of the Board."*

SARPN hereby invites nominations of individuals to serve on the SARPN Board of Governors. Nominations should be detailed on the attached form only and should reach Ingrid du Toit at iedutoit@hsrc.ac.za or fax number 27 12 302 2284 or SARPN, Private Bag X41 Pretoria 0001 by **16 April 2004.**

**SARPN BOARD OF GOVERNORS
NOMINATION FORM**



PERSONAL DETAILS	
Name of nominee:	
Contact address:	
Telephone number/s:	
Fax number/s:	
e-mail address:	
Gender:	
Citizenship (Country):	
MOTIVATION FOR NOMINATION	
Particular areas of interest/experience within the poverty arena	

Sectors within which candidate operates or has experience within the poverty arena	
DECLARATION	
Acceptance of nomination	<p>I declare that I accept the nomination to serve as a member of the SARPN Board of Governors and agree to fulfil the obligations in terms of the SARPN Constitution and to uphold and promote the objectives, principles and values of SARPN, if appointed.</p> <p>_____</p> <p>Signature Date</p>

Nominated by: _____

Contact details: _____