



GOVERNANCE FRAMEWORK

Role of Governance
Structure and Functioning

SAHEL REGIONAL FUND

Introduction

Commitments and founding principles

The SRF is committed to upholding the highest standards of conduct in everything it does and in all its responsibilities, which specifically includes the prevention of all forms of potential or actual conflicts of interest. Its governance, system and responsibilities have been developed to prevent, mitigate and manage all potential or actual conflicts of interest.

Transparency

*Selection processes
made public, accessible
reports*

Accountability

*Signed memoranda of
understanding, conflict
of interest declarations*

Integrity

*Prevention, mitigation
and management of
conflicts*

04 governance entities

The Board of Directors

*Decision-making
body*

Fund Management Unit

*Fund and partnership
management*

Evaluation Committee

Projects review

Grievance Committee

*Complaints &
conflicts*



The Board of Directors

Composition and selection of members

Permanent members	Non-permanent members
Representative of the host organisation	3 INGOs – operational presence in the project areas
Donors (1 seat per donor, max. 4 seats)	4 national NGO seats (national forums / regional)
One permanent observer	Invited observers

i The Fund Director provides the secretariat without being a member of the board. Board members are not remunerated.

NNGO/INGO Eligibility Criteria – Harmonised Proposal

The selection process is based on a common set of criteria applicable to all NGO members of the Board of Directors, with specific variations depending on the type of organisation (INGO or NNGO) for certain quantitative criteria.

Strategic influence

Ability to exercise strategic influence and to contribute to regional and global discussions in order to support the SRF's ambition, in particular on the basis of an in-depth knowledge of the regional context.

Representation in Dakar and seniority

Representation in Dakar (**INGO**) or commitment to travel physically to Dakar for the quarterly meetings of the Board of Directors (**NNGO**). For NNGOs, the representative must hold the role of national director or a position of equivalent level; for INGOs, a Regional Director (or equivalent) or else a Deputy Regional Director (or equivalent).

CHS standards

Certification or commitment to comply with the Core Humanitarian Standard (CHS), ensuring quality and accountability.

Technical capacity & projects

- **INGO:** at least 5 humanitarian projects with local partners over 2 years.
- **NNGO:** at least 3 national humanitarian projects over 2 years.

Operational presence

Presence in the sensitive areas of Burkina Faso, Mali, Niger or Chad, with a demonstrated capacity to respond to humanitarian and protection needs.

INGO: at least 3 countries. NNGO: at least 3 provinces or equivalent administrative entities in one of the countries mentioned.

Humanitarian coordination

Regular participation in national humanitarian coordination bodies (HCT, inter-agency mechanisms) as well as in the meetings of the IASC regional group:

Examples of inter-agency mechanisms under the auspices of the IASC:

- The cluster system, sectoral coordination of the humanitarian response at country level
- Humanitarian Country Teams (HCT)
- Inter-Cluster Coordination Groups (ICCG)
- NGO forums

Observer Eligibility Criteria – New Architecture

Selection is now made on the recommendation of the Fund Director or the BoD, thereby broadening the basis for appointments.

Two types of observers:

- **The permanent observer:** a donor granted permanent observer status on the Board of Directors, whose role is to strengthen transparency, enrich the quality of debates, support strategic coherence and improve accountability between the SRF and its financial partners, while preserving the decision-making independence of the Board.
- **Invited observers:** external organisations or actors invited to take part, on an ad hoc or regular basis, in Board meetings, in a purely informative and advisory role, without interfering with formal decisions.

Role and Responsibilities of the Permanent Observer

The permanent observer is a non-voting donor whose contribution covers several strategic and operational dimensions of the Board.

Participation & expression

Takes part in Board meetings as a non-voting member, with the right to speak and contribute, without taking part in formal decisions.

Strategic insights

Brings donor perspectives related to global priorities, accountability requirements and humanitarian funding trends.

Strategic coherence

Facilitates alignment between the SRF's orientations and donor policies, in line with the commitments of the Grand Bargain and the Humanitarian Reset.

Mutual accountability

Supports a shared understanding of the commitments, requirements and expectations between the SRF and its financial partners.

Risk analysis

Provides a complementary perspective on major risks and mitigation measures, supporting a balanced and transparent approach to risk management and risk sharing across the entire humanitarian chain.

Mobilisation & mandate

Supports resource mobilisation and advocacy initiatives. May make technical experts available to support the evaluation committee. Its mandate is for a minimum of one year, renewable depending on its availability.

Role and Responsibilities of Invited Observers

The invited observer is an external organisation or actor invited to take part, on an ad hoc or regular basis, in Board meetings. Its presence aims above all to strengthen transparency and understanding of how the SRF works, without interfering with the formal responsibilities and decisions of the Board.

➤ Participation by invitation

Takes part in the Board meetings by invitation, according to the needs identified by the Board Committee or the FMU, whether for a specific session, a thematic cycle or a given period.

➤ Confidentiality & familiarisation with how the SRF works

Respects the confidentiality of information, shared documents and deliberations. A donor may be invited for familiarisation purposes, in particular to understand the role and working methods of the Board Committee with a view to a potential future contribution.

➤ Access without a decision-making role

Has direct access to strategic discussions, governance processes and operational exchanges, in order to better understand the functioning, priorities and mechanisms of the SRF. Does not take part in formal decision-making processes.

➤ Advisory contribution

May contribute to certain discussions, at the request of the Board Committee or the FMU, when its expertise is deemed useful, while respecting the deliberation spaces reserved for Board Committee members and the permanent observer.

The Board of Directors

Roles, responsibilities and functioning

Strategy & Frameworks

Discuss, suggest amendments to and approve the SRF programme strategy proposed by the Fund Director on the basis of the charter/mission statement.

The framework documents include the charter, the fund governance document and the strategic framework. The Operations Manual is not one of the framework documents validated by the Board Committee, but is subject to validation by DRC and FCDO.

Project selection

Approves the EC members, the screening report and the final selection of proposals (simple majority).

Project oversight

The Board takes note of the updates on project progress prepared by the FMU, is alerted in the event of major under-performance and issues recommendations in such cases.

Risk management

Reviews the risk dashboard every quarter, defines the risk appetite.

External relations

The Board takes an active part in the advocacy and communication initiatives to be carried out and champions these initiatives when taking part in external meetings and with their headquarters and partners. The Board Committee supports resource mobilisation.

Context analysis

Assesses the impact of developments on the fund's strategy.

Functioning

→ Quarterly meetings

→ Quorum: simple majority

→ Major documents: $\frac{2}{3}$ of votes

→ Annual rotation of NGOs

→ Virtual vote in case of emergency

- **Chair of the SRF Board Committee:** The Board will appoint its chair at each rotation (12 months). The chair promotes the collective management of the SRF and the sharing of decision-making power. The chair reviews the agenda proposed by the FMU and leads the meetings, giving priority to the items on the agenda, ensuring that these items have sufficient time to be discussed and that all members of the SRF Board Committee have the opportunity to express their views. The Chair leads the advocacy and communication initiatives to be carried out, as well as resource mobilisation.
- **Vice-Chair:** The Board will appoint its vice-chair for each 12-month term. The vice-chair supports the Chair in their role of facilitating Board Committee meetings, and supports the chair in leading the advocacy and communication initiatives to be carried out. The host representative and other Board Committee members may also play an active role in facilitating meetings as needed. The chair and the vice-chair monitor the transparency and compliance of the SRF Board Committee's procedures with the standards set out in the SRF charter.
- **Meetings:** The SRF Board meets every quarter, and ad hoc meetings are held as needed. At each quarterly meeting, the SRF Board Committee receives the preparatory documents one week in advance and is informed by the Fund Director of the progress of actions and projects, monitoring results, the most serious risks, contextual analysis of emerging crises, key trends and other important issues.

- **Votes:** All decisions require a minimum attendance quorum. The adoption of major documents requires a two-thirds majority of voting members and representation from each stakeholder category (NNGO/INGO, donor and observer). Voting results are recorded in the minutes of the meetings, which are prepared by the FMU and confirmed by the SRF Board Committee before the next meeting. For virtual votes, failure to vote will be considered absenteeism. Thus, for virtual votes, abstention will not be counted in the total number of votes when determining whether the quorum (simple or qualified majority) has been reached.
- **Veto:** If the host organisation identifies a fiduciary, reputational, programmatic or safeguarding risk, it reserves the right, after consultation with the donors and discussion with the SRF Board, to take preventive or corrective measures, including measures not voted on by the SRF Board Committee or voted against by the SRF Board Committee. FCDO has the same prerogative for risks whose impact exceeds its risk appetite. It would be a conflict of interest for the SRF Board Committee to require changes to frameworks that would affect the way the host organisation does business (risk management), and the latter therefore retains a right of veto over such significant changes.
- **Rotation:** The NGO members of the SRF Board will rotate every 12 months. Rotation of INGO members will take place by 1/3 in even years and by 2/3 in odd years. Rotation of NNGO members will take place by half each year. Board Committee members will be invited to volunteer in order to identify the outgoing representative. If no one volunteers, a draw will be organised to identify the outgoing representative.
- **Replacement:** Members appointed to the Board may be replaced by their alternate or by a person with the authority to act in their absence. In the event of departure, the board member will be replaced by the newly recruited person holding the same position in the organisation.

Accountability

Chair of the Board of Directors

The host organisation cannot be appointed to the chair of the SRF Board Committee.

Collegial management

SRF governance is designed to promote collegial management and the sharing of power in decision-making.

Memorandum of understanding & conflict of interest declaration

All voting Board members sign a memorandum of understanding and submit a declaration of potential conflict of interest. Any situation constituting, or interpreted as, a conflict of interest must be disclosed before joining the Board Committee and notified if it arises subsequently.

Abstention rule

When a Board member is an implementing partner of an SRF project, it does not take part in the discussion and has no right to vote on that project.

Consortium application rules

No NGO may be lead in more than one consortium. Any NGO, including Board members, may apply in only one consortium per call for projects.

Host application

The host organisation cannot be appointed to the chair of the SRF Board Committee.

Risk Management

Framework, responsibilities and escalation mechanism

Types of risks

Project risks

Formal escalation to the FMU and the Board as soon as the rating level increases

SRF risks

Quarterly monitoring by the Board Committee, dashboard with definition of the risk appetite for all identified risks and their evolution.

Risk owners

FMU

Consolidates the register, ensures monitoring of risks and mitigation measures

Fund Director

Informs the host, Board and donors in the event of escalation

SRF Board of Directors

Decides on measures where the risk increases beyond the risk appetite pre-defined in the risk register

Host organisation & FCDO

Right of veto over risks exceeding their appetite

Escalation mechanism

Low

Internal FMU monitoring

Moderate

Quarterly report to the Board

High

Immediate alert to the Board + possible ad hoc meeting

Very high

Possible host/FCDO veto, corrective measures

Accountability & Conflict of Interest Management

Control mechanisms and integrity rules

Conflict of interest declarations

All voting Board Committee members sign a memorandum of understanding and submit a declaration before joining the Board. Any new situation must be notified immediately.

Abstention rule

A Board member involved in an SRF project does not take part in the discussion and does not vote on that project.

Application rules

An NGO may be lead in only one consortium. It may apply in only one consortium per call for projects. The SRF host may not submit any application.

Host & FCDO veto

In the event of a fiduciary, reputational, programmatic or safeguarding risk, the host and FCDO reserve the right to take preventive or corrective measures.

Chair of the Board Committee

The host organisation cannot be appointed to the chair of the Board, in order to guarantee the independence of collegial governance.

Independent Grievance Committee

Fully independent of the Board. Chaired by FCDO. Handles all complaints, including those against the host organisation.

Fund Management Unit (FMU)

Fund and partnership management responsibilities

Frameworks & Manuals

Develops the Charter, the strategic framework, the calls for proposals, the Operations Manual and other operational frameworks.

Due Diligence

Assesses the lead agencies and verifies that the lead agency has fulfilled its own due diligence obligations towards its national/local partners.

Monitoring & Evaluation

Develops the MEAL framework, and ensures project monitoring and accountability.

Context analysis

Analyse du contexte des crises émergentes et des tendances clés

Communication & Advocacy

Prepares communication initiatives

Calls for Proposals

Launches the calls, checks the eligibility of applications, sets up an evaluation committee and prepares the selection reports.

Financial Management

Verifies financial reports, supervises audits, bi-annual consolidation to the Board.

Risk Management

Monitors and consolidates the risk register and escalates alerts to the Board Committee according to the pre-defined risk management matrix.

Resources

Resource mobilisation with donors.

Board Committee Secretariat

Organises quarterly meetings, drafts the minutes and prepares the preparatory documents.

Functioning

The host organisation ensures that the FMU fulfils its mandate.

- The FMU is currently hosted by DRC but has a degree of autonomy from it. The FMU reports to the Regional Executive Director and is independent of DRC's operations in the countries of the region. The FMU remains accountable to DRC headquarters for risk management and collaborates closely on the development of internal frameworks and policies required for effective fund management.
- The FMU is made up of a team recruited and hosted by the host, with the exception of key positions where donors may take part in the recruitment process.
- The FMU team reports to the Fund Director, who is under the direct supervision of the DRC Regional Executive Director. The Fund Director also has a functional line with the Chair of the SRF Board Committee.

Accountability

- **The Fund Director is accountable to the SRF Board of Directors**, with which he/she works closely, and has a functional management line with its chair. The selection of the Fund Director is carried out by the host organisation, with the participation of a donor representative on the recruitment panel to interview the shortlisted candidates. The performance management of the Fund Director will be assessed by the direct line management. Feedback collected from all members of the SRF Board will be used for the performance evaluation. In the event of poor performance, the board may make recommendations to the host organisation.
- **Due diligence of lead agencies:** The FMU conducts due diligence assessments of consortium lead agencies and applicant organisations.
- **Due diligence of downstream partners:** The lead agencies will in turn be responsible for the due diligence assessment of their partners within their consortium. The FMU's verification of the due diligence of the consortium lead agencies will ensure that the process has been carried out according to sound standards. It is important to note that the final version of the due diligence assessment of downstream partners – which includes the gaps identified and the corrective measures required – must be submitted before SRF funding is advanced and will be available to SRF donors.
- **Projects are subject to a project audit** carried out independently by an external firm.

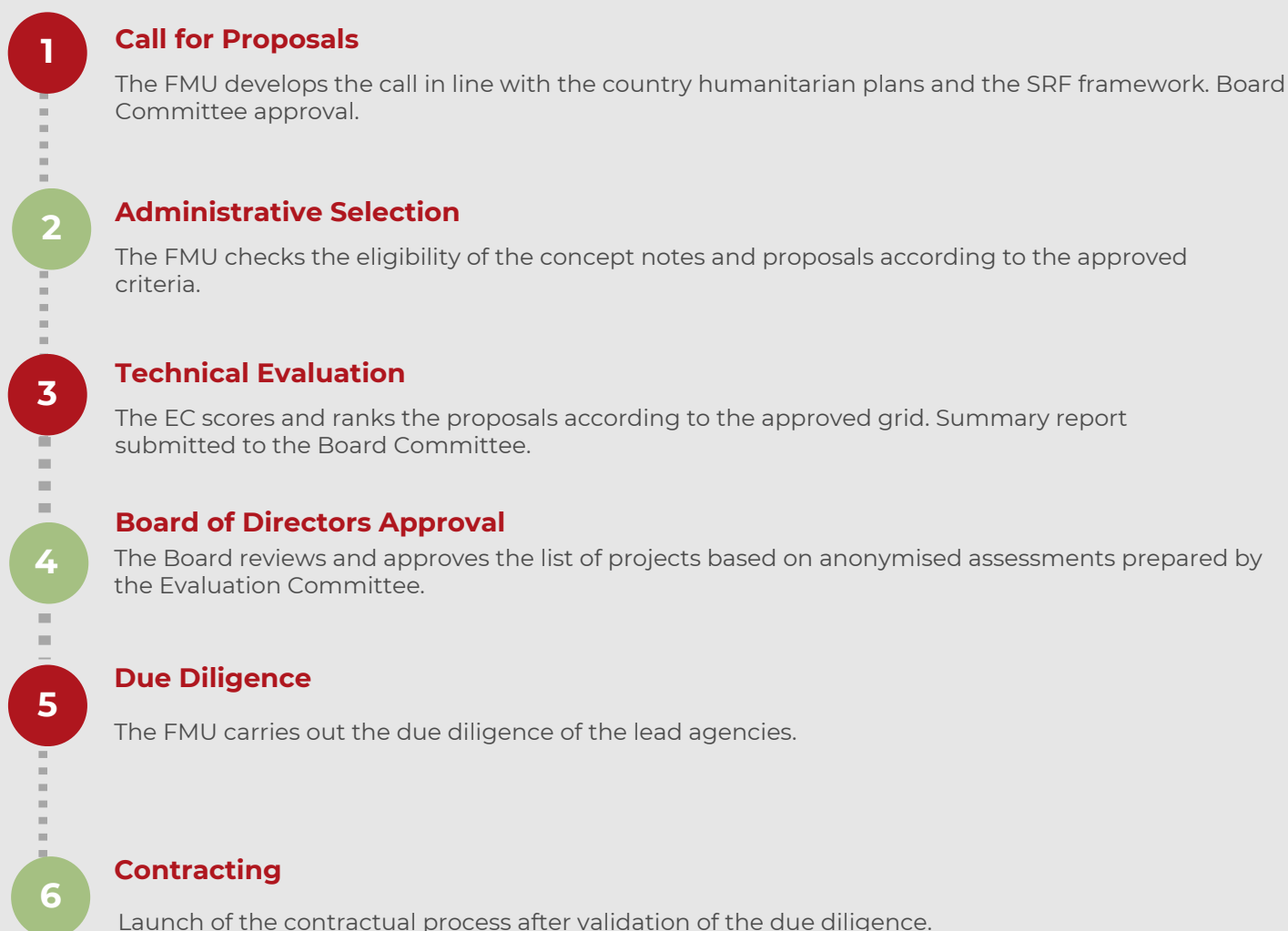


Project Evaluation Committee

Composition, roles and evaluation process

Project Selection Process

From call for proposals to contracting



Composition



Evaluation process



Submission to the Board

- The MEAL Manager chairs the EC and compiles the recommendations
- Public EC report to guarantee transparency and fairness

The selection of its members is discussed and approved by the Board. This selection will be based on the recommendations of the Fund Director, who will shortlist the candidates on the basis of technical, thematic and/or geographical experience criteria.

Beyond inclusion considerations, diversity within the project selection committee is considered a means of improving transparency and independence. It mitigates the risk of one or more actors disproportionately influencing the evaluation process. In addition, it helps to counter any bias that might arise from the specific programmatic culture and positioning approach of each organisation.

Roles and responsibilities

The EC is accountable to the Board. The MEAL Manager chairs the project evaluation committee and compiles the recommendations and dissenting opinions for presentation to the SRF Board Committee. The role and responsibilities of the EC are to assess each application and to provide assessments and recommendations according to an evaluation grid proposed by the FMU. The EC evaluates the project proposals and submits the assessments with scores, a narrative text for each score and an overall recommendation for review, discussion and decision-making by the Board Committee.

Functioning

Depending on the themes addressed in the proposals, the FMU will set up, for each funding opportunity, an EC made up of competent experts. Prior to the technical evaluation of the project proposals, the FMU ensures the eligibility of the concept notes and project proposals. A report will summarise the main findings and recommendations of the Board on the eligibility of the applicants for approval by the Board. The project concept notes will then be reviewed and scored by the EC according to a scoring table, and the chair of the EC will be responsible for preparing a summary report. This report will include the list of concept notes ranked according to their scoring results and a description of the evaluation process, including the dissenting opinions of the EC and any negative advisory opinion shared by other donors on the basis of their experience with certain organisations. The report will also include technical recommendations on areas for improvement of the proposal package (if necessary). The Fund Director will verify that the work provided by the EC meets the expected standards before submitting its assessments and recommendations to the Board detailing any dissenting opinion, where applicable.

Accountability

- **Technical evaluation grid reviewed and approved by the evaluation committee:** The grid that will be used by the EC to assess the concept notes and proposals will be developed by the FMU and the EC, which is independent of the Board.
- **The evaluation committee is accountable to the SRF Board Committee:** The FMU ensures that the EC is established and approved by the Board and that it evaluates the project proposals and submits the assessments – according to the guidelines approved by the Board for review, discussion and decision-making by the Board Committee.
- **Transparent communication by the FMU on the selection process:** The FMU will ensure that the EC report is made public in order to guarantee clear communication on the transparency and fairness of the selection process.

Grievance Committee (CR)

Composition, roles and complaint handling process

Role and responsibilities

The GC is a permanent mechanism that decides on the action to be taken following reports of grievances, complaints, concerns and potential conflicts of interest related to the functioning of the SRF and its integrity.

Composition

Chair	Vice-Chair	Non perm. members
FCDO	DRC Safeguarding & CoC Adviser	Technical experts from Board Committee member organisations (having received no funds)

Fully independent of the Board Committee

Chair

- ✓Leads the meetings of the Grievance Committee.
- ✓Informs the SRF Board of the decisions of the grievance committee.
- ✓Approves, if necessary, the request for and the terms of any subsequent arbitration.
- ✓Presents trends to the SRF Board upon request.
- ✓Ensures that decisions are taken collegially.

Vice Chair

- ✓Provides the general secretariat of the grievance committee.
- ✓Convenes meetings upon approval of the chair.
- ✓Records complaints in the Grievance Committee database.
- ✓Ensures the follow-up of complaints (notifying the various parties).
- ✓Focal point for the grievance committee.
- ✓Reviews investigations when necessary and after approval of the chair.
- ✓Reviews, where applicable, the potential secondary opinions of the members of the grievance committee when a collegial decision is not deemed possible.

Non-permanent members (members of the SRF Board Committee)

- ✓Assist the grievance committee
- ✓Take part in the collegial decision-making process launched by the Chair

Complaint handling process



- **Reporting and recording mechanism:** The GC receives complaints through the address grievance@sahelregionalfund.org and records the information in its own dedicated and secure database. The specific addresses of SRF donors may also be used and will be communicated on the SRF website. Anyone may submit a complaint or report a suspicion to these email addresses. The GC meets at the request of its chair, as soon as possible, whenever a new case is recorded.
- **Analysis of the situation:** Depending on the initial findings, the GC has the power to launch an in-depth investigation into the case under review. The investigation into the grievance allegations will be conducted by the non-permanent members of the Committee, under the direction and supervision of its secretariat. The GC reviews, assesses and monitors active cases at least once a month. The GC examines processes by scrutinising all the documents it may need to fulfil its function.
- **Notification and referral:** The organisation that is the subject of the complaint will be immediately notified by email. If the complaint concerns the code of conduct reporting mechanisms of an SRF partner (beyond the scope of responsibility of the grievance committee), the case will be referred to the relevant mechanism of that organisation. Members of the SRF Board sitting as complainant or as subject of the conflict of interest will not be able to take part in the review/investigation of the case by the GC.
- **Decision-making process:** The GC decides on the measures to be taken by a simple majority of all its members. In an emergency, the chair may take a preliminary decision. Such a decision, which remains an exception to the rule, must be recorded and reported to the GC plenary, which may review and overturn the preliminary decision. The decisions and cases of the GC must be documented by its secretariat in a dedicated and secure tracking tool.
- **Feedback:** The GC must submit its findings, including its conclusion and recommendations, to the SRF Board. The GC must ensure that its recommendations comply with the legislation of the country where the incident took place. In this case, the GC may consult the human resources department of the host organisation for advice (while ensuring that confidentiality is preserved). All cases will be presented in accordance with confidentiality standards. All SEAH risks/cases will be presented in accordance with best practices for the protection of victims/survivors (survivor-centred approach).
- **Response of the SRF Board :** The recommendations and conclusions issued by the GC will then be reviewed by the SRF Board, which will adopt them by a qualified majority vote. It is important to note that Board Committee members sitting as complainant or as subject of the conflict of interest will not be able to vote and will be absent from the room/discussion; in the event of a tie, the chair of the Board will have the power to cast the deciding vote. This necessary action by the Board Committee constitutes the second pillar of the grievance settlement mechanism and aims to ensure that the Board Committee is responsible for approving the GC's recommendations and monitoring their implementation. In the event of a proven conflict of interest based on the conclusion described in the investigation report, the GC informs the Board of the measures it identifies to mitigate the effects of the conflict of interest on the SRF's activities, in particular by requesting further investigations and applying sanctions.
- **Arbitration:** If the settlement of a dispute is not reached within thirty (30) days of the date of the Board's decision on the recommendation of the GC, either party may request arbitration in writing (see the memorandum of understanding for board members for further details on the process).

Key accountability points

- Decisions by simple majority; emergencies: preliminary decision by the Chair
- Resolutions not reached within 30 days → arbitration possible
- Board Committee members who are complainants or in a conflict of interest do not take part in the vote
- Third-party experts may be mandated for sensitive investigations (CHS, OSACO...)
- FCDO is the chair of the grievance committee.
- FCDO's email address may be used to ensure that any complaints against the host organisation are recorded.
- The SRF Board Committee reviews the recommendations of the grievance committee and votes to approve them.
- Board Committee members sitting as complainant or as subject of the conflict of interest may not vote and are absent from the room/discussion.
- Third-party experts with a proven track record in conducting high-level and sensitive investigations (for example, CHS, OSACO) may be appointed for sensitive cases.

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