

Agroecology Fund Governance and Management Framework Approved November 9, 2023

I. Introduction and Background

This framework describes the roles and responsibilities of Agroecology Fund (AEF) stakeholders. These roles and responsibilities continue to evolve as the Agroecology Fund grows and matures. The present iteration incorporates insights, processes, and structure derived from the Agroecology Fund's 2022-2026 Strategic Plan.

We understand governance as pertaining to authority and responsibility regarding decision-making at the strategic level. Management refers to operations (principally carried out by staff and consultants but) guided by the strategic decisions taken by the Agroecology Fund's governance bodies. This framework describes governance and management principles, policies, and procedures since the two are so closely intertwined.

The AEF governance structure seeks the active participation of three core stakeholders: 1) contributing donors, 2) advisors, and 3) grantee partners. This three-legged stool, supported by a small professional staff and an Executive Committee (EC), allows these stakeholders to complement one another and advance the Agroecology Fund's strategic directions, as expressed in the Strategic Plan. The EC is the ultimate governance body that provides supervision to management, which in turn must adhere to fiscal sponsor rules and procedures. The Agroecology Fund includes many other stakeholders, described in this document, who are not part of AEF governance.

Efficiency and clarity of the governance and management system needs continuous attention and improvement as the Agroecology Fund grows. This revised framework seeks to clarify key roles and responsibilities .

Funders join the Agroecology Fund with diverse expectations of how they might participate in this collaborative, from making a monetary contribution to taking part in learning opportunities to advising on the Fund's direction to wading into the details of grant dockets. This framework seeks to accommodate donors' varied interests, skills, and time availability.

Global advisors (practitioners with a variety of relevant backgrounds, all connected to agroecology movements) have assumed a greater leadership role in overall Agroecology Fund governance since its inception – representatives have joined the Executive Committee and increasingly lead the grantmaking processes. This memo describes in greater detail their roles and responsibilities and offers guidance for the role of regional advisors from the Agroecology Fund's growing number of Regional Funds.

Grantee partners, especially long-term partners, play an important role in orienting the Agroecology Fund's strategy. This memo describes various avenues for their participation in Fund governance. This memo also clarifies the roles and responsibilities of staff, consultants, the Fund's fiscal sponsor, and the values and principles set forth in the 2022-2026 Strategic Plan.

Goals of framework

- Model transparency of governance and decision-making
- Streamline decision-making processes
- Enhance and clarify the roles of Donors, Advisors, Long-term Partners, and Grantees, at an appropriate and desired level
- Articulate inter-relationships between various governing bodies and implementation bodies (e.g., Regional Funds)
- Streamline roles of Co-Directors and Staff team
- Provide guidance to engage in ever more effective and impactful work

The first section of this document (II - V) is devoted to Governance, which pertains to strategy development and monitoring and oversight of AEF operations. Section VI describes Management which includes operations and daily matters involving staff. Operationally, the Executive Committee is the bridge between Governance and Management.

II. Underlying AEF Governance: Agroecology Fund Principles

The Agroecology Fund's Governance and Management Framework is guided by the Agroecology Fund's principles, which are expressed in the Agroecology Fund's <u>Five Year Strategic Plan</u>. Most relevant to this Governance and Management Framework are the fifth and sixth principles:

- Facilitating diverse and inclusive participation in all Agroecology Fund processes while operating light and efficient organizational systems that maximize the impact of resources deployed to grantees.
- Enhancing trust-based processes in grantmaking and monitoring, evaluation and learning (MEL) processes to deepen reciprocal, solidarity, and non-colonial collaboration.

The Agroecology Fund's governance and management framework seeks to make these principles and accompanying values operational. This framework therefore seeks to engender trust, participation, consensus, transparency, accountability, equity, and inclusiveness (especially with respect to gender and ethnic/race diversity), among other principles. We seek an operating model and governance and management processes that are effective and efficient while being responsive to the diversity of the Agroecology Fund's stakeholders.

III. Agroecology Fund Stakeholders

The Agroecology Fund is a meeting place of diverse stakeholders working together towards a common goal of supporting agroecology movements around the world to lead the shift towards resilient food systems. Our full list of stakeholders is listed below and includes groups with distinct roles to play and differing levels of influence on decision-making processes. An asterisk denotes their participation in AEF governance.

- 1. Contributing Donors *
- 2. Global Advisory Board members*
- 3. Long-term grantee partners*
- 4. Grantee partners
- 5. Regional Fund stakeholders (including donors, advisors, grantees, and administrators)
- 6. Staff and consultants
- 7. Fiscal Sponsor

Core Stakeholder Roles, Rights, and Responsibilities

1. Contributing Donors

Donors are organizations and individuals who make financial contributions to the Agroecology Fund pooled fund. Donor roles may vary. For example:

- **Provide financial resources only**: Contribute financial resources to the pooled fund, with the understanding that others in the AEF leadership (Advisors, other Donors, Long-Term Partners and Executive Committee, supported by staff) will be making decisions about funding allocations and AEF operations and strategy;
- **Engage in high-level strategy**: Contribute funds and also participate in strategic discussions, especially Strategic Planning exercises, and opportunities to learn about and advance the field;
- Participate in strategy, operations, and grantmaking decisions: Contribute funds, participate in learning opportunities, strategic discussions, and operational guidance (including serving periodically on the Executive Committee), and weigh in on grantmaking decisions.

The assumption is that donors devote different amounts of time to AEF based on time and interest. Donors are welcome to become more and less active at any time. All donors have equal rights, regardless of monetary contribution size.

Rights:

- Connect with other donors, advisors and grantees
- Participate in planning, monitoring and oversight:
 - ✔ Participate in strategic planning and strategic plan assessments
 - ✔ Participate, as actively as desired, in AEF learning, monitoring and evaluation processes
 - ✓ Use AEF monitoring and evaluation data within own funding institution
 - Guide AEF's daily operations through voluntary participation on the Executive Committee, in occasional ad hoc working groups, and through quarterly updates and consultations with all donors
- Participate in grant-making processes:
 - ✓ Nominate collaborations to be considered for funding
 - ✔ Provide input on grant-making dockets and processes
 - ✔ Participate, as actively as desired, in dialogues with Advisors and Executive Committee regarding final grant recommendations
 - ✓ Make restricted grants to grantee partners through AEF (with necessary approvals spelled out in this document) and/or establish direct funding relationships with AEF grantee partners
- Receive quarterly updates and participate in quarterly meetings on Fund activity
- Participate in meetings, travel events, webinars, etc.
- Represent AEF at strategic events as appropriate and desirable
- Be publicly anonymous regarding financial contribution except where legally required
- Consider other forms of participation as desirable and feasible

Responsibilities:

- Contribute financial support through general or restricted grants and, as feasible, for special initiatives
- Offer reflections and course corrections as needed
- Monitor the effectiveness of the organization and participate in strategic planning, as feasible
- Offer evaluation feedback on the Co-Directors' performance
- Respect the Conflict of Interest Policy
- Promote the Fund's growth and support within their own organization and networks in which they participate.

2. Global Advisory Board Members

The Global Advisory Board is a body composed of a minimum of 7 advisors and a maximum of 14 advisors. Their role is to help guide the Agroecology Fund in its overall strategy and lead the grantmaking process. Global Advisors have varied and complementary capacities and knowledge of agroecology and agroecology movements. They are geographically dispersed with regional expertise and knowledge about agroecology and specific constituencies in their regions (e.g., Indigenous People, women and youth). As feasible, there will be advisors with in-depth knowledge about: Asia, Europe, Africa, the Americas, and Oceania/Pacific.

Global Advisors are selected through the following process: new advisors are nominated by other Advisors, Long-term partners, Donors and Co-Directors. Co-Directors winnow nominations to a workable number to be interviewed, conduct due diligence on finalist nominees, and recommend candidates to the Executive Committee. The Executive Committee approves new advisors. Global Advisor terms are staggered to retain valuable experience and knowledge. Staff maintain a database of potential future advisors.

Rights:

- Offer grant recommendations on all proposed initiatives regardless of regional, thematic and constituency expertise
- Receive a stipend for services
- Make ample use of Agroecology Fund network for learning purposes, being mindful of conflicts of interest and the no-solicitation policy

- Represent AEF at meetings as appropriate and feasible (expenses paid when approved by AEF Co-Directors)
- Make a maximum of one site visit to partner organizations per term (expenses paid by AEF)
- Receive quarterly updates on Fund activity
- Nominate new potential grantees, expanding the AEF community
- Have sufficient time for thoughtful, unhurried docket reviews

Responsibilities:

- Serve a three-year term, with the understanding that a second consecutive three-year term is likely
 pending mutual agreement by the advisor and AEF. Cumulatively, the advisor is limited to 3 consecutive
 terms of three-year service on the Advisory Board.
- Through the strategic planning process and other strategy sessions, identify and prioritize the Fund's direction and programs, including strategies for learning, grantmaking, fundraising, advocacy and communications.
- Participate actively in the grant-making process
 - ✔ Participate in creating the guidelines for each grant round
 - ✔ Nominate potential grantee partners for consideration
 - ✓ Evaluate and make final recommendations on grant dockets (for annual and special rounds) with input from the contributing donors and final approval offered by the Executive Committee
 - ✔ Recommend restricted and small grants as requested
- Serve on the Executive Committee on a rotating basis for a minimum of one two-year term, as feasible and as needed
- Learn about grantee impacts through reading reports, video records of MEL calls and meetings with grantees, as feasible and desirable
- Participate in AEF learning, monitoring and evaluation processes
- Promote the Fund's growth through their networks as appropriate
- Represent AEF at strategic gatherings as appropriate and feasible
- Offer evaluation feedback on the Co-Directors performance through EC-led process
- Respect the Conflict of Interest policy

3. Long-term Grantee Partners (LTP)

Long-term Grantee Partners (LTP) are a subset of grantee partners to which the Agroecology Fund makes a longer-term financial commitment. Their role, in addition to implementing on-the-ground work funded by AEF, is to advise AEF on strategy and operations. LTP selection is guided by AEF advisors and approved by the EC. The rights and responsibilities described below are supplemental to the general rights and responsibilities of all grantees described in the section that follows.

Rights:

- Nominate applicants to grant cycles
- Make ample use of Agroecology Fund network for learning purposes, being mindful of conflicts of interest and no solicitation protocols
- Receive a five-year commitment of funding from AEF (although specific amount may vary due to fundraising success) to develop and implement their collaborative initiative
- Receive quarterly updates on Fund activity
- Nominate advisors

Responsibilities:

- As feasible, serve on Executive Committee for a minimum of one, two-year term to provide guidance and leadership to AEF, but to avoid real or perceived conflicts of interest, LTPs are recused from grant-making docket decisions
- Participate in AEF strategic planning
- Participate in AEF learning, monitoring and evaluation processes, as feasible

- Promote the Fund's growth through their networks as appropriate
- Represent AEF at strategic events as feasible and appropriate
- Respect the Conflict of Interest policy

4. Global Fund Grantee Partners

Grantee Partners are the grantees to which the Agroecology Fund extends grants of one to two years. Their role is to carry out their on-the-ground work.

Rights:

- Receive funding for collaborative work
- Eligible for nomination for renewed funding
- Eligible for consideration for additional support for travel grants and small grants, learning exchanges, evidence building and participation in advocacy opportunities
- Current grantee partners (those who have received funding over any of the past 3 grant rounds) are invited to participate in Global Learning Exchanges
- Can offer recommendations about AEF strategic directions through a consultative strategic planning mechanism
- Collaborate with AEF joint communications campaigns and on communications products, as desired

Responsibilities:

- Implement the actions agreed upon in the approved grant proposal, ensuring the proper use of the funds
- Report on learnings through written and verbal means
- Engage in at least 2 virtual LX events during the grant implementation period
- Share communications materials with AEF for promotional purposes and for knowledge-building and learning

5. Regional Fund Stakeholders

The Regional Funds are decentralized funds created by the Agroecology Fund in various regions of the world. They operate in close coordination with the global Agroecology Fund but are diverse and have their own autonomous features and governance structures. Following the guidance of Agroecology Fund's principles and theory of change, their role is to make grants in the geographic regions which they target as well as to facilitate learning amongst grantees. At the time of this writing, there are two operational regional funds — Fondo Agroecológico para la Península de Yucatán (FAPY) and Bharat Agroecology Fund (BAF). West and Eastern Africa Regional Agroecology Funds are in development. Within each Regional Fund are multiple stakeholders, mirroring the composition of stakeholders within the global Agroecology Fund. These include advisors, donors, grantees, and administrators. In recognition of the fact that the Regional Funds are still evolving and the Agroecology Fund is learning about how best to support them, this section of the Governance and Management Framework will be revisited a year from this time of writing.

Rights:

- Each regional fund receives support from Agroecology Fund for governance, management, fundraising, and communications strategy design and implementation, especially intensive in early years of incubation
- Interact and learn with other regional funds created/incubated by the Agroecology Fund
- Representatives of Regional Funds advisors, grantees, donors and staff participate in the Agroecology Fund Global Learning Exchange and other learning opportunities
- Participate in occasional consultations regarding Agroecology Fund strategy
- Receive community updates from the Agroecology Fund

Responsibilities:

• In close consultation and collaboration with the Agroecology Fund, create governance and administrative frameworks and systems that are fair and efficient and adhere to the principles, strategic

directions and core procedures of the Agroecology Fund

- Set annual targets and work plans in coordination with the Agroecology Fund
- Monitor and report on progress to the Agroecology Fund
- Manage grants and learning processes

6. Agroecology Fund Operations (staff and consultants)

The Agroecology Fund operations are carried out through a lean administrative structure. The leadership is shared by two Co-Directors, who are accountable to the Executive Committee. The Co-Directors contract staff and consultants to manage Agroecology Fund operations and carry out programs both at global and regional levels. Co-Directors and staff roles, rights and responsibilities are articulated in the Agroecology Fund personnel policy, which is an annex to this document.

7. Administrator/Fiscal Sponsor

The Agroecology Fund has a contractual relationship with Global Greengrants Fund to perform various duties as pertains to fiscal sponsorship and other financial and administrative arrangements. Global Greengrants Fund's rights and responsibilities are articulated in https://example.com/theat-standing-between-the-Agroecology Fund-and-Global Greengrants Fund.

IV. Agroecology Fund Governance Bodies

- 1. Executive Committee
- 2. Global Advisory Board
- 3. Global Assembly (Donors, Advisors, Long-term grantees, Grantees, Staff and Consultants, Regional Funds)

1. Executive Committee

The Executive Committee (EC) provides leadership to the Agroecology Fund, is the Fund's maximum decision-making body and supports the Co-Directors (CD) in implementing the strategic plan and monitoring AEF's program and operations. The EC evaluates the performance of the CDs and inspires the active participation of donors, advisors and long-term partners. The Executive Committee reflects a wide range of skill sets, from personnel support to evaluation to fiscal management to issue expertise. The EC is composed of a standing membership of a minimum of two Advisors, two Contributing Donors, two long-term partners and one of the Co-Directors. Meetings are open to all members of the AEF community but only standing EC members may vote. Standing members are those who commit to participate regularly in the EC. EC decisions are sought by consensus and are informed by formal and informal consultations with multiple AEF stakeholders. However, on occasions, a vote may be required. In this case, those who are part of the EC standing membership will be eligible to vote. A minimum quorum is 4 and ideally includes representation by at least one donor, one advisor and one long-term partner. The Co-Director is a voting member.

The EC operates under the facilitation of 2 Co-Chairs (an advisor and donor), who work with the Co-Director assigned to the EC to establish meeting agendas and an EC work plan. The EC meets virtually on a regular basis (averaging once a month but varies as the workload demands). Meeting invitations and minutes are posted and available to the entire AEF community (though notes may be redacted if confidential information is discussed). Participation in the EC is a relatively high-level time commitment, including occasional review of documents and budgets and other forms of preparation prior to EC meetings. Two-year terms are staggered among members, with renewal desired. A healthy rotation of membership is encouraged. The Executive Committee is supported by one of the AEF Co-Directors. New member recruitment and orientation is conducted jointly by Co-Directors and Co-Chairs.

Responsibilities include:

 Advise CDs on day-to-day fund operations, offers counsel on programmatic decisions, brings issues to AEF Community as appropriate, facilitates a hiring committee to hire CDs and evaluates CD performance

- Elect co-chairs (minimum 2-year term) who serve as primary point persons/thought partners and supervisors for Co-Directors
- Establish a calendar of Executive Committee meetings to which all AEF donors, advisors and LTPs are invited, regardless of whether they are standing members of the Executive Committee.
- Deliberate and recommend approval of restricted grants as recommended by Advisors (LTP's are recused from this process)
- Approve annual budgets and any budget changes above 25% variation
- Recommend and approve small grants between USD 25k and 50k, leaving Co-Directors to approve small
 grants of USD 25k and below. Priorities and procedures of the Small Grants program are found in the
 AEF grantmaking overview. Ensure compliance with the donation acceptance policy (to be linked once
 completed).
- Recommend AEF positions and potential participation in politically-sensitive sign-on letters (a policy on how AEF adopts positions is in development and will be linked when complete).

2. Global Advisory Board

The Global Advisory Board is a body composed of a minimum of 7 advisors and a maximum of 14 advisors. The Global Advisory Board provides overall strategic leadership to the Agroecology Fund throughout the year but its most active period is during the grant docket cycle. It is convened by the Co-Directors. After each grant cycle, the global advisors evaluate the grant cycle and the functioning of the advisory board in order to make continuous improvements.

3. Agroecology Fund Global Assembly (donors, advisors, long-term grantees, grantees staff and consultants, regional funds)

The Agroecology Fund Global Assembly serves as a sounding board for AEF strategy. It includes all AEF stakeholders and meets during AEF's triennial global learning exchanges. The criteria for inclusion in the Global Assembly is: past or current grantee, past or current advisor and past or current donor. The Assembly can be convened physically and virtually. As standard practice, the Agroecology Fund convenes donors, advisors, and (a representative sample of) grantees for a face-to-face series of global learning exchanges every three years, which as the name implies is an opportunity to exchange knowledge and experiences and includes time to share AEF's strategy and gather feedback from all AEF stakeholders. In addition to the learning exchange, there may be occasional out-of-cycle virtual consultations with the AEF Global Assembly on an as-needed basis.

V. Agroecology Fund Management Bodies

- 1. Staff secretariat
- 2. Regional Fund
- 3. Agroecology Fund Community (Donors, Advisors, Long-term grantees, Staff)
- 4. Ad hoc Working Groups and Occasional Consultative Processes

1. Staff secretariat

The Agroecology Fund staff secretariat is a decentralized group of paid employees and consultants working remotely who implement the AEF operational and programmatic priorities aligned with the AEF Strategic Plan and supervised by the Co-Directors, who in turn are supervised by the Executive Committee. Staff and consultants report to the Co-Directors. Current staff (at the time of writing) include: Co-Directors, Operations and Finance Director (who also coordinates the India Regional Fund), Communications Lead, Grants Lead, MEL Assistant, Operations Assistant, and Special Projects Coordinator. In addition, there are various consultants filling strategic roles, including those who manage the Regional Funds. AEF's 2022-2026 strategic plan charts substantial growth in coming years; contracting of additional staff and consultants will increase accordingly. Further information, including links to job descriptions, can be found in the Agroecology Fund's personnel policy.

2. Regional Funds' Secretariats

The regional funds operate with a lean structure, which can include staff hired by the Agroecology Fund and/or by the local organizations that manage the funds. In the initial and incubation period, the regional funds' staff secretariats operate under the supervision of the AEF Co-Directors. In the long term, with financial independence, and based on monitoring and evaluation, the regional funds may work with AEF to set up an autonomous Secretariat. Agroecology Fund Regional Funds have independent governance and management frameworks that adhere to Agroecology Fund principles and strategic directions. Governance and management structures of the regional funds may vary from the global fund, however each regional fund will include the following governance bodies: an Advisory Board, an Executive Committee, and a Community Assembly, similar to the AEF Global Assembly but which may vary in form and constituency. Regional Funds are supervised by the Co-Directors throughout the incubation period.

3. Agroecology Fund Community

The Agroecology Fund Community is composed of donors, advisors, long-term partners, and staff/consultants as core members. Regional fund bodies are welcome. It is a space to manage continuous learning and strengthen relationships among a subset of AEF stakeholders. It is a space of discussion on topics of community interest and to encourage accountability from staff and EC to a wider body. Bi-annual meetings are convened by the staff and EC to discuss trends in the field of agroecology, to assess the Agroecology Fund's progress against indicators and to engage in joint learning with grantees on their strategies. Written reports are prepared by Co-Directors on AEF progress and circulated to the Agroecology Fund Community on a quarterly basis.

4. Ad hoc Working Groups and Occasional Consultation Processes

Ad hoc working groups may be formed by the Co-Directors or the Executive Committee and are occasional committees composed of interested individuals to move forward a specific action such as planning a global learning exchange. Working groups report back to staff and the EC. Occasional consultation processes may be put in place to consult with subsets of advisors, donors or external experts on a specific type of grantmaking (in "x" region - e.g., Latin America, or related to "y" theme - e.g., action research or enterprise development). These consultation processes can be used during strategy development and implementation monitoring.

Accountability of Management Bodies to the Governance Bodies

- Work within each body is guided by the Strategic Plan a deeply consulted document and through annual work plans based on Strategic Plan targets and indicators.
- Regional funds share annual reports with the Agroecology Fund
- Annual reports of work progress are submitted to the EC by the Staff Secretariat
- Written semi-annual reports on AEF overall progress are submitted to the AEF Community

VI. Conflict of Interest policy

AEF is grateful to all donors, advisors and grantees involved in assisting with identifying potential grantees and reviewing proposals. These guidelines establish a process to raise possible conflicts of interest and eliminate the opportunity for insiders to obtain an improper financial benefit or exert undue influence over the resource allocation process. AEF resources should not be used to benefit those who govern them and therefore, we seek a process without any actual or apparent conflict of interest. It is important that potential conflicts be identified as early as possible. AEF staff should be contacted about potential conflicts before advisors start reviewing a proposal. The following guidelines are intended to help identify potential conflicts of interest and/or the appearance of conflict of interest.

Identifying Conflict of Interest

A grant reviewer – which principally refers to advisors but can, in some instances include donors and staff - may not review a letter of interest or proposal when:

1. They, or a member of their immediate family (spouse/domestic partner or parents, siblings, children

- and grandchildren of the reviewer and the reviewer's spouse/domestic partner), serves as an officer, director, trustee, or employee of the organization;
- 2. They, or a member of their immediate family, have a financial interest in the organization as a consultant, contractor, or member;
- 3. They, or a member of their immediate family, is negotiating with or has an arrangement for prospective employment with the applicant organization or an organization affiliated with the applicant;
- 4. The grant application is submitted by someone with a close relationship with the reviewer such as: a mentor or mentee, someone with whom the reviewer has a close professional or personal relationship;
- 5. The grant application is submitted by someone whose work the reviewer has been known to publicly disagree with, raising possible concerns about the reviewer's impartiality in the review.

Interaction with Grant Applicants

A reviewer may nominate a collaborative but not provide assistance with the application process. Questions should be directed to AEF staff. A reviewer may not accept goods or services of material value from an applicant or an organization or person affiliated with the applicant.

Process for Addressing Potential Conflicts of Interest

The following process will be utilized to determine conflicts of interest:

- 1. Reviewers shall read and sign this statement;
- 2. AEF staff shall provide all reviewers with a list of all applicants;
- 3. Reviewers shall declare any relationships with applicant organizations;
- 4. Reviewers shall alert staff to potential conflict of interest (as described above);
- 5. Potential conflicts of interests will be evaluated on a case by case basis by AEF staff, reviewing the relationship between the applicant organization and Reviewer;
- 6. Proposals may be assigned to reviewers in order to avoid conflict of interest;
- 7. Reviewers who recuse themselves due to a conflict with a specific applicant are not required to be absent during relevant discussions or the decision making process; they simply cannot participate in the vote. If the reviewer has pertinent points which should be shared, they should bring those points to the attention of AEF staff to be shared, as appropriate, with other reviewers.

VII. Annual Calendar

- Grantmaking cycle 1x per year (approximately October to August)
- Executive Committee Meetings monthly or as needed
- AEF Community Meetings quarterly
- AEF Global Assembly every three years
- Ad hoc Working groups meet as needed
- Outward-facing webinars open to all generally 4x/year
- AEF's strategic plan is deliberated every 5 years with at least one mid-term assessment

Annexes

- AEF Grantmaking Process
- AEF Donation Acceptance Policy (not yet complete)
- AEF Personnel Policy (not yet complete)
- Executive Committee Member Job Description (not yet complete)

