



RCMRD

An aerial photograph showing a dense green forest on the left and a clear, turquoise river on the right. A white path or road curves through the forest. A blue semi-transparent box is overlaid on the image, containing the title text.

RCMRD CONSOLIDATED CORPORATE GOVERNANCE GUIDELINES

@2019

TABLE OF CONTENTS

| | |
|--|----|
| ACRONYMS | IV |
| EXECUTIVE SUMMARY | V |
| 1.0 INTRODUCTION | 1 |
| 1.1 Organization Background..... | 1 |
| 1.2 Assignment Objectives and Methodology..... | 2 |
| 2.0 THE GOVERNING COUNCIL CHARTER | 4 |
| 2.1 Introduction..... | 4 |
| 2.2 Scope and Application..... | 4 |
| 2.3 Responsibility..... | 4 |
| 2.4 Organizational Structure and Status of the Centre..... | 4 |
| 2.4.1 The Conference of Ministers..... | 4 |
| 2.4.2 The Governing Council..... | 5 |
| 2.4.3 Governing Council Chairperson & Members..... | 6 |
| 2.4.4 The Director-General..... | 12 |
| 2.5 Rules and Obligations of the Governing Council..... | 13 |
| 2.5.1 GC Meetings, Documents and Information..... | 13 |
| 2.5.2 GC Induction and Evaluation..... | 14 |
| 2.5.3 Financial Rules and Obligations of GC..... | 15 |
| 2.6 Settlement of Disputes..... | 16 |
| 2.7 GC Governance Activity Schedule..... | 16 |
| 2.8 Review, Amendments and Approval..... | 17 |
| 3.0 RCMRD CORPORATE GOVERNANCE GUIDELINES | 18 |
| 3.1 Introduction..... | 18 |
| 3.2 Scope & Application..... | 18 |
| 3.3 Responsibility..... | 18 |
| 3.4 RCMRD Corporate Governance Guidelines..... | 19 |
| 3.4.1 Duties, Obligations and Privileges..... | 19 |
| 4.0 CODE OF CONDUCT AND ETHICS | 22 |
| 4.1 Background..... | 22 |
| 4.1.1 Introduction..... | 22 |
| 4.1.2 Objective..... | 22 |
| 4.1.3 Application..... | 22 |
| 4.2 RCMRD Corporate Governance Principles..... | 23 |
| 4.2.1 Respect for People..... | 23 |
| 4.2.2 Integrity..... | 23 |
| 4.2.3 Transparency and Accountability..... | 23 |
| 4.2.4 Stewardship..... | 23 |
| 4.2.5 Excellence..... | 23 |
| 4.3 Conflict of Interest..... | 24 |

| | |
|---|-----------|
| 4.3.1 Use of Information Communication Technology | 24 |
| 4.3.2 Gifts, Hospitality and other Benefits | 24 |
| 4.3.3 Solicitation | 24 |
| 4.4 Whistle-Blowing | 25 |
| 4.5 Risk Management and Internal Control | 25 |
| 4.6 Resolution of Complaints and Grievances | 26 |
| 5.0 MONITORING, REVIEW AND AMENDMENT | 27 |
| 6.0 GC APPROVAL & IMPLEMENTATION | 27 |
| REFERENCES..... | 28 |

ACRONYMS

| | |
|---------------|---|
| AU | African Union |
| CEO | Chief Executive Officer |
| CORS | Continuous Operating Reference Station |
| DG | Director-General |
| EAC | East African Community |
| ESA | East and Southern Africa |
| EMA | Ethiopia Mapping Agency |
| GIS | Geographical Information System. |
| GIZ | Deutsche Gesellschaft für Internationale Zusammenarbeit |
| GC | Governing Council |
| HR | Human Resource |
| ICIPE | International Centre of Insect Physiology and Ecology |
| ICT | Information and Communication Technology |
| IGAD | Intergovernmental Authority on Development |
| ISO | International Standards Organization |
| NASA | National Aeronautics and Space Administration |
| OSL | OutLook Solutions |
| PESTLE | Political, Economic, Social, Technological, Legal and Environmental |
| QMS | Quality Management Systems |
| RCMRD | Regional Centre for Mapping of Resources for Development |
| RHEAS | Regional Hydrological Extremes Assessment System |
| SADC | Southern African Development Community |
| TC | Technical Committee |
| TAC | Technical Advisory Committee |
| UNECA | United Nations Economic Commission for Africa |
| UNFAO | Food and Agriculture Organization of the United Nations |
| USAID | United States Agency for International Development |

EXECUTIVE SUMMARY

The Regional Centre for Mapping of Resources for Development (RCMRD), previously known as Regional Centre for Services in Surveying, Mapping and Remote Sensing (RCSSMRS) was established in Nairobi, Kenya in 1975 under the auspices of the United Nations Economic Commission for Africa (UNECA) and the then Organization of African Unity (OAU), now the African Union (AU).

It is mandated to provide services to the member States in the fields of surveying, mapping, remote sensing, Geographical Information System, Global Positioning System and in natural resources and environmental management. The Centre undertakes projects implementation, research & development, data dissemination, advisory services, training & capacity building, and calibration and maintenance of survey equipment.

RCMRD endeavours to create fairness among stakeholders by ensuring the protection of shareholders rights, transparency in governance and ownership; and accountability by clarifying governance roles and responsibilities.

Good corporate governance is primarily the responsibility of every organization and therefore regulations at RCMRD, taking into consideration specifics of the national economy, and the latest developments of governance practices and regulations should ensure that governance standards are respected.

The Consolidated Corporate Governance Guidelines aims to broaden our understanding of the role of corporate governance principles in improving corporate governance practice at the Centre. This document highlights the standards of corporate governance, regulations and guidelines, recommendations, codes of conduct and ethics.

By applying the Corporate Governance Guidelines, RCMRD will benefit by providing a comprehensive corporate governance framework, thereby encouraging the introduction of high governance standards and best practices in the Centre's corporate governance system. Corporate governance codes will encourage the Centre to implement stronger corporate governance structures and release more information in a timelier manner to stakeholders. This is of importance for performance, growth and long-term sustainability. The Centre's legitimation among stakeholders will increase and governance practices will be effective.

1.0 INTRODUCTION

1.1 Organization Background

The Regional Centre for Mapping of Resources for Development, previously known as Regional Centre for Services in Surveying, Mapping and Remote Sensing (RCSSMRS) was established in Nairobi, Kenya in 1975 under the auspices of the United Nations Economic Commission for Africa (UNECA) and the then Organization of African Unity (OAU), now renamed African Union (AU). It is a non-profit intergovernmental organization and currently has 20 contracting Member States, namely: Botswana, Burundi, Comoros, Eswatini, Ethiopia, Kenya, Lesotho, Malawi, Mauritius, Namibia, Rwanda, Seychelles, Somalia, South Africa, South Sudan, Sudan, Tanzania, Uganda, Zambia and Zimbabwe. The countries affiliated to the Centre are Angola, Djibouti, DRC, Eritrea, Madagascar, and Mozambique.

The mandate of the Regional Centre for Mapping of Resources for Development (RCMRD) is to provide capacity building; advisory services; implement programmes, and undertake Research & Development of innovative solutions and services on geo-information and allied technologies to member States and other stakeholders.

The Vision of the Centre is *“To be a Premier Centre of Excellence in the provision of geo-information and allied technologies for Sustainable Development in the Member States and other stakeholders”*

The Mission of the Centre is *“To Strengthen the Member States and our stakeholder’s capacity through Generation, Application and Dissemination of Geo-information and Allied Technologies for sustainable development”*

The core values for RCMRD are as follows:

- i) **Team Work**; driven by team spirit and a sense of belonging through the pursuit of collaborations and synergy.
- ii) **Customer Focus**; committed to the effective and efficient delivery of quality and appropriate services/products to all our stakeholders.
- iii) **Stakeholders Engagement**; proactively and continuously engage our stakeholders and users for relevance and value proposition.

- iv) ***Innovation and creativity***; continuously improve our operations and add value to our stakeholders by embracing and pursuing innovative and creative solutions.
- v) ***Accountability & Transparency***; uphold professionalism, integrity, honesty, and ethical practices in all our programs and operations.
- vi) ***Equity & Inclusiveness***; embracing value for people by treating our staff and our stakeholders with respect and dignity while appreciating their diversity.

1.2 Assignment Objectives and Methodology

The main objective of the assignment was to develop the Centre's corporate governance guidelines that will enhance corporate accountability through functional, efficient and accountable governance structures that support RCMRD delivery of its mandate. The guidelines developed will nurture and encourage best practices in corporate governance.

The Centre's Corporate governance guidelines were developed using principles of good corporate governance best practices in the context of RCMRD governance structure and in line with emerging global trends and challenges. Implementation gaps and challenges facing the Centre's current corporate governance guidelines both at governance and management level were also taken into consideration.

The methodology used was highly consultative to enable gain a deeper understanding of salient corporate governance issues and challenges facing the Centre that needed to be taken into consideration in preparation of the RCMRD Consolidate Corporate Governance Guidelines. Key stakeholders were involved through administration of questionnaires, personal interviews, consultations and discussions to get broad views and input.

A detailed in-depth literature review and desk survey was conducted to facilitate a deeper understanding of where the Centre is coming from and where it is headed while evaluating lessons learnt, and governance gaps and challenges that the new guidelines should address. The guidelines were benchmarked with other similar organizations such as EAC, GIZ, ICIPE, IGAD, SADC, UNECA, UNFAO, USAID amongst others for best practice.

The corporate governance principles considered in the development of RCMRD Corporate Governance Guidelines are as follows:

- **The governance structure of the Centre** and the roles and responsibilities of all parties concerned.

- **Interests of other stakeholders;** responsibilities and other obligations of all legitimate key stakeholders.
- **Existing policies and guidelines;** existing policies and guidelines and their alignment with member States and other key stakeholders' expectations.
- **Internal control procedures/standard operating procedures;** put in place to enhance good governance.
- **Balance of power;** separation of power for adequate check and balance of each other's actions.
- **External corporate governance controls** by the Centre to enhance corporate governance.
- **Corporate governance issues** currently being experienced by the Centre.

The corporate governance guidelines have been consolidated into the following major components for the purpose of clarity, accountability and ownership.

- a. Governing Council Charter
- b. RCMRD Corporate Governance Guidelines &
- c. Code of Conduct and Ethics

The consolidated guidelines will be focused on the following key aspects of Corporate Governance; Structure & Composition, Key Responsibilities and Obligations, Delegation of Authority, Code of Ethics, Accountability, Transparency & Ethics, Conflict of Interest, Resolution of Grievances and Complaints. Risk Management, and Internal Control.

2.0 THE GOVERNING COUNCIL CHARTER

2.1 Introduction

The Governing Council Charter outlines the governance principles and practices that will guide the Governing Council. The GC Charter provides the Council with clear governance guidelines to steer the Centre's strategies and decisions to achieve its vision and mandate.

2.2 Scope and Application

The provisions of this Governing Council Charter shall apply to the Conference of Ministers, the Governing Council, GC Technical committees and the Office of the Director-General of the Centre.

2.3 Responsibility

The Director-General shall be the custodian of the Governing Council Charter.

Conference of Ministers and members of the Governing Council shall uphold governance guidelines as set out in this Charter.

The Chairperson of the Governing Council shall ensure adherence to the GC Charter.

2.4 Governance Structure of the Centre

The Centre Governance Structure is composed of a Conference of Ministers, Governing Council, Sub-committees of the Governing Council and the Director-General.

The Conference of Ministers, Governing Council, Sub-committees of the Governing Council and the Director-General shall enjoy legal status, privileges and immunities as stated in the Principal Agreement.¹

2.4.1 The Conference of Ministers

The Conference of Ministers is the overall political and policy organ of the Centre and is composed of the Ministers responsible for Geo-Information activities in the Contracting Parties.

Composition

As provided in the Amended Principal Agreement, the conference of Ministers shall have the following members:

¹ Amended Principal Agreement Approved Nov 2012

- A Chairperson elected from among its members.
- One Minister from each Contracting Party responsible for Land, Environment, or Natural Resources.
- An additional Minister appointed by the Host Country (Kenya).
- The Executive Secretary of the Economic Commission for Africa or his/her representative who shall be an *ex-officio* member.
- The Director-General of the Centre who shall be an *ex-officio* member and Secretary to the Conference of Ministers. However, this is provided that the Director-General shall participate without vote in the deliberations of the Conference of Ministers.

Key Functions and Responsibilities

The Conference of Ministers shall:

- i. Give overall policy direction to the Centre.
- ii. Review and approve the Centre’s four-year strategic plans.
- iii. Take important political decisions for the smooth running of the Centre.

Meetings

The Chair of Conference of Ministers shall convene CoM meetings.

The Conference of Ministers shall meet every two years.

2.4.2 The Governing Council

Composition

The Governing Council shall be composed of Chief Executives of Ministries responsible for Geo-Information in the Contracting Parties.

The Governing Council shall have the following members:

- A Chairperson elected among its members.
- One member appointed by each Contracting Party.
- An additional member appointed by the Host Country.
- The Executive Secretary of the Economic Commission for Africa or his/her representative who shall be an *ex-officio* member.
- The Director-General of the Centre who shall be an *ex-officio* member and Secretary to the Governing Council. Provided however that the Director-General shall participate without vote in the deliberations of the Governing Council.

Key Functions and Responsibilities of the Governing Council

The Governing Council shall:

- i. Prescribe the general principles and policies governing the operation of the Centre.
- ii. Review Centre's annual work plan and budget of the Centre
- iii. Review and approve the work programme and budget of the Centre.
- iv. Apportion among the Contracting Parties, in accordance with a scale of assessment to be agreed by it, the costs of the operation of the Centre.
- v. Appoint a full-time Director-General of the Centre and prescribe rules for the appointment of the staff of the Centre; and
- vi. Prescribe rules and directives concerning the activities of the Centre including but not limited to the admission of trainees, consultants, internships, the hiring of equipment and services and financial and administrative matters.

Meetings

The Governing Council meeting shall be convened by the Chairperson of the GC.

The GC shall meet at least once a year and may hold extraordinary meetings on the request of its Chairperson or at least two-thirds of its members and shall adopt its own rules of procedure.

2.4.3 Governing Council Chairperson & Members

2.4.3.1 Chairperson of the Governing Council

The Chairperson of the Governing Council is elected by member States, for a period of two years. However, the members may elect one person from amongst their number to be the Alternate-Chairperson, who will step in to coordinate meetings in the absence of the Chairperson with the guidance of the DG.

The Chairperson presides over meetings of the Governing Council.

The main role of the Chairperson is to ensure that the Council functions effectively, efficiently and smoothly.

Specific Duties of the Chairperson of the Governing Council

Accordingly, the Chairperson will:

- i. Provide leadership to the Council.

- ii. Ensure the functions of the Council are efficiently and effectively carried out and in accordance with the Principal Agreement, relevant laws and international best practices.
- iii. Chair meetings of the GC, ensuring order, proper conduct of meetings, allowing members reasonable opportunity to speak, and ensuring decisions are fairly made and deciding on technicalities.
- iv. Ensure Council decisions are where possible arrived at by consensus and that where there is a need for a vote the same is done.
- v. Cast the deciding vote in case of a tie in decision making.
- vi. Facilitating the effective contribution of all Survey Generals/Directors of Survey.
- vii. Promotion of constructive and respectful relations between Governing Council members and between the GC and management.
- viii. Committing the time necessary to discharge effectively his/her role as Chairperson
- ix. Ensuring that there is a regular and effective evaluation of the Governing Council's performance.
- x. Ensure that there is harmony between individual Council Members and potential disagreements between Council Members are discussed and resolved amicably.

2.4.3.2 Members of the Governing Council

Duties of the Members of the Governing Council

Members of the Governing Council shall:

- i. Ensure the functions of the Council are efficiently and effectively carried out and in accordance with the Principal Agreement.
- ii. Attend and participate in GC meetings and meetings of any GC Committee in which they serve.
- iii. Act in good faith and in the best interest of the Centre.
- iv. Review meeting materials prior to GC Committee meetings. Where possible, to communicate any questions or concerns in advance of a meeting so that management will be prepared to address them at the meeting.
- v. Cast their vote on any resolution in accordance with their own judgment.
- vi. Publicly support to the letter and spirit, the GC's decisions.
- vii. Avoid conflict of interest in matters before the Governing Council or/and GC Committees.

2.4.3.3 Governing Council Sub-Committees

The Council Sub-Committees through their respective Chairpersons provide the bulk of the Council's agenda for meetings which are based on documents recommended by the committees. The GC sub-committee members have the duty to provide accurate, timely and complete information to facilitate effective decision-making by the GC. They have the duty to submit GC Working Papers and feedback on the implementation of GC Resolutions/Decisions to the GC members.

The Governing Council has four Committees:

- Technical Committee
- Appointment, Promotion & Remuneration Committee
- Finance and Audit Committee
- Tender Committee

a) **Technical Committee**

Composition

The Technical Committee shall be composed of:

- Contracting Parties comprising of Surveyor Generals and Directors of Survey
- The Director-General of the Centre
- A representative of the United Nations Economic Commission for Africa (*ex-officio*)

The Director Technical Services of the Centre shall serve as Secretariat for the Committee.

- i. The Committee shall advise the Governing Council on technical matters relating to the preparation and implementation of the work program of the Centre.
- ii. The Committee shall examine and formulate recommendations as appropriate, on any matter relating to the objectives and functions of the Centre that may be referred to it by the Governing Council or the Director-General of the Centre or as proposed by any Contracting Party.
- iii. The Committee shall receive annual reports from each Contracting Party and the United Nations Economic Commission for Africa.
- iv. The Committee shall discuss emerging Member States Sustainable Development needs and technical issues (land management, environmental resources or natural resources) and knowledge gaps.

- v. The Committee may invite experts in the field of Land, Environment, or Natural Resources or any other relevant experts to participate in its deliberations *without* right to vote.

TC report shall be presented to the GC by the TC chair.

Meetings

The Technical Committee meetings shall be convened by the Chair of the GC through the guidance of Director-General of the Centre and it shall adopt its own rules of procedure.

The Technical Committee shall be chaired by the Member State hosting the GC meeting. If the meeting is held at the Centre, a rotational chairing on the basis of alphabetical order shall apply from the contracting member State who chaired the previous meeting at the Centre.

Technical Committee will constitute a Resolution sub-committee comprising of:

- a minimum of five and a maximum of seven.
- current Chair of the TC
- the DG (secretariat)

The sub-committee shall meet during the GC meetings. Its meetings shall be convened by the Chair of the TC and it shall adopt its own rules of procedure.

The Chair Technical Committee shall present the TC Resolution Committee Report (Draft Resolutions) to the GC.

b) The Appointment, Promotion & Remuneration Committee (APRC)

Composition

The Appointment, Promotion & Remuneration Committee, shall be composed of:

- Half of the Contracting Parties
- The Director-General of the Centre
- A representative of the United Nations Economic Commission for Africa (*ex-officio*)

NB: The Committee may invite relevant experts to participate in its deliberations without right to vote.

The head of Human Resources for the Centre shall serve as Secretariat for the Committee.

Roles of the APRC Committee

- i. Review any changes to HR structure or policies proposed by DG.

- ii. Recommend the hiring of the DG and professional staff.
- iii. Recommend remuneration and compensation policies.
- iv. Undertake performance evaluation of the DG.
- v. Review and Approve performance evaluation of the professional staff.
- vi. Conduct and oversee long-term succession planning.
- vii. Monitor implementation of HR policies.
- viii. Handle disciplinary matters of the DG and Professional staff.
- ix. Consider unresolved staff grievances.

Meetings

The Committee shall meet at least once every year during the GC meetings or as and when required.

The chair of the Committee shall be elected amongst the committee members from the Contracting parties.

Its meetings shall be convened by the Chair of the GC through the guidance of Director-General of the Centre and it shall adopt its own rules of procedure.

c) The Finance and Audit Committee

Composition

The Finance and Audit Committee shall be composed of:

- Half of the Contracting Parties
- The Director-General of the Centre
- A representative of the United Nations Economic Commission for Africa (*ex-officio*)

NB: The Committee may invite relevant experts to participate in its deliberations.

The Head of Finance for the Centre shall serve as Secretariat for the Committee.

Roles of the Finance and Audit Committee

- i. Review and make recommendations to the GC on the overall strategy of the Centre
- ii. Monitor the implementation of the strategic plan.
- iii. Consider and make recommendations to the GC concerning new strategic initiatives, alliances and potential partnerships.
- iv. Consider and make recommendations on the annual budget for the Centre and review and recommend any extraneous budget requests.

- v. Review and make recommendations to the GC on investment & divestment policies, standards and procedures.
- vi. Review and advise the GC on the overall financial performance of the Centre.
- vii. Review audit report for compliance with the Centre policies, legal and regulatory requirements.
- viii. Review and recommend corporate governance policies, risk management policies, risk mitigation strategies and implementation of the risk management framework.
- ix. Review financial statements before submission to the GC.
- x. Recommend to the GC recruitment of the external auditor of the Centre.

Meetings

The Committee shall meet at least once every year. Its meetings shall be convened by the Director-General of the Centre and it shall adopt its own rules of procedure.

The chair of the Committee shall be elected amongst the committee members from the Contracting parties.

d) The Tender Committee

Composition

The Tender Committee shall be composed of:

- A maximum of five (5) Contracting Parties
- May co-opt an expert in the area of the subject matter (ex-officio)

The Director-General of the Centre shall serve as Secretariat for the Committee.

Roles of the Tender Committee

To consider and take decision on behalf of the Governing Council on purchases or contracts which involve commitments to a single supplier or contractor in respect of a single requisition or contract whose value is in excess of US\$.300,000.00.

Meetings

The Committee meeting shall be ad-hoc as and when required. Its meetings shall be convened by the Director-General of the Centre and it shall adopt its own rules of procedure.

The chair of the Committee shall be elected amongst the committee members from the Contracting parties.

2.4.4 The Director-General

The Director-General is the Chief Executive Officer (CEO) of the Centre and secretary to the Governing Council. He is responsible for the day-to-day management, organization, direction and administration of the Centre.

Duties of the Director-General of the Centre

In particular, he/she shall:

Governance

- i. Convene the meetings of the Governing Council, in consultation with the Chairperson of the Governing Council and in accordance with the provisions of paragraph 4 of Article VIII of the Principal Agreement Establishing RCMRD (Revised 2012).
- ii. Conclude, at the request of the Governments of the Contracting Parties and in consultation with the Chairperson of the Governing Council, arrangements for the provision by the Centre of technical services in the field of Geo-Information and ICT.
- iii. Ensure compliance with the legal and regulatory obligations in accordance with the legal status of the Centre.

Financial Management

- i. Submit the work program, budget and risk-management plan of the Centre to the Governing Council for approval.
- ii. Submit to the Governing Council an annual report on the activities of the Centre including a financial statement on its income and expenditure.
- iii. Mobilize financial resources for the Centre.

Strategy

- i. Help the GC determine RCMRD's values, mission, vision, and short- and long-term goals.
- ii. Help the GC monitor and evaluate Centre's relevance, effectiveness, and its results to member States and stakeholders.
- iii. Keep the GC fully informed on the condition of the Centre and on all the important factors influencing it.

Centre Administration

- i. Provide general oversight of all Centre's activities, management of the day-to-day operations, and ensure smooth functioning of the Centre.
- ii. Carry out the work programme in accordance with the decisions of the Governing Council.
- iii. Ensure program quality and organizational stability through development and implementation of standards and controls, systems and procedures, and regular evaluation.
- iv. Ensure effective marketing, communication, performance management system, and staff development and engagement.
- v. Hire such equipment and services as the exigencies of the Centre may require and in accordance with any rules and directives relative thereto prescribed by the Governing Council.
- vi. Co-ordinate the work of the Centre with that of the Economic Commission for Africa, and other relevant organizations interested in the subject of services in Land, Natural Resources and Environment.

2.5 Rules and Obligations of the Governing Council

2.5.1 GC Information, Documents and Meetings

Confidentiality

Confidentiality is essential to maintain objectivity and independence in the deliberations of the GC. This objective may be undermined by unauthorized disclosure of discussions at the GC. Confidentiality requirements apply equally to others attending Council meetings.

Adequate mechanisms will be put in place to balance confidentiality and transparency.

Contact with Secretariat and employees

All contact with RCMD employees by Governing Council members should be through the Director-General. All contact with employees on official RCMRD matters should be in a formal manner and where such contact is in writing it should be copied to the Director-General.

Meetings

a) Frequency

The responsibility for convening meetings of the GC is vested in the GC Chairperson with assistance the DG/Secretary. The GC shall develop an annual GC Work Plan and a GC Activity Schedule covering a period of at least once a year which shall be periodically reviewed and approved by the GC.

Meetings of GC Committees are determined by assignments delegated to them by the GC and the time frames specified, or as need arises. However, there are Committees that have a fixed minimum schedule of meetings by virtue of their assignments.

b) Agenda & GC Documents

The Governing Council Secretary/DG must ensure that the agenda and meeting documents are circulated and have reached members States and other invitees (where necessary) at least one month for the Invitation and GC Agenda, and at least two weeks for all other key documents prior to the GC meeting.

c) Quorum and Attendance

At any meeting of the GC or its committees, a third (1/3) of Contracting members thereof shall constitute a quorum.

d) Communication & Implementation of GC Resolutions

The DG has the duty to communicate decisions of the GC to action parties who are required to implement them or be notified of them. The action parties are also expected to report back to the GC through the DG.

The Secretary shall where applicable, prior to communicating the decisions of the GC, seek the approval of the Chairperson on the text of the resolution. This can be done as part of the approval of the draft minutes.

e) Governing Council Facilitation

The DG has the duty to facilitate the GC for all GC activities (i.e. Allowances, travel etc.) and this should be done in good time as approved by the Conference of Ministers.

2.5.2 GC Induction and Evaluation

Induction

As each new Chairperson takes office the outgoing Chairperson will hold a joint debriefing meeting to induct the new Chairperson.

New Member States joining the Centre will be formally inducted.

To ensure continuity and institution memory, the outgoing chair and at least two members should be retained in the committees of the GC.

End of term Evaluation & Outgoing Chairperson Report

At the end of each term, the outgoing GC chairperson shall undertake an evaluation of their tenure and write a report to be presented to the Conference of Ministers. This is a matter of prudence and best practice. The report shall cover all important developments affecting the Centre, outstanding issues and challenges that have been resolved during the GC term. The outgoing chair in the same report will highlight the key issues likely to affect the Centre in the future and any challenges thereof.

2.5.3 Financial Rules and Obligations of GC

Members of the GC are obligated by the financial rules in the Principal Establishment Agreement to make their financial contributions to the Centre. Contracting Parties shall promptly pay their annual contributions to the budget of the Centre on the basis of a formula approved by the Governing GC.

Any Contracting Party which, without the dispensation of the Governing GC, falls in arrears of its financial contributions to the Centre for the preceding two years and above shall:

- a) Be barred from voting at the meetings of the GC Committees and the Governing GC.
- b) Be barred from presenting candidates for managerial positions at the Directorate level of the Centre.
- c) Where the Centre secures bank overdraft to cover for such non-contribution be liable to pay interest accruing on such overdrafts. The liabilities of the Centre shall include payments due from the Centre for goods supplied or services rendered.

2.6 Settlement of Disputes

The Chairperson of the GC shall ensure there is harmony between individual Council Members and potential disagreements between Council Members are discussed and resolved amicably.

Contracting parties shall act collectively to preserve peace, security and stability which are essential prerequisites for economic development and social progress, accordingly if any dispute arises between two or more Contracting Parties concerning the interpretation or application of the Principle Establishment Agreement, those Contracting Parties shall consult among themselves with a view to having the dispute settled by negotiation, enquiry, mediation, conciliation, arbitration, recourse to a special procedure provided for in an international or regional organization, judicial settlement or any other peaceful means of their own choice.

2.7 GC Governance Activity Schedule

The following schedule outlines key activities, outputs and timelines for key activities for the GC.

| Key Activity | Key Output | Main Actor | Timeline |
|--|------------------------------------|----------------------------|---|
| Election of Governing Council Chairperson | Elected GC Chairperson | Outgoing Chair & DG | Every 2 years |
| Hand-over to new Chair of the Governing Council | Outgoing GC chair Report | Out-going GC Chair | On election of new GC chair |
| Induction of new Governing Council Chair | GC chair inducted | Outgoing GC Chair & DG | Immediately after elections |
| Meetings of Governing Council | Minutes and Resolution | GC Chair & DG | Annual |
| Submission of GC documents & previous minutes | GC documents & minutes | DG | Agenda and Invitation-3 months GC key documents-2 weeks before the meeting |
| TC Report | Adopted TC report | TC Chair & DG | Within the TC (Surveyor Generals and Directors) meeting |
| TC Resolutions Committee | Draft GC Resolutions | TC Chair & DG | Within TC Meeting |
| Meetings of GC Committees (Technical Committee, APRC Committee, Finance & Audit Committee and Tender Committee) | Minutes of Sub-Committees Meetings | Sub-Committees Chairs & DG | During the GC meetings |

| | | | |
|---|------------------------|-------------------------|----------------------------|
| (Ad-hoc) | | | |
| Review of draft GC Resolutions | Adopted GC Resolutions | GC Chair | During GC meetings |
| Submission of Outgoing GC and CoM Chair report | End-term report | Outgoing GC & CoM Chair | At End-of- term GC meeting |

Table 1: GC Activity Schedule

Conference of Ministers

| Key Activity | Key Output | Main Actor | Timeline |
|--|---|----------------------------|-----------------|
| Presentation of Outgoing CoM Chair report | End-term report | Outgoing CoM Chair | At End-of-term |
| Election of new CoM chair | New Chairperson of CoM | Outgoing chair of the CoM. | Every 2 years |
| Address by the Chair of GC Country Statements | GC Chair brief to CoM Country Statements | GC Chair CoM | Every 2 years |
| Mid Term Review of Centre's Strategic Plan | Adopted Midterm evaluation report | DG | Every 2 years |
| End term review of Centre's Strategic Plan | Adopted End term report | DG | Every 4 years |
| Adoption of the new Centre's Strategic Plan | Adopted of the new Strategic Plan | DG | Every 4 years |

Table 2: CoM Activity Schedule

2.8 Review, Amendments and Approval

The GC Charter shall be reviewed as need arises.

Implementation will be subject to the approval of the GC through the Chairperson.

3.0 RCMRD CORPORATE GOVERNANCE GUIDELINES

3.1 Introduction

The Director-General is the CEO of the Centre and Secretary to the Governing Council. He/ She will be responsible for the day-to-day management, organization, direction and administration of the Centre.

In the execution of his/her duties, the DG will be assisted by various staff comprising of Director Technical Services, Director Common Services, and Professional, General and Support Staff. The staff are organized into the following key departments and their sections as follows:

- i) **Director General's Office;** Director-General, PA to DG, Internal Audit, Quality Management & Assurance.
- ii) **Technical Service Directorate;** Remote Sensing, GIS, Cartography and Mapping, Land Survey & Management, Data Office, Engineering, Training, SERVIR and GIT.
- iii) **Common Services Directorate;** Business Development & Marketing, Communication & Outreach, Library Information Services, Monitoring & Evaluation, Information Technology Services (ITS) and Regional Centre Training Institute.
- iv) **Finance Division;** Finance and Procurement.
- v) **Human Resource & Administration;** Human Resource, Transport & Protocol, Security, Office Administration.

3.2 Scope & Application

The provisions of these corporate governance guidelines shall apply to staff engaged by RCMRD while undertaking their responsibilities within the Centre and outside the Centre. These include staff on contract, interns, attachment, secondment and staff of subcontractors where applicable.

These guidelines outline the duties, obligations and responsibilities of Centre staff.

3.3 Responsibility

It is the responsibility of each member of staff to familiarize themselves and uphold these corporate governance guidelines.

Non-adherence to these corporate governance guidelines could lead to disciplinary action.

The Director-General shall be the custodian and principal implementer of these corporate governance guidelines.

3.4 RCMRD Corporate Governance Guidelines

3.4.1 Duties, Obligations and Privileges

a) Duties

- i. Staff members of the Centre, including the locally recruited staff, are international civil servants, and as such their responsibilities shall not be national, but shall be to the Centre exclusively. By accepting an appointment at the Centre, they shall pledge themselves to discharge their duties and regulate their conduct in accordance with the interest of the Centre.
- ii. Staff members of the Centre may exercise their right to vote but shall not engage in any political activity that may compromise their independence or reflect adversely on their status as international civil servants.
- iii. Staff members shall uphold and respect the principles set out in the Principal Establishment Agreement establishing the Centre and the Host Country Agreement.
- iv. Staff members shall uphold the highest standards of efficiency, competence, integrity and impartiality in all matters affecting their work and status.
- v. All rights, including title, copyright and patent rights in any work performed by a staff member for the Centre as part of his/her official duties shall remain the intellectual property of the Centre.
- vi. Staff members, regardless of their nationality, shall be entitled to and granted, within the territories of the host country and the countries of other participating member States, privileges and immunities consistent with their status as international civil servants. Such privileges and immunities shall be as specified in the Agreement concerning the Headquarters of the Centre, and in the Agreement establishing the Centre.

b) Obligations

- i. While acknowledging the special characteristic of the Centre, particularly as a supranational public sector body, it is essential that all persons associated with it strive to promote its objectives and contribute to its survival and growth.
- ii. Staff members are under obligations to respect the host country's laws and regulations within the context of the Agreement between the Centre and the Host Country.
- iii. In the performance of his/her duties, the Director-General shall be accountable to the Governing Council only.

- iv. The Director-General as the Chief Executive Officer of the Centre shall apply sound management practices, which accord paramount considerations for integrity, competence, and efficiency. In taking decisions affecting the careers and well-being of the staff, the Director-General and other senior staff shall take these guidelines as their sole guide, and shall refrain from actions that can reasonably be considered as unlawful, unfair, or based on impure motives.
- v. The generality of the staff shall at all times comport themselves in a manner befitting their status as international civil servants. They shall neither seek nor act on, instructions from bodies external to the Centre. They shall not receive gifts, honours, awards, or gratifications that may compromise their professionalism, autonomy and integrity, and shall take immediate steps to deposit with the authorities of the Centre, all such gifts, honours, awards, or gratifications that come into their possession while in the service of the Centre.
- vi. Every staff member shall be given a Job Description outlining his/her duties and responsibilities. Staff members shall be encouraged to provide suggestions on how their Job Descriptions could be revised to be in line with contemporary and future challenges of their posts.
- vii. The senior management of the Centre shall take steps to identify and remove constraints on program implementation, and shall promote an atmosphere conducive to the application of innovative approaches to challenges facing the Centre. With these guidelines providing overall safeguards against irresponsible action, staff members shall be encouraged to propose to Management measures that they believe are likely to enhance the effectiveness and efficiency in the operations of the Centre.
- viii. Other staff members of the Centre shall be accountable and subject to the authority of the Director-General. Accordingly, they may neither seek nor accept instructions from any government or any international authority outside the Centre. In any case, staff members shall pay due regard to the hierarchy of the Centre and to discipline, in the performance of their duties.
- ix. In exercising his/her authority the Director-General shall seek to ensure, having regard to the circumstances, that all necessary safety and security arrangements are made for staff carrying out the responsibilities entrusted to them.

- x. Staff members shall not undertake paid work or other continuous work with parties outside the Centre.
- xi. The Director-General may assign outside duties to a staff member other than his/her official functions at the Centre. Such outside duties should be limited to activities connected with the provision of consultancy services elsewhere and the writing of manuals and professional papers. All fees for the outside activities undertaken by a staff member as well as the charges for the use of equipment and materials of the Centre shall be paid into the account of the Centre.
- xii. At the time of appointment, each staff member shall nominate in writing in a form prescribed by the Centre, a beneficiary or beneficiaries. In the event of the death of a staff member, all amounts standing to his/her credit will be paid to his/her nominated beneficiary or beneficiaries, or to his/her estate. Any changes in the nomination of beneficiary or beneficiaries should be communicated to the Director-General in writing and a copy lodged in the staff member's file.
- xiii. Staff members shall maintain the highest standards of conduct and shall avoid any action incompatible with the standards of conduct required of them as international civil servants.

c) Privileges

- i. The privileges and immunities enjoyed by the Centre are conferred in the interest of the Centre. These privileges and immunities furnish no excuse to the staff members who are covered by them to fail to observe laws and other regulations of the State in which they are located, nor do they furnish an excuse for non-performance of their private obligations. In any case, staff members shall be entitled to and granted, within the territories of the Host Country and of other contracting member States, the privileges and immunities as specified in the Agreement establishing the Centre.
- ii. Where an issue arises regarding the application of these privileges and immunities, the staff member shall immediately report the matter to the Director-General, who alone may decide whether such privileges and immunities exist and whether they shall be waived in accordance with the relevant instruments.

4.0 CODE OF CONDUCT AND ETHICS

4.1 Background

4.1.1 Introduction

The Code of Conduct and Ethics focuses on ethical conduct and integrity in the workplace. It defines the Centre's commitment to the highest standards of behaviour so as to contribute to the achievement and realization of its mandate.

The Code sets out expectations for individual behaviour necessary to meet these standards and includes requirements and guidance to the staff while carrying their different roles with integrity and in compliance with principles of Corporate Governance spelt out in this code of Ethics.

This code of ethics shall not substitute good judgement expected from all stakeholders.

4.1.2 Objective

The purpose of the Code is to identify mandatory requirements and best practice conduct for all employees.

The Ethical Framework is to be demonstrated by employees in their working relations with other employees, clients and customers, and other stakeholders.

4.1.3 Application

The Code applies at all times when employees are acting in the course of, or in connection with, Centre's employment.

The Code also specifies actions to be taken if there are breaches, or allegations of breaches, of the Code. A breach of this Code will result in disciplinary measures being taken, including separation from the Centre.

4.2 RCMRD Corporate Governance Principles

4.2.1 Respect for People

Management and employees of RCMRD are entitled to work in an environment in which people are treated with respect. All members of staff working at the Centre must, therefore, avoid actions or behaviours that are or could be viewed as harassment and are required to treat all people with respect, dignity and fairness.

4.2.2 Integrity

All staff working at the Centre are expected to act with integrity by consistently upholding the highest standards of honesty and truthfulness. They should not use their positions to inappropriately obtain an advantage for themselves or to advantage or disadvantage others; and should take all possible steps to prevent and resolve any real, apparent or potential conflicts of interest between their official responsibilities and their private affairs.

4.2.3 Transparency and Accountability

It is expected that all employees will work together in a spirit of openness, honesty and transparency. This will encourage engagement, collaboration and respectful communication.

4.2.4 Stewardship

Every member of staff of the Centre is responsible for using appropriately the assets entrusted to them. They are responsible for safeguarding the assets against waste, loss, damage, misuse, theft, misappropriation or infringement, in order to protect their value.

All transactions of the Centre must be reflected accurately and fairly in the books of accounts. Falsification of asset records or misrepresentation of facts will constitute fraud.

4.2.5 Excellence

All staff of the Centre shall demonstrate excellence by providing fair, timely, efficient and effective services Centre's clients, and other key stakeholders. They should exercise high levels of discipline and commitment to the performance of their duties. They are also required to continually improve the quality of products, programs and services by fostering a work environment that promotes teamwork, learning and innovation.

4.3 Conflict of Interest

All employees must avoid conflicts of interest between their private activities and their part in the conduct of the organizations business.

A conflict of interest may arise where an employee or close family member(s) such as a spouse, child, parent or sibling has private interests that could improperly influence the performance of the employee's official duties and responsibilities. Conflict may also arise where an employee uses their office for personal gain.

All staff at RCMRD shall at the time of appointment declare and sign a declaration of conflict of interest with the Centre. The Centre shall maintain a register to record conflicts of interests.

4.3.1 Use of Information Communication Technology

The Centre recognizes the importance of the use of Information Communication Technology (ICT) tools to conduct business and interact with stakeholders. Use of social networks in an official capacity must comply with the Centre's requirements and policy on the use of the internet and electronic networks. Employees using ICT for personal or professional use are expected to exercise the same kind of judgment and criteria as would be applied to any other workplace decision.

4.3.2 Gifts, Hospitality and other Benefits

All Centre employees should not accept any gifts, hospitality or other benefits that may have a real, apparent or potential influence on their objectivity in carrying out their official duties and responsibilities or that may place them under obligation to the donor.

4.3.3 Solicitation

With the exception of fundraising for officially supported activities such as those relating to corporate social responsibility, management or employees may not solicit gifts, hospitality, other benefits or transfers of economic value from a person, group or company who has dealings with the Centre.

4.4 Whistle-Blowing

Any person who has reason to believe that a manager or an employee has not acted in accordance with this Code should bring the matter to the attention of Management through the office of Director-General. Any staff members can whistle-blow on any other staff member using a laid down mechanism at the Centre.

The Centre should not retaliate nor tolerate retaliation against any person who brings an issue to its attention in good faith.

4.5 Risk Management and Internal Control in Corporate Governance

The Centre shall endeavour to put in place key processes and policies that will enhance corporate governance. This shall include amongst others; QMS, risk management framework, human resource policies and manuals, financial management policy, strategic plan, performance management framework, monitoring and evaluation, stakeholder engagement framework, business continuity/sustainability, etc.

The Centre shall maintain effective risk management and internal control framework to enhance corporate governance. This shall include an independent audit office reporting to the Governing Council (Audit & Governance Committee). The key responsibilities will be as follows:

- i. Systems audit and review to give assurance on internal control, risk management and overall governance of the Centre.
- ii. Financial management audit to confirm prudent use and optimal utilization of Centre resources.
- iii. Maintenance of an up-to-date risk register through continuous risk identification, monitoring and mitigation.
- iv. Preparation of audit reports to the GC.

The Centre will enhance the existing ISO and Risk management framework to ensure that risks are continuously identified and mitigation measures put in place in line with the Business Sustainability Framework.

4.6 Resolution of Complaints and Grievances

All employees are expected to adhere to these guidelines. The management and employees are expected to resolve issues in a fair and respectful manner and consider informal processes such as dialogue or mediation.

The Centre shall endeavour to resolve complaints by clients and grievances by employees to the mutual satisfaction of the parties concerned in a timely and effective manner. The Centre shall develop appropriate policies and procedures to guide the process.

In the event of an ethical dilemma or dispute, management may seek advice and support from the Governing Council.

5.0 MONITORING, REVIEW AND AMENDMENT

Internal Audit section shall provide annual independent assurance on the adequacy, application and effectiveness of governance in RCMRD.

Monitoring the implementation of the corporate governance guidelines is the responsibility of the Director-General, who shall provide reports to the Governing Council. The Director-General shall prepare and submit a Governance Statement in the DG Annual Report to the Governing Council, through the Audit & Governance Committee of the GC.

The Corporate Governance guidelines shall be reviewed every four years to ensure that it remains up-to-date and fit for purpose.

6.0 GC APPROVAL & IMPLEMENTATION

These Corporate Governance guidelines shall, on approval by the Governing Council of the Centre, come into effect and shall override all the governance practices of the Centre.

REFERENCES

Ammended Principal Agreement. (November 2012).

Associate Membership Framework. (Sept 2019).

RCMRD Business Sustainability Framework-Final. (September 2019).

RCMRD Strategic Plan 2019-2022 CoM Adopted. (November 2019). Kasane, Botswana.