

**Governance Manual**

***Developed in December 2023***

**ABBREVIATIONS AND ACRONYMS**

|  |  |
| --- | --- |
| CC | Coordination Committee |
| EC | Executive Committee |
| GA | General Assembly |
| MoA | Ministry of Agriculture  |
| MoI | Ministry of Interior  |
| PSEAH | Protection from Sexual Exploitation, Abuse, and Harassment  |
| ToR | Terms of Reference |

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# OVERVIEW OF AGRI-MOVEMENT

## **About Agri-Movement**

Agri-movement came into existence as a sum of diverse initiatives all aiming to promote sovereignty over food and natural resources, improving livelihood, and activate economic immunity in marginalized and underserved localities. While committed to remain an active and flexible movement that serves the interests of its keys stakeholders, Agri-movement filed for registration at the Ministry of Interior (MoI) in Lebanon under the number 8321/ wdb 2022 to better structure its operations and comply with the legal requirements of operating in Lebanon and potentially abroad. We work to spread knowledge, manage developmental agriculture projects, support natural reserves, promote the establishment of municipal nurseries, and preserve the biological diversity in cooperation with a broad range of stakeholders, including municipalities, Ministry of Agriculture (MoA) in Lebanon, and agriculture syndicates.

## **Our Vision and Mission**

***Vision:*** We work for a land that secures sovereignty over food and natural resources for all, promoting the right to life for the generations to come.

***Mission:*** Agri-movement is a collective of people on a mission to promote food sovereignty. We work with local communities, striving to improve their lives and their environment by focusing on four key areas: social organizing, knowledge sharing, independent scientific research, and strategic advocacy.

## **Our Core Values**

We are guided by a set of values rotating around (a) justice, dignity, and human rights, (b) independence, (c) harmony with the environment, (d) transparency, (e) preservation of agricultural heritage, and (f) modesty. Our joint understanding of these values is elaborated upon in our Strategy document.

## **Our Structure**

We pride ourselves on an organic grass-roots structure.

We are led by a ***General Assembly*** formed of a wide network of experts, producers, farmers, and activists who have first-hand experience on many levels, including practical scientific methods in food systems.

We are also governed by a ***five-member Executive Committee*** that provides overall guidance to our work. The Committee shall be elected by the General Assembly every two years.

Our operations are directed by a three-member ***Coordination Committee***formed of those who actively established Agri-movement.

# GOVERNANCE AT AGRI-MOVEMENT

## **Purpose and Objectives of this Manual**

The Agri-Movement’s Governance Manual aims to offer guidance on establishing effective governance structures, policies, and procedures in accordance with the our bylaws and industry best practices while preserving and safeguarding our organic grass-roots structure. It informs our General Assembly (GA), Executive Committee (EC), and Coordination Committee (CC) about their respective rights, roles, and responsibilities. It also provides a comprehensive overview of the legal framework, regulations, legislative conditions, and procedures governing their actions, with the ultimate objective of seamlessly integrating Agri-Movement's values and policies into all operational facets.

The manual underscores adherence to mutually agreed-upon Terms of Reference (ToR) and outlines membership rights and responsibilities. It elucidates decision-making processes, ensuring effectiveness, efficiency, accountability, and transparency. Furthermore, the manual underscores key policies enacted by Agri-Movement, including a binding Code of Conduct; a Conflict of Interest, Anti-Corruption, and Anti-Fraud Policy, an Environmental Policy; and a Protection from Sexual Exploitation, Abuse, and Harassment (PSEAH) Policy.

The manual incorporates updates, amendments, and clarifications related to the roles and responsibilities of the GA, the EC, and the CC of Agri-Movement. It introduces the conditions under which thematic committees shall be formed dedicated to promoting stability and growth.

Acknowledging the potential for evolving contexts and internal factors necessitating adjustments, the manual anticipates opportunities for refinement to enhance the effectiveness and efficiency of processes. This ensures optimal alignment with the movement's vision, mission, and core values. The manual specifies that amendments can be proposed by the EC or CC, but approval from the GA in either regular or ad hoc meetings is required for implementation.

## **Agri-Movement Governance: An Overview**

The main governing bodies of Agri-Movement are its GA, EC, and CC. These three bodies must collaborate collectively in the best interests of Agri-Movement, steering the movement towards sustainable growth, development, and continuity. Their concerted efforts should be aimed at aligning Agri-Movement’s practices and endeavors with its strategic vision and mission. Together, they are bound to uphold its values in authority and decision-making processes.

The governance framework of Agri-Movement is constituted of active members meeting specific criteria. The GA has the ultimate authority in decision making in regards to the movement and its strategic direction.

* The GA’s roles and duties revolve around making informed decisions, providing insights into challenges faced by the relevant communities, and becoming advocates of marginalized farmers’ rights.
* The EC as the governing body takes the lead in providing guidance and overseeing all administrative functions of Agri-Movement in partnership with the CC and in cooperation with and committees to be established.

Each member of all governing bodies is expected to operate with the utmost integrity, fostering a collaborative and professional environment. They are to recognize and adhere to Agri-Movement’s established core policies, procedures, values, and governance principles in carrying out their respective roles and responsibilities.

## ***The General Assembly***

The General Assembly includes active members of Agri-Movement accounting to around 22. All members should uphold their rights and responsibilities in accordance with Agri-Movement’s policies, statutes, and bylaws. The GA’s broader roles and responsibilities are defined below in ***Section 3***.

## ***The Executive Committee***

The EC at Agri-Movement is composed of five members. EC members are expected to possess diverse backgrounds, experiences, skills, and knowledge essential for achieving the strategic goals and the promotion of Agri-Movement’s growth and continuity. They shall honor their agreed-upon ToR and adhere to their membership rights and responsibilities as described under ***Section 4.***

## ***The Coordination Committee***

Agri-Movement is governed by a three-member Coordination Committee (EC) formed of its founders who will jointly work to manage and guide the movements’ programs and interventions. The rights and responsibilities of the CC are described in ***Section 5***.

## ***Other Committees***

Agri-Movement shall form thematic ad hoc committees for specific purposes as the need arises. The formation of such committees shall be proposed by the CC and agreed upon by the EC. At the time of formation, the roles, responsibilities, duration, and rights of such committees shall be outlined in a minutes to the meeting document kept on record.

# THE GENERAL ASSEMBLY

## **The GA Composition**

The General Assembly (GA) is composed of registered members meeting the eligibility criteria as set in the bylaws and who have settled their membership fees, unless otherwise waved. All members are expected to exercise their rights and fulfill their responsibilities in accordance with Agri-Movement’s bylaws and policies. The specifics regarding the GA's eligibility criteria, rights, roles, responsibilities, meetings, and decision-making processes are outlined below.

## **Eligibility Criteria**

Members of the General Assembly (GA) should meet the following criteria:

* *Commitment and Dedication* *to Agri-Movement’s Mission, Codes, and Values:* GA members shall demonstrate a strong dedication to the movement’s mission and values. They shall accept and adhere to its policies and codes.
* *Expertise:* GA members shall preferably possess expertise or be engaged in pertinent fields such as farming, environment, climate change, or similar fields.
* *Age:* GA members shall be above 20 years of age.

Those who wish to join the GA have to fill in the annexed application form to be approved by current members of the GA. As of next year, applications to the GA will be reviewed by the EC in its meeting.

## **Rights and Responsibilities of the GA**

## ***Rights of the GA***

* The GA holds the right and is responsible for electing the EC. It holds the right to call for early elections upon the proposition of one-third of its members and the agreement of two-thirds of its members.
* The GA possesses the authority to dismiss the EC with a two-thirds majority of eligible votes.
* The GA is the only authority that can amend Agri-Movement’s bylaws and its Governance manual. Such amendments shall take place based on the proposition of 20% of the GA’s members and upon the approval of two-thirds of its members.
* The GA holds the right to select the thematic committees of Agri-Movement.

## ***Roles and Responsibilities of the GA***

* Attend all GA meetings.
* Listen to and provide feedback on the reports raised by the EC, summarizing work accomplished and projects planned. Review and grant approval for completed annual reports. Review Agri-Movement’s annual work plan.
* Conduct an annual evaluation of EC’s performance.
* Provide suggestions and recommendations to the EC.
* Discuss annual financial reports and take appropriate action. Approve the upcoming budget.
* Set the annual membership fee.
* Appoint the external audit and review audit reports.
* Elect members of the EC through a secret ballot every two years.
* Cast an individual vote on matters presented on the GA meeting's agenda.
* Approve the strategy.
* Contribute to the development of Agri-Movement’s programs and projects.
* Discuss and approve amendments to Statutes and/or Bylaws.
* Offer suggestions and recommendations to the EC.

## **The GA Meetings and Decision Making**

## ***Regular Meetings***

The GA meetings are headed by the Chairperson or the Vice Chairperson except for the election meetings that should be headed by the most elderly GA member.

The GA conducts at least one regular meeting annually during the first three months of the year. The meeting is called for by the Chairperson. The meeting agenda shall be announced in writing to all GA members through letters, emails, and a post put up 30 days before the meeting date across Agri-movement’s areas of operations. Quorum is met if the meeting is attended by the majority of members (i.e. half plus one). If the quorum is not met, a second meeting is called for after two weeks. The second meeting is considered in quorum with whomever attends.

Any GA member can propose topics to be discussed during the GA meeting on condition that the EC is notified at least one week prior to the meeting date. The EC has the right to collectively assess these topics and approve or disapprove inclusion on the meeting’s agenda.

Decisions are taken by a majority vote. Proxy votes are accepted on condition that the proxy holder is a member of the GA.

## ***Ad hoc Meetings***

Ad hoc meetings may be called for by the GA during the year whenever the need arises. Moreover, ad hoc meetings are held to adjust the bylaws or dissolve the movement.

In general, ad hoc meetings can be held at the request of the EC or upon the request of 10% of the GA.

Ad hoc meetings are called for by the Chairperson within one month of the request receipt by the Secretary. The meeting agenda shall be announced in writing to all GA members through letters, emails, and a post put up 30 days before the meeting date across the movement’s areas of operation.

Quorum is met if half of the registered members attend the meeting in case of bylaws amendment. However, to dissolve the movement, a 70% quorum is required. If the quorum is not met, a second meeting is called for after a month with the same agenda. Quorum is met if the majority attends. If quorum is not met for a second time, then the invitation no longer stands and the same topics listed on the agenda cannot be discussed until after a year has passed.

# THE EXECUTIVE COMMITTEE

## **Composition and Eligibility Criteria**

## ***Composition***

The EC represents the GA and is the primary governing body operating within Agri-Movement’s bylaws. Members are to be elected by the GA from amongst the latter’s members who have settled their annual membership fees in a secret ballot every two years.

## ***Eligibility***

Members of the EC should meet the following criteria:

* *Commitment and Dedication* *to Agri-Movement’s Mission:* EC members shall demonstrate a strong dedication to the movement’s mission and values.
* *Expertise:* EC members shall preferably possess expertise or be engaged in pertinent fields such as farming, environment, climate change, or similar fields.
* *Networking and Connections:*  EC members shall be well connected with willingness to exert effort to network and fundraise for Agri-movement.

## **Responsibilities of the EC**

* Represent Agri-Movement in front of legal authorities as well as other stakeholders, ensuring that its activities are well performed, and its objectives are achieved.
* Ensure the accomplishment of Agri-Movement’s objectives and the application of all policies.
* Ensure that EC’s decisions are executed.
* Propose budget, including annual membership fees, and implement it once approved by the GA.
* Review financial statements on a quarterly basis.
* Review the external audit report and forward it to the GA for final approval.
* Decide on the formation of committees as the need arises.
* Set workplans and monitor implementations.
* Set the agenda for the GA meetings.
* Announce decisions and statements.
* Review and approve any statement, article, research, or study issues in the name of Agri-Movement.
* Network and maintain good donor relationships.
* Appraise the performance of the CC.

## **Rules and Procedures for Electing the EC**

## ***Elections***

* The EC represents the GA and is the primary governing body operating within Agri-Movement.
* Members are to be elected in a secret ballot by the GA from amongst the latter’s members who have settled their annual membership fees. The elections meeting requires a majority quorum and is held by the most senior member with the support of two other members of the GA who are not nominees.
* The EC announces the elections date at least one month prior to the end of its term. Election results are announced directly and the members who receive the most votes form the new EC. If a tie is reached between two members, the member who has been with the GA of Agri-Movement for the longer period is considered to have won. If a tie is reached again, the member who is of older age is considered to have won.
* The elected EC meets for the first time chaired by the most elderly member and selects the distribution of roles amongst Chairperson, Vice Chairperson, Treasurer, Secretary, and Accountant. A representative towards the local authorities will also be nominated.
* One month prior to the election date, the Secretary announces a list of GA members eligible to vote. Objections are accepted up until one week prior to the elections date.
* Ten days prior to the election date, the Secretary announces a list of all nominees. Objections are accepted up until one week prior to the elections date.

## ***Term, Resignations, and Dismissal***

* The EC is re-elected every two years. A member can be elected more than once and serve as many mandates as elected, as long as they effectively perform their roles and serve Agri-Movement’s best interest.
* EC members have the right to resign from their duty if they deem themselves incapable of fulfilling their roles and responsibilities.
* If two EC positions become vacant and in cases where there are more than six months remaining until the end of the EC’s term, a regular meeting of the GA is called for to elect members to fill in the vacant position(s). However, if three or more of the positions become vacant, then the EC is considered dissolved, and a GA meeting is called on within one month to elect a new EC. In all cases, the Chairperson and members retain their tasks until a new EC is elected.
* The GA reserves the right to elect a new EC before the end of term in case one-third of its members suggest this and two-thirds approve.
* Any EC member may be dismissed if he/ she fails to perform the assigned duties and/ or breaches the movement’s policies and bylaws. Dismissal is decided by the GA which is called for by the Chairperson or three members of the EC. A secret ballot shall be held, and dismissal is enacted if two-thirds approve/ vote for. The concerned EC member may attend the ballot but is prohibited from voting.

## ***Eligibility and Nomination***

Any member of the GA who has settled his/ her membership fee at least one month prior to the election date can nominate himself/ herself by approaching the Secretary and supplying a copy of his identity card.

## ***EC Meetings***

* The EC shall meet periodically, holding at least 4 meetings annually.
* Two members of the EC may call for a meeting by sending a note to the Secretary. The Chairperson should then invite members to the meeting within a period of two weeks.
* Quorum is achieved when the majority are present.
* The meeting is initiated by reading the minutes of the preceding meeting for approval.
* Decisions are taken by a majority vote. If a tie is reached, the Chair’s voice becomes decisive.

## **Members of the EC**

Members of the EC should have diverse backgrounds, experiences, skills, and knowledge necessary to meet Agri-Movement's strategic objectives and lead the movement toward sustainable development, growth, and continuity.

## ***Chairperson***

* Is responsible for overseeing Agri-Movement’s compliance with applicable laws.
* Executes decisions taken by the GA. Calls for and chairs the GA meetings except for the election meeting.
* Signs along with the Secretary the EC and GA’s minutes of meetings and all official correspondence.
* Signs along with the Treasurer money transfers and payment orders. Payment orders shall also hold the signature of the Accountant.
* Opens bank accounts in the name of Agri-movement in coordination with the Accountant. Signs on all accounts.
* Signs on behalf of Agri-Movement all agreements and official transactions.
* Oversees the work of the committees.
* Can call for ad hoc meetings of the GA or the EC.
* Reviews donor reporting and maintains donor relations to secure funding for program’s implementation.
* Reviews all financial statements before sharing them with stakeholders.
* Represents Agri-Movement in front of all stakeholders.

## ***Vice Chairperson***

* Performs all tasks appointed by the Chairperson during the latter’s absence of upon an official delegation.

## ***Secretary***

* Maintains and organizes all legal records and minutes of meetings.
* Co-signs minutes of meetings and correspondence with the Chairperson.
* Maintains a record of all GA members.
* Receives and maintains all incoming correspondence and shares it with the Chairperson. Prepares and dispatches correspondence as directed by the Chairperson.
* Dispatches invitations.

## ***Treasurer***

* Supervises Agri-Movement’s finances and organizes its financial records.
* Reviews payments and transfers.
* Reviews and approves financial statements as needed.
* Provides financial warrantees as needed and with the approval of the GA.
* Co-signs with the Chairperson all transfers and payment orders.

## ***Accountant***

* Prepares the budget for the coming year and the statements of account for the previous year and submits them to the GA.
* Oversees and monitors the movement’s expenditures and maintains its assets.
* Co-signs with the Chairperson all transfers and payment orders in case the Treasurer is not available.

# THE COORDINATION COMMITTEE

Reporting to the EC, Agri-movement is governed by a Coordination Committee (C) formed of the three founding members who work together to manage the programs and interventions, thus overseeing the work of the movement. These positions are permanent and cannot be changed unless due to grave documented misconduct and following Agri-Movement’s disciplinary procedures.

## **Roles and Responsibilities of the Coordination Committee**

* Conducts relevant research to participate in strategic planning and advises the EC.
* Supports the development of Agri-Movement’s Strategy and its respective monitoring framework. Monitors progress on strategy.
* Presents issues to the EC in order of priority.
* Interacts with various stakeholders and represents the movement’s interest while ensuring effective communication.
* Communicates concerns of stakeholders.
* Assesses and manages risks while developing strategies to mitigate potential challenges and ensure the movement’s stability and continuity.

# THEMATIC COMMITTEES

## **Purpose of Agri-Movement’s Committees**

The General Assembly (GA) has the authority, requiring a two-thirds majority vote, to create thematic committees. These committees are established to promote increased interaction and collaboration among GA members, the Agri-Movement team, and pertinent stakeholders. Their purpose is to contribute to the sustainability and expansion of the movement by assisting staff members in better addressing the movement’s needs. Additionally, these thematic committees aim to enhance the knowledge and awareness of members regarding societal issues and common misconceptions that could adversely affect the movement's reputation, growth, and continuity. Beyond that, the committees actively seek to identify opportunities that align with the movement’s best interests. When established, the following shall apply:

* Committee membership is open to all active members, and any member has the right to join more than one committee. However, each committee will have a Chairperson and a Rapporteur.
* Each committee, within its jurisdiction, prepares a study of the projects submitted or referred to and works to implement them after their approval by the CC and in consultation with the EC.
* Committee members are chosen by secret ballot from among the members of the GA, and each committee elects a Chairperson and Rapporteur.
* The committee's membership size shall be determined by needs but should not exceed seven members per committee. Its duration shall be determined upon establishment by the CC. This shall also be approved by the EC.
* Subcommittees can be established within each committee, when necessary, for a specific period, ending with the completion of the implementation of the tasks assigned to them.

## **Role of CC in Committees**

The Coordination Committee (CC) holds the principal authority and decisive influence in matters pertaining to the decisions and performance of the committees. The CC bears the responsibility of distributing tasks among committee members and conducting evaluations of each committee's performance on a quarterly basis. The members of each committee collaboratively develop work plans, which are then subject to review and approval by the CC. The CC can also review work plans and provide feedback on them.

It is anticipated that each committee will conform to specified roles, responsibilities, and priorities in accordance with Agri-Movement’s strategic trajectory. The allocation of members' roles within the committees is determined by their pertinent knowledge, skills, and experience in relation to the respective positions.

## **Membership of the Committees**

Committee membership is open to all active members, allowing each member to join multiple committees. Applications for committee membership should be submitted to the CC who will review the applications to ensure they meet the criteria within two weeks of submission. The CC then appoints an EC member to collaborate with each formed committee.

## ***Committee Member Resignation***

In case of a committee member's resignation, another person may be appointed by the respective committee in coordination with the CC and upon the latter’s approval.

## ***Termination of a Committee Member***

The committee Chairperson, in agreement with the CC, may remove a committee member for ineffectiveness, consecutive unexcused absences from 3 meetings, and inconsistency or infringement of committee responsibilities.

## ***Appeal***

Committee members can appeal to the appointed CC regarding the exemption of the committee Chairperson from his/ her duties due to ineffectiveness, consecutive unexcused absences from three meetings, inconsistency, or infringement of committee responsibilities. The Chairperson of the Committee will be asked to step down if the allegations are authenticated.

## ***Voting***

Members strive for consensus, but if not achieved, voting occurs. Each committee member holds one vote.

## **Responsibilities in Committees**

***Chairperson of a Committee***

* Chairs and manages sessions based on the agenda, oversees discussions, and communicates recommendations and procedures to the CC.
* Coordinates the work with the CC and the EC.

***Rapporteur of a Committee***

* Prepares reports, maintains records, and ensures agendas are sent to members.
* Receives proposals and complaints from the members and other concerned parties and submits them to the Chairperson of the Committee.

***Members of a Committee***

* Contribute to brainstorming and implementing approved recommendations from the CC members.
* Represent the movement, in coordination with the Chairperson, on relevant matters.

# APPENDIX 1: MEMBERSHIP REQUEST FORM

|  |
| --- |
| **Personal Information** |
| Name: |  | Gender: |  |
| Nationality: |  | Date of Birth: |  |
| Address: | Country:Governorate: District:Town/City: |
| Email: |  | Phone: |  |

|  |
| --- |
| How did you know about Agri-Movement? |
| Why do you wish to join Agri-Movement?  |

|  |
| --- |
| **Academic Information** |
| Degree: |  |
| University/Institute: |  |
| Graduation Year: |  |

|  |
| --- |
| **Work Information** |
|  □ Employed □ Unemployed.  |
| Sector: |  |
| Job Type:  |  |
| Position:  |  |

|  |
| --- |
| **Information About Affiliation** |
| Are you a member of another network /movement? | □ Yes □ NoIf yes, please specify: |
| I have reviewed and I agree to Agri-Movement’s bylaws, policies, and governance manual. | □ Yes □ No |
| I have reviewed and agree to the terms and conditions of the preservation of this membership. | □ Yes □ No |

**Name: Signature:**

Please send your request to the Secretary of the Executive Committee via: email.

Kindly attach the following required forms to your request:

* Copy of National ID and passport, if available
* Copy of degree, if applicable

|  |
| --- |
| **For Internal Use Only**  |
| The date the decision was made on the request |  |
| The decision of the EC | □ Accepted as a member of Agri-Movement□ Request Rejected for the following reasons:  |

# APPENDIX 2: MANUAL’S APPROVAL FORM

Dear Members of the General Assembly,

I am pleased to present the Governance Manual for Agri-Movement as a comprehensive document that provides guidelines and procedures for the effective and efficient management of the movement’s affairs, operations, and activities without compromising its organic structure and grass-roots nature. It is designed to ensure compliance with applicable laws, regulations, and best practices and to promote transparency, accountability, and good governance.

I hereby call for your endorsement of the Governance Manual. Your approval of this document is necessary to ensure that Agri-movement continues to meet the highest standards of good governance and remains in compliance with applicable laws and regulations. Therefore, please review the attached Governance Manual and indicate your approval by signing below. Your signature confirms that you have read, understood, and agree to the Governance Manual's contents and authorize its adoption as the official governing document of Agri-Movement.

Sincerely,

The Coordination Coomittee

I hereby confirm that I have read, understood, and agreed to the Governance Manual's contents and authorize its adoption as the official governing document of Agri-Movement.

Signed by: Date:

Signature: