



SEPTEMBER 11, 2025

GOVERNANCE MANUAL OF CODESA

STRATEGIC OVERSIGHT, INSTITUTIONAL POLICY AND FIDUCIARY GOVERNANCE

CREATED BY

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Care to Change the World

Governance Manual of CODESA

Internal Institutional Policy Document

Version 1.0 – Draft for Review

Date: [To be inserted]

1. Board Constitution and Terms

The governance of CODESA shall be vested in a **Joint Oversight Board**, established pursuant to the CODESA Charter and composed of representatives from COMESA, EUSL, and designated member states. The Board shall serve as the highest decision-making body of the agency, responsible for strategic oversight, institutional policy, and fiduciary governance.

The Board shall consist of:

- Three representatives appointed by COMESA organs;
- Three representatives appointed by EUSL;
- Up to five rotating representatives from COMESA member states, selected on a biennial basis.

Board members shall serve for a term of **three years**, renewable once. The Chairperson shall be elected from among the members and shall serve a non-renewable term of **two years**. The Board shall meet at least twice annually and may convene extraordinary sessions as required.

Quorum shall require the presence of at least two COMESA-appointed members, two EUSL-appointed members, and one member state representative. Decisions shall be made by consensus or, where necessary, by qualified majority as defined in the Decision Rights Framework.

2. Committee Charters

To support its governance functions, the Board shall establish the following standing committees:

Audit and Risk Committee

Mandated to oversee financial integrity, risk management, internal controls, and compliance with fiduciary protocols. It shall review audit reports, risk registers, and financial statements, and report directly to the Board.

Program Committee

Responsible for reviewing programmatic strategies, implementation plans, and performance metrics. It shall ensure alignment with COMESA priorities and Agenda 2074, and provide recommendations on strategic direction and resource allocation.

Human Resources and Ethics Committee

Charged with oversight of recruitment, staff welfare, performance management, and ethical conduct. It shall review disciplinary cases, whistleblower reports, and staff grievances, and ensure adherence to institutional values and codes of conduct.

Each committee shall operate under a formally adopted charter, approved by the Board, and shall meet quarterly or as otherwise required. Committee members shall be drawn from the Board and may include external experts where appropriate.

3. Conduct, Conflicts, and Recusal

All Board and committee members shall adhere to the highest standards of professional conduct, integrity, and impartiality. A **Code of Conduct** shall be adopted and binding upon all members, covering confidentiality, fiduciary duty, and institutional loyalty.

Any member with a **conflict of interest**—whether financial, personal, or institutional—shall disclose such conflict in writing and recuse themselves from related deliberations and decisions. Recusal shall be recorded in the official minutes and monitored by the Human Resources and Ethics Committee.

Failure to disclose a conflict or to recuse appropriately shall constitute a breach of governance protocol and may result in disciplinary action, including suspension or removal from the Board.

4. Secretariat Liaison Protocol

CODESA shall maintain a formal liaison protocol with the COMESA Secretariat to ensure strategic alignment, institutional coordination, and compliance with regional governance standards. The Executive Director of CODESA shall designate a **Liaison Officer** responsible for maintaining regular communication with the Secretariat and facilitating the exchange of information, reports, and institutional updates.

The Liaison Officer shall:

- Serve as the primary point of contact between CODESA and the Secretariat;
- Coordinate the submission of annual reports, strategic plans, and compliance documentation;
- Facilitate participation in COMESA technical committees, forums, and policy consultations;
- Ensure that CODESA's activities are harmonized with COMESA's legal and strategic frameworks.

The Secretariat shall reciprocate by designating a focal point within its institutional structure to interface with CODESA, ensuring timely review of submissions, feedback on strategic alignment, and coordination of joint initiatives.

5. Records and Minutes Policy

CODESA shall maintain a comprehensive and secure system for recording, storing, and managing institutional records, including minutes of Board and committee meetings, resolutions, policy decisions, and correspondence with COMESA organs and external partners.

All meetings of the Joint Oversight Board and its committees shall be formally minuted. Minutes shall include:

- Date, time, and location of the meeting;
- Attendance and quorum verification;
- Agenda items discussed;
- Decisions taken and voting outcomes;
- Action items and responsible parties.

Minutes shall be approved at the subsequent meeting and archived in both physical and digital formats. Access to records shall be governed by internal confidentiality protocols, with provisions for disclosure to COMESA organs, auditors, and compliance bodies as required.



CODESA shall adopt a **Records Retention Policy**, specifying retention periods, classification levels, and procedures for secure disposal. All records shall be subject to periodic review and audit by the Audit and Risk Committee.