

SEPTEMBER 2, 2025



INSTITUTIONAL FRAMEWORK AND GOVERNANCE MANUAL FOR SUDESA

*THE OPERATIONAL COLLABORATION BETWEEN SOUTH SUDAN AND
EUSL OVER GENERATIONS*

CREATED BY

EUSL AB

Care to Change the World

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INSTITUTIONAL FRAMEWORK AND GOVERNANCE MANUAL FOR (SUDESA)

BETWEEN

THE GOVERNMENT OF THE REPUBLIC OF SOUTH SUDAN

AND

THE EUROPEAN SOCIAL LABEL (EUSL)

Date: [Insert Date]

Reference: Strategic Engagement Agreement, Annex I; Presidential Directive No. [Insert Reference]

Preamble

WHEREAS, the Government of the Republic of South Sudan (hereinafter referred to as “the Government”) and the European Social Label (hereinafter referred to as “EUSL”) have entered into a Strategic Engagement Agreement (hereinafter referred to as “the SEA”), which establishes the overarching framework for cooperation in advancing national development, social equity, and digital transformation objectives in alignment with the Agenda for Social Equity 2074 and other internationally recognized development frameworks;

WHEREAS, pursuant to Annex I of the SEA and in accordance with Presidential Directive No. [Insert Reference], the Parties have resolved to establish the South Sudan Development and Social Equity Agency (hereinafter referred to as “SUDESA”) as a specialized institutional mechanism to coordinate, implement, and oversee programs and projects in the domains of digital transformation, agriculture, social development, gender equity, and related sectors critical to inclusive and sustainable growth;

WHEREAS, the Parties recognize that SUDESA shall operate as a co-owned, autonomous entity under the joint stewardship of the Government and EUSL, endowed with legal personality, administrative autonomy, and operational capacity to discharge its mandate effectively and in accordance with the principles of transparency, accountability, and good governance;

NOW, THEREFORE, the Parties hereby adopt this Institutional Framework and Governance Manual (hereinafter referred to as “the Manual”), which shall govern the legal basis, organizational structure, governance bodies, roles and responsibilities, decision-making processes, compliance obligations, and transitional arrangements for SUDESA, and which shall be binding upon the Parties and all entities acting under their authority.

Section 1 – Legal Basis and Mandate

1.1 Establishment. The South Sudan Development and Social Equity Agency (“SUDESA” or the “Agency”) is hereby established as a co-owned and jointly stewarded institutional mechanism between the Government of the Republic of South Sudan (the “Government”) and the European Social Label (“EUSL”), pursuant to the Strategic Engagement Agreement, Annex I, and the Presidential Directive referenced on the Title Page. SUDESA shall possess legal personality with capacity, in its own name, to contract, acquire and dispose of movable and immovable property, open and operate bank accounts, and institute and defend legal proceedings.

1.2 Host Relationship and Status. The legal status, privileges, immunities, and facilities, including fiscal and customs treatment, afforded to SUDESA, its premises, property, archives, and personnel, shall be as provided in the Host Country Agreement concluded between the Government and the implementing structure designated by EUSL. Nothing in this Manual shall be construed as a waiver of such privileges and immunities, which shall only be waived expressly in writing by the competent authority.

1.3 Mandate. SUDESA's mandate is to coordinate, finance, implement, and oversee programs and projects that advance national development and social equity objectives, including but not limited to: (a) digital transformation of public administration and essential services; (b) agricultural development, food security, and rural livelihoods; (c) social inclusion and community development; (d) gender equity and protection; and (e) institutional strengthening, capacity building, and standards harmonisation across the public sector.

1.4 Functions. To discharge its mandate, SUDESA shall: (a) formulate and administer multi-year strategies and annual work plans and budgets; (b) establish and manage facilities and instruments, including the Digital Transformation Investment Facility ("DTIF") and other programmatic windows approved by the Parties; (c) procure goods, works, non-consulting and consulting services; (d) manage funds, including domestic appropriations, grants, concessional and non-concessional resources, and other lawful contributions; (e) adopt and enforce policies, manuals, and standards on fiduciary management, procurement, safeguards, data governance, and monitoring, evaluation, and learning ("MEL"); and (f) coordinate with ministries, departments and agencies ("MDAs"), development partners, private sector and civil society organisations.

1.5 Operating Principles. SUDESA shall operate in accordance with the principles of legality and due process; transparency and disclosure; integrity and avoidance of conflicts of interest; economy, efficiency, effectiveness, and value for money; competition and non-discrimination; sustainability and resilience; inclusion and accessibility; protection of personal data and confidential information; and evidence-based, results-oriented management aligned with Agenda for Social Equity 2074.

1.6 Relationship with DTIF and Other Instruments. DTIF is an operational financing and implementation instrument under SUDESA's sectoral coordination, governed by its own Charter and Operating Manual. In case of overlap, DTIF's instrument governs its fiduciary and procurement operations; this Manual governs SUDESA's institutional, governance, and oversight arrangements.

1.7 Territorial Scope and Beneficiaries. SUDESA shall operate throughout the territory of the Republic of South Sudan. Direct beneficiaries include MDAs and sub-national administrations; indirect beneficiaries include citizens, enterprises, and civil society through improved services and enabling ecosystems.

1.8 Duration. SUDESA shall have an initial term of [ten (10)] years from the Effective Date of this Manual, renewable by agreement of the Parties. Obligations that by their nature survive (including audit, reporting, confidentiality, intellectual property, and cooperation with investigations) shall continue as expressly provided herein.

1.9 Definitions and Construction. Capitalised terms not otherwise defined herein shall have the meanings assigned in the Strategic Engagement Agreement or Host Country Agreement. Headings are for convenience only and shall not affect interpretation. References to "law" include statutes, regulations, and binding directives, as applicable.

Section 2 – Organisational Structure

2.1 Organs. SUDESA shall consist of: (a) the **Secretariat** as the executive and administrative arm of the Agency; (b) **Eight Core Departments** forming the standing organisational backbone; and (c) the Governance Bodies prescribed in Section 3 (the Digital Transformation Steering Committee and the Joint Steering Committee), to which the Secretariat provides secretariat services.

2.2 Secretariat – Establishment and Leadership.

(a) The Secretariat is headed by an Executive Director (“ED”), jointly appointed by the Parties on merit for a term of [four] years, renewable once. The ED is accountable to the Joint Steering Committee (“JSC”) and is the principal representative of SUDESA.

(b) The ED shall be supported by up to two Deputy Executive Directors (“DEDs”), appointed by the Parties upon recommendation of the ED, with portfolios allocated by written instrument (e.g., Programs and Operations; Corporate Services and Governance).

(c) The Secretariat shall include the Executive Office (strategic planning and coordination; partnership management; communications), Human Resources, Administration, and Business Continuity and Security functions necessary for the uninterrupted operation of SUDESA.

2.3 Secretariat – Authorities and Duties. The ED shall: (a) prepare SUDESA’s multi-year strategy and Annual Work Plan and Budget for JSC approval; (b) direct, supervise, and coordinate the Eight Core Departments; (c) propose policies, manuals, and organisational directives; (d) ensure sound fiduciary management, procurement, safeguards, data governance, and MEL across the portfolio; (e) represent SUDESA in legal acts within delegated limits; and (f) serve as Secretary to the Governance Bodies, ensuring timely preparation of agendas, documentation, minutes, and decision registers.

2.4 Staffing and Secondments. SUDESA staff shall be recruited under merit-based, open, and competitive procedures approved by the JSC. Secondments from the Government, EUSL, and development partners may be accepted pursuant to written secondment agreements preserving independence, confidentiality, and avoidance of conflicts of interest. All personnel shall be subject to SUDESA’s Code of Conduct, Ethics Policy, and policies on anti-corruption, prevention of sexual exploitation, abuse and harassment, data protection, and information security.

2.5 Eight Core Departments. SUDESA shall maintain the following standing Departments, each headed by a **Director** appointed by the Parties upon recommendation of the ED. The mandate of each Department is set out below; detailed Terms of Reference (“ToR”) shall be approved by the JSC and annexed to this Manual.

(a) **Department of Digital Transformation and Systems (DTS).** DTS leads the design, delivery, and sustainment of cross-government digital platforms and services, including enterprise architecture, interoperability, core registries and identity, cloud and data infrastructure, cybersecurity, and digital public goods. DTS coordinates the Digital Transformation Steering Committee (“DTSC”) and provides technical leadership to DTIF-funded operations within its remit.

(b) **Department of Agriculture, Food Security and Rural Livelihoods (AFRL).** AFRL formulates and implements programs on staple food systems, value chains, extension services, climate-smart agriculture, post-harvest systems, and rural enterprise development, ensuring convergence with digital agriculture solutions and national strategies.

(c) **Department of Social Development and Inclusion (SDI).** SDI designs and oversees social inclusion initiatives, community-based development, local empowerment mechanisms, citizen engagement, and service-delivery improvements in sectors such as health, education, and social protection, in coordination with competent line ministries.

(d) **Department of Gender Equity and Safeguards (GES).** GES develops and enforces SUDESA's environmental and social safeguards, labour and working conditions standards, community health and safety measures, and gender equity and protection frameworks, including prevention and response to sexual exploitation, abuse, and harassment (SEA/SH). GES advises on safeguard instruments, stakeholder engagement plans, and grievance mechanisms, and monitors compliance.

(e) **Department of Finance, Treasury and Fiduciary (FTF).** FTF is responsible for financial management, budget formulation and execution, treasury and cash management, accounting under applicable standards, internal control, disbursement management, and financial reporting. FTF maintains the Facility-wide chart of accounts and financial systems and ensures conformity with cost-recovery policies approved by the JSC.

(f) **Department of Procurement and Open Contracting (POC).** POC administers end-to-end procurement planning, market engagement, solicitation, evaluation, award, and contract management procedures, including complaints handling, sanctions screening, and beneficial-ownership disclosures. POC manages open contracting and disclosure obligations, including publication pipelines and data quality controls.

(g) **Department of Legal, Governance and Compliance (LGC).** LGC provides legal services and advice; manages institutional governance instruments; oversees policy harmonisation, contract management support, access to information and confidentiality determinations; coordinates compliance, ethics, and conflicts-of-interest regimes; and supports dispute resolution, including mediation and arbitration processes authorised by the JSC.

(h) **Department of Monitoring, Evaluation, Learning and Research (MELR).** MELR designs and operates SUDESA's MEL system, including theory of change, results framework, indicators, baselines, evaluations, learning loops, and adaptive management processes. MELR ensures integration with Agenda for Social Equity 2074 and prepares quarterly and annual results reports for the Governance Bodies and public disclosure, as applicable.

2.6 Lines of Accountability and Coordination. Directors of Departments report to the ED (or to the relevant DED as allocated) and are accountable for the delivery, compliance, and performance of their portfolios. Cross-cutting committees or task forces may be established by the ED to address thematic areas requiring multi-departmental coordination (e.g., data governance, climate resilience, or youth inclusion), with clear charters and sunset clauses.

2.7 Delegations of Authority. The JSC shall approve a Delegation of Authority Matrix specifying financial, contractual, and administrative thresholds and approvals at Secretariat and Department levels. Any delegation must be in writing, limited in scope and duration, and subject to periodic review. Delegations may be revoked or suspended by the JSC for cause.

2.8 Records, Archives, and Disclosure. The Secretariat shall maintain complete and accurate records of decisions, contracts, financial transactions, safeguards instruments, MEL outputs, and disclosures. Archives shall be protected in accordance with SUDESA's records policy and any applicable privileges

and immunities; non-confidential records shall be disclosed pursuant to the Disclosure Policy adopted by the JSC.

2.9 Continuity of Operations. The Secretariat shall maintain business continuity and disaster recovery plans approved by the JSC, ensuring the resilience and uninterrupted operation of critical functions, including financial management, contracting, data and cybersecurity, and incident reporting.

Section 3 – Governance Bodies

3.1 Overview. SUDESA shall be governed through two standing bodies: (a) the **Digital Transformation Steering Committee** (“DTSC”), which provides sector-specific strategic direction and technical governance for digital transformation; and (b) the **Joint Steering Committee** (“JSC”), which exercises supreme institutional oversight, approves strategies and budgets, and ensures compliance with this Manual and with instruments concluded between the Parties. The Secretariat shall serve as secretariat to both bodies.

3.2 Digital Transformation Steering Committee (DTSC) – Purpose. The DTSC shall guide, coordinate, and supervise all digital transformation policies, architectures, and investments carried out under or in coordination with SUDESA, including those financed through the Digital Transformation Investment Facility (“DTIF”) or other windows approved by the Parties. The DTSC ensures technical coherence across ministries, departments, and agencies (“MDAs”), adherence to approved standards (including interoperability, cybersecurity, and data governance), and alignment with national strategies and Agenda for Social Equity 2074.

3.3 DTSC – Composition.

(a) **Voting members.** The DTSC shall comprise [•] voting members, including at a minimum: one senior representative (Director-General level or above) from the ministry responsible for information and communications technology; one senior representative from the Ministry of Finance and Planning; the Executive Director (“ED”) of SUDESA; the Director of the Department of Digital Transformation and Systems; and one EUSL technical representative at executive level.

(b) **Observers.** The DTSC may invite non-voting observers from line MDAs, state and local authorities, development partners, and private sector or civil society organizations, subject to confidentiality undertakings and avoidance of conflicts of interest.

(c) **Chairing.** The DTSC shall be co-chaired by a Government representative designated by the competent ICT authority and an EUSL representative designated by EUSL. The co-chairs shall rotate meeting presiding responsibilities by agreement.

(d) **Secretariat.** The Secretariat (through the Department of Digital Transformation and Systems) shall provide secretariat services to the DTSC.

3.4 DTSC – Functions. The DTSC shall: (a) endorse enterprise architecture and standards; (b) review and recommend digital transformation strategies, roadmaps, and Annual Work Plans and Budgets (“AWPB”) to the JSC; (c) issue technical directives on interoperability, identity, data, security, and service delivery; (d) clear project concept notes and appraisals for digital initiatives before submission to the JSC or DTIF decision points; (e) resolve inter-ministerial coordination issues within its remit; and (f) monitor technical performance and risk, escalating material matters to the JSC.

3.5 Joint Steering Committee (JSC) – Purpose. The JSC is the supreme decision-making and oversight body of SUDESA. It provides strategic direction, approves multi-year strategies and AWPBs, adopts or

amends policies and manuals, oversees risk management, and ensures compliance with this Manual, the Strategic Engagement Agreement, and the Host Country Agreement.

3.6 JSC – Composition.

(a) **Voting members.** The JSC shall consist of [•] voting members, appointed equally by the Government and EUSL. Government appointees shall include at least one senior representative from the ministry with oversight of SUDESA’s mandate and one from the Ministry of Finance and Planning. EUSL appointees shall include at least one executive responsible for fiduciary and governance oversight.

(b) **Observers and invitees.** The JSC may admit non-voting observers (e.g., development partners, regulatory authorities) and may invite subject-matter experts to specific agenda items, subject to the rules on confidentiality and conflicts of interest.

(c) **Chairing.** The JSC shall be co-chaired by one representative designated by the Government and one designated by EUSL.

(d) **Secretariat.** The Secretariat (Executive Office) shall serve as the JSC secretariat.

3.7 JSC – Functions. Without prejudice to the more detailed roles set out in Section 4 and to the decision-making provisions of Section 5, the JSC shall: (a) approve SUDESA’s multi-year strategy and AWPBs; (b) approve organizational policies and manuals (including fiduciary, procurement, safeguards, MEL, data governance, disclosure, and ethics); (c) approve or delegate approval of programs and projects within thresholds; (d) constitute subcommittees (e.g., Audit and Risk; Ethics and Compliance; Safeguards and Inclusion) and approve their charters; (e) review quarterly and annual performance, financial, and audit reports; (f) approve the Delegation of Authority Matrix; (g) appoint and evaluate the Executive Director and, upon recommendation of the ED, approve Deputy Executive Directors and Department Directors; and (h) decide on material amendments to this Manual, subject to Section 10 of the applicable instrument, and on other matters expressly reserved to it.

3.8 Coordination Between DTSC and JSC. The DTSC shall provide the JSC with: (a) endorsed technical standards and architectures; (b) cleared digital project proposals and risk assessments; and (c) quarterly technical performance reports. The JSC may remit technical issues to the DTSC for further consideration; where a matter implicates both technical and institutional risks, the JSC’s decision shall prevail, without prejudice to DTIF governance where applicable.

3.9 Rules of Procedure. The DTSC and the JSC shall each adopt written rules of procedure governing convening authority, meeting cadence, quorum and voting, agenda circulation, documentation standards, record-keeping, disclosure of minutes, and management of recusals and confidential sessions. Section 5 of this Manual shall set out baseline quorum and decision rules applicable to both bodies.

Section 4 – Roles and Responsibilities

4.1 Parties. For purposes of this Manual, the Government of the Republic of South Sudan (“Government”) and the European Social Label (“EUSL”) are collectively the “Parties.” The Parties shall exercise their rights and discharge their obligations in good faith and with due regard to the independence and operational integrity of SUDESA.

4.2 Government – Responsibilities. The Government shall: (a) ensure policy coherence and alignment of SUDESA’s activities with duly adopted national strategies; (b) provide enabling measures pursuant to the Host Country Agreement, including privileges, immunities, visas, customs clearances, and data

access within lawful boundaries; (c) designate focal points at ministerial and agency levels to facilitate coordination; (d) consider and, where appropriate, propose and adopt policy, regulatory, or legislative instruments necessary to realize outcomes supported by SUDESA; and (e) nominate members to the DTSC and JSC and ensure continuity and seniority of representation.

4.3 EUSL – Responsibilities. EUSL shall: (a) contribute institutional know-how, systems, and standards to support SUDESA’s governance, fiduciary management, procurement administration, safeguards, and MEL; (b) nominate qualified members to the DTSC and JSC, ensuring continuity and seniority; (c) assist in mobilizing resources and partnerships consistent with SUDESA’s mandate; and (d) support capacity development, institutional strengthening, and continuous improvement of SUDESA’s systems.

4.4 Joint Steering Committee – Responsibilities. In furtherance of Section 3.7, the JSC shall: (a) **Strategy and Planning.** Approve SUDESA’s multi-year strategy and AWPBs; endorse prioritization criteria and portfolio balance across sectors and instruments.

(b) **Policy and Control Environment.** Adopt, amend, or repeal SUDESA policies and manuals; approve the Internal Control Framework and Disclosure Policy; establish and oversee subcommittees and their work programs.

(c) **Portfolio Governance.** Approve programs and projects above delegated thresholds; set approval authorities for the ED, DEDs, and Department Directors; approve major procurement plans and contract awards above threshold; review portfolio performance and risk.

(d) **People and Organization.** Appoint and evaluate the ED; approve the appointment of DEDs and Department Directors upon recommendation of the ED; approve the Organogram and significant organizational changes.

(e) **Assurance and Compliance.** Receive and consider external audit reports, internal audit reports, integrity and ethics reports, and safeguards performance summaries; track remediation until closure; sanction non-compliance consistent with applicable policies.

(f) **External Engagement.** Approve partnership frameworks, memoranda of understanding, and co-financing arrangements that bind SUDESA institutionally.

4.5 Digital Transformation Steering Committee – Responsibilities. In furtherance of Section 3.4, the DTSC shall:

(a) **Standards and Architecture.** Approve and update government-wide technical standards and enterprise architecture for digital platforms, identity, data, interoperability, and cybersecurity, for submission to the JSC for adoption where policy implications arise.

(b) **Program Pipeline.** Review and clear digital transformation concept notes and appraisals, including risk, safeguards, and data protection assessments, before JSC or DTIF decision points.

(c) **Technical Assurance.** Conduct stage-gate reviews for major digital initiatives; resolve cross-agency technical issues; advise on supplier performance and contract technical variations; escalate systemic risks to the JSC.

(d) **Coordination.** Ensure alignment with line MDAs, regulators, and state and local authorities; manage technical working groups as required.

4.6 Secretariat – Responsibilities. The Secretariat, under the leadership of the ED, shall: (a) prepare SUDESA’s multi-year strategy and AWPBs and submit them to the DTSC (for digital components) and the JSC;

(b) implement approved programs and projects; manage day-to-day operations; and ensure adherence to policies, manuals, and delegations;

(c) maintain fiduciary systems, procurement processes, safeguards and MEL frameworks, and records and disclosure systems;

(d) provide secretariat services to the DTSC and JSC, including preparation of agendas, papers, minutes, decision registers, and follow-up trackers; and

(e) report quarterly and annually to the JSC on performance, finance, risk, audit, ethics, and safeguards.

4.7 Executive Director – Responsibilities and Authorities. The ED shall: (a) direct and supervise the Secretariat and Departments; (b) represent SUDESA legally within the limits of the Delegation of Authority Matrix; (c) propose policies, manuals, and organizational directives; (d) ensure integration of MEL and Agenda for Social Equity 2074 across portfolios; (e) manage stakeholders and external communications; and (f) take emergency measures within delegated limits to preserve life, safety, data security, or material assets, reporting promptly to the JSC.

4.8 Deputy Executive Directors and Department Directors – Responsibilities. DEDs shall exercise authorities delegated by the ED and are accountable for the performance of their portfolios. Department Directors are accountable for delivery, compliance, and staff management within their mandates and shall ensure cross-departmental coordination on cross-cutting themes (e.g., data governance, safeguards, procurement, and MEL).

4.9 Implementing Agencies and Beneficiary Entities. MDAs and sub-national entities designated by the JSC as Implementing Agencies for specific activities shall: (a) appoint qualified project managers and focal points for fiduciary, procurement, safeguards, and MEL; (b) comply with SUDESA policies and manuals and with applicable financing conditions; (c) maintain separate project records; and (d) cooperate in supervision, monitoring, audits, and evaluations.

4.10 Subcommittees of the JSC. The JSC may establish standing or ad hoc subcommittees, including an Audit and Risk Subcommittee, an Ethics and Compliance Subcommittee, and a Safeguards and Inclusion Subcommittee, each operating under a written charter approved by the JSC. Subcommittees shall report to the JSC after each meeting and at least quarterly with findings, recommendations, and remediation tracking.

4.11 Conflicts of Interest and Recusal. Members of the DTSC, the JSC, and subcommittees, as well as Secretariat personnel, shall disclose actual or potential conflicts of interest without delay and recuse themselves from deliberations and decisions where appropriate. The Secretariat shall maintain a register of disclosures and recusals and record them in minutes. Section 6 of this Manual sets out the Ethics Policy and further requirements.

4.12 Records, Minutes, and Decision Registers. The Secretariat shall keep complete and accurate minutes of meetings and a decision register for the DTSC and the JSC, including any dissenting opinions, recusals, and confidentiality designations. Non-confidential minutes and decisions shall be disclosed in accordance with the Disclosure Policy.

4.13 Escalation and Dispute Referral. Technical matters unresolved within the DTSC shall be referred to the JSC with a reasoned memorandum from the DTSC co-chairs and the ED's opinion. Institutional or policy disputes arising within the Secretariat shall be escalated to the ED and, failing resolution, to the JSC co-chairs for direction in accordance with Section 5.

4.14 Continuing Obligations. The obligations of cooperation with audits, investigations, safeguards compliance, and data-protection controls shall survive completion of specific activities and any termination of appointments to the governance bodies.

Section 5 – Decision-Making and Quorum Rules

5.1 Applicability and Purpose. This Section governs the decision-making processes of the Digital Transformation Steering Committee ("DTSC") and the Joint Steering Committee ("JSC"), ensuring legality, procedural fairness, and continuity of operations. It is without prejudice to the Host Country Agreement, the Strategic Engagement Agreement, or any co-financier conditions expressly incorporated for specific financings.

5.2 Meetings and Convocation. Ordinary meetings of the DTSC and the JSC shall be held at least [quarterly]. Extraordinary meetings may be convened by either Co-Chair upon written request of the other Co-Chair, the Executive Director ("ED"), or not less than [one third] of voting members, where justified by urgency or materiality. Notices and agenda documents shall be circulated no later than [five (5)] business days before ordinary meetings and [two (2)] business days before extraordinary meetings, unless expressly waived by unanimous consent of voting members present.

5.3 Agenda and Papers. The Secretariat shall prepare a written agenda, accompanied by memoranda and draft resolutions for each decision item, indicating (a) the decision requested; (b) legal and policy basis; (c) financial, fiduciary, safeguards, and risk implications; and (d) any confidentiality designation. Items not on the circulated agenda shall not be decided unless all voting members present consent to their addition.

5.4 Quorum. Quorum shall require the presence (in person or by secure audio-visual link) of not less than [two-thirds] of voting members, including at least [one] voting member appointed by each Party. Participation by proxy is permitted only where expressly authorised in writing for a specified meeting and agenda.

5.5 Decision-Making Standard. Decisions shall be taken by consensus where possible. Failing consensus, decisions shall be adopted by qualified majority of not less than [seventy-five percent (75%)] of voting members present and voting, provided that at least one affirmative vote is cast by each Party. Abstentions shall not count as votes cast.

5.6 Reserved Matters. The following matters shall require unanimity of the voting members present, with at least one affirmative vote by each Party: (a) appointment, evaluation, suspension, or removal of the ED; (b) approval or amendment of this Manual, the Delegation of Authority Matrix, or the Disclosure Policy; (c) approval of the multi-year strategy and Annual Work Plan and Budget; (d) dissolution, merger, or fundamental reorganisation of SUDESA; (e) waiver or modification of privileges and immunities; and (f) adoption or amendment of cost-recovery schedules and indirect cost rates. Where unanimity is not achieved, the Co-Chairs shall defer the matter for not less than [five (5)] business days to allow consultations; the matter shall then be re-tabled or withdrawn.

5.7 Written Procedure and Silence Procedure. Between meetings, decisions may be taken by written procedure. The Secretariat shall circulate draft resolutions to all voting members, specifying a deadline not shorter than [five (5)] business days. Absence of a negative response by the deadline shall be deemed consent (“silence procedure”). Any voting member may break silence by a reasoned objection, in which case the matter shall be scheduled for the next meeting or an extraordinary meeting.

5.8 Emergency Measures. In cases of demonstrable urgency to prevent imminent harm to life, safety, data security, or material assets, the ED may take interim measures strictly necessary and proportionate to the risk, ad referendum of the Co-Chairs. Such measures shall be notified in writing within [forty-eight (48)] hours and submitted to the next meeting for ratification, modification, or revocation.

5.9 Recusal for Conflicts of Interest. A member with an actual, potential, or perceived conflict of interest in respect of a matter shall declare it prior to deliberation and recuse themselves for that item. The recusal and its rationale shall be recorded in the minutes. The remaining members shall determine any dispute regarding the existence or adequacy of a recusal by simple majority, excluding the member concerned.

5.10 Tie-Break and Failure to Reach Decision. Where voting yields a tie or where a qualified majority is not attained on non-reserved matters, the Co-Chairs may jointly refer the matter for further technical review (to the DTSC in the case of digital matters; to a relevant Subcommittee otherwise) and re-table it at the subsequent meeting with a reasoned recommendation. Repeated failure to decide may be escalated by either Party’s Co-Chair to a senior-level consultation between the Parties.

5.11 Minutes and Decision Register. The Secretariat shall prepare draft minutes and a decision register within [five (5)] business days of each meeting. Minutes shall record attendance, agenda items, the substance of deliberations, decisions taken, dissenting opinions, recusals, and any confidentiality classifications. Minutes and the decision register shall be approved at the subsequent meeting and then archived and disclosed in accordance with the Disclosure Policy.

5.12 Confidential and Closed Sessions. The Co-Chairs may, for specific items, hold a closed session limited to voting members and essential Secretariat staff, where necessary to protect legally privileged advice, personnel matters, or security-sensitive information. The existence of the closed session and a general description of the matter shall be noted in the public portion of the minutes.

5.13 Validity and Defects. Decisions adopted in accordance with this Section are valid and binding. Procedural defects not materially affecting the outcome shall not invalidate a decision. Alleged defects shall be notified in writing to the Secretariat within [ten (10)] business days of publication of the draft minutes; the Co-Chairs shall propose appropriate cure or, if necessary, re-submission.

5.14 Subcommittees and Delegations. The JSC may constitute subcommittees and delegate decision authority subject to thresholds and conditions specified in the Delegation of Authority Matrix. Delegations shall be in writing, limited in scope and duration, and subject to periodic review and revocation for cause.

5.15 Record of Dissent. Voting members may request that a reasoned dissenting opinion be annexed to the minutes. Dissent shall not affect the binding nature of the decision unless otherwise provided by law or this Manual.

Section 6 – Conflict of Interest and Ethics Policy

6.1 Purpose and Scope. This Policy establishes mandatory standards of ethical conduct and conflict-of-interest management for members of the DTSC and the JSC, all Secretariat personnel (including secondees and consultants), and any other person acting for or on behalf of SUDESA. It applies to all activities undertaken under SUDESA's authority, irrespective of funding source.

6.2 Definitions. A "conflict of interest" arises where private interests or duties to another person or entity could improperly influence, or be perceived to influence, the impartial and objective performance of official duties. "Improper advantage" includes any benefit not lawfully due, whether pecuniary or non-pecuniary.

6.3 General Duties. Covered persons shall (a) act with integrity, impartiality, and in the public interest; (b) avoid conflicts of interest and the appearance thereof; (c) not use their position, assets, or information for private gain; (d) safeguard confidential and personal data; and (e) comply with all applicable laws, policies, and directives.

6.4 Disclosure Obligations.

(a) **Initial and Annual Declarations.** Upon appointment and annually thereafter, covered persons shall file a declaration of interests disclosing financial, professional, or personal relationships that could give rise to conflicts.

(b) **Ad Hoc Disclosure.** Covered persons shall promptly disclose any conflict that arises during the year, before participating in related matters.

(c) **Register.** The Secretariat shall maintain a confidential register of interests, disclosures, and recusals, available for inspection by the JSC and the Ethics and Compliance Subcommittee.

6.5 Prohibited Conduct. The following are strictly prohibited: (a) bribery, kickbacks, facilitation payments, embezzlement, fraud, collusion, coercion, obstruction, misrepresentation, and money laundering; (b) solicitation or acceptance of cash or cash equivalents; (c) undisclosed outside employment or compensation from entities doing or seeking to do business with SUDESA; (d) unauthorized disclosure or misuse of confidential information; and (e) retaliation against whistleblowers or witnesses.

6.6 Gifts, Hospitality, and Benefits. No covered person shall solicit gifts or hospitality. Nominal gifts or customary hospitality of minimal value may be accepted only if they (a) are unsolicited; (b) are reasonable and proportionate; (c) do not create an actual or perceived obligation; and (d) are recorded in the gifts register. The JSC shall set and periodically review value thresholds of [•] per item and [•] per source per year. Gifts exceeding the threshold shall be politely declined or surrendered to SUDESA.

6.7 Procurement and Contracting Integrity. Covered persons involved in procurement or contract management shall (a) strictly adhere to SUDESA's Procurement and Open Contracting policies; (b) refrain from any contact with bidders or contractors outside prescribed channels; (c) not advise any bidder or contractor on the preparation of bids; and (d) disclose and recuse from any matter implicating an actual or perceived conflict.

6.8 Political Activity and Lobbying. Covered persons shall not use SUDESA resources for political purposes and shall not engage, in their official capacity, in partisan activities or lobbying. Personal political activity shall be conducted strictly in a private capacity and outside working time, without reference to SUDESA affiliation.

6.9 Outside Interests and Post-Employment. Covered persons shall not, without prior written approval, hold outside positions or financial interests that create or could create conflicts. A cooling-off period of not less than [twelve (12)] months shall apply to former covered persons before they may accept employment, consulting, or board positions with entities that, within the last [twenty-four (24)] months of their service, (a) were awarded contracts by SUDESA under matters in which they were personally and substantially involved; or (b) were subject to supervision or enforcement actions by them. The JSC may extend or waive the period in narrowly defined circumstances with documented safeguards.

6.10 Related-Party Transactions. Any transaction between SUDESA and a related party of a covered person is prohibited unless (a) fully disclosed in advance; (b) demonstrably fair, reasonable, and on arm's-length terms; and (c) approved by the JSC upon recommendation of the Ethics and Compliance Subcommittee, with the interested person recused.

6.11 Safe, Respectful, and Dignified Workplace. SUDESA maintains zero tolerance for sexual exploitation, abuse, and harassment (SEA/SH), bullying, discrimination, and other misconduct. All covered persons shall complete mandatory training and comply with codes of conduct and survivor-centred response protocols. Allegations shall be handled with confidentiality, due process, and prompt referral to competent mechanisms.

6.12 Data Protection and Information Security. Covered persons shall process personal and confidential information lawfully and minimally, observe role-based access controls, and comply with SUDESA's Data Governance and Information Security policies. Unauthorised access, exfiltration, or disclosure constitutes serious misconduct.

6.13 Whistleblowing and Protection from Retaliation. SUDESA shall maintain confidential and, where feasible, anonymous reporting channels for suspected breaches of this Policy or other misconduct. Whistleblowers acting in good faith shall be protected against retaliation. Alleged retaliation shall be investigated expeditiously and sanctioned.

6.14 Investigations and Due Process. The Department of Legal, Governance and Compliance ("LGC") shall house an Integrity and Ethics function with authority to (a) receive and triage allegations; (b) conduct or commission investigations; (c) recommend interim protective measures; and (d) report findings to the Ethics and Compliance Subcommittee and, where appropriate, to competent authorities. Persons subject to investigation shall be afforded notice of allegations (consistent with investigative integrity), an opportunity to respond, and the right to be accompanied in interviews.

6.15 Sanctions and Remedies. Proven breaches of this Policy may result in one or more of the following, proportionate to severity: written warning; mandatory training; reassignment or restriction of duties; suspension; termination of appointment or contract; recovery of losses; contract termination; supplier debarment recommendation; and referral to competent authorities for civil or criminal action.

6.16 Training and Certification. All covered persons shall complete induction and periodic refresher training on ethics, conflicts of interest, procurement integrity, data protection, and SEA/SH prevention. Annual re-certification of compliance with this Policy is mandatory.

6.17 Record-Keeping and Reporting. LGC shall maintain records of disclosures, recusals, gifts, complaints, investigations, findings, and sanctions, with appropriate confidentiality. The Secretariat

shall report aggregated, non-identifying statistics to the JSC at least annually and disclose such statistics publicly in accordance with the Disclosure Policy.

6.18 Acknowledgment and Enforcement. Compliance with this Policy is a condition of service or engagement with SUDESA. Covered persons shall sign an acknowledgment of receipt and understanding. Non-compliance constitutes misconduct and may trigger sanctions and remedies under clause 6.15.

6.19 Periodic Review. This Policy shall be reviewed at least every [two (2)] years by LGC and the Ethics and Compliance Subcommittee, with recommendations submitted to the JSC for approval.

Section 7 – Compliance and Reporting Framework

7.1 Purpose and Scope. This Section establishes the institutional architecture, standards, and obligations for compliance assurance and reporting within the South Sudan Development and Social Equity Agency (“SUDESA”). It defines the roles of oversight functions, the content and cadence of reports to governance bodies, the minimum professional standards to be applied, and the modalities for disclosure to stakeholders and the public. The framework draws on internationally recognized public-sector audit principles, internal control systems, and environmental and social policy regimes to ensure legality, transparency, and accountability.

References: INTOSAI fundamental principles of public-sector auditing; COSO *Internal Control—Integrated Framework*.

[ISSAI 100](#) • [COSO \(2013\) Executive Summary](#)

7.2 Compliance Architecture. SUDESA shall maintain a “three-lines” model: (a) management (Secretariat and Departments) owns and manages risks and controls; (b) internal control and compliance (including Legal, Governance and Compliance “LGC”, safeguards, procurement, and information security) provides policies, monitoring, and advisory; and (c) independent assurance (internal audit and external audit) provides objective assurance to the Joint Steering Committee (“JSC”). Public-sector audit engagements may include financial, compliance, and performance audits, consistent with INTOSAI principles.

References: INTOSAI audit types; IIA professional standards.

[ISSAI 100](#) • [IIA Standards](#)

7.3 Policies and Manuals. The JSC shall adopt and periodically review SUDESA’s core policies and manuals, including: Financial Management; Procurement and Open Contracting; Environmental and Social Safeguards; Monitoring, Evaluation and Learning (“MEL”); Data Governance and Information Security; Ethics and Conflicts of Interest; Disclosure and Access to Information; Internal Audit Charter; and Treasury and Investment Policy.

References: World Bank procurement regulations and ESF (policy exemplars); AfDB Integrated Safeguards System (“ISS”).

[WB Procurement Regulations, Nov 2020](#) • [World Bank ESF](#) • [AfDB Updated ISS, 2024](#)

7.4 Financial Reporting. The Department of Finance, Treasury and Fiduciary (“FTF”) shall prepare Facility-wide quarterly interim financial reports within [45] days of quarter-end and annual IPSAS-based financial statements within [90] days of fiscal year-end, accompanied by a management discussion and

analysis.

References: IPSAS application in public entities (through general practice) and audit reporting under ISA 700.

[ISA 700 \(Revised\)](#) – [IAASB](#) • [ISSAI 100](#)

7.5 External Audit. Annual financial statements shall be audited by an independent external auditor of recognized standing, appointed by the JSC through a competitive process. Audits shall be conducted in accordance with International Standards on Auditing, including ISA 700 (Revised), and shall produce an auditor's report and management letter delivered within [120] days of year-end.
References: ISA 700; INTOSAI principles on financial audits.

[ISA 700 \(Revised\)](#) • [ISSAI 100](#)

7.6 Internal Audit. SUDESA shall establish an internal audit function within the Secretariat, reporting functionally to the JSC (or its Audit and Risk Subcommittee) and administratively to the Executive Director ("ED"). The function shall operate in conformance with The Institute of Internal Auditors' Standards, maintain unrestricted access to records and personnel, and execute a risk-based annual plan approved by the JSC.

References: IIA Standards (including 2025 Global Internal Audit Standards).
[IIA Standards](#) • [IIA Global Internal Audit Standards \(2025 overview\)](#)

7.7 Internal Control System. Management shall design, implement, and maintain an effective system of internal control over financial reporting and operations, consistent with the five COSO components (control environment, risk assessment, control activities, information and communication, and monitoring activities). The ED shall present periodic assessments of control effectiveness to the JSC.
Reference: COSO framework.

[COSO \(2013\) Executive Summary](#)

7.8 Procurement Compliance and Open Contracting. The Department of Procurement and Open Contracting ("POC") shall ensure that procurement processes, from planning through contract management, comply with the adopted Procurement Manual and, where applicable, co-financier rules. Non-confidential data and documents shall be published in structured, machine-readable form consistent with the Open Contracting Data Standard ("OCDS").

References: World Bank Procurement Regulations; OCDS core documentation.

[WB Procurement Regulations](#) • [OCDS \(latest\)](#)

7.9 Environmental, Social, and Governance (ESG) and Safeguards Reporting. The Department of Gender Equity and Safeguards ("GES"), in coordination with MELR, shall (a) screen activities; (b) prepare, disclose, and supervise implementation of safeguard instruments (ESIAs/ESMPs, LMPs, SEPs, RAPs as applicable); and (c) submit quarterly and annual ESG performance reports to the JSC, including incidents and corrective actions. Where co-financed by multilateral development banks, the applicable ESF/ISS requirements shall be respected.

References: World Bank ESF (ESS1–ESS10); AfDB ISS update.

[World Bank ESF](#) • [AfDB Updated ISS \(2024\)](#)



7.10 SEA/SH and Critical Incident Reporting. Allegations or incidents related to sexual exploitation, abuse, or harassment (“SEA/SH”), fatalities, severe injuries, major data breaches, or other serious events shall be notified by the ED to the Co-Chairs of the JSC within **[48] hours**, with follow-up reports until closure, using survivor-centred and confidential protocols for SEA/SH cases. *References:* World Bank Good Practice Notes on SEA/SH (2020, 2022). [WB SEA/SH GPN \(2022\)](#) • [WB SEA/SH GPN \(2020\)](#)

7.11 Integrity, Sanctions, and Cross-Debarment. LGC shall implement an integrity framework prohibiting fraud and corruption (including bribery, collusion, coercion, obstruction, and misrepresentation). Counterparties shall be screened against applicable sanctions lists and, where relevant, multilateral development bank cross-debarment lists; proven misconduct shall trigger sanctions, including contract termination and referral to competent authorities. *References:* World Bank Integrity Vice Presidency (sanctions system and cross-debarment). [WB Integrity Vice Presidency](#) • [Cross-Debarment Brief](#)

7.12 Whistleblowing and Protection from Retaliation. SUDESA shall maintain confidential (and, where feasible, anonymous) reporting channels for suspected misconduct. Whistleblowers acting in good faith shall be protected against retaliation; alleged retaliation shall be investigated and sanctioned. Where SUDESA aligns with AfDB co-financing or policies, compatibility with AfDB whistleblowing standards shall be ensured.

References: AfDB Whistle Blowing and Complaints Handling Policy; AfDB 2023 sensitization on updated policy. [AfDB Whistleblowing Policy](#) • [AfDB Policy Sensitization \(2023\)](#)

7.13 MEL and Results Reporting (Institutional Interface). MELR shall maintain a Facility-wide results framework with baselines and targets, deliver quarterly updates and an Annual Results Report to the JSC, and evidence adaptive management. Evaluations (mid-term and final) shall apply, at a minimum, the OECD DAC criteria (relevance, effectiveness, efficiency, impact, sustainability, and coherence). *References:* OECD DAC adapted definitions (2019); World Bank results-based M&E “Ten Steps”; DCED Standard. [OECD DAC Criteria \(2019\)58/FINAL/en/pdf](#) • [World Bank “Ten Steps”](#) • [DCED Standard](#)

7.14 Reporting to Governance Bodies. The Secretariat shall submit to the JSC, at a minimum: (a) Quarterly Performance Reports within [45] days of quarter-end, covering program performance, financials, procurement and contract status, ESG/safeguards, risks, audits, integrity, and whistleblowing statistics; and (b) an Annual Results and Financial Report within [90] days of fiscal year-end, consolidating outcomes, financial statements, audit results, and a management response and action plan. The DTSC shall receive digital-portfolio technical reports each quarter.

7.15 Contributor-Specific and Co-Financier Reporting. Where a contributor or co-financier prescribes additional indicators, formats, or frequency, the Secretariat shall produce aligned reports, provided they are materially consistent with SUDESA’s compliance and MEL systems. Material divergence shall be notified to the JSC with proposed harmonization.

7.16 Risk Management and Assurance Mapping. The Secretariat shall maintain a centralized risk register covering strategic, fiduciary, procurement, ESG, data/cybersecurity, and legal risks, with assigned owners, mitigations, and target dates, reviewed at least quarterly by the Audit and Risk Subcommittee. An assurance map shall align the coverage of management reviews, compliance monitoring, internal audit, and external audit to avoid duplication and gaps.



References: COSO risk assessment and monitoring; INTOSAI process principles.
[COSO \(2013\)](#) • [ISSAI 100](#)

7.17 Access to Information and Disclosure. SUDESA shall disclose non-confidential information, including key decisions, procurement data, and summarized performance and audit outcomes, in accordance with the Disclosure Policy and applicable safeguards on confidentiality, privacy, and security. Procurement disclosures shall follow OCDS data structures and redaction guidance.
References: OCDS publication guidance; ESF disclosure and stakeholder engagement principles.
[OCDS Guidance](#) • [World Bank ESF](#)

7.18 Management Representation and Certifications. With the annual financial statements, the ED and FTF Director shall provide management representations to the external auditor regarding completeness, accuracy, internal control, compliance, and subsequent events. Department Directors shall annually certify compliance with key policies (ethics/conflicts, procurement, safeguards, data protection).

References: ISA 700 context for representations; COSO control assertions.

[ISA 700 \(Revised\)](#) • [COSO \(2013\)](#)

7.19 Training and Capacity-Building. Mandatory induction and periodic refreshers shall cover ethics and conflicts, procurement integrity, financial controls, safeguards and SEA/SH protocols, data protection, information security, and MEL. Completion rates shall be reported to the JSC annually.
References: ESF capacity strengthening expectations; IIA emphasis on competency.
[World Bank ESF](#) • [IIA Standards](#)

7.20 Remediation and Follow-Up. The Secretariat shall maintain a tracker of audit findings, control deficiencies, integrity determinations, and evaluation recommendations, with assigned owners, deadlines, and status. The Audit and Risk Subcommittee shall monitor progress until verified closure.
References: INTOSAI/IIA follow-up expectations; COSO monitoring activities.
[ISSAI 100](#) • [COSO \(2013\)](#)

7.21 Breaches and Remedies. Material non-compliance may result in remedial directives, suspension of disbursements or approvals, contract remedies (including termination), recovery of losses, disciplinary action, and referrals to competent authorities, without prejudice to rights under applicable agreements.
References: World Bank sanctions practice (illustrative for remedies) and procurement regulations on remedies.

[WB Integrity Vice Presidency](#) • [WB Procurement Regulations](#)

7.22 Periodic Review of the Framework. This Compliance and Reporting Framework shall be reviewed at least every **[two (2)] years** by LGC and the Audit and Risk Subcommittee, with proposed amendments submitted to the JSC for approval.

Section 8 – Monitoring, Evaluation, and Learning (MEL) Integration with Agenda for Social Equity 2074

8.1 Purpose and Alignment. SUDESA shall operate a unified Monitoring, Evaluation, and Learning (“MEL”) system that is expressly mapped to the Agenda for Social Equity 2074 (“Agenda 2074”). The MEL system shall evidence progress from inputs and activities through outputs, outcomes, and impacts,



and shall support adaptive management across the portfolio. Its design and operation shall conform to internationally recognized results-management practice, including the OECD DAC adapted evaluation criteria (2019), the World Bank's results-based MEL guidance, and the DCED Standard for results measurement.

References: OECD DAC Evaluation Criteria (2019)58/FINAL/en/pdf) • [World Bank, Ten Steps to a Results-Based M&E System](#) • [DCED Standard](#)

8.2 Agenda 2074 Cross-Walk. The Department of Monitoring, Evaluation, Learning and Research ("MELR"), in coordination with the Executive Office, shall maintain an authoritative "cross-walk" that links SUDESA's results framework indicators and targets to the relevant Agenda 2074 pillars, goals, and milestones. The cross-walk shall be: (a) embedded in the Annual Work Plan and Budget ("AWPB"); (b) updated annually or upon material strategy changes; and (c) disclosed as part of public performance reporting, subject to confidentiality and data-protection constraints.

References: Alignment practice in results frameworks and thematic goal mapping: OECD DAC Evaluation Criteria (2019)58/FINAL/en/pdf) • [DCED Standard Guidelines](#)

8.3 Theory of Change and Portfolio Architecture. MELR shall maintain a portfolio-level theory of change that: (a) articulates causal pathways from SUDESA's instruments (including DTIF) to Agenda 2074 outcomes; (b) identifies assumptions and risks; and (c) sets out testable hypotheses for learning. All programs and projects shall include nested theories of change consistent with the portfolio architecture.

References: Results chains and assumptions testing: [World Bank, Ten Steps](#) • [DCED Standard](#)

8.4 Indicators, Baselines, and Targets. The facility-wide indicator set shall: (a) include output, outcome, and impact indicators with baselines and time-bound targets; (b) apply disaggregation (sex, age, disability, location) where relevant; and (c) incorporate quality-of-service metrics for digital public services and social programs. Indicator definitions, data sources, and calculation methods shall be documented.

References: Indicator quality and disaggregation norms: OECD DAC Evaluation Criteria (2019)58/FINAL/en/pdf) • [World Bank, Ten Steps](#)

8.5 Data Governance and Evidence Standards. Data collection and processing shall comply with SUDESA's Data Governance and Information Security policies and with applicable safeguards for stakeholder engagement and disclosure. Data quality shall be assured against validity, reliability, integrity, precision, and timeliness, and independent verification shall be undertaken annually on a risk-based sample.

References: ESF disclosure and engagement principles; OCDS transparency for procurement-linked indicators: [World Bank ESF](#) • [OCDS Guidance](#)

8.6 Learning, Adaptive Management, and Evidence Use. MEL findings shall inform periodic management reviews and decision points (planning, procurement strategy, stage-gates, and policy revision). The Secretariat shall maintain a documented learning loop that: (a) captures lessons; (b) assigns responsibility for uptake; and (c) evidences changes to designs, contracts, or policies.

References: Adaptive management under the DCED and OECD principles of "use": [DCED Reader](#) • OECD DAC Principles for Use58/FINAL/en/pdf)

8.7 Evaluation Regime. The JSC shall commission an independent mid-term evaluation and a final evaluation of SUDESA. Evaluations shall apply, at a minimum, the OECD DAC criteria (relevance,

effectiveness, efficiency, impact, sustainability, and coherence), state explicit evaluative judgments, and include management responses with time-bound actions.

References: OECD DAC Evaluation Criteria (2019)58/FINAL/en/pdf)

8.8 Agenda 2074 Outcome Reporting. The Annual Results Report shall include a dedicated Agenda 2074 section that: (a) summarizes progress against mapped goals; (b) explains variances; and (c) identifies policy or capacity measures required to sustain outcomes. Where portfolio items are co-financed, the report shall harmonize outputs and outcomes with co-financiers' results frameworks while retaining the Agenda 2074 alignment narrative.

References: Harmonization and results reporting practices: [World Bank, Ten Steps](#) • [DCED Standard](#)

8.9 Public Transparency. Non-confidential MEL outputs—indicator dashboards, evaluation summaries, and learning briefs—shall be disclosed in machine-readable formats, with procurement-linked performance data cross-referenced to the OCDS ocid for each contracting process.

References: [OCDS](#) • [World Bank ESF \(Stakeholder Engagement/Disclosure\)](#)

Section 9 – Transitional Provisions and Timelines

9.1 Effective Date. This Manual shall enter into force on the date of its execution by duly authorized representatives of the Parties (the “Effective Date”).

9.2 Transitional Governance. From the Effective Date until full constitution of the DTSC and JSC under Section 3, interim decision-making shall be exercised by Transitional Co-Chairs appointed by each Party, acting jointly and limited to: (a) operationalization of the Secretariat; (b) adoption of time-critical policies expressly identified herein; and (c) approval of urgent measures necessary to protect life, safety, data security, or material assets. All transitional decisions shall be ratified at the first quorate meeting of the respective body.

9.3 Phased Operationalization. The following milestones shall guide the transition; deadlines are measured from the Effective Date (“D”):

(a) **D+15 days:** Issue convening notices for inaugural DTSC and JSC meetings; approve interim signatory and banking controls for SUDESA; designate focal points in each Department.

(b) **D+30 days:** Appoint the Executive Director; adopt the Delegation of Authority Matrix (interim); approve the Organogram in principle; adopt the Disclosure Policy (interim).

(c) **D+45 days:** Approve the first Transitional Annual Work Plan and Budget (“T-AWPB”); adopt the Ethics and Conflict-of-Interest Policy; adopt the Whistleblowing and Protection from Retaliation procedures (interim).

(d) **D+60 days:** Constitute the Audit & Risk and Ethics & Compliance Subcommittees; adopt the Financial Management Policy (interim), Treasury & Investment Policy (interim), and the Procurement and Open Contracting Manual (interim, with OCDS publication pipeline operational).

(e) **D+90 days:** Approve the facility-wide results framework mapped to Agenda 2074; adopt the Environmental and Social Safeguards Policy and Data Governance & Information Security Policy (interim); publish the first Quarterly Performance Report.

(f) **D+120 days:** Conclude competitive selection of the external auditor; approve the Internal Audit Charter and risk-based annual plan; finalize the Delegation of Authority Matrix (definitive).



(g) **D+180 days:** Transition from interim to definitive versions of core policies and manuals; complete recruitment of Department Directors; finalize the first full **Annual Work Plan and Budget**.

References (for transitional policy content and disclosure norms): [WB Procurement Regulations \(Nov 2020\)](#) • [OCDS](#) • [ISSAI 100](#) • [IIA Standards](#) • [World Bank ESF](#)

9.4 Grandfathering and Harmonization. Programs and projects already initiated under prior frameworks shall be **grandfathered** for a period not exceeding [**six (6) months**] from the Effective Date, during which: (a) ongoing procurements may proceed under the previously applicable rules to the extent consistent with law; (b) new commitments shall conform to this Manual; and (c) the Secretariat shall prepare a harmonization plan identifying contracts, risks, and mitigation measures for JSC approval.

References: Change-management and control continuity principles: [COSO \(2013\) Internal Control](#)

9.5 Interplay with DTIF. Where DTIF is operational prior to or contemporaneously with this Manual, **DTIF's Charter and Operating Manual** shall govern fiduciary and procurement operations funded through DTIF, while this Manual governs SUDESA's institutional, governance, and oversight arrangements. Any conflict shall be resolved under the order of precedence specified in the respective instruments and recorded in the minutes of the deciding body.

References: Governance vs. operational instrument demarcation is consistent with institutional practice reflected in multilateral frameworks (illustrative): [WB Procurement Regulations](#) • [ISSAI 100](#)

9.6 Continuity of Legal Effects. All acts lawfully performed by duly authorized representatives under prior arrangements shall remain valid and enforceable. Nothing in this Section shall retroactively impair vested rights or lawfully executed contracts; necessary amendments to align with this Manual shall be effected by written instrument.

9.7 Capacity-Building Program. During the transitional period, the Secretariat shall deliver a mandatory training program for members of governance bodies, Secretariat staff, and Implementing Agencies covering: (a) ethics and conflicts of interest; (b) procurement integrity and open contracting; (c) financial controls; (d) safeguards and SEA/SH protocols; (e) data governance and cybersecurity; and (f) MEL and Agenda 2074 alignment. Completion shall be reported to the JSC.

References: Capacity and competency requirements: [IIA Standards](#) • [World Bank ESF—capacity strengthening](#)

9.8 Sunset of Interim Measures. Interim policies, delegations, and approvals adopted under this Section shall automatically expire upon adoption of their definitive versions or at **D+180 days**, whichever occurs first, unless expressly extended by JSC resolution with reasons recorded.

9.9 Record-Keeping and Disclosure During Transition. The Secretariat shall maintain comprehensive records of all transitional decisions and publish a **Transition Dashboard** summarizing milestones achieved, policies adopted, and outstanding actions, consistent with the Disclosure Policy and redaction rules.

References: Public disclosure and procurement transparency practices: [OCDS Guidance](#) • [World Bank ESF—stakeholder engagement and disclosure](#)



Signatures and Annexes

IN WITNESS WHEREOF, the undersigned representatives, duly authorized by their respective governments and institutions, have signed this INSTITUTIONAL FRAMEWORK AND GOVERNANCE MANUAL FOR THE SOUTH SUDAN DEVELOPMENT AND SOCIAL EQUITY AGENCY (SUDESA) in two original copies, each in the English language, both texts being equally authentic.

Signed in Juba, Republic of South Sudan, on [Date].

For the Government of the Republic of South Sudan

Name: _____

Title: _____

Signature: _____

For the European Social Label (EUSL)

Name: _____

Title: _____

Signature: _____

Annexes

Annex A — Organogram and Reporting Lines

A.1 Narrative structure.

SUDESA consists of a single executive Secretariat under the Executive Director (ED), supported by up to two Deputy Executive Directors (DEDs). Eight standing Departments report to the ED/DEDs as allocated. Strategic oversight is exercised by the Joint Steering Committee (JSC); sector-specific technical governance of digital transformation rests with the Digital Transformation Steering Committee (DTSC). Assurance and specialist oversight are performed by JSC subcommittees, including Audit & Risk, Ethics & Compliance, and Safeguards & Inclusion. This structure aligns with recognized public-sector assurance and internal-control frameworks.

References: [ISSAI 100—Fundamental Principles of Public-Sector Auditing](#); [COSO, Internal Control—Integrated Framework \(2013\)](#).

A.2 Indicative visual schema.

Placeholder

A.3 Accountability and assurance lines.

Department Directors report to the ED or relevant DED. The ED is accountable to the JSC. The Secretariat serves as secretariat to both the JSC and DTSC. Subcommittees report to the JSC on their respective mandates, enabling a coherent “three-lines” assurance model (management; compliance/oversight; independent audit).

References: [ISSAI 100](#); [COSO \(2013\)](#).

Annex B — Terms of Reference (ToR)

B.1 Joint Steering Committee (JSC)

Purpose. Supreme decision-making and oversight body for SUDESA’s strategy, budgets, policy framework, portfolio approvals above delegated thresholds, and assurance environment.

Composition. [•] voting members appointed equally by the Parties; co-chaired; non-voting observers admitted subject to confidentiality.

Functions. Approves multi-year strategy and the Annual Work Plan and Budget (AWPB); adopts and amends institutional policies and manuals (financial management; procurement and open contracting; safeguards; MEL; data governance and information security; ethics and conflicts; disclosure); appoints and evaluates the ED; constitutes subcommittees and approves their charters; approves the Delegation of Authority Matrix; receives, deliberates on, and tracks remediation of audit, integrity, and safeguards reports.

Procedures. Meeting cadence at least [quarterly]; quorum [two-thirds] including at least one member appointed by each Party; consensus preferred, failing which [•]% qualified majority with at least one affirmative vote by each Party; reserved matters unanimous; written and silence procedures allowed; minutes and decision registers maintained and disclosed per policy.

References: [ISSAI 100](#); [COSO \(2013\)](#).

B.2 Digital Transformation Steering Committee (DTSC)

Purpose. Technical governance for digital transformation, providing coherence on enterprise architecture, interoperability, cybersecurity, data governance, and stage-gated assurance of digital investments, including those financed through DTIF.

Composition. [•] voting members, including designated senior representatives from relevant MDAs, the ED, the Director of Digital Transformation, and an EUSL technical representative; co-chaired; observer participation permitted under confidentiality.

Functions. Endorses standards and architectures; clears digital concept notes and appraisals before JSC decision points; issues technical directives; resolves cross-agency technical issues; monitors performance and risk; escalates systemic concerns to the JSC.

Procedures. Cadence [•]; quorum [•]; decision rules per Section 5 of the Manual; recorded minutes and decision logs; publication of non-confidential outputs with due redactions.

References: [World Bank ESF—Stakeholder Engagement & Disclosure](#); [Open Contracting Data Standard \(OCDS\)](#).

B.3 Audit & Risk Subcommittee

Mandate. Oversight of external audit independence and appointment; approval of internal audit charter and annual risk-based plan; review of financial statements, internal control assessments, enterprise risk register, and assurance map; monitoring of remediation through closure.

Standards. External audit under International Standards on Auditing (including ISA 700 (Revised)); internal audit under The IIA's Standards; internal control referenced to COSO.

References: [ISA 700 \(Revised\)](#); [IIA Standards](#); [COSO \(2013\)](#).

B.4 Ethics & Compliance Subcommittee

Mandate. Oversight of the Ethics and Conflicts Policy; review of initial/annual declarations and recusals; supervision of the gifts and hospitality register; governance of whistleblowing channels and anti-retaliation protections; oversight of integrity investigations and related-party transactions.

Interfaces. Coordinates with the Department of Legal, Governance and Compliance (LGC) and receives aggregated case statistics and findings; elevates sanction recommendations to the JSC.

Standards and comparators. Alignment with recognized whistleblowing policies in multilateral settings and sanctions/cooperation practices in development finance.

References: [AfDB Whistleblowing Policy](#); [World Bank Integrity Vice Presidency \(sanctions system\)](#).

B.5 Safeguards & Inclusion Subcommittee

Mandate. Oversight of environmental and social risk management, including screening/classification, instrument quality (ESIAs/ESMPs, LMPs, SEPs, RAPs), grievance mechanisms, community health and safety, and SEA/SH prevention and response; review of incidents and corrective actions.

Standards. Application of World Bank ESF (ESS1–ESS10) and the African Development Bank's updated Integrated Safeguards System (ISS, 2024).

References: [World Bank ESF](#); [AfDB—Updated ISS becomes effective \(2024\)](#).

B.6 Secretariat

Purpose. Executive and administrative arm of SUDESA under the ED.

Core functions. Strategy and AWPB preparation; program delivery; financial management and treasury; procurement and open contracting; legal services and institutional governance; safeguards; MEL and research; communications; records and disclosure; business continuity and security.

Controls and disclosure. Compliance with adopted manuals and delegations; maintenance of archives; machine-readable publication of non-confidential procurement data in OCDS format and of performance reports per the Disclosure Policy.

References: [World Bank Procurement Regulations \(Nov 2020\)](#); [OCDS](#).

B.7 Departmental ToR (templates)

B.7.1 Department of Digital Transformation and Systems (DTS).

Mandate: enterprise architecture; interoperability; identity and core registries; cloud/data platforms; cybersecurity; digital public goods; stage-gated technical assurance; DTSC support. Key deliverables: standards and roadmaps; architecture compliance reviews; incident reporting and remedial plans.

B.7.2 Department of Agriculture, Food Security and Rural Livelihoods (AFRL).

Mandate: staple foods and value chains; extension; climate-smart agriculture; post-harvest systems; rural enterprise; integration of digital agriculture.

Key deliverables: program designs; pipeline proposals; alignment notes with line ministries.

B.7.3 Department of Social Development and Inclusion (SDI).

Mandate: local empowerment and inclusion initiatives; community-based services; sector coordination with health, education, social protection.

Key deliverables: program charters; inclusion KPIs; MEL inputs.

B.7.4 Department of Gender Equity and Safeguards (GES).

Mandate: environmental and social safeguards; labour and working conditions; community health and safety; SEA/SH prevention and response; stakeholder engagement and GRMs; disclosure support. Key deliverables: screening/classification memos; safeguard instruments; incident logs and corrective actions; annual ESG dashboard.

References: [World Bank ESF](#); [WB SEA/SH Good Practice Note \(2022\)](#).

B.7.5 Department of Finance, Treasury and Fiduciary (FTF).

Mandate: IPSAS-based accounting; treasury and cash; cost-recovery administration; internal control; disbursements; financial reporting; external audit liaison.

Key deliverables: quarterly IFRs; annual financial statements; treasury policy implementation; management responses to audit.

References: [ISA 700 \(Revised\)](#); [COSO \(2013\)](#).

B.7.6 Department of Procurement and Open Contracting (POC).

Mandate: procurement planning; market engagement; solicitation, evaluation, award; complaints handling; sanctions and beneficial-ownership screening; contract administration; OCDS publication.



Key deliverables: rolling Procurement Plan; bid evaluation reports; award notices; contract registers; OCDS data releases.

References: [World Bank Procurement Regulations \(Nov 2020\)](#); [UNCITRAL Model Law on Public Procurement \(2011\)](#); [OCDS](#).

B.7.7 Department of Legal, Governance and Compliance (LGC).

Mandate: legal advisory; institutional instruments; compliance and ethics administration; access to information and confidentiality; dispute-resolution support, including mediation and arbitration arrangements; integrity investigations oversight.

Key deliverables: legal opinions; policy harmonization notes; conflicts/gifts registers; dispute-resolution files.

References: [UNCITRAL Arbitration Rules \(2021\)](#); [New York Convention \(1958\)](#).

B.7.8 Department of Monitoring, Evaluation, Learning and Research (MELR).

Mandate: theory of change; results framework; baselines and targets; data quality assurance; evaluations; Agenda 2074 mapping; learning loops; publication of non-confidential results. Key deliverables: quarterly results updates; Annual Results Report; evaluation TORs and reports; learning briefs.

References: OECD DAC—Adapted Evaluation Criteria (2019)58/FINAL/en/pdf); [DCED Standard for Results Measurement](#); [World Bank, Ten Steps to a Results-Based M&E System](#).

Annex C — Reporting Templates and Registers

C.1 Quarterly Performance Report (QPR)

C.2 Annual Results Report (ARR)

C.3 ESG/Safeguards Performance Report

C.4 Rolling Procurement Plan

C.5 Bid Evaluation Report (BER)

C.6 Interim Financial Report (Quarterly)

C.7 Enterprise Risk Register

C.8 Incident Notification Forms

(a) General Incident (fiduciary/procurement/data/OHS)

(b) SEA/SH Intake (confidential, survivor-centred)

C.9 Conflicts of Interest Declaration

C.10 Gifts and Hospitality Register

C.11 Whistleblowing & Anti-Retaliation Log (restricted)

C.12 Training Completion Report

C.13 MEL Cross-Walk to Agenda 2074 (exemplar)

C.14 Disclosure & Open Contracting Checklist

Annex D — Model Charter for JSC Subcommittees

Title: Charter of the [Name] Subcommittee

1. Mandate and Scope

– Purpose, responsibilities, and coverage (e.g., audit & risk; ethics & compliance; safeguards & inclusion).

2. Authority and Access

– Unrestricted access to personnel, records, systems, premises; right to obtain independent advice.

3. Composition and Competence

– Members, chairing arrangements, terms, desired skills matrix; provision for independent experts [•].

4. Meetings and Quorum

– Cadence [•]; quorum [•]; agenda and paper circulation timelines.

5. Decision Rules

– Consensus preferred; failing consensus, qualified majority of [•]; reserved matters [•].

6. Reporting

– Outputs to JSC after each meeting; quarterly roll-up; escalation thresholds.

7. Conflicts, Ethics, and Confidentiality

– Declarations; recusals; closed sessions; records and confidentiality undertakings.

8. Effectiveness Review

– Annual self-assessment; periodic external quality review as determined by the JSC.

9. Adoption and Amendments

– Approved by JSC resolution; amendments via written instrument.

Annex E — Records, Archives, and Access to Information Protocol

E.1 Purpose

To govern creation, classification, retention, security, and disclosure of SUDESA records in a manner that ensures integrity, accountability, and lawful transparency, while protecting confidential, commercially sensitive, and personal data.

E.2 Records Governance and Taxonomy

1. **Categories.** Governance (JSC/DTSC minutes and decision registers); Legal & Compliance; Procurement (planning, tender, award, contract, implementation); Finance (ledgers, statements, reconciliations); Safeguards (instruments, GRM logs, incident reports); MEL (datasets, evaluations); HR/Administration; Information Security.
2. **Metadata.** Unique identifiers; versioning; retention codes; security classification.



E.3 Retention and Disposition

1. **Retention periods.** Category-specific periods of [•] years at minimum, or longer where required by law, financing terms, or litigation hold.
2. **Disposition.** Secure disposal or archival transfer upon expiry, subject to holds and audit requirements; documented destruction logs.

E.4 Security, Access Controls, and Continuity

1. **Access.** Role-based access; least-privilege principle; segregation for sensitive investigations and SEA/SH files.
2. **Integrity and availability.** Tamper-evident audit trails; backups and tested disaster recovery for critical systems; encryption in transit/at rest for sensitive classes.
3. **Continuity.** Business continuity and records recovery plans integrated with the Secretariat's continuity program.

E.5 Disclosure and Publication

1. **Proactive disclosure.** Non-confidential minutes and decisions; procurement data and documents in OCDS structure; summarized performance, audit, and evaluation outputs in machine-readable formats.
2. **Redactions.** Lawful, minimal redactions for commercial confidentiality, security sensitivity, or personal data; redaction rationale logged on the Disclosure & Open Contracting Checklist (Annex C.14).
3. **Requests.** Time-bound response processes and appeal routes as established in SUDESA's Disclosure Policy.
4. **Cross-referencing.** Procurement performance data shall link to the relevant **ocid** and to MEL indicators where applicable.

E.6 Incident and Investigation Records

1. **Classification.** Restricted; need-to-know basis; heightened protections for SEA/SH case files and whistleblower identities.
2. **Retention.** Not less than [•] years from closure, or longer if mandated by law, financing terms, or sanctions regimes.
3. **Chain of custody.** Documented evidence handling and preservation standards; segregation from general access repositories.