Introduction and Background
This memo describes the roles and responsibilities of Agroecology Fund (AEF) stakeholders. These roles and responsibilities continue to evolve as the Agroecology Fund matures.

The AEF is an alliance of three key partners: 1) contributing donors, 2) advisors and 3) leaders in the agroecology movement that are Fund grantees. This three-legged stool, supported by a small professional staff, allows these partners to complement one another and advance AEF’s strategic directions. This revised framework seeks to clarify these key partners’ roles and responsibilities as well as those of additional stakeholders.

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

Advisors (practitioners with a variety of relevant backgrounds, all connected to agroecology movements) have assumed a greater leadership role in overall Agroecology Fund governance since its inception - representatives have joined the Executive Committee and increasingly lead the grantmaking process. This memo describes in greater detail their roles and responsibilities.

Grantee partners have thus far played an informal role in orienting the Agroecology Fund’s strategy. This memo suggests a path for their increased participation in Fund governance.

This memo also clarifies the roles and responsibilities of staff, consultants, and the Fund’s fiscal sponsor.

Undergirding this memo is a set of values. Some key values implicit here are: trust in one another, contributions from each according to their ability and interest, prioritizing learning opportunities, empowerment of advisors, and efficiency in decision-making.

Goals of framework
- Ensure that AEF’s structure adequately supports AEF’s programmatic ambitions
- Involve contributing Donors and Advisors at an appropriate and desired level
- Enhance and clarify roles of Long-term Partners
- Streamline role of Co-Directors and staff team
- Enhance learning opportunities for Donors, Advisors and Partner-Grantees
- Streamline decision-making processes
- Engage in more effective and impactful work
Issues and challenges that this framework is intended to address and correct

- Different desires, expectations and constraints exist with respect to level of stakeholder involvement in the Fund
- Growth in number of Fund stakeholders has created decision-making and operational challenges
- Efficiency and clarity of the governance and management system needs improvement, including clarity of roles and responsibilities

AgroEcology Fund Stakeholders

- Contributing Donors
- Advisory Board
- Long-term Partner-Grantees
- Grantees
- Executive Committee
- AEF staff
- Global Community (donors, advisors, long-term grantees, staff)
- Administrator – Global Greengrants

Proposed roles for Agroecology Fund stakeholders

We embrace the concept of rights and responsibilities for all stakeholders

Contributing Donors

Donors are considered to be those organizations and individuals who make financial contributions to the Agroecology Fund pooled fund. Donors may participate in diverse ways. For example:

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

The assumption is that donors devote different amounts of time to AEF based on time and interest. Donors are welcome to become more and less active at any time.

Donor roles include:

- Contribute to the pooled funds and promote the Fund's growth and support within their own organizations
Participate, as actively as desired, in a dialogue with Advisors and Executive Committee regarding final grant recommendations

Participate, as actively as desired, in AEF learning, monitoring and evaluation processes

Guide AEF’s daily operations through voluntary participation on the Executive Committee, in working groups and through quarterly updates and consultations with all donors

Participate in strategic planning, annual budget processes, and periodic strategy sessions to identify and prioritize the Fund’s direction and programs including strategies for learning, grantmaking, advocacy and communications

Nominate potential grantee-partners for consideration

Promote support for the Fund within funding networks, including making solicitations (as feasible) and by introducing potential donors to Agroecology Fund staff

Represent AEF at strategic events (as feasible)

Rights:

Connect with other donors, advisors and grantees
Nominate collaborations to be considered for funding
Review grant proposals and give input on grant-making process
Make restricted grants to grantee partners through AEF (with approval of advisors)
Participate in meetings, travel events, webinars etc.
Participate, as actively as desired, in AEF learning, monitoring and evaluation processes
Receive quarterly updates on Fund activity from Staff Team
Be publicly anonymous except where legally required
All donors have equal rights, regardless of monetary contribution size

Responsibilities:

Contribute financial support for general grant pool and, as feasible, for special initiatives such as learning exchanges
Offer reflections and course corrections as needed
Monitor the effectiveness of the organization and participate in strategic planning
Offer evaluation feedback on the Co-Directors’ performance
Respect the Conflict of Interest Policy
Promote the Fund’s growth and support within their own organization
Promote support for the Fund within funding networks
Consider other forms of participation as desirable and feasible

Advisory Board

The Advisory Board is a body composed of a minimum of 7 advisors and a maximum of 14 who help to guide the Agroecology Fund in its overall strategy and lead the grantmaking process.

Advisors have varied and complementary capacities and knowledge of agroecology and agroecology movements. They are geographically dispersed with regional expertise and knowledge about agroecology in their regions. Ideally, there will be an advisor representing the
following regions: Mesoamerica, South America, North America, Europe, Middle East, North Africa, West Africa, East Africa, South Africa, Central Asia, Southeast Asia, India, China, and the Pacific.

- Advisors have regional and thematic expertise but grant recommendations are made by all advisors regardless of background.
- Advisors receive compensation for their services.
- Advisors are requested to serve a three year term, with the understanding that a second consecutive three year term is likely pending mutual agreement by the advisor and AEF. Cumulatively, the advisor is limited to 3 consecutive terms of three year service on the Advisory Board.
- Advisors are selected through the following process: New advisors are nominated by advisors, long-term partners and donors. The Executive Committee winnows nominations to a workable number to be interviewed. Staff conducts due diligence on finalist nominees and recommends a slate to the Executive Committee. Staff maintain a database of potential future advisors.
- Advisor terms are staggered to retain valuable experience and knowledge.

Rights:
- Advisors can make ample use of Agroecology Fund network for learning purposes, being mindful of conflicts of interest and the no solicitation policy
- Advisors are encouraged to represent AEF at meetings (expenses paid when approved by AEF staff)
- Advisors are invited to make a maximum of one site visit to partner organizations per term (expenses paid by AEF)
- Receive quarterly updates on Fund activity from Staff Team
- Compensation

Responsibilities:
- Through the strategic planning process and other strategy sessions, identify and prioritize the Fund’s direction and programs including strategies for learning, grantmaking, advocacy and communications.
- Nominate potential grantee partners for consideration
- Evaluate and make final recommendations on grant docket with input from the contributing donors, long term partners and final approval from the Executive Committee
- Approve restricted grants
- Serve on the Executive Committee for a minimum of one two-year term
- Learn about grantee impacts through reading reports and meeting with grantees as feasible
- Participate in AEF learning, monitoring and evaluation processes
- Promote the Fund’s growth through their networks as appropriate
- Represent AEF at strategic gatherings
- Offer evaluation feedback on the ED performance
- Respect the Conflict of Interest policy
**Long-term Grantee Partners (LTP)**

Long-term Grantee Partners are a subset of grantees partners to which the Agroecology Fund is making a longer-term commitment due to their fit with the Fund’s strategic directions. The rights and responsibilities described below are in addition to the general rights and responsibilities of all grantees described in the following section.

**Rights:**
- Make ample use of Agroecology Fund network for learning purposes, being mindful of conflicts of interest and no solicitation protocols
- Receive a five year commitment of funding (although not specific amount which will vary due to fundraising success) from AEF to develop and implement their collaborative initiative
- Receive quarterly updates on Fund activity from Staff Team

**Responsibilities:**
- Serve on Executive Committee for a minimum of one, two-year term to provide guidance and leadership to AEF, but unlike other EC members, to avoid real or perceived conflicts of interest, does not engage in grant-making docket decisions
- Serve on a standing Learning Working Group
- Participate in AEF strategic planning
- Participate in AEF learning, monitoring and evaluation processes
- Promote the Fund’s growth through their networks as appropriate
- Represent AEF at strategic events as feasible
- Respect the Conflict of Interest policy

**Grantee partners**

Grantee Partners are the grantees to which the Agroecology Fund extends grants of one to two years.

**Rights:**
- Receive funding for collaborative work
- Eligible for consideration for renewed funding
- Eligible for additional support for travel grants, learning exchanges and participation in advocacy opportunities
- Are invited to participate in every three year Learning Exchange
- Can make recommendations about AEF strategic directions through a consultative strategic planning mechanism
- Work on joint advocacy and communications campaigns with AEF, as desired
- Nominate potential grantee-partners for consideration, as desired

**Responsibilities:**
- Report on learnings through written and verbal means
• Share communications materials with AEF for promotional purposes and for knowledge building and learning

**Executive Committee**

The Executive Committee (EC) meets regularly (averaging once a month but varies as the workload demands) to support the Co-Directors (CD) in implementing the strategic plan and monitoring AEF’s program and operations. The EC evaluates the performance of the CD and inspires the active participation of donors, advisors and long-term partners. The Executive Committee reflects a wide range of skill sets, from personnel support to evaluation to fiscal management to issue expertise. The EC is composed of a minimum of two Advisors, two Contributing Donors, two long-term partners and the Executive Director. Meetings are open and others can join as desired. The EC meets virtually supplemented by an in-person once per year as feasible. Participation in the EC is a relatively high-level time commitment. Two year terms are staggered among members, with renewal desired. A healthy rotation of membership will be encouraged.

**Rights:**

• Provide leadership to the Agroecology Fund
• Request specific leadership actions from the CD

**Responsibilities:**

• Advises CD on day-to-day fund operations, offers counsel on programmatic decisions, brings issues to AEF Global Community as appropriate, and evaluates ED performance
• Elect a chairperson (minimum 1 year term) who serves as primary point person/thought partner and supervisor for Co-Directors
• Works with advisors and donors to reconcile and finalize grants docket
• Deliberates on and approves restricted grants as recommended by advisors
• Approves annual budgets after consultation with full board of donors, advisors and long-term partners
• Recommends and approves grants up to $25K

**Working Groups and Standing Committees**

• Convened on as-needed basis by Executive Committee on topics such as Finances and Fundraising, Strategic Planning, Monitoring and Evaluation, Communications, etc., with the exception of Learning, which is a standing partner-led committee
• The Learning Working Group plans, designs and organizes Learning Sessions over the course of the year (see below, annual calendar), and every three years organizes a face-to-face Learning Exchange.
• Working groups may be composed of donors, advisors and grantees.
Global Community

The Agroecology Fund convenes all donors, advisors, and grantees for a global learning exchange every three years, which as the name implies is an opportunity to exchange knowledge and experiences and includes time to share AEF’s strategy and gather feedback from all AEF stakeholders. In addition to the learning exchange, there may be occasional out-of-cycle virtual consultations on an as-needed basis.

Staff and Consultants

The Agroecology Fund has deployed two Co-Directors to facilitate and carry out day-to-day management of the Fund and contract and supervise staff and consultants as needed and budgetarily feasible. Current staff (at the time of writing) include: Co-Directors, and Communications Lead and various consultants filling strategic roles.

Annual calendar

- Grantmaking cycle - 1x per year (approximate duration: 3-4 months)
- Executive Committee Meetings – monthly or as needed
- On a quarterly basis, the Executive Committee meetings are opened to invite the larger group of Donors, Advisors and LTPs to reflect on progress on the strategic plan and discuss timely issues, challenges, opportunities.
- Working groups meet as needed.
- Donors, advisors, long-term partners and grantees meet 3x/year virtually to share learnings. These sessions are planned and led by the Learning Working Group and staffed/coordinated by the Program Director.
- Donors (AEF members and allies) meet on occasional basis in webinars on topics of interest to the philanthropic community
- Every three years, the Global Community of Donors, Advisors, Long-term Partners and grantees meet physically for a week-long Learning Exchange, also deliberating on AEF programmatic and governance issues.
- Other meetings - both virtual and face-to-face - will be scheduled as needed.

Conflict of Interest policy

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

A reviewer may not review a letter of interest or proposal when:

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

Interaction with Applicants

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

Process for Addressing Potential Conflicts of Interest

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

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