

# CoE Operational Guidelines / By-Laws

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*Presented to CoE members for discussion and approval*

## 1.0 Preamble

These Operational Guidelines / By-Laws stand within the overall context, and in conformance with the legal documents, Memorandum of Association (MoA) & Articles of Association (AoA) which are very broadly formulated under the “Company without shares, not for profit u/s 25 of the Companies Act, 1956, India” and are binding on CoE.

It is a statement of how the CoE as an Organization will operate on a day to day basis, and this document can be modified by the elected representatives forming the Governing Board which is mandated with decision making authority on behalf of CoE subject to approval by the general body.

It is primarily an outcome of a series of consultations by the Institutional Track members, and CoE members during phase 1. That document has been updated by the Strategic Advisory Team (SAT) members during phase 2.

## 2.0 Goal of CoE

“To promote and enhance the scope, quality and practice of evaluation for development results through reflection, networking and learning initially from a South Asian perspective”.

## 3.0 Objectives

Objectives of the CoE shall comprise of:

1. **Capacity Building** for enhancing the skills and knowledge of existing evaluators, encouraging new entrants to be trained as evaluators , organising and conducting trainings and workshops, dissemination of tools and techniques etc;
2. **Advancing theory and new knowledge** by undertaking, promoting and supporting research & studies in evaluations, documentation and publications;
3. **Improving Practice and Use of Evaluation** by promoting/developing ethical standards and guidelines, advocating/encouraging evaluations and their use, dissemination of knowledge generated for quality of evaluation and its use for development effectiveness through networking, partnerships and advocacy; and
4. **Institutionalising** and Networking by connecting evaluators, commissioners and users of evaluation. , acting as a self-regulatory body by inculcating professionalism and discipline among evaluators and promoting a recognition of and professionalization of evaluation. .

## 4.0 Area of work (geographical)

CoE shall work in the South Asian region comprising of Afghanistan, Bangladesh, Bhutan, India, Maldives, Nepal, Pakistan and Sri Lanka, cross border and regionally.

## 5.0 Guiding Principles for CoE

- i). CoE will promote the culture of evaluation, its practice as a scientific discipline and bring it into the public domain.
- ii). CoE will take up all programs and activities that will further its goal and objectives.
- iii). CoE will promote the professionalization of its members through networking, training and research in order to increase effectiveness of evaluations.
- iv). The interests of CoE will be held above the self-interests of members.
- v). CoE will work as a not-for-profit organization.
- vi). Contribution from patrons in the form of fees and part of savings from operational work and activities will be set aside in a corpus.
- vii). CoE will not conduct evaluations for a commercial purpose but may decide to undertake evaluations to further its interests. This decision shall rest with the Governing Board. If specific instances call upon CoE to undertake any evaluation, CoE may suggest, promote and/or encourage other institutions, who may be its members, to undertake such evaluations.

## 6.0 Membership

### 6.1 Categories of Membership

#### 6.1.1 Individual membership:

Any individual interested in evaluation in any sector and either residing in South Asia or have professional interests in South Asia or interested in the purposes of the CoE shall be eligible for membership. Members are defined as those who have completed an application form, received acknowledgment of membership from the Association, and paid the currently stipulated membership dues. Individual membership could be for 1 year, 5 years or for life.

#### 6.1.2 Institutional Members:

Any South Asian organization or any organization with its headquarters / operational base in South Asia, engaged in evaluation training, research or carrying out evaluations in the South Asian region and interested in the purposes of the CoE is eligible for membership. Members are defined as those who have completed an application form, received acknowledgment of membership from the Association, and paid the currently stipulated membership dues. Institutional membership could be for 1 year or for 5 years. Institutional Members must nominate one evaluation professional to represent them, for their membership to be effective.

#### 6.1.3 Collaborating Members:

Any international organization engaged in evaluation training, research or carrying out evaluations in the South Asian region and interested in the purposes of the CoE is eligible for membership.

## **7.0 Patrons:**

Any government, bilateral or international organization that makes a one-time minimum contribution of USD 20,000 to CoE will be deemed as a patron of CoE. Patrons will be recognized on CoE Website and every Annual Report for the life period.

Smaller donations are also welcome and will be recognized for the due period in the Annual Report and such donations will be valued as a contribution to the cause.

## **8.0 Application for Membership**

An individual desiring to join this Association may ask for consideration by making a written / online application to the CoE Secretariat. The application should be accompanied with registration fees. The right of approval of membership lies with the Board and will be considered complete on payment of appropriate fees.

## **9.0 Rights of Members**

All individual members shall have the right to stand for election and hold office, vote thereon and participate in the decision making process on official matters of the Association defined in the By-Laws to receive all notifications pertaining to the official business of the Association and to have access to all notifications and documentation of the CoE.

## **10.0 Membership Fees and Dues**

The annual membership dues and assessments shall be as determined by the Governing Board which has to be agreed upon by the general assembly and subject to revision in respect of the following.

- i). Fee for Individual members will be USD 10 for one (1) year, USD 50 for 5 years and USD 100 for life membership;
- ii). Fee for Institutional members will be initially USD 20 for one (1) year upto 01<sup>st</sup> April 2013 which will be reviewed and fixed at USD 150 for one Year and USD 600 for 5 years;
- iii). Fee for Collaborating Institutional members will be USD 500 for one (1) year and USD 2000 for 5 years;
- iv). Minimum one time contribution for Patrons will be USD 20,000.

Note:

1. The existing CoE Individual Members as at the end date of the month preceding the election (in the present case 31<sup>st</sup> January 2013) and Founder Members will be exempt from fees for 1 year with effect from 01<sup>st</sup> February 2013.
2. CoE will be happy if National Evaluation Associations are formed and will encourage them to become institutional members of CoE.

## **11.0 Benefits to Members**

- i). Members are entitled to receive a quarterly newsletter.
- ii). Profiles of members will be posted on CoE website to increase visibility with regular updates.

- iii). Members will be invited to attend the annual conference and a fixed discount rate for registration will be an entitlement (Eg: 10%).
- iv). Members have the opportunity to represent CoE in national and international forums with sponsorship where necessary and on approval by the Governing Board.
- v). Members have the opportunity to participate in training programs, workshops, conferences and such events organized by CoE at discounted rates.
- vi). Members have the opportunity to participate in studies; research and documentation work taken up by CoE.
- vii). Membership benefits / responsibility framework will be further developed by the Governing Board after review

## **12.0 Responsibilities and expectations from members**

- i). CoE will have a philosophy of enrolling only those professionals who are active and desire to contribute to the growth of culture and discipline of evaluation. In other words, CoE will expect its members to participate in its activities pro-actively.
- ii). Members are expected to share their work with CoE.
- iii). The members shall commit themselves to the principles and objective of the CoE and uphold the ethics of evaluation.
- iv). Attempts will be made by both CoE and its members to remain transparent and accountable to the wider cause.
- v). All members shall actively participate and contribute in the Community (CoE).
- vi). Mutual respect for each other.
- vii). Encourage as well as engage in constructive criticism.
- viii). CoE shall honor the confidentiality and commitment made by the members in sharing the learning from evaluation studies.
- ix). The CoE and its members shall work towards promoting quality evaluations and uphold participatory processes during evaluations.
- x). The members shall believe in mutual sharing and exchange of knowledge.

## **13.0 Governing Board (GB)**

The Governing Board shall be the managing body to look after the day today operations of CoE and have all the powers necessary to effectively run and operate the CoE.

### **13.1 Composition of the Governing Board (GB)**

- i). The Governing Board will operate as a duly authorized Board of Directors representing CoE membership
- ii). GB shall consist of a minimum of 7 members and a maximum of 9 members with 7 individual members and 2 institutional members.
- iii). These individual elected members shall represent at least 4 countries of the South Asian Region.

- iv). GB will consist of the Past President (ex-officio from the second term onwards without voting rights), President, Vice President, Secretary, Treasurer, 3 individual members, and 2 institutional members.
- v). Institutional members who are a part of the Governing Board will have voting rights.
- vi). In the event of 2 Institutional members not been elected, the positions will remain vacant and GB will function with the 7 elected individual members
- vii). Institutional members will not become office bearers of the GB at any time.
- viii). Each GB member other than the office bearers will take responsibility as Conveners of one of the Sub-Committees to promote the objective of CoE.
- ix). The institution functioning as the Secretariat will be an ex-officio member of the Governing Board. This institution will recuse itself from standing for Governing Board elections for the duration of its term as the Secretariat.

## **14.0 Term of the Board**

Term of the Governing Board members will be for 2 years and no member can be on the same position in the Board for more than 2 consecutive terms.

Nominations to serve as a representative of CoE will be for a period of one year, and after a review, continuation for the second year.

## **15.0 Election of Board Members**

The Board members will be nominated by at least 2 individual members (proposed and seconded) and will be elected by ballot electronically by the general membership.

- i). Nominations to the Governing Board shall be submitted under the signatures of a Proposer and a Secunder with the Nominee's expression of consent by means of a single document or individually signed separate documents (in the event of electronic ballot, the nominations will be a step in the process).
- ii). Voting shall be by ballot electronically
- iii). The Board members, once elected, will in turn elect the office bearers President, Vice President, Secretary and Treasurer and Conveners of Sub-Committees which will include the remaining 3 individual members and 2 institutional members (if elected). The selection process will be clearly identified, specified and determined by the Board Members. Conveners of subcommittees / tasks teams can also be selected from members outside the Governing Board as well depending on the requirement.

## **16.0 Resignation**

Any member may resign by submitting a written resignation either at a meeting of the Board, or by mailing the resignation to the President/Secretary and thereupon such resignation shall deem to become effective forthwith, unless otherwise specified therein.

In case any of the members of the Board of Directors or Convener of Committees shall by death, resignation, or otherwise cease to be a member during the term for which elected, a successor shall be chosen by the Board of Directors or Committees to serve for the remainder of the unexpired term and until the election and qualification of a successor.

A motion to remove any Board member for a cause must be circulated to all Board members in writing thirty days prior to a vote on removal. During this thirty day period, the Board member in question has the right to respond in writing to the removal motion. A confidential ballot vote of eligible voting members, which can be conducted by mail and handled by a duly-authorized agent of the Board, shall then be taken. The Board member in question does not vote on his or her own removal. The votes of two-thirds of Board members are necessary to remove the member in question.

## **17.0 Functioning of the Governing Board (GB)**

- i). The members of the GB shall meet F2F at least twice a year, once during the annual meeting of the Association, once at a time other than an annual meeting of the Association, and otherwise at the call of the President or upon written request of a majority of the members of the Board. Additional meetings via skype/conference call will be called as needed.
- ii). A F2F Board meeting will be called by the President with at least 45 days notice, or 10 days for a skype/conference call meeting. In the absence of more than one-third quorum, the assembled members will continue to carry out their business subject to the approval of the absent members by mail. Decisions by the Board will preferably be by consensus and in case of dissent, by majority vote of the members. Voting for decisions may not be taken without participation of all GB members.
- iii). Meetings of the GB and the membership will normally be conducted using informal, but businesslike procedures following accepted standards.
- iv). All actions taken by the GB shall be reported promptly to the membership of the Association through a regular publication of the Association or otherwise. Minutes of GB meetings will be part of CoE's management record

## **18.0 Compensation**

Compensation shall not be paid to Board members for their services in their capacity as Board members, nor pursuant to any other contractual arrangements. However, Board members may be reimbursed for actual expenses incurred by them in the performance of their duties, as approved by a majority of the Board.

## **19.0 Roles and Responsibilities of Governing Board**

The Governing Board shall be responsible for the custody and administration of the property and funds of the Association and shall have full management and control of its affairs.

The President shall be the chief executive officer of CoE and shall preside at all business meetings, serve as Chair of the Governing Board and have general responsibility for the conduct of the affairs of CoE. The President is an ex-officio member of all committees for regulatory purposes.

### **19.1. President**

The President shall have all the general powers and duties that are usually vested in the office of the president of a corporation, including the power to appoint Sub-Committees from time to time as

required, as s/he may deem appropriate to assist in the conduct of the affairs of CoE to the extent that such committees may be accounted for within the existing mandate.

S/he shall execute all those powers and responsibilities which are delegated to her / him by the Governing Board and the General Body and shall lead the working of the Governing Board.

## **19.2. Vice President**

The Vice President will assist the President to perform such duties as prescribed by the Governing Board.

In the absence or disability of the President, the Vice President will perform the duties and exercise the powers of the President. The Vice President will also perform such other duties as prescribed by the Governing Board or the President.

## **19.3. Treasurer**

The Treasurer shall with the assistance of the duly authorized GB appointed Secretariat:

- i). be responsible for checking and monitoring the CoE funds,
- ii). collect the annual dues from the members,
- iii). consult with the various CoE Sub-Committees and prepare the yearly budget for consideration and approval by the Governing Board,
- iv). account for the receipt and expenditures of all funding, and keep the other Board members informed of the financial condition of CoE on a regular basis,
- v). shall make / authorize disbursements based on GB decisions and function as one of the authorized signatories for the operation of accounts whose signature is mandatory,
- vi). shall prepare Annual Financial Statements for publication to all members and maintain filing of such documents with the assistance of the secretariat.
- vii). shall upon request of the Governing Board provide for examinations of financial reports and records by an Auditing Firm or a Certified Public Accountant,
- viii). upon authorization by the Governing Board shall deposit or invest the funds of CoE.
- ix). under the guidance of the President and the GB, the Treasurer shall provide direct oversight to a duly-authorized Board appointed Secretariat who will provide financial administrative support to the GB and Sub-Committees

## **19.4. Secretary**

The Secretary shall, with assistance of the duly authorized GB appointed Secretariat:

- oversee the maintenance of an up-to-date membership roll,
- oversee and ensure with the assistance of the duly-authorized Board-appointed Secretariat that minutes of GB meetings are duly recorded and keep a file of the proceedings,
- be responsible for maintaining a file of proceedings of Sub Committees and prepare consolidated Annual Progress Reports with the assistance of the Secretariat
- supervise communication to the membership on all notifications pertaining to the official business of the CoE.

## 19.5. Past President

The Immediate Past President shall serve as general advisor on the affairs of the CoE as an ex-officio member of the Governing Board (with no voting rights).

## 20.0 Formation and Functioning of Sub - Committees

These committees will be the executive arms of CoE and furthering the work of CoE will vest with these committees and its members to a large extent. These are subject to revision by the Governing Board.

To further the work of CoE, the following Sub-Committees will be constituted:

- i). Business promotion committee (will be responsible for membership, networking, advocacy and fund-raising etc. – )
- ii). Knowledge Management Committee and Publications (Objective 2) bj 2)
- iii). Improving Practice and Use (Objective 3)
- iv). Capacity Development Committee (r Objective 1)
- v). Institutionalization and Networking (Objective 4)

Each committee will have a Convener who is a member of the Governing Board and have a minimum of 5 members from among the larger membership of CoE. Besides Governing Board members, other CoE members can also be Conveners of Sub-Committees. Any CoE member can be a part of at the most 2 Sub-Committees. Membership of these committees will be voluntary and open. Conveners will be Governing Board members (or CoE members) and will serve for a term of 2 years. They will be eligible for re-election. Similarly, the tenure of members in these committees will be 2 years, extendable for 2 consecutive terms.

Each committee will develop a 2 year work plan along with a resource mobilization plan, which will be approved by the GB. The President and the GB will help the Sub-Committees to mobilize resources.

## 21.0 Operationalisation of activities

- i). Propose that the headquarters / secretariat of CoE should be located in the capital of the country where it is registered. We can also request members, patrons and institutional members of CoE to provide space and logistic support for setting up the headquarters / secretariat.
- ii). Governing Board of CoE will formalize its relationship with CMS to operate as the Secretariat of CoE, and will continue its relationship with CMS for the current foreseeable future.
- iii). The Secretariat will look after all the communications, memberships, accounts, documentation, etc under the guidance of the Governing Board. As the community grows, additional staff can be recruited as required, and decided by the Governing Board.
- iv). The elections for the first Governing Board will be completed before the first AGM by end of February 2013.



- v). Selection / appointment of the Conveners of the Sub-Committees and the nominations of members to the Sub-Committees shall be formalized at the AGM. However, the formal tenure of these committees will start from 1<sup>st</sup> March 2013. These committees are expected to develop their 2-year action plans and be ready to operationalise them by the first quarter after the establishment of the Governing Board.
- vi). The Sub-Committees will draw their mandate from the full house of the CoE at the respective Annual General Meeting (AGM) to be held in the first quarter of 2013.
- vii). The details of the timing of the Governing Board meetings and the AGM will be determined by the Governing Board when established and communicate with the membership.
- viii). A suitable arrangement needs to be considered for close communication between office bearers and Governing Board members (Eg: Teleconference / Skype).

## **22.0 Advisory Group**

An International advisory Group will be set up by the Governing Board based on criteria to be developed, along with operational guidelines.

## **23.0 CoE becoming a member of other Associations**

CoE should seek the opportunity to become a member of international forums for evaluation.

## **24.0 Amendments to the “Operational Guidelines of CoE”**

The Governing Board is authorized to make amendments to the “CoE - Operational Guidelines / By-Laws” in consultation with the larger membership of CoE. Such amendments shall be aimed at facilitating the Goal of CoE and its functioning.

21<sup>st</sup> January 2013

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