

## **Draft Terms of Reference for the Grant-Making Committee (GMC) of the Non-state Component (NSAC) of the Demand for Good Governance Project (DFGG)**

### **Project Background**

The Demand for Good Governance (DFGG) project aims to increase the extent and ability of citizens, civil society organizations, and other non-state actors to hold the state accountable and to make it responsive to their needs. This project will facilitate the development of constructive engagement between the Royal Government of Cambodia (RGC) and non-state actors (NSAs). To that end, the non-state actor component (NSAC) will support and enhance the government's reform agenda and in turn NSAC will promote increased public participation in matters of governance (including the formulation of laws and regulations), greater transparency in policy-making processes, and long-term sustainability of governance reforms. The DFGG project comprises the following **three components**:

- Component One: Support to state institutions (SIs),
- Component Two: Support to non-state actors (NSAs), and
- Component Three: Coordination and learning between SIs and NSAs

The Royal Government of Cambodia (RGC) has agreed to utilize a competitive grant-making process to support NSA initiatives under this Project. The Asia Foundation (the Foundation) was selected through a competitive process to implement component two. The Foundation will facilitate NSA interaction with the government, build the capacity of Cambodian NSAs, and provide grants to support social accountability initiatives. NSAC has two grant windows: 1) A Small Grants Program providing grants up to \$15,000 that will accept applications periodically during the Project; and 2) a Medium and Large Sized Grants Program providing grants ranging from \$15,000 to \$150,000 through the Forum for Development Ideas (DI Forum) mechanism. The DI Forum promotes transparency in grant selection by requiring all applicants to participate in a public event, "a knowledge fair." Informally, it also allows applicants to learn from each other, their state counterparts, and build professional networks that will help promote wider learning on demand-based approaches. Grantees for both grant windows will be selected by a stand alone Grant-Making Committee (GMC) composed of non-state actors, sector specialists, and government representatives. The terms of reference of the GMC are described in detail below.

### **Role of the Grant-Making Committee (GMC):**

*Review concept notes and applications & select grantees based on selection criteria vetted by CSOs*

- Review applications of the Small Grants Program on a periodic basis;

- Review concept notes and applications for the medium and large grants competition;
- Interview applicants as necessary and decide which GMC members will interview which candidates;
- Invite external technical experts to review applications if necessary based on a list of experts identified by the Foundation (this would depend both on the numbers of finalists and the complexity of proposed projects);
- Provide feedback to applicants on their applications if necessary (especially those requesting feedback on their applications); and
- Select grant recipients.

***Respond to grievances & undertake a review of its own performance***

- Respond to grievances from applicants; and
- Review its performance on a regular basis and take necessary steps to ensure that the committee continues to work well.

***Maintain communication with the Foundation & remain in contact with grantees***

- Maintain close communication with the Foundation; and
- Undertake occasional field visits to gain familiarity with the DFGG program.

## **Composition of the GMC**

The GMC will be a stand alone committee composed Cambodians including: government representative who shall be appointed by the Deputy Prime Minister H.E. Sar Kheng (as DFGG is a government Project). The committee will include a specialist on each of the DFGG focus areas, such as natural resources management, public finance, media, decentralization, and labor relations. Every effort will be made to recruit suitable women for the GMC and at least three members who are based outside of Phnom Penh. The committee will be chaired by two individuals who will be elected by the GMC itself.

The committee members will be asked to sign a **Code of Conduct**, which will include a commitment not to receive any personal gain from service on the committee and designed to prevent collusion with applicants as well as a policy of recusal designed to prevent the occurrence or perception of collusion with applicants. A draft Code of Conduct is attached.

## **Necessary Attributes of GMC Members**

The non-state candidates for the Grant-Making committee should have the following attributes:

- i) Widely recognized eminence in citizen engagement and working effectively in partnership with government;

- ii) Demonstrated knowledge of one of the DFGG focus areas;
- iii) Experience with governance, including capacity building;
- iv) Willingness to devote time to NSAC, including attend meetings, every quarter;  
and
- v) Reputation for impartiality.

### **Relationship of the GMC to the Foundation, the Project implementer**

The Secretariat housed at The Asia Foundation's Phnom Penh office will manage and implement NSAC. In particular, it will facilitate the GMC, coordinate the application processes for the two grant windows, and liaise with the key DFGG stakeholders, including the DFGG Project Coordination Office housed at the Ministry of Interior, other state institutions, NSAs, and donor agencies. The Foundation will also perform a preliminary appraisal of the applications and a reference check of the NSAs to ensure they meet basic eligibility criteria, e.g. they are legitimate organizations, the application pertains to a DFGG theme. The eligibility and rating criteria will be vetted through a consultative process. The final grantees will be selected by the GMC and confirmed by the Foundation after the successful completion of a due diligence process.

### **Time Commitment Required**

Throughout the four-year Project, the GMC will convene for one day every quarter over the four years to review grants (this may be revised during the Project). The meetings prior to the medium and large grants competition may be extended to two days. Based on the high time commitment, GMC members will receive an honorarium.

# **Draft Code of Conduct for Members of the Grant-Making Committee for the Demand for Good Governance (DFGG) Project**

## **1. Introduction**

Those who serve on the Grant-Making Committee for the Non-State Actor Component (NSAC) of the Demand for Good Governance Project (DFGG) have responsibilities under the Project Guidelines determined by the World Bank and the Royal Government of Cambodia (RGC). Each member of the Grant-Making Committee, referred to as the GMC hereafter, is asked to abide by the Code of Conduct, which is set out in this document, and to sign the attached declaration accordingly. The Code of Conduct is to ensure that the GMC serves through example and embodies principles of good governance and carries out its mission in accordance with the Project Guidelines. The roles and responsibilities of the GMC are laid out in the accompanying Terms of Reference.

## **2. Purpose of the Code**

The code aims to define the standards and role of the GMC members in order to ensure that:

- the GMC is effective, open, and accountable;
- the highest standards of integrity and stewardship are achieved; and
- the working relationship of the GMC with NSAC's Secretariat is productive and supportive.

## **Terminology**

In this code we refer to:

- the Royal Government of Cambodia as the RGC;
- the Grant-Making Committee as the GMC;
- Non-State Actor Component of DFGG as NSAC;
- The Asia Foundation as the Foundation;
- the DFGG agreement between the World Bank, the Foundation, and the RGC as the Project Guidelines;
- Where we use the word 'must;' this refers to legal requirements or obligations for GMC. The word 'should' is used throughout to indicate the requirements of this code.

## **3. Code of Conduct**

### ***3.1 Selflessness***

GMC members have a general duty to act with probity and prudence in the best interest of DFGG as a whole. They should not act in order to gain financial or other material

benefits for themselves, their family, their friends, or any organization with which they have a formal position (i.e. management position or board membership).

### ***3.2 Integrity***

The GMC members should conduct themselves in a manner that does not damage or undermine the reputation of the World Bank, RGC, or The Asia Foundation. More specifically, they:

- should not place themselves under any financial or other obligation to outside individuals or organizations that might seek to influence them in the performance of their role;
- must avoid actual impropriety and any appearance of improper behavior; and
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgments.

### ***3.3 Objectivity***

The GMC members serve on the committee in their individual capacities not as representatives of their organizations. In addition, in carrying out their grant-selection role, under the NSAC, GMC members should ensure that decisions are made solely on merit.

In arriving at decisions in areas where they do not have expertise themselves, GMC members should consider appropriate technical advice from individuals that have demonstrated sectoral expertise.

### ***3.4 Accountability***

GMC members:

- have a duty to comply with the constitution and laws of the RGC and to adhere to best practices in such a way as to preserve confidence in GMC;
- are accountable to the World Bank, RGC, the Foundation, and members of the DFGG grievance committee for their decisions and performance.

### ***3.5 Confidentiality***

The GMC should ensure that confidential information and material, including material about individuals and organizations is handled with due care, so that it remains confidential. All GMC deliberations on grants are confidential and may not be shared with anyone except for the Foundation or a technical reviewer.

### ***3.6 Transparency & Openness***

The GMC will be committed to transparency regarding the grant-making process. They are obligated to provide unsuccessful applicants feedback on why their applications were not selected and are required to be answerable about their decisions and actions.

### ***3.7 Honesty***

GMC members have a duty to avoid any conflict of interest so far as it reasonably practicable and adhere to a policy of recusal as necessary. In particular, they must make known any interest in any matter under discussion that:

- creates either a real danger of bias (that is, the matter affects him/her, or a member of his/her household); or,
- might reasonably cause others to think it could influence the decision.

In such cases, the GMC member should declare the nature of the interest in a conflict of interest statement and recuse themselves for the entirety of the deliberation of that matter.

### ***3.8 Leadership***

The GMC members should:

- promote and support the principles of leadership by example;
- strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively;
- bring a fair and open minded view to all GMC discussions and ensure all decisions are made in support of DFGG principles;
- ensure the application process upholds equal opportunity and diversity;
- respect the role of the staff of The Asia Foundation;
- ensure that the views of users, beneficiaries, staff, volunteers, and other stakeholders are taken into account;
- accept and respect the differences in the roles between the GMC and NSAC staff, ensuring that the GMC and NSAC staff work effectively and cohesively for the benefit of the Project, and develop a mutually supportive relationship.

## **4. Member's declaration**

I declare that:

- I am over age 18.
- I am not an undischarged bankrupt.
- I am a citizen of Cambodia.
- I have never been in violation of Cambodian or international law.
- I undertake to fulfill my responsibilities and duties as a member of the GMC in good faith and in accordance with the law and within DFGG's objectives and Project Guidelines.

- I will avoid undertaking activities which might place DFGG at undue risk.
- I do not have any financial interests in conflict with those of DFGG (either in person or through family or business connections) except those that I have formally disclosed in a conflict of interest statement. In such a case, I will recuse myself from any deliberation by the GMC and not vote on the matter.
- I will abide by this Code of Conduct for the GMC of DFGG.

Signed:  
Name of GMC member

Date: