

# ***Terms of Reference (TOR)***

## ***1. Name***

The name of this organization is ***Global Ethiopian Scholars Initiative*** (GESI). GESI will issue periodic publications under the moniker, “*The Ethiopian Chronicle*”.

## ***2. Background***

Global Ethiopian Scholars Initiative (GESI) is an association of concerned and independent Ethiopians established to monitor developments relating to Ethiopia and generate research-based evidence to inform public opinion and policymaking, both externally and internally, with the ultimate goal of:

- promoting tolerance and civil communication
- advancing good governance and establishment of democratic institutions
- promoting excellence in the pursuit of public health, science and technology
- disseminating evidence-backed knowledge to protect national integrity and sovereignty
- enhancing youth engagement, and
- championing conservation and preservation of national heritage and culture.

## ***3. Vision***

The vision of GESI is to be recognized as a globally authoritative source of information and analysis on contemporary critical topics pertaining to health, social and natural sciences; and social, political and economic affairs of Ethiopia, with a view to advancing the establishment of a democratic system of government where all citizens have equal rights and opportunities.

## ***4. Mission***

The mission of GESI is to generate evidence relating to developments concerning Ethiopia, with particular reference to external public opinion and internal policy initiatives. Specific objectives include:

- undertaking research and analysis on pertinent matters of interest at the national and global scale
- organizing high-level platforms for dialogue and engagement
- publishing periodicals, monographs and publicity materials in furtherance of the vision of GESI, and
- forging strategic partnership with like-minded organizations and institutions.

## ***5. Governance***

GESI shall be governed by a Board of Directors, consisting of 15 members. The Board determines the policies and the modus operandi of GESI, including nomination of officers and commissioning of committees.

### ***5.1 Officers and Responsibilities***

To run its day-to-day activities, the Board shall have an Executive Committee (EC), consisting of the following officers:

- i) **Chair**, elected by the Board, shall provide leadership to the EC, and shall have general responsibility for the business of GESI, including:
  - Organizing, scheduling and chairing meetings and teleconferences
  - Setting short- and long-term strategies and goals, and
  - Assigning and delegating tasks to other team members.
- ii) **Vice Chair**, appointed by the Board, shall perform the duties of the EC Chair in the absence of, or as instructed by, the EC Chair
- iii) **Secretary**, elected by the Board, will handle all administrative tasks, as deemed essential by the Chair.
  - **Public Relations Officer**, elected by the Board, is responsible for communicating with the media and other governmental and non-governmental partners. The Public Relations Officer shall serve as Chair of the Media and Public Relations Committee
- iv) **Information Technology (IT) Officer**, elected by the Board, is responsible for all technology related needs of GESI, including website administration. The IT Officer shall serve as Chair of the IT Committee.
- v) **Chairs** of other committees will serve as *ex officios* on the EC.

### ***5.2 Terms of Office and Elections***

- (i) All officers shall be elected by a simple majority vote of the Board members
- (ii) For any officer, including each Board member, the term of office shall be two years, renewable for a maximum of two consecutive terms. For each of the initial three consecutive terms, at most one-third of the Board members may be replaced to ensure business continuity and smooth transfer of institutional knowledge.
- (iii) An officer, including a Board member, may be removed from office if he or she fails to get the confidence of at least two-thirds of the current Board members.

### ***5.3 Committees***

- i) All committees shall be commissioned by the Board, and are intended to advance the mission and vision of GESI. Initially, there will be the following committees:
  - Research and Publication Committee
  - Information and Technology (IT) Committee

- Media and Public Relations Committee
  - Other committees (e.g., Finance, Legal, etc.) as deemed appropriate by the Board.
- ii) Each sub-team shall have a ***Committee Chair*** appointed by the Board. The Committee Chair shall set the objectives of the sub-team, with input by members of the sub-team and approval by the Board.
- iii) All members of sub-teams are expected to:
- Participate in the majority of the virtual meetings and email communications
  - Execute assigned tasks and projects in a timely manner
  - Inform the Committee Chair if they are unable to attend a meeting or accomplish assigned tasks.
- iv) Members are anticipated to serve for a term of one year, with an extension of terms at the discretion of the Board.
- v) All members are expected to actively participate in meetings and contribute to advance the mission of GESI. If a member is deemed unable to effectively discharge his/her responsibilities.

## **6. Membership**

- 6.1** Members of the Board shall be drawn from a wide spectrum of the Ethiopian society, both at home and in the Diaspora. Criteria for membership shall be specified in the byelaws GESI, and would ensure the Board reflects the Ethiopian society
- 6.2** When the term of a current Board member expires, new members shall be elected by the Board.
- 6.3** The members, listed in **Appendix I**, shall have grandfathered status.
- 6.4** As deemed appropriate, *extended* or *ad hoc* members may be invited to contribute to the activities of GESI, provided such members uphold the missions and vision of GESI. However, *extended* or *ad hoc* members shall not have involvement in the governance of the Board.

## **7. Meetings and Other Modes of Communication and Decision Making**

- 7.1** The business of GESI will be conducted through formal virtual meetings and informal e-mail communications.
- 7.2** The frequency of meetings shall be event-driven, or as deemed essential by the EC Chair.
- 7.3** In view of logistical challenges and time zone differences, virtual meetings will be scheduled infrequently, focusing on topics of urgent nature and special significance.
- 7.4** The purpose and agenda of each meeting shall be sent out one week in advance of the date of the meeting by the Secretary.

- 7.5** All meetings shall be conducted in accordance with established rules of parliamentary procedures. This includes issuing minutes of all meetings that summarize decisions, agreements and action items relating to the meeting.
- 7.6** In general, decisions will be made by consensus. However, if a consensus cannot be reached, decisions will be passed by a simple majority vote of the members.
- 7.7** For virtual meetings, attendance by a simple majority of the members, including the Chair or Vice Chair, will constitute a quorum.

## **8. Records Retention and Archival**

- 8.1** All materials generated to advance the mission of GESI by members, committees and sub-committees shall be the exclusive property of GESI
- 8.2** All GESI records will be archived in a central repository approved by the Board.

## **9. Review and Approval of ToR**

- 9.1** These terms of reference shall be effective on this day of January 2, 2021, following approval by the current GESI members.
- 9.2** These terms of reference will be reviewed periodically by the Board and revised as deemed appropriate.

## **Appendix I**

### **GESI Board Members (Based on Initial Meeting Attendance)**

1. Enawgaw Mehari (Founder)
2. Demissie Alemayehu
3. Samuel Alemu
4. Tihut Asfaw
5. Kebede Begna
6. Girma Berhanu
7. Tedla Desta
8. Yonas Geda
9. Bizu Gelaye
10. Wulalem Fekade
11. Mammo Muchie
12. Bruck Tadesse
13. Gebeyehu Teferi
14. Damtew Teferra
15. Tariku Teshale