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# USAID Guidance on the Identification of Key Individuals

A Mandatory Reference for ADS Chapter 319

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## **Purpose**

The U.S. Agency for International Development (USAID) is issuing this guidance for Agency personnel and implementing partners to support the review and validation of information submitted on USAID Form 500-13, the Partner Information Form (PIF). The intent is to help with the consistent application of the definition of Key Individual and the verification that all Key Individuals are being submitted for vetting.

## **Definition of Key Individual**

USAID regulations, award provisions, and the PIF define “Key Individual” as:

1. Principal officers of the organization’s governing body (*e.g.*, chairman, vice chairman, treasurer, and secretary of the board of directors or board of trustees);
2. The principal officer and deputy principal officer of the organization (*e.g.*, executive director, deputy director, president, or vice president);
3. The program manager or chief of party for the USAID-financed program; and
4. Any other person with significant responsibilities for administration of the USAID financed activities or resources, such as key personnel as described in either Automated Directives System (ADS) Chapter 302 for contracts or ADS Chapter 303 for assistance awards.<sup>1</sup>

The first three clauses identify specific governance and management positions. The fourth clause is a broader provision that focuses on persons involved in the direct management of USAID resources.

The identification of Key Individuals is fact-specific. USAID’s implementers use a wide variety of staffing arrangements and titles, and the focus of the analysis should be on the role and responsibilities of a particular individual. In addition, people with significant responsibilities for USAID-financed activities or resources are Key Individuals.

When vetting organizations, USAID’s policy is that it will only vet Key Individuals. Any departure from this policy must be approved by USAID’s Senior Agency Vetting Official.

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<sup>1</sup> See 48 C.F.R. §§ 704.7002; 752.204-71(b); 2 C.F.R. § 701.1. This definition differs from, and is generally broader than, the definition of “Key Personnel” used in USAID Assistance and Acquisition policy, although there is often overlap.

## Applying the Definition of Key Individual

The definition of Key Individual is designed to include: (a) high-level members of a firm’s management and governance body holding positions of the type identified in the definition; and (b) personnel with significant responsibilities for administration of the USAID-financed activities or resources.

### (a) High-level members of the firm’s management and governance body (Clauses 1-2)

These categories include, but are not limited to, certain members of an organization’s governing body (*e.g.*, principal officers of the board of directors or board of trustees, including the chairman, vice chairman, secretary, treasurer, and potentially other high-level members of the board) and an organization’s principal officers (*e.g.*, president, vice president, executive director, deputy director, and potentially also the chief executive officer, chief operating officer (COO), finance manager, and chief financial officer (CFO)). The governing body typically includes those responsible for supervising, advising, and/or directing the affairs of the organization, whereas the principal officers are directly responsible for management and the day-to-day affairs of the organization, although some individuals may serve in both roles.

Position titles may vary between different forms of organization and under local law, therefore the focus should be on the individual’s role and responsibilities within the organization. The following charts describe these positions and commonly associated responsibilities. These are provided for illustrative purposes only and are not a checklist. A person that has one, some, or all of these responsibilities, by assignment or in practice, may be considered a Key Individual, even if they do not hold the specific title referenced in the definition.

**Figure 1: Principal Officers of a Governing Body**

Key Individual	Chair of Board of Directors/Trustees	Vice Chair of Board of Directors/Trustees	Secretary of Board of Directors/Trustees	Treasurer of Board of Directors/Trustees
Position Summary	Responsible for overall board activities.	Supports the Chair and assumes responsibility in Chair’s absence.	Maintains records of board actions.	Oversees and provides support to board concerning finances of organization.

<b>Illustrative Responsibilities</b>	<ul style="list-style-type: none"> <li>• Works with board to meet legal obligations.</li> <li>• Develops board meeting agendas and runs meetings.</li> <li>• Appoints committee chairpersons.</li> <li>• Represents the board and serves as spokesperson.</li> </ul>	<ul style="list-style-type: none"> <li>• Chairs major board committees.</li> <li>• Assists with officer transitions.</li> <li>• Performs special assignments.</li> </ul>	<ul style="list-style-type: none"> <li>• Prepares board meeting agendas, takes meeting minutes, and disseminates minutes.</li> <li>• Maintains board records.</li> <li>• Provides notice of board and committee meetings.</li> </ul>	<ul style="list-style-type: none"> <li>• Chairs finance committee.</li> <li>• Provides financial reports at board meetings.</li> <li>• Helps develop budget and implement financial controls.</li> <li>• Oversees investments.</li> </ul>
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**Figure 2: Principal and Deputy Principal Officers**

<b>Key Individual</b>	<b>Executive Director/President/Chief Executive Officer</b>	<b>Deputy Director/Vice President/COO/CFO</b>
<b>Position Summary</b>	Leads the organization and is accountable to the board of directors.	Supports the Executive Director and is primarily responsible for the entity’s internal or day-to-day matters.
<b>Illustrative Responsibilities</b>	<ul style="list-style-type: none"> <li>• Helps develop and implement board policy and strategies.</li> <li>• Manages staff, programs, and expansion initiatives.</li> <li>• Develops and maintains external relationships and partnerships to expand revenue and community presence and create new opportunities.</li> </ul>	<ul style="list-style-type: none"> <li>• Oversees/manages administration to ensure effective and efficient operation.</li> <li>• Identifies organizational needs, including human capital, infrastructure, and technology.</li> <li>• Builds and maintains client relationships.</li> <li>• May also oversee the finances, budget, and administrative processes, including payroll and benefits.</li> </ul>

As discussed in the next section, a person is still a key individual if s/he does not have or exercise the responsibilities listed above but is assigned or exercises other responsibilities that amount to significant responsibilities for administration of the USAID-financed activities or resources.

**(b) Personnel with significant responsibility for administration of the USAID-financed activities or resources (Clauses 3-4)**

In cases where an organization has a field office managing a USAID award, Key Individuals will include the awardee’s chief of party or program manager. In addition, persons with significant responsibilities for administration of the USAID-financed activities or resources must be vetted, which may include the Deputy Chief of Party, Finance/Grants Manager, and compliance officer.<sup>2</sup>

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<sup>2</sup> The owners of an organization and persons with signatory authority for the deposit, withdrawal, or transfer of USAID funds from or to an organization’s banking or financial accounts will be Key Individuals if they (a) are

While not all organizations will have each of these positions, these are listed as examples of the kinds of positions that may require submission for vetting. Likewise, organizations may have positions with titles that do not appear in this list, but by the nature of the duties of the position, require submission for vetting under the fourth clause. Additional examples include, but are not limited to: Regional Manager, Managing Director, Vice President of Finance, Director of Finance, Deputy Chief of Party, Finance and/or Grants Manager, Procurement Manager, Owner/Founders (that maintain active role within the entity).

If you have questions about this guidance and are engaged with a USAID vetting program, please contact the Vetting Official/Vetting Assistants assigned to that program. If you have more general questions about this guidance, please contact the USAID Bureau for Management's Central Vetting Group at [cvg@usaid.gov](mailto:cvg@usaid.gov).

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deemed to have significant responsibility for administration of the USAID-financed activities or resources; or  
(b) otherwise qualify as a Key Individual.