

West Africa Rice Development Association



***Board of Trustees  
Rules of Procedure***

West Africa Rice Development Association

WARDA

Rules of Procedure

For The

BOARD OF TRUSTEES

Approved June 1987

Monrovia, Liberia

11.496

## ARTICLE I: PREAMBLE

Section 1 The Board of Trustees of the West Africa Rice Development Association (WARDA), requires a set of rules and procedures to ensure that the Board members understand the authorities and the responsibilities of the Board as a whole and of themselves as individual members.

This document provides the Board members with background information and operating procedures, and defines the respective roles of the Board and the Director General in the management of WARDA.

Section 2 The Constitution establishing the West Africa Rice Development Association, which was revised in December, 1986, describes the status, governance and establishment of the Association as follows:

Quote From The Constitution :

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### LEGAL STATUS, STRUCTURE AND SEAT

1. The Association shall have juridical personality under international law to perform any acts appropriate to its purpose within the powers granted to it by this Constitution. It shall, in particular, have the capacity to conclude agreements, to enter into contracts, to acquire, hold and dispose of immovable and movable property, to obtain and make loans and grants and to institute legal proceedings.

2. The Association and its staff, as well as persons attending sessions of its organs in an official capacity, shall be granted in the territory of Member States the immunities, privileges and facilities which may be required for the proper exercise of the functions conferred on them by this Constitution, or by virtue of decisions taken thereunder by the appropriate organs of the Association. The scope of privileges and immunities of the Association, its property, funds and assets and its staff shall be determined, *mutatis mutandis*, in accordance with the provisions of the Convention on Privileges and Immunities of the Specialized Agencies of the United Nations.

3. The organs of the Association shall be:

- a. the Council of Ministers
- b. the Board of Trustees
- c. the Secretariat.

4. The Association shall have its seat in the territory of a Member State. The Council of Ministers shall be empowered to change the seat of the Association, upon recommendation of the Board of Trustees. The Association shall enter into appropriate arrangements with the Government of the Host State concerning the status of the seat of the Association. Unquote.

Section 3 Article VIII paragraph 7 of the Constitution states "The Board of Trustees may adopt and amend rules of procedure which shall be consistent with the provisions of the present Constitution".

Section 4 In accordance with the authority given to the Board in the aforesaid Constitution, the Board of Trustees hereby establishes and promulgates rules of procedure for its work.

Section 5 These rules of procedure were approved by the Board at the annual meeting of 1-5 June 1987. Any revision of these rules shall require Board approval.

Section 6 The original Constitution gave the title of Executive Secretary to the senior administrative staff member of the Association. In 1986 the title was changed to Director General. In this context the Secretariat listed in Paragraph 3 of the constitution is understood to mean the office of the Director General and that this is the executing organ of the Association.

Section 7 In both the text set out above and the rules set out below,

"Association" is the West Africa Rice Development Association,  
"Board" is the Board of Trustees of the Association,  
"CGIAR" is the Consultative Group on International Agricultural Research.

## ARTICLE II: EXERCISE OF POWERS

Section 1 The Board of Trustees is given the following specific functions by the WARDA constitution:

- a. to consider and approve the annual Program and Budget of the Association;
- b. to monitor the activities of the Association and its progress towards the achievements of its goals;
- c. to ensure the integrity of the financial management and accountability of the Association, and to appoint the External Auditor of the Association;
- d. to consider and approve the personnel, financial and administrative policies and regulations of the Association;
- e. to nominate and select a candidate to the position of Director General for appointment by the Council of Ministers; any national of the Region, irrespective of residence status, being entitled to apply for candidature;
- f. to ensure that Senior Professional staff are selected by the Director General through appropriate international recruitment procedures;
- g. to create such committees and bodies as may be necessary to facilitate its work.

The Board of Trustees shall consider any other matter referred to it by the Council of Ministers or proposed by any Member of the Board of Trustees if that item is approved on the agenda for the meeting.

Section 2. The Board is also aware that it is expected by both the Council of Ministers and the CGIAR to assume the same kind of responsibilities for the work of WARDA that are carried by the Boards of all other centers supported by the CGIAR. It therefore has the double task of implementing the specific authorities assigned to it in the constitution, and meeting the broad expectations of the international scientific and donor community as voiced through the CGIAR. The Board accepts both of these tasks which are completely congruent. It will conduct its business with full appreciation of the support and guidance of the Council of Ministers, and of the opportunities offered for close collaboration with the member states and their institutions. It will

also bear constantly in mind the need to meet the high standards set by the CGIAR in all aspects of the work of WARDA.

Section 3: The Board of Trustees shall communicate with the Council of Ministers through the Chairman of the Board, or through such other members of the Board as may be designated by the chairman to handle any specific issue or occasion.

### ARTICLE III: BOARD MEMBERSHIP

Section 1 The Board of Trustees shall consist of 12 members as follows:

- a. Six members, including the Director General, being nationals of Member States;
- b. Six members not being nationals of Member States.

Section 2 The members of the Board of Trustees shall be appointed as follows:

- a. Members who are nationals of Member States, except the Director General, shall be nominated by their respective Member States. Final selection and appointment is the responsibility of the Board of Trustees.
- b. Members who are not nationals of Member States may be nominated by the CGIAR or others and shall be selected and appointed by the Board of Trustees;
- c. the Director General shall be appointed in accordance with the provisions of Articles VI. 3 (a) and IX.1 of the Constitution.

Section 3 Members of the Board of Trustees shall be qualified in such fields as agricultural sciences, technology, training, finance and administration, and management and other appropriate fields as determined by the Board of Trustees. All members of the Board of Trustees shall be selected in their personal capacity and appointed for a term of up to three years, renewable only once.

Section 4 Nominations for new members shall be reviewed at the annual meetings of the Board, and selection, having

full regard for any limitations imposed, shall be by majority decision. The selection in respect of nominations received from the CGIAR Secretariat for vacancies to be filled by the CGIAR shall be notified to the CGIAR Secretariat and shall be subject to agreement by the CGIAR. Notification of selection shall be conveyed directly to the selected member by the Chairman of the Board.

Section 5 The office of a Trustee shall be vacated if:

- a. by notice to the Director he/she resigns from the office;
- b. he/she be requested in writing by all co-Trustees to resign.

#### ARTICLE IV: BOARD MEETINGS

Section 1 An annual meeting of the Board shall be held in March or April each year, unless an alternate date is designated by the Board.

Section 2 An extraordinary meeting of the Board may be called by the Chairman on the request of half of its members. The business of any extraordinary meeting shall be limited to the purpose specified in the notice of the meeting.

Section 3 The meetings of the Board shall be held at the headquarters of the Association, or at such other places as the Board or Chairman may decide as appropriate.

Section 4 The annual meeting of the Board shall be held on at least sixty (60) days written notice. Any other meetings of the Board shall be held on at least thirty (30) days cabled notice. Notices shall state the time and place of the meeting, and shall be signed by the Chairman.

Section 5 A simple majority of the Board (not counting vacancies) shall constitute a quorum for the transaction of business.

Section 6 In the absence of the quorum as established in Section 5 above, those present shall adjourn the meeting and a new written notice shall be sent out.

- Section 7 In the event a Board decision is required between meetings, the Chairman is authorized to ask members to vote by mail.
- Section 8 The Chairman, independently or on the advice of the Director General, may invite such advisers or observers to the meetings of the Board as he may decide. The Chairman, the Director General, or at least two other members present at the meeting may cause any item on the agenda to be heard in closed session, in the absence of the advisers or observers.
- Section 9 Board meetings shall be conducted in accordance with recognized rules of procedure. Decisions of the Board are taken by majority of the members present. For purposes of voting, each member present has one vote and in the event of a tie the Chairman has a casting vote.
- Section 10 A secretary shall be provided by the Association, upon appointment by the Board, to assist in the conduct of meetings and recording of minutes.

#### ARTICLE V: OFFICERS AND COMMITTEES

- Section 1 The officers of the Board shall be the Chairman and, Vice Chairman and such other officers as the Board shall see fit to designate.
- Section 2 The Chairman and Vice Chairman of the Board, who shall be chosen from the Board membership, shall be elected by majority vote for a term of not more than three years and shall be subject to reconfirmation each year at the annual ordinary meeting of the Board. The Chairman, or in his absence or disability, the Vice Chairman, shall preside at all meetings of the Board and supervise all matters with which the Board is concerned. In the absence or disability of both the Chairman and Vice Chairman, the members of the Board shall designate from among their own number an acting Chairman.
- Section 3 To accomplish its work the Board will have the following committees: Executive, Program, and Nominating Committees.

#### ARTICLE VI: EXECUTIVE COMMITTEE

- Section 1 The Executive Committee shall have the duty to ensure the implementation of policies and decisions



laid down by the Board, to review material for Board consideration and otherwise to exercise powers and perform duties specifically delegated by the Board.

Section 2 The Executive Committee shall also be responsible for advising the Board on all matters relating to the Association's finances. To this end, it shall:

- a. Review budgets prepared and submitted to it by the Director General;
- b. Review audited annual financial statements, reports of auditors and management letters issued by the external auditors; meet with the external auditors (without members of WARDA management).
- c. Recommend to the Board the auditors to be considered for appointment;
- d. Submit to the Board a report commenting on the budget and financial management activities of the Association;
- e. Study financial resources and consider actions by the Board or the Director General to obtain the funds required for implementing the Association's programs;
- f. Regularly review WARDA investment policy;
- g. Review and approve investment policies, the types of investment instruments and the specific institutions into which funds may be invested. A report on all investments shall be made at each Executive Committee meeting;
- h. Approve signing authority for major bank accounts;
- i. Review and recommend limits to overdraft agreements.

Section 3 The Executive Committee of the Board shall comprise the Board Chairman, Vice Chairman, Director General, Chairman of the Program Committee and one other Board member.

Section 4 The Executive Committee shall meet at least twice per year, upon call of its Chairman or upon request of Committee members or the Director General. The approved minutes of meetings of this Committee shall be circulated to all Board members. Committee decisions shall be subject to ratification by the Board unless specifically delegated in advance.

#### ARTICLE VII: PROGRAM COMMITTEE

Section 1 The Program Committee shall be responsible for advising the Board on research strategy and policy matters

concerning program planning and execution, including research, and documentation activities. To this end, it shall:

- a. comment on plans and reports prepared and submitted to it by the Director General;
- b. examine, upon the advice of the Director General, proposals for activities put forward to the Association by third parties;
- c. propose subjects for research and training;
- d. consider annual progress in the work of the Association and periodically review all major, long-term activities;
- e. review the program and its budget implications prior to consideration by the Board;
- f. study any other matters brought to its attention by the Board;
- g. submit to the Board an annual report commenting on the objectives and value of the various programs and activities of the Association, with reference to costs and benefits, staffing and the financial resources and facilities available.

Section 2 The Program Committee shall consist of:

- a. Board members appointed each year by the Board from among its members (other Board members having the right to attend Program Committee meetings by giving advance notice of intent to attend);
- b. a Chairman of the Committee selected by the Board Chairman after consultation with members of the Board;
- c. the Director General, ex officio;
- d. such advisers as consultants and observers as the Chairman of the Program Committee and Director General may jointly invite to attend meetings appropriate to the items under consideration.

Section 3 The Program Committee shall meet at least once a year. Although meetings will normally be held at headquarters, it may be desirable to hold meetings in other countries, particularly those in which WARDA is undertaking or proposing to undertake research or other work.

The Chairman of the Program Committee shall report a schedule of intended meetings and reviews at each annual ordinary meeting of the Board and shall be

guided by the Board in the selection of the program activities for review.

Section 4 Each full Committee meeting shall begin with a review of the record of the previous meeting. Upon the request of the Committee Chairman, papers covering agenda items may be prepared by the Director General, his staff, a member of the committee or an adviser, and shall be circulated to all members before meetings are held. The Director General shall report progress made in implementing previous decisions of the Board on the basis of the recommendation of the Committee. The approved minutes and reports of Committee meetings shall be circulated to all those attending meetings (members and advisers) and to all members of the Board. Conclusions and recommendations shall be transmitted formally to the Board by the Committee Chairman after which they shall generally be circulated to staff.

#### ARTICLE VIII: NOMINATING COMMITTEE

Section 1 The Nominating Committee shall be responsible for nominating candidates for election to the Board. The Committee shall implement the actions indicated under ARTICLE III. To this end it shall:-

- a. review future vacancies and advise the Board on the need for election of new members at least one year in advance of the scheduled election;
- b. advise the Board on qualifications that may be required on a regional or scientific basis and receive direction from the Board on what qualifications are to be used for selecting nominees for particular seats on the Board;
- c. seek and review potential candidates.

Section 2 The Nominating Committee shall consist of three members at large appointed each year by the Board.

Section 3 The Nominating Committee shall meet at least once per year and more often when required. The Committee Chairman shall report on the activities of the Nominating Committee at each annual meeting of the Board.

The Nominating Committee shall use all possible resources to find the best available candidates. The Committee may ask Committee members or members of the Board to interview potential nominees. The Board Chairman may authorize travel or other expenses if he deems it necessary to obtain information concerning potential nominees.

When the Committee has decided on the nominees it shall distribute complete information about each nominee to all members of the Board. This information should be available before the date of the election. Normally, the Committee shall nominate one person for each vacancy.

#### ARTICLE IX: BOARD AND COMMITTEE DOCUMENTS

- Section 1 The Secretary, named by the Board, shall have responsibility for recording of proceedings at annual meetings of the Board. The same services shall be available at extraordinary meetings of the Board and at Committee meetings.
- Section 2 Upon confirmation of the record of the meeting, incorporating such written or verbal amendments as the majority shall decide, the record of the meeting shall be signed in duplicate by the Chairman or Vice Chairman as a correct record and two signed copies deposited under lock and key in a place reserved for this purpose at the Association's headquarters. Annexed to signed records shall be complete sets of the background documents with an identification number for the meeting concerned.
- Section 3 Records of all Committee meetings signed by the Chairman concerned shall be deposited in duplicate together with complete sets of background documents, in the same place as are kept records of Board meetings.
- Section 4 The signatory of any record shall, at the time of signature, indicate the circulation that the record concerned shall have and any restriction that shall be placed on its release outside this circulation list. Any request for sight of such a document from outside its indicated circulation shall be referred for decision to the Chairman of the Board.

Section 5 Unless specifically excluded from circulation outside the Board membership, one copy of the approved record of each Board meeting shall be deposited with the CGIAR Secretariat.

#### ARTICLE X: FINANCES OF THE BOARD

Section 1 Each program and budget document prepared by the Director General shall have a budget item for the operation of the Board and its Committees. This item shall be based on such information as shall be provided to the Director General by the Board and Committee Chairmen and shall be reviewed and approved by the Board at its annual ordinary meeting.

Section 2 The Director General shall notify the Chairman of the Board of expenditures for the Board and Committee operations and shall draw the attention of the Chairman to any actual or likely overexpenditure. It shall be the responsibility of the Chairman to advise the Director General whether to accept overexpenditure under this head or to advise the Board members and Committee Chairmen of any specific action required of them to reduce expenditures.

Section 3 Allowances and honoraria and other benefits due to the Board and Committee members for services rendered to the Association shall be established and reviewed periodically by the Board, and a current schedule shall be annexed to these Rules which shall be the basis on which the Chairman shall authorize payments to the Board and Committee members.

#### ARTICLE XI: RESPONSIBILITIES OF THE BOARD AND COMMITTEE MEMBERS

Section 1 Acceptance of membership of the Board or one of its Committees shall imply acceptance of these Rules and of the need and obligation to act always according to the best interests of the Association.

Section 2 The duties and responsibilities of the Board as a whole shall extend in all respects to individual members of the Board and its Committees. In particular, it is expected that the Board and Committee members shall seek every opportunity to

act as emissaries of the Association with donors and the governments served, and shall seek to explain how the Association meets its mandate. It is further expected that Board and Committee members shall faithfully prepare for and attend meetings of the Board or its Committees and shall give of their best advice and experience at such meetings.

Section 3 The Chairman of the Board may delegate special responsibilities to members as circumstances require.

Section 4 The personnel policies and procedures of WARDA define how staff grievances are to be resolved by the management. If a staff member has exhausted all administrative means within the normal management system and feels that a review by the Board is justified, the grievance may be submitted in writing to the Chairman of the Board through the Director General. The Chairman shall bring the matter to the Executive Committee for review and action. The decision of the Committee on the issue shall be final.

Section 5 No Board or Committee member shall commit the Association financially beyond the costs of attendance at the Board or Committee meetings at the rates laid down in the schedule approved by the Board without prior approval of the Chairman of the Board.

Section 6 Board members are expected not to disclose any confidential information concerning discussions or decisions of the Board.

#### ARTICLE XII: DIRECTOR GENERAL

Section 1 The Director General shall be appointed by the Council of Ministers for a term of up to five years, renewable only once, on terms and conditions as shall be recommended by the Board of Trustees.

Section 2 The Director General shall directly manage and administer the affairs of the Association in accordance with the current Constitution and the policies and instructions of the Board.

Specifically, the Director General shall be responsible to:

- a. develop, for annual review by the Board, a program of activities which conforms to the Board policy and the mandate of the Association;
- b. maintain a qualified staff, appropriate to the activities of the Association, and provide for their efficient management;
- c. develop and maintain effective liaison with the officials and governments of the countries served by the Association;
- d. prepare and publish an Annual Report of the Association's activities, including a financial statement and reference to administrative changes and scientific advances;
- e. advise and, as requested, assist the Chairman of the Board in the preparation of agenda and documentation for meetings of the Board of Trustees and of the Council of Ministers;
- f. keep the Chairman informed in all matters of consequence that relate to the Association,
- g. designate an acting Director General who shall serve for any period that the Director General is absent or disabled and who shall assume full responsibilities for the duties described above.

Section 3 If the Director General is unable due to disability to name an acting Director General, the Chairman of the Board shall have the authority to do so. If the Director General will be absent continuously for more than six weeks an acting Director General shall be named in consultation with the Chairman.

ANNEX 1: HONORARIA AND BENEFITS DUE TO MEMBERS OF THE BOARD  
OF WARDA AND ITS COMMITTEES

1. Members of the Board shall be entitled to an honorarium for time spent participating in the Board and Committee meetings. This honorarium shall be fixed from time to time by the Board. It shall be payable in respect of the days actually involved in the Board and Committee meetings.
2. The Chairman shall qualify for an honorarium in the case of extra time spent on WARDA affairs over and above the Board and Committee meetings. Any such request shall be made to the Executive Committee.
3. Any Board member may qualify for an honorarium for days used to prepare for a committee meeting or for other WARDA business. Any such request for payment will be made to the Chairman of the Board.
4. Board members shall be provided with Business or Economy class travel to Board and Committee meetings. Travel costs and living expenses shall be paid while in travel status and while attending meetings or while on WARDA business in accordance with rules fixed by the Board.





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