Rules of Procedure of the Consortium Board

1 As adopted by the Consortium Board at its first meeting (CB1), 1-3 March 2010, DP 14, and amended at its Twentieth Meeting, 11 May 2015 (CB/B20/DP02)
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1. **Scope of the Rules of Procedure and definitions**

1.01. These Rules of Procedure are subject to, and shall be construed in conformity with, the Constitution\(^2\) of the Consortium.

1.02. In these Rules of Procedure –

   “Consortium” means the Consortium of International Agricultural Research Centers supported by the Consultative Group on International Agricultural Research;

   “Board” means the Board of the Consortium;

   “Chair” means the Chair of the Board;

   “Vice-Chair” and “Vice-Chairs” means the Vice-Chair or Vice-Chairs of the Board.

2. **Non-liability of Members of the Board**

2.01. No Member of the Board shall be personally liable for the debts, liabilities, or obligations of the Consortium.

2.02. The Board shall ensure that adequate provision is made for the indemnification by the Consortium of Members of the Board against liability for acts carried out by them in the performance of their functions as Members, other than acts of gross negligence or criminal intent.

3. **Meetings of the Board**

3.01. **Regular meetings.** Regular meetings shall be held at such times as the Board shall determine, provided that the Board shall hold at least two regular meetings a year.

3.02. **Special meetings.** Special meetings shall be held:

   (i). By decision of the Board;
   (ii). By decision of the Chair;
   (iii). On the written request of seven or more of the Members of the Board; or
   (iv). On the written request of three-quarters of the Member Centers.

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3.03. **Electronic meetings.** Additional meetings of the Board may be held as necessary by teleconference or other electronic means, and shall normally be held at least once every two months.

3.04. **Place of meetings.** The meetings of the Board shall be held at the Headquarters of the Consortium, unless otherwise decided by the Board.

3.05. **Date of Meeting:**

   (i). Each regular meeting normally shall be held on a date fixed by the Board at the previous meeting.

   (ii). Unless otherwise determined by the Chair after consultation with the members of the Board, special meetings of the Board shall normally be convened within four weeks of the receipt by the Secretary of the Board of a valid request for such a meeting, at a date and place fixed by the Chair of the Board in consultation with the CEO.

3.06. **Notification of date of opening:**

   (i). Meetings of the Board shall be convened by written notification from the Chair, or by the CEO or the Secretary of the Board at the direction of the Chair.

   (ii). Such notification shall be sent:
   
   a. in the case of a regular meeting, at least four weeks in advance;
   b. In the case of a special meeting at least two weeks in advance.

4. **Representation and Attendance**

4.01. **Members of the Board:**

   (i). The members of the Board serve in a personal capacity and are not considered, nor do they act as, official representatives of governments or organizations.

   (ii). No individual member may be represented by a substitute at meetings.

4.02. **Observers:**

   The Chair on behalf of the Board and acting in accordance with the policy established by the Board may invite observers, individuals or representatives of pertinent or interested organizations to attend and, as appropriate, participate, fully or temporarily in meetings of the Board without the right to vote. The Chair will determine when Board meetings should be held in closed session or when attendance should be otherwise restricted.
5. **Standards of performance of Members of the Board**

5.01. Each Member of the Board shall, on taking office:

(i). Make a written commitment to act on all matters concerning the Consortium and the functioning of the Board with the proper interests of, and loyalty to, the Consortium in mind; and

(ii). Disclose in writing his or her membership of other bodies relevant to the operation of the Consortium.

5.02. The Members of the Board shall make every reasonable effort to participate in all meetings of the Board.

5.03. In the event that a member of the Board fails to attend more than two consecutive meetings of the Board, the membership of the Board member concerned may be reassessed by the Chair, who may request the Board member’s voluntary resignation or recommend to the Board that the Member be removed.

5.04. The Members of the Board are expected to prepare adequately for all Board meetings and relevant meetings of subsidiary bodies: a significant time commitment is expected.

5.05. Each Member of the Board shall, in the performance of his/her functions as a Member, conduct himself/herself with due care and diligence and shall abstain from any acts of fraud, negligence or criminal intent.

5.06. Each Member of the Board shall preserve the confidentiality of information of a confidential nature to which he or she has had access during the performance of his/her duties.

5.07. No Member of the Board shall use any confidential information to which he or she has had access during the performance of his/her duties for his or her financial gain or other direct or indirect advantage.

5.08. No Member of the Board shall take part in any decision of the Board on a matter in which he or she, or any member of his or her family, has a personal financial interest. A Member of the Board shall declare any such financial interest to the Chair wherever possible before the meeting at which the matter is to be discussed.

5.09. Should a Member of the Board have an interest, other than a financial interest, relative to any business before the Board that he or she considers may pose a potential conflict of interest, he or she shall declare it to the Chair who will decide on the extent of the member's allowable participation in the Board's deliberation on that business.
6. **Performance review by the Board**

   6.01. The Board shall review periodically its own performance and shall take such action as may be necessary to improve it.

7. **Chair of the Board**

   7.01. **Functions of the Chair:**

   (i). The Chair shall perform the functions assigned to her or him by the Constitution, by these rules and by the Board.

   (ii). The Chair shall devote such time as may be necessary to ensure the effective functioning of the Board.

   (iii). The Chair shall preside over all meetings of the Board and shall supervise all matters with which the Board is concerned. He or she shall provide leadership to the Board and ensure its proper performance.

   7.02. **Functions of the Vice-Chair of the Board:**

   (i). The Vice-Chair shall perform the functions assigned to her or him by these rules or by the Board, as well as those delegated to her or him by the Chair.

   (ii). A Vice-Chair shall preside at meetings of the Board in the event that the Chair cannot be present or is otherwise unable to act as Chair, and in such an event shall have the same powers and responsibilities as the Chair.

   7.03. **Acting Chair of the Board:**

   If both the Chair and the Vice-Chair or Vice-Chairs of the Board cannot be present at a meeting of the Board or are otherwise unable to act, the Board shall elect an Acting Chair, who shall preside over the meeting and shall exercise the same powers and responsibilities as the Chair at that meeting.

8. **Secretary of the Board**

   8.01. The CEO, in consultation with the Chair, shall appoint a staff member of the Consortium to act as Secretary of the Board.

   8.02. The CEO shall act as Secretary of the Board until such time as he or she has appointed another staff member of the Consortium to act as Secretary of the Board.
8.03. The main responsibilities of the Secretary of the Board include:

(i). Attending meetings of the Board;

(ii). Maintaining a full set of official documents pertaining to the Board, including the official records of meetings of the Board and subsidiary bodies established by the Board;

(iii). Serving as secretary at meetings of the Board and subsidiary bodies of the Board;

(iv). In coordination with the Chair and the CEO, notifying Board members of meetings of the Board and its subsidiary bodies;

(v). Coordinating and distributing papers and other relevant documentation for meetings of the Board and subsidiary bodies;

(vi). Maintaining the Board Policies and Procedures Manual; and

(vii). Assisting the Chair and members and the Chairs and members of subsidiary bodies of the Board in logistical arrangements; and

(viii). Performing such other functions, including record keeping functions, as the Board may request.

9. Agenda

9.01. Provisional agenda:

(i). The Chair, in collaboration with the CEO, shall draw up the provisional agenda for each meeting of the Board. The provisional agenda may include a consent agenda, consisting of non-controversial items that do not need to be discussed by the Board but that require formal Board adoption.

(ii). The provisional agenda for each ordinary meeting shall include all items required by these rules or proposed, not later than six weeks before the commencement of the session, by:

   a. the Board;
   b. the Chair and any other member of the Board;
   c. a subsidiary organ of the Board;
   d. the Member Center or Fund Council observer; or
   e. the CEO.
(iii). Items may be removed from any consent agenda on the request of any one Member of the Board. Items not removed shall be submitted as a group for adoption by the Board without discussion. Removed items may be taken up either immediately after or placed later on the agenda at the discretion of the Board.

9.02. **Supplementary items.** Any Member of the Board may, in writing or by electronic means of communication not later than five weeks before the commencement of the session, propose supplementary items to be included in the provisional agenda for an ordinary meeting of the Board.

9.03. **Preparation of materials.** The CEO, in collaboration with the Chair, shall prepare the documentation for Board meetings.

9.04. **Communication of provisional agenda.** The Secretary to the Board shall communicate the provisional agenda including the supplementary items for each meeting and the documentation relating to items thereon to the members of the Board and other participants by electronic means at least two weeks before the commencement of a regular meeting and at least two weeks before a special meeting.

9.05. **Adoption of the agenda:**

(i). At the beginning of each meeting the Board shall adopt the agenda for that meeting on the basis of the provisional agenda.

(ii). During a meeting the Board may revise the agenda by adding, deleting, deferring or amending items.

10. **Transparency**

The Secretary to the Board shall ensure that:

(i). The provisional agenda of each meeting of the Board is posted on the website of the Consortium in advance of the meeting; and

(ii). The summary record of the meeting is posted on the website of the Consortium as soon as possible after the meeting. The summary should be an excerpt of the full minutes (key decisions) as approved by the Board Chair.

11. **Conduct of Business**

11.01. **Quorum.**

A majority of the members shall constitute a quorum for Board Meetings.
11.02. **General powers of the Chair of the Board:**

(i). In addition to exercising the powers conferred upon her or him by the Constitution and Rules of Procedure, the Chair shall declare the opening and closing of each meeting of the Board, direct the discussion, ensure observance of these rules, accord the right to speak, put questions to the vote and announce decisions. The Chair, subject to these rules, shall have complete control of the proceedings of the Board and over the maintenance of order at its meetings. He or she shall rule on points of order and may propose to the Board the adjournment of a meeting.

(ii). The Chair, in the exercise of his or her functions, remains under the authority of the Board.

11.03. **Points of order:**

(i). A member may at any time raise a point of order, which shall be immediately decided by the Chair in accordance with these rules. A member may appeal against the ruling of the Chair. The appeal shall be immediately put to the vote, and the ruling of the Chair shall stand unless overruled by a majority of those members casting an affirmative or negative vote.

(ii). A member may not, in raising a point of order, speak on the substance of the matter under discussion.

11.04. **Motions.**

A member may present any of the following motions, which the Chair may put to the vote with or without debate and which shall have precedence in the indicated order over all proposals and other motions before the meeting:

(i). to suspend the meeting;
(ii). to adjourn the meeting;
(iii). to adjourn the debate on the item under discussion; or
(iv). to close the debate on the item under discussion.

11.05. **Reconsideration of proposals.**

When a proposal has been adopted or rejected, it may not be reconsidered at the same session unless the Board, by a three-fourths majority of the members casting an affirmative or negative vote, so decides.
12. **Voting**

12.01. **Voting rights**

(i). Each Member of the Board shall have one vote.

(ii). In the case of a tied vote, the vote of the Chair (or Vice-Chair if the Chair is absent) shall be deciding.

(iii). Members may vote by proxy through another Board member, provided that the intention to vote by proxy is communicated to the Chair at least three working days prior to the meeting at which the proxy vote is to be cast.

12.02. **Majority required:**

(i). All decisions shall normally be reached by consensus. If all efforts to reach a consensus on a particular matter have been exhausted and no agreement has been reached, the Chair may either adjourn the debate on the matter or put the proposal to a vote.

(ii). Where the Chair of the Board puts a proposal to a vote, the majority required, unless otherwise specified in the Constitution or in these rules, shall be a majority of those voting members casting an affirmative or negative vote. Members who abstain from voting are considered as not voting.

12.03. **Method of voting:**

(i). Subject to paragraph (ii) of this Section, the Board shall normally vote by show of hands, but any member may request a roll call.

(ii). Voting in the case of elections shall be by secret ballot.

(iii). The Board may decide to conduct voting by secret ballot on any other matter at any time.

12.04. **Conduct during voting.**

The Chair shall announce the commencement of voting, after which no Member shall be permitted to intervene until the result of the vote has been announced, except on a point of order in connection with the process of voting.

12.05. **Voting without meeting.**

Whenever the Chair, after consultation with the Vice-Chair or Vice-Chairs, considers that a decision on a particular question should not be postponed until the next regular meeting
of the Board and does not warrant the calling of a special meeting, the Secretary to the Board shall transmit to each Member, by any rapid means of communication, a motion embodying the proposed decision with a request for a vote. Votes shall be cast during such period as the Chair prescribes. At the expiration of the established period, or of any extended period the Chair may prescribe, the Secretary to the Board shall record the results and notify the members. The motion shall be considered by the Board only if all Members express themselves and will be adopted by a majority of the Members.

13. **Subsidiary bodies**

13.01. All Committees, working groups, advisory panels or other subsidiary bodies established by the Board shall be established with defined terms of reference and deliverables.

13.02. The Board, on the recommendation of the Chair, shall appoint a qualified candidate to chair each subsidiary body taking into account the purpose and mandate of the subsidiary body concerned.

13.03. The terms of reference and membership of any permanent subsidiary body established by the Board shall be annexed to these Rules of Procedure.

13.04. The provisions of these Rules of Procedures shall apply to the procedure of any committee, working group, advisory panels or other subsidiary body established by the Board, as appropriate, subject to such modifications as the Board may decide.

13.05. The Chair may attend meetings of all committees, working groups, advisory panels or other subsidiary bodies of the Board, but shall not have a vote in such meetings.

14. **Miscellaneous Provisions**

14.01. **Records:**

Summary records of the meetings of the Board shall be made and kept by the Secretary to the Board. Records may also be made and kept of the meetings of committees, working groups, advisory panels or other subsidiary bodies of the Board if the Board so decides. There shall be no verbatim records of meetings.

14.02. **Records - preparation and adoption**

(i). The Secretary to the Board shall prepare draft minutes of each meeting of the Board within 10 business days of the closure of the meeting, setting out, inter alia, any recommendations, advice and decisions adopted as well as the principal reasons therefore.
(ii). The draft minutes shall be copied to all members of the Board, for their approval.

(iii). The Board Chair will make a statement on the results of the meeting soon after the meeting finishes. The Board Members will be given the opportunity to respond. The comments will be circulated and the Board Chair will consider members comments and give final approval of the minutes.

(iv). The approved minutes of each meeting of the Board shall be communicated to all Member Centers and the Fund Council and shall be made available to the general public within 10 business days of their approval.

(v). The Consortium Office shall support the Board by providing the required documents and by coordinating communications as required.

(vi). Approved minutes of all Board meetings shall be retained in the permanent records maintained by the Consortium Office.

14.03. Language:

English shall be the official language of the Board.

14.04. Privacy of meetings:

(i). Meetings of the Board and of its subsidiary bodies shall be held in open or closed sessions.

(ii). Participation in closed sessions is normally restricted to Members of the Board. As may be necessary, however, the Chair may invite other relevant persons to attend closed sessions.

(iii). The Chair will determine when Board meetings shall be held in closed session. Closed sessions shall be announced in advance and shall be indicated, whenever possible, on the agenda of the meeting. In determining closed sessions, the Chair of the Board will make a distinction between closed sessions for outsiders and for staff of the Consortium, and shall determine whether observers are to be excluded from the session. Matters concerning the performance of the Chief Executive Officer shall be discussed in closed session, at which the Chief Executive Officer may also be excluded.

14.05. Mode of Travel, and reimbursement of costs to members for Board business.

The Board shall adopt and periodically review regulations governing the mode of travel, and the reimbursement of costs incurred in connection with Board members' attendance
at meetings of the Board and its subsidiary bodies. Such regulations shall be circulated to Member Centers and shall be annexed to these Rules of Procedure.

15. Amendment and Suspension of Rules of Procedure

These Rules may be amended or suspended by the affirmative vote of at least two-thirds of all members entitled to vote, provided that the amendment or suspension is in conformity with the Constitution of the Consortium and that 24 hours’ notice of the proposal for amendment or suspension has been given. The requirement of 24 hours’ notice may be waived if no member objects.