Rules of Procedure
CGIAR Fund Council

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1. Introduction

CGIAR is a global research-for-development partnership among donors, international agricultural research centers, and their partners aimed at reducing poverty and hunger, improving health and nutrition, and enhancing ecosystems resilience in developing countries. At its Business Meeting in December 2009 participants endorsed the CGIAR Joint Declaration, the framework of overarching principles and conduct for a New CGIAR.

Financial support for the CGIAR is harmonized through a multi-donor trust fund (the CGIAR Fund) intended to serve as a strategic financing facility for multiyear support of CGIAR research. The CGIAR Fund is administered by the International Bank for Reconstruction and Development (the World Bank or Trustee), serving as a limited fiduciary agent under its applicable policies. CGIAR research is harmonized through a Strategy and Results Framework (the SRF) and a coherent portfolio of comprehensive, thematic programs (Mega Programs) developed as a research-for-development agenda under the SRF and designed to achieve tangible objectives, effective partnerships and measurable results.

Implementation of the SRF through Mega Programs and other research efforts is harmonized through a legal entity (the Consortium) established by the CGIAR-supported research centers (the Centers) to provide leadership to and coordination of activities among the Centers and to serve as the focal point for fiduciary responsibility for the programs and activities financed through the CGIAR Fund.

Funding for CGIAR activities and entities comes from countries and organizations, including foundations, multinational agencies, and nongovernmental organizations (CGIAR Donors). Some donors provide part or all of their funding to CGIAR Centers directly, through bilateral arrangements outside the CGIAR Fund (Bilateral Donors).

The Fund Council comprising representatives of all contributors to the Fund (CGIAR Fund Donors) and several stakeholders (collectively, the Members) is the decision-making body for the CGIAR Fund and has the membership terms and roles and responsibilities set forth in the Framework for the CGIAR Fund, approved by the CGIAR at its Business Meeting in December 2009. These rules of procedure apply to the conduct of business by the Fund Council.

2. Frequency, Place, and Notice of Meetings

The Fund Council meets face-to-face twice a year and can hold additional meetings as necessary at times and venues decided by the Chair after consulting its Members. The Fund Council discusses, prior to the closing of each meeting, the timing and venue of the next meeting. Members may, if necessary and feasible, participate in face-to-face meetings by videoconference or teleconference.
The Executive Secretary gives notice to all Members of the dates and venue of each face-to-face meeting, together with a provisional agenda, at least four weeks prior to the first date of the meeting, unless such notice period is waived by the Members for urgent business.

The Fund Council may also conduct business electronically between meetings, including decision-making through no objection procedures conducted by the Executive Secretary at the Chair’s direction for reasonable periods that also allow for consultations within constituencies eligible for membership in the Fund Council.

3. **Representation and Participation**

Members shall attend all Fund Council meetings. A Member may designate an alternate, if such Member is unable to attend a Fund Council meeting.

Each Fund Donor whose representative is identified to serve as a Fund Council Member, and each other entity entitled to Fund Council representation, informs the Executive Secretary of the name and contact details of the individual selected to serve as its Fund Council Member and any changes to such name or contact details.

Members inform the Executive Secretary of the names and contact details of their designated alternates. Any reference in these Rules to a Member is deemed to include the respective alternate for such Member.

Any Fund Donors who are not Members may attend Fund Council meetings as observers after informing the Executive Secretary of the names and contact details of the individuals who will be attending, provided such information is communicated to the Executive Secretary at least ten days in advance of the meeting. The Chair may also invite representatives of CGIAR stakeholders or partners to attend Fund Council meetings as observers, following consultation with Members. The Chair of the ISPC, the Chair of the Consortium, the CEO of the Consortium, and a representative of the Trustee have standing invitations to attend Fund Council meetings as observers, unless informed by the Chair that a specific meeting is closed. Observers may be invited by the Chair or ask for the floor to make verbal interventions, but do not participate in decision-making or executive sessions.

Fund Office staff and other resource persons identified by the Executive Secretary may attend Fund Council meetings to provide support to the Fund Council.

4. **Selection and Role of Representatives of Constituencies**

In the event that the number of Fund Donors in a constituency eligible for membership in the Fund Council exceeds the number of Fund Council seats allotted to that constituency, all Fund Donors making up that constituency will caucus to identify their representative(s) and the order of rotation. If requested by the constituency, the Fund Office can assist with the caucusing process.
Members representing a constituency act on behalf of the constituency and are responsible for consulting with the Members of the constituency about pending decisions by the Fund Council, including by no objection, and for keeping them informed of the Fund Council’s actions, particularly as regards the interests of the constituency. If requested by the constituency, the Fund Office can assist in facilitating intra-constituency communication.

5. Quorum

A quorum for any Fund Council meeting is two-thirds of the Fund Council members. The Executive Secretary verifies a quorum at the beginning of each meeting.

Any meeting without the necessary quorum may not make decisions and may be adjourned by the Chair.

6. Agenda

The provisional agenda for each Fund Council meeting is presented to Members by the Executive Secretary, following its review by the Chair.

Any Council Member may propose a change or addition to the provisional agenda by notifying the Executive Secretary within one week from the receipt of the provisional agenda. Such proposed change or addition is considered and incorporated as appropriate, in time for transmission of a revised provisional agenda and any related materials to the Fund Council Members at least two weeks prior to the first date of the meeting.

The Fund Council adopts the agenda for the meeting at the beginning of each meeting. Any agenda item that is not completed at a meeting is automatically included in the provisional agenda of the next meeting, unless otherwise decided by the Fund Council.

7. Transmittal of Documents

The Executive Secretary shall transmit to all Members (i) the final provisional agenda, and (ii) documentation relating to the final provisional agenda of any meeting at least two weeks prior to the first date of the meeting. Observers to a Fund Council meeting receive the same documents as Members, unless otherwise decided by the Chair.

8. Chair

The Fund Council Chair is nominated by the World Bank President from among the Vice Presidents of the World Bank, after informal consultation with the Fund Donors. The Fund Council acts on the nomination at the following meeting and appoints the Chair.
The Chair leads the conduct of the Fund Council’s business, chairs Fund Council meetings, and represents the CGIAR Fund in external fora.

9. Committees

The Fund Council can establish standing or ad hoc committees (Committees) to facilitate the handling of its business, such as for reviewing a specific Mega Program proposal. Committees have no decision-making responsibility, which belongs to the Fund Council. They may provide reports or recommendations to the Fund Council in their areas of responsibility, usually as directed by the Fund Council at the time of Committee creation.

All Committees are established on the basis of written terms-of-reference that are approved and periodically reviewed by the Fund Council. The Fund Council selects a Chair for each Committee at the time it is established.

Committees are expected to hold their meetings through the most efficient means, such as in conjunction with Fund Council meetings or through electronic means. Standing Committees shall and ad hoc Committees may develop their own rules of procedure. Committee decisions are made by consensus.

The Fund Office provides support for a Committee’s business and meetings.

10. Executive Secretary and Fund Office

The Fund Office refers to the support unit for the CGIAR Fund located in the World Bank. The Fund Council and its Chair are supported by the Fund Office.

The head of the Fund Office serves as Executive Secretary of the Fund Council. The Executive Secretary may designate an alternate for a specific Fund Council meeting if unable to attend that meeting by notifying the Chair. Any reference in these Rules to the Executive Secretary is deemed to include any alternate for the Executive Secretary.

The Executive Secretary represents the Council in external fora when and as requested by the Chair.

11. Independent Science and Partnership Council

The Independent Science and Partnership Council (ISPC) is an independent standing panel that acts as the science and partnerships advisory organ of the CGIAR. ISPC serves as the Fund Council’s independent advisor in enhancing and promoting the quality, relevance, and impact of science and science partnerships in the CGIAR. The Fund Council may seek advice from ISPC on any matter for discussion and/or decision by the Fund Council.
12. **Conduct of Meetings**

At each meeting, the Fund Council elects a meeting Co-chair from among the participating Members for that meeting. The Co-chair presides over some sessions of the meeting as requested by the Chair. To ensure broad representation, the position of Co-chair is expected to change from one meeting to another. The Co-chair does not relinquish any rights as a Fund Council Member.

The Chair presides over each Council meeting, declaring the opening and closing the meeting, confirming the agenda with the Members, raising for consideration all agreed agenda items, managing the exchange of views of all Members signifying their desire to speak, facilitating contributions by observers where appropriate, and addressing any points of order that may be raised.

13. **Executive Sessions**

Any portion of a Fund Council meeting requiring discussion by Members only may, at the discretion of the Chair, be conducted as a closed session (an Executive Session) (such as those portions addressing fund allocations, fees or administrative budgets, selection of ISPC Chair).

Any Executive Session is open to Members, the Executive Secretary and any other person who, in the opinion of the Chair, may advance the Fund Council’s discussion or otherwise support the matter.

14. **Decision-making**

Decisions by the Fund Council are made by consensus of its Members. For the purpose of these Rules, consensus is a procedure for adopting a decision when no Member blocks a proposed decision. It need not reflect unanimity. A dissenting decision maker that does not wish to block a decision may state an objection to be recorded in the meeting minutes. The Chair articulates the consensus view.

15. **Decisions Without a Meeting**

The Chair may at its discretion seek to have decisions made by the Fund Council on an electronic “no-objection” basis. In such cases, the Executive Secretary, as instructed by the Chair, circulates to all Members (not the Alternates) the proposed decision and any supporting documentation and specifies the period during which any Fund Council Member may object. Such period shall not be less than two weeks, unless affirmatively waived by all Members for urgent business.

Questions raised by Members in connection with “no objection” decisions are sent to the Executive Secretary and copied to all Members, as are all answers and clarifications provided by the Chair or Executive Secretary. Any change to a proposed decision communicated by the Executive Secretary, as instructed by the Chair, starts a new review period as specified at the time of the change. An objection by any Member to a proposed decision precludes a decision. An objection by any Member to a specified review period also precludes a decision pending
agreement on a revised time period. At the expiration of a specified review period that receives no objection, the decision is made unless any prior objection has been sent by any Fund Council Member to the Executive Secretary.

In cases where an objection is received, the Chair may, in its discretion, consider adding the matter to the provisional agenda of the subsequent Fund Council meeting.

The Fund Office will record all decisions made without a meeting, including through electronic confirmation to all Members following expiration of the review period.

16. Conflicts of Interest

Council Members shall avoid any situation involving an actual or apparent conflict of interest.

At every Fund Council meeting Members shall reveal any conflicts of interest they may have regarding Fund Council business and agenda items and recuse themselves from attendance and participation in deliberations or decision-making connected with that matter. In case of a dispute between Fund Council Members on whether a situation represents a conflict of interest, the Chair resolves the matter in consultation with the other Members.

The Council shall adopt its own rules for handling conflicts of interest.

17. Expenses

Fund Council Members from developing countries can be reimbursed for reasonable travel and accommodation expenses incurred from attending any Council meeting through funds allocated by the Fund Council from the CGIAR Fund and paid out through the Fund Office in accordance with the World Bank’s policies and procedures.

18. Record of Meetings

Before the end of each Fund Council meeting, the Chair presents a brief joint summary of the main discussions and decisions of the meeting. After the meeting, the Fund Office provides Members and participating observers with a draft record of the discussions and decisions for review and comment within seven days after distribution of the draft record. The Executive Secretary prepares a revised record of the meeting taking into account any comments received and sends the revised record to the Members for approval on a no-objection basis within seven working days after distribution of the revised record. The final record of the meeting is then issued as a public document and posted on the CGIAR Fund website. Discussion summaries of Executive Sessions are not posted, but decisions taken in Executive Sessions may be posted if there is no objection from Members. Records of Committee meetings are handled in the same way, unless otherwise specified in the approved terms-of-reference establishing a Committee.
19. Languages

Meetings are conducted in English. Documentation submitted to the Fund Council or Fund Office for consideration is in English. Records of meetings are published in English.

20. Disclosure

Unless a document or any information provided to the Fund Office by the Consortium, ISPC, the Trustee, a Fund Council Member or any other participant as part of the Fund Council’s business contains an explicit, written indication that it is confidential, such document or information may be made publicly available or disclosed to third parties.

21. Privileges and Immunities

Nothing in these Rules is intended to be a waiver of, or impair or limit, any privileges or immunities of any CGIAR participant under its respective Articles of Agreement or equivalent documents, or any applicable law, all of which are expressly reserved.

22. Adoption of and Amendments to the Rules of Procedure

These Rules become effective on the date of their adoption unless otherwise agreed by the Fund Council at the time of adoption. These Rules may thereafter be amended by consensus of the Fund Council. Such consensus may also be obtained electronically by affirmative written consent of each Fund Council Member, a decision by no objection not being sufficient. The Fund Office maintains and distributes the record of any amendments to the Rules. The Administration Agreements may specify that such amendments are directly applicable to the Administration Agreements and take effect through Fund Council decisions without further need to amend the Administration Agreements, provided that such amendments do not conflict with other terms of the Administration Agreements or World Bank policies and procedures.