Constitution of the International Livestock Research Institute

Revised and approved by the ILRI Board of Trustees on 5 February 2024

Article 1 Status

(i) The International Livestock Research Institute (ILRI) is an international research centre voluntarily belonging to CGIAR (hereinafter referred to as "CGIAR" or its successor). It shall operate as a non-profit autonomous organization, international in status and non-political in management, staffing and operations. ILRI shall be organized exclusively for scientific, developmental and educational purposes.

(ii) ILRI shall possess full juridical international personality and enjoy such legal capacities as may be necessary for the exercise of its functions and the fulfilment of its purposes.

Article 2 Headquarters location

The country of location of ILRI’s headquarters shall be determined by the Board of Trustees of ILRI in consultation with CGIAR, and in accordance with the requirements for the exercise of the functions and the fulfilment of the purposes of ILRI. ILRI may establish offices in other locations as required to support ILRI’s programs.

Article 3 Aims

The aim of ILRI is, through research and research-related activities on animal agriculture and food systems, to address development challenges through helping to improve food production and quality, enhance nutrition and food safety, and improve livelihoods for smallholder farmers, including women and youth, through efficient, climate-smart, and environmentally sustainable strategies.

Article 4 Guiding principles and mandate

ILRI is CGIAR’s designated instrument for research and innovation on agriculturally and nutritionally useful animals and their interface with humans and the environment. It seeks knowledge about all aspects of animal production methods, environmental effects and contributions to the well-being of human beings, individually and in society. It will seek, through research, to enhance the positive impacts of livestock in sustainable agricultural systems that will maintain or enhance the climate and environment while mitigating negative impacts. Its activities will complement those of other international and national agricultural research centres and of animal research institutions in both developed and developing countries. These activities will often be planned and implemented in collaboration with these partner institutions.

Article 5 Activities

Activities will be consistent with the guiding principles provided in Article 4. They will include:

(i) Research seeking new knowledge. ILRI conducts strategic and applied research on animal agriculture using whatever scientific disciplines are needed, including biological, physical, social and economic sciences, often employing interdisciplinary teams of scientists from ILRI and partners. Applied research seeks to apply scientific information to solve well identified problems, generally following successful applications in similar or parallel problems. Strategic research seeks new scientific information that scientists anticipate will be useful in developing solutions to identified problems.
Research related activities include training, information dissemination, and assistance to agricultural researchers in developing countries. ILRI is not a degree-granting institution but co-operates with degree-granting institutions globally. ILRI also provides non-degree training activities. Information dissemination includes the dissemination of research results generated by ILRI and other information that would help advance the aims of ILRI. To effectively disseminate databases and other information services, ILRI operates a comprehensive communications and knowledge management program.

ILRI seeks to conduct research that:

a. will be complementary to the efforts of other research organizations, both public and private,

b. generates benefits for low-income people in developing countries, and

c. promotes the sustainable use of natural resources.

ILRI co-operates with other organizations that have similar and complementary aims, governmental and non-governmental organizations, and research, training and dissemination organizations.

The strategic plan and the annual work plan of ILRI will be reviewed and approved by its Board of Trustees taking into account the needs of developing countries and ILRI's comparative advantage for meeting these needs.

**Article 6 Powers**

(i) In furtherance of the aforesaid aims and activities, ILRI shall have the following powers:

a. to receive, acquire or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, foundation or other entity whether international, regional or national, such charters, licenses, rights, concessions or similar rights, and assistance – financial or otherwise – as are conducive to and necessary for the attainment of the aims of ILRI;

b. to receive, acquire or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, foundation or other entity, whether international, regional or national, by donation, grant, exchange, devise, bequest, purchase or lease, either absolutely or in trust, contributions consisting of such properties, real, personal, or mixed, including funds and valuable effects or items, as may be useful or necessary to pursue the aims and activities of ILRI and to hold, operate, administer, use, sell, convey or dispose of the said properties;

c. to enter into agreements and contracts that do not restrict the responsibilities, powers or authority of the Board of Trustees or the Director General and are in all ways consistent with the mandate of ILRI;

d. to employ persons according to its own regulations;

e. to institute, and defend in, legal proceedings;

f. to perform all acts and functions as may be found necessary, expedient, suitable or proper for the furtherance, accomplishment or attainment of any and/or all of the purposes and activities herein stated, or which shall appear, at any time, as conducive to or necessary and useful for the aims and activities of ILRI.

(ii) No part of the earnings of ILRI shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that ILRI shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the aims set forth in Article 3 hereof.
Article 7 Organs

The organs of ILRI shall be:

(i) The Board of Trustees (hereinafter referred to as the "Board");

(ii) The Director General and staff.

Article 8 Composition of the Board

(i) **Board members:** The Board shall consist of not less than 10 and not more than 12 voting members, selected as follows:

   a. **Voting members:**
      - Two voting members of the Integrated Partnership Board of CGIAR, nominated by the Integrated Partnership Board in consultation with the ILRI Board.
      - One member each appointed by the government of the Republic of Kenya (‘Kenya’) and the Federal Republic of Ethiopia (‘Ethiopia’);
      - One member of the CGIAR Audit, Finance and Risk Committee (AFRC), proposed by the Integrated Partnership AFRC and appointed by the Board. This member shall also serve as chair of the ILRI AFRC (Article 9 (iii)).
      - No less than five and no more than seven discretionary voting members to be selected by the Board with due regard to proposed members' professional experience and qualifications while paying due attention to diversity.

   b. The Director General (DG) *(ex officio)* as a non-voting member

(ii) The Board may at its discretion and in consultation with the DG invite other participants to attend its meetings as observers including, but not limited to:

   - A standing invitation to the CGIAR Executive Managing Director and the chair of the Integrated Partnership Board (except where sessions involve a confidential staffing matter internal only to ILRI);
   - Other resource persons.

(iii) **Terms of Board members:**

   a. The members of the Board (except the Director General who serves as a member for her/his whole term of office and the members appointed by the governments) shall be appointed for terms of no more than three years as determined by the Board in advance of the appointment. A new member appointed to replace a member during the latter's term, may be appointed for the remaining term of the member being replaced or for some other term of no more than three years.

   b. The members of the Board are eligible for reappointment to a second term but shall not serve more than two successive terms. The members elected as Chair or Vice Chair may have their term extended by the Board in order to coincide with their appointment as Chair/Vice Chair, provided that no member shall serve for more than eight consecutive years on the Board. To ensure continuity of policies and operations, members shall serve staggered terms as determined by the Board.

   c. The members of the Board serve the interests and objectives of ILRI.

   d. The term of office and the selection of the members appointed by the governments designated under Article 8 (i) will be determined by the government of the host country concerned.

   e. Appointment of the two voting members of the Integrated Partnership Board of CGIAR and the Integrated Partnership AFRC member as voting members of the ILRI board shall
commence upon the decision of the ILRI Board. The term of appointment of a voting member appointed as a result of being a member of the Integrated Partnership Board shall be calculated with effect from the date of such appointment and shall not be affected by prior terms served on the ILRI Board.

**Article 9 Functions and powers of the Board**

(i) The Board governs all affairs of ILRI. Its role shall be to ensure that:

a. ILRI follows objectives, programs and plans that are consistent with its aims and with the Aims, Guiding Principles and Mandate, and Activities (Articles 3, 4, 5) and with the goals and purposes of legal agreements of partnerships including host country agreements and consortia such as CGIAR;

b. ILRI is led and managed by the Director General in harmony with the agreed objectives, programs and budgets, and in accordance with legal and regulatory requirements.

(ii) To this end, the Board shall have the following duties:

a. definition of objectives and approval of plans to meet ILRI’s aims and to monitor the achievement of these aims;

b. appointment of the Director General, determination of her/his terms of employment, monitoring her/his performance and dismissal of the Director General if her/his performance is inadequate;

c. identification of policies to be followed by the Director General in pursuing the specified objectives;

d. ensuring ILRI’s cost effectiveness, financial integrity and accountability;

e. approval of ILRI’s programme and budget;

f. appointment of an external auditor and approval of an annual audit plan;

g. approval of ILRI’s broad organisational framework;

h. approval of personnel policies;

i. ensuring that ILRI conducts its activities in accordance with CGIAR system-wide policies as set out in the CGIAR Internal Rules Framework;

j. maintaining the composition of the Board with respect to expertise needed to discharge the full range of its responsibilities, monitoring the performance of its members and evaluating its performance;

k. perform all other acts that may be considered necessary, suitable and proper for the attainment of any or all of the aims of ILRI as set forth in Article 3 hereof.

(iii) The Board will appoint an Audit, Finance And Risk Committee (AFRC) comprised of at least three voting members of the Board and one external independent member. The AFRC will be chaired by the Board member who is also a member of the CGIAR Integrated Partnership AFRC.

(iv) The Board may establish such other subsidiary committees as it deems necessary for the performance of its functions with regard to livestock research for development, members of such committees may also include Board members or other invited participants (Article 8 (ii) and (iii)).

**Article 10 Procedures of the Board**

(i) The Board shall elect one member as Chair from among its voting members. The normal term of the Chair shall be three years. The Board may re-elect its Chair for a second term of not more than three years and remain within the provisions of Article 8 (iii) (b). The Chair-elect shall be elected at the meeting prior to the last meeting of the outgoing chair to allow for a smooth transition.
(ii) The Board will appoint a Vice Chair from amongst its voting members each three years (or more frequently where required due to end of term or other earlier departure of the Board member).

(iii) The Board shall meet virtually or in-person at least twice per year. Meetings will be convened upon reasonable prior notice, with the possibility for short-notice meetings in case of an emergency.

(iv) The Board shall adopt its own rules of procedure.

(v) Quorum for Board meetings shall consist of two-thirds of the voting members.

**Article 11 Voting by the Board**

Board decision-making on regular business shall be by consensus wherever possible. If voting is necessitated (during or without a meeting) it shall be regulated as follows:

a. each voting member of the Board has one vote;

b. decisions of the Board shall be made by a two-thirds majority of the members casting votes, except as specified otherwise in this Constitution (Articles 19 and 20).

c. any abstention is not considered as a vote.

**Article 12 Appointment of the Director General**

The appointment of the Director General, her/his term of office, and any termination for cause will be decided by a two-thirds majority of voting members of the Board.

**Article 13 Functions and Powers of the Director General**

(i) The Director General is the overall CEO of ILRI and is responsible to the Board for the operation and management of ILRI and for assuring that its programs and objectives are properly developed and carried out. He/she is the chief executive officer of ILRI.

(ii) The Director General shall implement the policies determined by the Board, follow the guidelines laid down by the Board for the functioning of ILRI and carry out the directions of the Board. Specifically, the Director General, under the supervision of the Board, shall:

a. develop a strategic plan for the operation of ILRI for Board consideration and approval, and keep this plan under continuing review;

b. develop program plans and budgets in accordance with established practices within CGIAR, and prepare ILRI’s Annual Report;

c. supervise the planning and direction of ILRI’s research activities to ensure effective implementation;

d. The Director General shall be responsible for securing adequate funds for ILRI including pooled funding, bilateral grants, contracts and other sources of income and for fostering appropriate business relations to ensure sufficient funding for ILRI activities from diverse sources.

e. recruit and manage highly qualified staff;

f. keep and have available for review by the Board and other appropriate parties, financial accounts and other records on a current basis;

g. keep the Chair of the Board advised on matters of consequence that relate to ILRI;

h. monitor and report on the implementation of ILRI’s risk management framework to the Board.

i. perform in a timely manner such other functions as are delegated to her/him by the Board.
(iii) The Director General is the legal representative of ILRI. He/she shall sign all deeds, contracts, agreements, treaties and other legal documents which are necessary to ensure the normal operation of ILRI. The Board may stipulate the extent to which these powers may be delegated by the Director General. Contracts, agreements and treaties which affect the governance, objectives, location, expansions or dissolution of ILRI, or major issues of the relationship to the host countries are subject to approval by the Board.

**Article 14 Staffing**

(i) The staff shall be appointed by the Director General under personnel policies approved by the Board (Article 9(ii) h).

(ii) The paramount consideration in the employment of staff and in the determination of the conditions of service shall be the necessity of securing the highest standards of quality, efficiency, competence and integrity.

(iii) Salary scales, insurance, pension schemes and any other terms of employment shall be laid down in staff regulations and shall in principle be comparable and in line with those of other institutions within the CGIAR integrated partnership.

**Article 15 Financing**

(i) The financial operations of ILRI shall comply with financial regulations to be adopted by the Board after giving due consideration to the guidelines of CGIAR. The budget of ILRI shall be funded by donors and investors working through CGIAR, and/or directly with ILRI. ILRI is also authorized to receive contributions from other reputable sources and to earn its own income within the provisions of its legal status in order to finance operations.

(ii) The budget of ILRI is approved annually by the Board.

(iii) Assets and reserves of ILRI created, donated or provided by any other means at any time must only be applied to the furtherance of ILRI’s mandate.

(iv) A full financial audit of the operations of ILRI shall be conducted on an annual basis by an independent international accounting firm appointed by the Board upon recommendation by the Director General. The results of such audits shall be made available by the Director General to the ILRI AFRC and Board for its consideration and provided to CGIAR for its information.

**Article 16 Relationship with CGIAR**

ILRI is an international agricultural research centre, voluntarily belonging to the CGIAR integrated partnership. As such, ILRI will share information about its programs, finances and strategy with relevant entities within the CGIAR integrated partnership.

**Article 17 Relationships with other organizations**

In order to achieve its objectives in the most efficient way, ILRI may enter into agreements for cooperation with relevant national, regional or international organizations, foundations and agencies, both public and private.

**Article 18 Rights, Privileges and Immunities**

(i) ILRI shall make arrangements with its host countries to endeavour to ensure that ILRI, its staff members and official visitors shall enjoy in the territory of the host countries the same rights, privileges and immunities as customarily accorded to other international organizations, their
officials, staff and official visitors. Such rights, privileges and immunities shall be defined as in
the Agreement with the headquarters host countries.

(ii) Similarly, ILRI may, pursuant to Article 2 hereof, enter into agreements with the other countries
in which it works for the purpose of granting ILRI, its officials and staff such privileges and
immunities as are required for such work.

(iii) The privileges and immunities referred to in the preceding paragraphs are to be provided
solely to ensure in all circumstances the unimpeded functioning of ILRI, and the complete
independence of the persons to whom they are accorded.

Article 19 Amendments

This Constitution may be amended by the Board by a three-fourths majority of all voting Board
members, provided notice of such a proposed amendment together with its full text shall have been
mailed to all members of the Board at least eight weeks in advance of meeting, or such notice is
waived by all members of the Board.

Article 20 Dissolution

ILRI may be dissolved by a three-fourths majority of all the voting Board members if it is determined
that the purposes of ILRI have been achieved to a satisfactory degree or if it is determined that ILRI
will no longer be able to function effectively.

In case of dissolution, the assets of ILRI situated in the headquarters or other host countries shall be
transferred to such countries for use for similar purposes or distributed to institutions having
purposes similar to those of ILRI in the respective countries after agreement between the
governments of those countries and the Board.