



## Adoption of Rules of Procedure for the System Management Board

### Purpose

The purpose of this paper is to submit proposed Rules of Procedure for the System Management Board for review, and if thought appropriate, approval.

### Recommended Decision Point:

#### **The System Management Board:**

**Approves** with immediate effect the rules of procedure for the System Management Board as set out in the attached Appendix 1 to document SMB1-04.

#### **Distribution notice:**

This document may be distributed without restriction.

## Introduction

1. Articles 9.1 and 9.8 of the Charter of the CGIAR System Organization (“**Charter**”) call for rules of procedure for the System Management Board (“**Board**”) which:
  - a. provide for the location and arrangements for the conduct of meetings, including the convening of extraordinary meetings;
  - b. set out the circumstances requiring a decision by electronic means using a no objection procedure in lieu of a meeting.
2. The attached proposed Rules of Procedure, at Appendix 1, include these provisions as well as the customary provisions on requirements for conducting Board business and procedures for voting, among other provisions.
3. In recognition of the relatively short time between the commencement of operations of the CGIAR System Organization and the Board’s first meeting, the System Management Office has prepared the proposed Rules of Procedure based upon the former Consortium Board Rules of Procedure, making changes to ensure full conformity with provisions of the Charter that relate to the operations of the Board, and including provisions not previously in the former Consortium Board Rules of Procedure because of a number of new concepts in the Charter.
4. The Rules of Procedure are presented for review, and if thought appropriate, approval by the Board to serve as the Rules of Procedure for the inaugural meeting and until such time as they are revised or replaced and new procedures are approved by the Board.
5. The proposed Rules of Procedure relate only to the Board, and do not cover the operations of the General Assembly of the Centers, which is anticipated in the Charter to be set out in a separate document to be developed.



# Proposed Rules of Procedure of the System Management Board

[Date and meeting annotation required after date of approval]

## Contents

1. Scope of the rules of procedure and definitions _____	3
2. Non-liability of members of the Board _____	4
3. Frequency, place and notice of meetings _____	4
4. Representation and attendance _____	5
5. Conduct of business _____	6
6. Decision-making _____	7
7. Agenda _____	8
8. Transmittal of documents _____	9
9. Records and disclosure _____	9
10. Chair of the Board _____	10
11. Committees _____	11
12. Board support _____	12
13. Standards of performance _____	12
14. Miscellaneous _____	13

## Introduction

The System Management Board is the governing body of the CGIAR System Organization. Membership terms and the roles and responsibilities of the members of the System Management Board are set forth in the *CGIAR System Charter* (“Charter”), approved on 30 June 2016. These rules of procedure provide operational guidance to facilitate the transparent and effective management of System Management Board deliberations and actions.

### 1. Scope of the rules of procedure and definitions

#### 1.1. Scope

These rules of procedure are subject to, and shall be construed in conformity with, the Charter<sup>1</sup>.

#### 1.2. Definitions

In these rules of procedure:

- a) “Active Observers” means those entities identified in [Article 7 of the Charter](#) and which have the right to participate in deliberations of the Board and to propose agenda items and make presentations for such deliberations. An Active Observer does not have a right to vote.
- b) “Board” means the System Management Board of the CGIAR System Organization.
- c) “Board Secretary” means the staff member appointed by the Executive Director to act as the secretary of the Board.
- d) “Centers” means those independent research organizations that are recognized as CGIAR Research Centers contributing knowledge, technical expertise, and resources in support of the CGIAR Strategy and Results Framework.
- e) “CGIAR System Organization” or “System Organization” means the international organization governed by the Charter, with its organs being the Board and System Management Office.
- f) “Chair” means the Chair of the Board.
- g) “Charter” means the legal instrument governing the CGIAR System Organization.
- h) “Executive Director” means the Executive Director of the CGIAR System Organization.
- i) “General Assembly of Centers” means a meeting of the Centers as provided for in [Article 5 of the Charter](#).
- j) “Vice-Chair” means the Vice-Chair of the Board.

---

<sup>1</sup> The Charter was approved on 30 June 2016 and is an Annex to the Agreement establishing the CGIAR System Organization as an International Organization  
<http://library.cgiar.org/bitstream/handle/10947/4370/CGIAR%20System%20Charter%20-%20WEB.pdf?sequence=1>

## 2. Non-liability of members of the Board

### 2.1. No personal liability

No member of the Board shall be personally liable for the debts, liabilities, or obligations of the CGIAR System Organization.

### 2.2. Indemnification

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

## 3. Frequency, place and notice of meetings ([Relevant to Articles 9.1 and 9.2 of the Charter](#))

### 3.1. Meetings in ordinary session

- a) Meetings in ordinary session shall be held at such times as the Board shall determine, provided that the Board shall hold at least two (2) meetings in ordinary session a year.
- b) The meetings of the Board shall be held at the Headquarters of the CGIAR System Organization or at an alternative location agreed by the Board.
- c) The Board discusses, prior to the closure of each meeting in ordinary session, the timing and venue of the next meeting in ordinary session.
- d) The Board Secretary gives notice to all Board members, Active observers and other participants of the dates and venue of each meeting in ordinary session, together with a draft provisional agenda as per [Article 7.1\(b\) below](#), at least four (4) weeks prior to the meeting.

### 3.2. Extraordinary meetings

- a) Extraordinary meetings shall be held at times and venues decided by the Chair after consulting the Board members or as requested by at least six Board members.
- b) Unless otherwise determined by the Chair after consultation with the members of the Board, extraordinary meetings of the Board shall normally be convened within four (4) weeks of the receipt by the Board Secretary of a valid request for such a meeting, at a date and place fixed by the Chair in consultation with the Executive Director.
- c) The Board Secretary gives notice to all Board members, Active observers and other participants of the dates and venue of each meeting, together with a draft provisional agenda as per [Article 7.1\(b\) below](#), at least two (2) weeks prior to the meeting, unless such notice is waived by the Chair for urgent business.

### 3.3. Virtual participation

Board members, Active Observers and other participants may, if necessary and feasible, participate in meetings by videoconference or teleconference.

## 4. Representation and attendance

### 4.1. Members of the Board

- a) 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.
- b) The members of the Board shall make every reasonable effort to participate in all meetings of the Board. No individual member may be represented by a substitute at meetings. The Chair may appoint a temporary Vice-Chair to replace him or her when needed.
- c) In the event that a member of the Board fails to attend more than two (2) 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.

### 4.2. Other participants [\(Relevant to Articles 7.6 to 7.7 of the Charter\)](#)

- a) As per [Article 7.6 of the Charter](#), the Chair on behalf of the Board will invite the following as Active Observers at Board meetings:
  - i) One (1) research program leader from the CGIAR Portfolio selected by the CGIAR research program leaders or his/her designated representative;
  - ii) Two (2) System Council voting members selected by the System Council or their designated representatives;
  - iii) The chair of the Independent Science and Partnership Council or his/her designated representative; and
  - iv) The head of the Independent Evaluation Arrangement or his/her designated representative.
- b) In addition to the observers referred to in [Article 7.7 of the Charter](#), the Chair, after consulting other Board members, may also invite to attend Board meetings, as observers, other individuals who may add value to the Board's business.
- c) Active Observers may ask for the floor or be invited by the Chair to make verbal interventions. Other observers may be invited by the Chair to make verbal interventions. Neither Active Observers nor other observers participate in decision-making.
- d) CGIAR System Organization staff and other resource persons identified by the Executive Director may attend Board meetings to provide support to the Board.

4.3. **Closed sessions** ([Relevant to Article 9.9 of the Charter](#))

- a) The Chair will determine when Board meetings should be held in closed session or when attendance should be otherwise restricted. Closed sessions shall, whenever possible, be announced in advance and indicated on the provisional agenda of the meeting.
- b) The Chair may decide not to invite Active Observers to all or part of a closed session if the Board needs to hold in-confidence business discussions.
- c) The Chair may decide to exclude Board members from all or part of a closed session only under exceptional circumstances where the presence of that Board member would jeopardize the Board's ability to hold free and fair discussions, and only after informal in-confidence consultation among the members of the Board.
- d) Matters concerning the performance of the Executive Director shall be discussed in closed session, at which the Executive Director shall also be excluded.
- e) The Chair may invite any other person to attend a closed session when this person may, in the opinion of the Chair, advance the Board's discussion or otherwise support the matter under discussion.

5. **Conduct of business** ([Relevant to Article 9.3 of the Charter](#))

5.1. **Quorum**

- a) The Chair verifies a quorum at the beginning of each meeting.
- b) Any meeting without the necessary quorum may not make decisions and may be adjourned by the Chair.

5.2. **Points of order**

- a) A Board member or Active Observer may at any time raise a point of order, which shall be immediately decided by the Chair in accordance with these rules of procedure.
- b) A Board member or Active Observer may object to the ruling of the Chair. The objection 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, as an exception to the two-thirds (2/3) majority vote rule for all other decisions referred to in [Article 6.2\(d\) below](#).
- c) A Board member or Active Observer may not, in raising a point of order, speak on the substance of the matter under discussion.

5.3. **Motions**

A Board member may present any of the following motions, which the Chair may put to the vote with or without debate:

- a) to close the debate on the item under discussion and call for a vote on its merits;
- b) to adjourn the debate on the item under discussion;
- c) to adjourn the meeting; or
- d) to suspend the meeting.

#### 5.4. **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 two-thirds (2/3) majority of the members casting an affirmative or negative vote, so decides.

### 6. [Decision-making \(Relevant to Articles 9.4 to 9.8 of the Charter\)](#)

#### 6.1. **Consensus and voting rules**

- a) All decisions shall normally be reached by consensus between the voting members of the Board. The Chair articulates the consensus view.
- b) If all efforts to reach a consensus on a particular matter have been exhausted and no agreement has been reached, a vote may be called in accordance with [Articles 9.5 and 9.6 of the Charter](#).
- c) The Chair shall determine, after consultation with the members of the Board, the timing for a vote.
- d) Each voting member of the Board shall have one (1) vote. In the case of a tied vote, the vote of the Chair (or Vice-Chair if the Chair is absent) shall be deciding, provided that the affirmative votes include at least one (1) independent member of the Board.
- e) [As per Article 9.6 of the Charter](#), in circumstances where a vote is taken, decisions require an affirmative vote representing a two-thirds (2/3) majority of the voting members Board that are present.

#### 6.2. **Method of voting**

- a) Subject to paragraph (b) of this Article, the Board shall normally vote by show of hands, but any member may request a roll call.
- b) Voting in the case of elections shall be by secret ballot. The Board may also decide to conduct voting by secret ballot on any other matter at any time.
- c) The Chair shall announce the commencement of voting, after which no Board member or Active Observer 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.

#### 6.3. **Voting without a meeting**

- a) Whenever the Chair considers that a decision on a particular question should not be postponed until the next meeting in ordinary session of the Board and does not warrant the calling of an extraordinary meeting, the Board Secretary shall transmit to each voting member of the Board, by electronic means, and copying the Executive Director and all Active Observers, a motion embodying the proposed decision with a request for a vote on a no objection basis.
- b) Questions raised by Board members in connection with “no objection” decisions are sent to the Board Secretary and all voting Board members (with copies to the Executive Director and Active Observers), as are all answers and clarifications provided by the Chair or Board Secretary.

- c) Any substantive change to a proposed decision communicated by the Board Secretary, as instructed by the Chair, starts a new review period as specified at the time of the change.
- d) An objection by any voting Board member to a proposed decision precludes a decision. If an objection has been received, the Chair will work through the objection with the objecting Board member directly. If the objecting Board member upholds his/her objection following discussion with the Chair, the Chair may, in its discretion, consider adding the matter to the provisional agenda of the subsequent Board meeting. The Board Secretary shall circulate all written comments and objections to voting Board members and notify all the voting Board members of the action taken pursuant to this paragraph (with copies to the Executive Director and all Active Observers).
- e) Notwithstanding the time periods set out in [Article 9.8 of the Charter](#), shorter periods may, on an exceptional basis, be prescribed by the Chair when a Board decision is needed on an urgent matter.
- f) At the expiration of a specified review period that receives no objection, the decision is deemed approved. The Board Secretary records the outcome of the vote and notify the Board members and all Active Observers of such outcome within one (1) business day of the vote.

## 7. Agenda

### 7.1. Provisional agenda

- a) The Chair, in collaboration with the Executive Director and the Board Secretary, shall draw up the draft provisional agenda for each meeting of the Board. The draft 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.
- b) A copy of such draft provisional agenda, together with the notice of the meeting as per [Article 3.1\(d\) above](#), shall be transmitted to the members of the Board, the Active Observers and other meeting participants at least four (4) weeks prior to each meeting in ordinary session. In the case of an extraordinary meeting, the same shall be transmitted at least two (2) weeks prior to the meeting, unless such notice is waived by the Chair for urgent business as per [Article 3.2\(c\) above](#).
- c) Changes or additions to the draft provisional agenda of a meeting in ordinary session may be proposed by any member of the Board or any Active Observer provided that these are communicated in writing or by electronic means not later than three (3) weeks prior to the meeting. Such proposed changes or additions are considered and incorporated as appropriate.
- d) The Board Secretary shall communicate the final provisional agenda including any changes or additions to the members of the Board, Active Observers and other meeting participants by electronic means at least two (2) weeks prior to a meeting in ordinary session.

- e) Items may be removed from any consent agenda on the request of any one member of the Board or Active Observer made at least one (1) week prior to the meeting. 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.

## 7.2. **Adoption of the agenda**

- a) At the beginning of each meeting the Board shall adopt the agenda for that meeting on the basis of the final provisional agenda.
- b) During a meeting the Board may revise the agenda by adding, deleting, deferring or amending items.
- c) 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 Board.

## 8. Transmittal of documents

### 8.1. **Transmittal to Board members**

- a) With regard to meetings in ordinary session, the Board Secretary will transmit to all Board members, in addition to the final provisional agenda referred to in [Article 7.1\(d\)](#) above, any documentation relating to the final provisional agenda of the meeting at least two weeks prior to the meeting.
- b) With regard to extraordinary meetings, such documentation shall be transmitted as soon as possible prior to the meeting.

### 8.2. **Transmittal to Active Observers and other participants**

Active Observers and other meeting participants to a Board meeting receive the same documents as Board members, unless otherwise decided by the Chair.

## 9. Records and disclosure [\(Relevant to Article 9.7 of the Charter\)](#)

### 9.1. **Provisional agenda**

The Board Secretary shall ensure that the provisional agenda of each meeting of the Board is posted on the website of the CGIAR System Organization in advance of the meeting.

### 9.2. **Summary of decisions and summary of meeting**

- a) The summary of the Board meeting shall be prepared and communicated as follows:
  - i) The Board Secretary shall prepare a draft summary of each meeting of the Board within ten (10) business days of the closure of the meeting. There shall be no verbatim records of meetings.

- ii) The draft summary shall be sent to all voting members of the Board for review and comment within seven (7) business days after distribution of the draft summary.
  - iii) The Board Secretary prepares a revised summary of the meeting taking into account any comments received and sends the revised summary to the voting members of the Board for approval on a no objection basis, copying all other meeting participants for their information, within seven (7) business days after distribution of the revised summary.
  - iv) The Board Secretary shall ensure that a summary of the decisions taken at the Board meeting is posted on the website of the CGIAR System Organization within three (3) business days of the closure of the meeting.
  - v) The approved summary of each meeting of the Board shall be communicated to all Centers and shall be posted on the website of the CGIAR System Organization within two (2) business days of approval.
- b) Discussion summaries of closed sessions are not posted, but decisions taken in closed sessions may be posted if there is no objection from Board members.

### 9.3. **Permanent records**

The final agenda, summary of decisions, approved summary of each Board meeting and all documents submitted to the Board shall be retained in the permanent records maintained by the System Management Office.

### 9.4. **General disclosure**

These rules of procedure, and all other documents or information considered by the Board shall be disclosed publicly in accordance with the CGIAR System Organization's document disclosure policy as may be amended from time to time.

## 10. Chair of the Board [\(Relevant to Article 7.3 and 9.3\(c\) of the Charter\)](#)

### 10.1. **Functions of the Chair**

- a) The Chair shall perform the functions assigned to her or him by the Charter, by these rules of procedure and by the Board.
- b) The Chair shall devote such time as may be necessary to ensure the effective functioning of the Board.
- c) 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.
- d) The Chair, in the exercise of his or her functions, remains under the authority of the Board.

## 10.2. **Functions of the Vice-Chair**

- a) The Board may appoint a Vice-Chair to perform the functions assigned to her or him by these rules of procedure or by the Board, as well as those delegated to her or him by the Chair.
- b) 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.

## 11. [Committees \(Relevant to Articles 9.10 to 9.12 of the Charter\)](#)

### 11.1. **Decisions and recommendations**

- a) Committees established by the Board have no decision-making authority, which belongs to the Board, unless expressly provided for in the Board approved terms of reference of a specific committee. Working groups and other subsidiary bodies of the Board have no decision-making authority.
- b) Committees, working groups and other subsidiary bodies will provide reports or recommendations to the Board in their areas of responsibility, as directed by the Board at the time of their establishment. They will strive to make recommendations by consensus. Failing consensus, their recommendations are made by a  $\frac{3}{4}$  majority of their members.

### 11.2. **Committee chair**

The Board appoints a qualified candidate to chair each subsidiary body taking into account the purpose and mandate of the body concerned.

### 11.3. **Committee meetings**

- a) Committees, working groups and other subsidiary bodies are expected to hold their meetings through the most efficient means, such as electronic means.
- b) The Chair may attend meetings of all committees, working groups and other subsidiary bodies of the Board, but shall not have a vote in such meetings.

### 11.4. **Committee support**

The System Management Office provides support for the business and meetings of committees, working groups and other subsidiary bodies.

### 11.5. **Records**

Records of the meetings of committees, working groups and other subsidiary bodies of the Board are handled in the manner described in the approved terms of reference establishing the body.

## 12. Board support

### 12.1. System Management Office [\(Relevant to Article 11 b\) and d\) of the Charter\)](#)

- a) As per [Article 11\(b\) of the Charter](#), the System Management Office supports the Board, organizes and supports its meetings and meetings of its committees, working groups and other subsidiary bodies.
- b) As per [Article 11\(d\) of the Charter](#), the System Management Office also monitors implementation of Board decisions.

### 12.2. Board Secretary

- a) The Executive Director, in consultation with the Chair, appoints a staff member of the CGIAR System Organization to act as Board Secretary.
- b) The main responsibilities of the Board Secretary 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 at meetings of the subsidiary bodies of the Board as appropriate;
  - iv) In coordination with the Chair and the Executive Director, 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 all Board policies and procedures; and
  - vii) Performing such other functions, including record keeping functions, as the Board may request.

## 13. Standards of performance [\(Relevant to Article 7.8 of the Charter\)](#)

### 13.1. Meeting preparation

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.

### 13.2. Due care and diligence

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

### 13.3. **Confidentiality**

- a) Each member of the Board, Active Observer and other participant in Board deliberations shall preserve the confidentiality of information that is expressly marked as or orally indicated to be confidential and to which he/she has had access during the performance of his/her duties.
- b) No member of the Board, Active Observer or other participant in Board deliberations shall use such confidential information for his or her financial gain or other direct or indirect advantage.

### 13.4. **Ethics and conflicts of interest**

- a) Board members, active observers and the Chair of the Board's Audit and Risk Committee are required to adhere to the CGIAR System Organization's policy on ethics and conflicts of interest. At each meeting, all meeting participants will disclose any conflict of interest they may have in relation to any items on the agenda, in accordance with the CGIAR System Organization's policy on ethics and conflicts of interest.
- b) In case of a dispute on whether a situation represents a conflict of interest, the Chair resolves the matter in consultation with the other Board members and Active Observers.

### 13.5. **Self-evaluation**

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

## 14. [Miscellaneous \(Relevant to Article 9.7 and Articles 9.9 to 9.12 of the Charter\)](#)

### 14.1. **Language**

English shall be the official language of the Board. Meetings are conducted in English. Documentation submitted to the Board or System Management Office for consideration is in English. Records of meetings are published in English.

### 14.2. **Travel, expenses and honoraria**

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, as well as any honorarium arrangement for members of the Board or of its subsidiary bodies. Such regulations and arrangements shall be circulated to Centers and shall be annexed to these rules of procedure.

### 14.3. **Privileges and immunities**

Nothing in these rules of procedure is intended to be a waiver of, or impair or limit, any privileges or immunities of any Board member, Active Observer or other participant, all of which are expressly reserved.

**14.4. Adoption, amendments and suspension of rules of procedure**

These rules of procedure become effective on the date of their adoption by the Board. They may be amended or suspended in accordance with the provisions contained herein. The System Management Office maintains and distributes the record of any amendments to these rules of procedure.

**14.5. Overriding authority of the Charter**

In the event of any conflict between any provision of these rules of procedure and any provisions of the Charter, the provisions of the Charter shall prevail.

**Annex**

[insert regulations on Board travel and reimbursement of costs, as well as any honorarium arrangement]