

**Rules of Procedure
CGIAR Fund Council**

1. Introduction
2. Frequency, Place and Notice of Meetings
3. Membership and Participation
4. Selection and Role of Members Representing Constituencies
5. Quorum
6. Agenda
7. Transmittal of Documents
8. Chair
9. Committees
10. Executive Secretary and Fund Office
11. Independent Science and Partnership Council
12. Conduct of Meetings
13. Executive Sessions
14. Decision-making
15. Decisions Without a Meeting
16. Conflicts of Interest
17. Expenses
18. Record of Meetings
19. Languages
20. Disclosure
21. Privileges and Immunities
22. Adoption of and Amendments to the Rules of Procedure

1 **1. Introduction**

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3 At its Business Meeting in December 2009 participants endorsed the *CGIAR Joint Declaration*,
4 the framework of overarching principles and conduct for a new CGIAR, as defined in the *CGIAR*
5 *Joint Declaration*.

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

15
16 Implementation of the SRF through Mega Programs and other research efforts is harmonized
17 through a consortium (the Consortium) established by the CGIAR-supported research centers
18 (the Centers) to provide leadership to and coordination of activities among the Centers and to
19 serve as the focal point for fiduciary responsibility for the programs and activities financed
20 through the CGIAR Fund.

21
22 Funding for CGIAR activities and entities comes from countries and organizations, including
23 foundations, multinational agencies, and nongovernmental organizations (CGIAR Donors).
24 Some donors provide part or all of their funding to CGIAR Centers directly, through bilateral
25 arrangements outside the CGIAR Fund (Bilateral Donors).

26
27 The Fund Council comprising representatives of all contributors to the Fund (CGIAR Fund
28 Donors) and several stakeholders (collectively, the Members) is the decision-making body for
29 the CGIAR Fund and has the membership terms and roles and responsibilities set forth in the
30 *Framework for the CGIAR Fund*, approved by the CGIAR at its Business Meeting in December
31 2009. These rules of procedure apply to the conduct of business by the Fund Council.

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34 **2. Frequency, Place, and Notice of Meetings**

35 The Fund Council meets twice a year and can hold additional meetings as necessary at times and
36 venues decided by the Chair after consulting its Members or as requested by at least six
37 Members. The Fund Council discusses, prior to the closing of each meeting, the timing and
38 venue of the next two meetings. Members may, if necessary and feasible, participate in meetings
39 by videoconference or teleconference.

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41 The Executive Secretary gives notice to all Members of the dates and venue of each meeting,
42 together with a provisional agenda, at least four weeks prior to the first date of the meeting,
43 unless such notice period is waived by the Members for urgent business.
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45 The Fund Council may also conduct business electronically between meetings in accordance
 46 with Section 15.

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 48 **3. Membership and Participation**

49 Members will attend all Fund Council meetings. A Member may designate an alternate for a
 50 specific Fund Council meeting if such Member is unable to attend the meeting.

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 52 Each Fund Donor who is identified to serve as a Fund Council Member, and each other entity
 53 entitled to be a Fund Council Member, informs the Executive Secretary of the name and contact
 54 details of the individual selected to serve as its Fund Council Member and any changes to such
 55 name or contact details.

56
 57 Members inform the Executive Secretary of the names and contact details of their designated
 58 alternates. Any reference in these Rules (except Section 15) to a Member is deemed to include
 59 the respective alternate for such Member.

60
 61 Any Fund Donors who are not Members may attend Fund Council meetings as observers after
 62 informing the Executive Secretary of the names and contact details of the individuals who will
 63 be attending, provided such information is communicated to the Executive Secretary at least ten
 64 business days in advance of the meeting. The Chair may also invite representatives of CGIAR
 65 stakeholders or partners or others who may add value to the Fund Council’s business to attend
 66 Fund Council meetings as observers, following consultation with Members. The Chair of the
 67 ISPC, the Chair of the Consortium, the CEO of the Consortium, and a representative of the
 68 Trustee have standing invitations to attend Fund Council meetings as observers, unless informed
 69 by the Chair that a specific meeting is closed. Observers may be invited by the Chair or ask for
 70 the floor to make verbal interventions, but do not participate in decision-making or executive
 71 sessions.

72
 73 Fund Office staff and other resource persons identified by the Executive Secretary may attend
 74 Fund Council meetings to provide support to the Fund Council.

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 77 **4. Selection and Role of Members Representing Constituencies**

78 In the event that the number of Fund Donors in a constituency eligible for membership in the
 79 Fund Council exceeds the number of Fund Council seats allotted to that constituency, all Fund
 80 Donors making up that constituency will caucus to identify their representative Member(s), the
 81 order of rotation and the designation of alternates. If requested by the constituency, the Fund
 82 Office can assist with the caucusing process.

83 Members representing a constituency act on behalf of the constituency and are responsible for
 84 consulting with the Members of the constituency about pending decisions by the Fund Council,
 85 including by no objection, and for keeping them informed of the Fund Council’s actions,
 86 particularly as regards the interests of the constituency. If requested by the constituency, the
 87 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, provided those Members include one of each group referenced in the *Framework for the CGIAR Fund*, i.e., “Donor Countries,” “Developing Countries and Regional Organizations,” and “Multilateral and Global Organizations and Foundations.” 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.

At the beginning of each meeting, the Fund Council adopts the agenda for the meeting, at which time in highly exceptional cases an item can be added to the agenda, and the Chair summarizes any decisions taken since the previous meeting. At this time, Members may also present any matters arising from the record of the previous 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 will 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 meeting, except that materials related to Mega Program proposals submitted for approval are transmitted at least four weeks prior to the meeting. Observers to a Fund Council meeting receive the same documents as Members, unless otherwise decided by the Chair. Copies of these documents are made available to all CGIAR Fund Donors.

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.

134 The Chair leads the conduct of the Fund Council’s business, chairs Fund Council meetings, and
 135 represents the CGIAR Fund in external fora.

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 138 **9. Committees**

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

144
 145 All Committees are established on the basis of written terms-of-reference that are approved and
 146 periodically reviewed by the Fund Council. The Fund Council selects a Chair for each
 147 Committee at the time it is established.

148
 149 Committees are expected to hold their meetings through the most efficient means, such as in
 150 conjunction with Fund Council meetings or through electronic means. Standing Committees and
 151 ad hoc Committees may develop their own rules of procedure. Committee recommendations are
 152 made by consensus.

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

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 157 **10. Executive Secretary and Fund Office**

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

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

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

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 171 **11. Independent Science and Partnership Council**

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 173 The Independent Science and Partnership Council (ISPC) is an independent standing panel that
 174 acts as the science and partnerships advisory organ of the CGIAR. ISPC serves as the Fund
 175 Council’s independent advisor in enhancing and promoting the quality, relevance, and impact of
 176 science and science partnerships in the CGIAR. The Fund Council may seek advice from ISPC
 177 on any matter for discussion and/or decision by the Fund Council. The relationship between the
 178 Fund Council and the ISPC is as further described in the *Framework for the CGIAR Fund*.

12. Conduct of Meetings and Self-Evaluation

At each meeting, the Fund Council elects a meeting Co-chair from among the participating Members for the following 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 confirmed 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.

The Fund Council conducts periodic self-evaluations of its performance.

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 (excluding the Chair). 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 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 (with copies to all CGIAR Fund Donors) the proposed decision and any supporting documentation and specifies the period during which any Fund Council Member may object. Such period will 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 all Members (with copies to all CGIAR Fund Donors), as are all

226 answers and clarifications provided by the Chair or Executive Secretary. Any substantive
227 change to a proposed decision communicated by the Executive Secretary, as instructed by the
228 Chair, starts a new review period as specified at the time of the change. An objection by any
229 Member to a proposed decision precludes a decision. An objection by any Member to a
230 specified review period also precludes a decision pending consent to a revised time period. At
231 the expiration of a specified review period that receives no objection, the decision is made unless
232 any prior objection has been sent by any Fund Council Member to the Executive Secretary.
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234 In cases where an objection is received, the Chair may, in its discretion, consider adding the
235 matter to the provisional agenda of the subsequent Fund Council meeting.
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237 The Fund Office will record all decisions made without a meeting, including through electronic
238 confirmation to all Members following expiration of the review period.
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16. Conflicts of Interest

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

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

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257 Fund Council Members from developing countries can be reimbursed for reasonable travel and
258 accommodation expenses incurred from attending any Council meeting through funds allocated
259 by the Fund Council from the CGIAR Fund and paid out through the Fund Office in accordance
260 with the World Bank's policies and procedures.
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18. Record of Meetings

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265 Before the end of each Fund Council meeting, the Chair presents a brief joint summary of the
266 main discussions and decisions of the meeting. After the meeting, the Fund Office provides
267 Members and participating observers with a draft record of the discussions and decisions within
268 seven business days for review and comment within seven business days after distribution of the
269 draft record. The Executive Secretary prepares a revised record of the meeting taking into
270 account any comments received and sends the revised record to the Members for approval on a
271 no-objection basis within seven business 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

272 website. Discussion summaries of Executive Sessions are not posted, but decisions taken in
273 Executive Sessions may be posted if there is no objection from Members. Records of Committee
274 meetings are handled in the same way, unless otherwise specified in the approved terms-of-
275 reference establishing a Committee.

276 277 278 **19. Languages**

279 Meetings are conducted in English. Documentation submitted to the Fund Council or Fund
280 Office for consideration is in English. Records of meetings are published in English.
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283 284 **20. Disclosure**

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286 Unless a document or any information provided to the Fund Office by the Consortium, ISPC, the
287 Trustee, a Fund Council Member or any other participant as part of the Fund Council's business
288 contains an explicit, written indication that it is confidential, such document or information may
289 be made publicly available or disclosed to third parties
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291 292 **21. Privileges and Immunities**

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294 Nothing in these Rules is intended to be a waiver of, or impair or limit, any privileges or
295 immunities of any CGIAR participant under its respective Articles of Agreement or equivalent
296 documents, or any applicable law, all of which are expressly reserved.
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298 299 **22. Adoption of and Amendments to the Rules of Procedure**

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