



## **Rules of Procedure of the Executive Board of the Global Crop Diversity Trust**

### **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 provisions of Article 6 (Functions and Powers of the Executive Board) of the Constitution of the Global Crop Diversity Trust.

1.02 In these Rules of Procedure –

“Trust” means the Global Crop Diversity Trust;

“Board” means the Executive Board of the Trust;

“Chairperson” means the Chairperson of the Board;

“Vice-Chairperson” means the Vice-Chairperson of the Board.

### **2. Appointment and terms of office of Members of the Board**

Subject to Article 5(5) of the Constitution, Members of the Board appointed by the Governing Body of the International Treaty, by the Donors’ Council or by the Board shall be appointed for terms expiring at the end of the third annual meeting following the Member’s appointment.

### **3. Non-liability of Members of the Board**

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

3.02 The Board shall ensure that adequate provision is made for the indemnification by the Trust 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.

### **4. Meetings of the Board**

4.01 **Regular meetings.** Regular meetings shall be held at such times as the Board shall determine, provided that the Board shall hold at least one regular meeting a year, including a designated Annual Meeting.

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

(i) by decision of the Board;

(ii) by decision of the Chairperson of the Board after consultation with the Executive Secretary; or

(iii) upon the request of any five members of the Board.

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

4.04 **Date of Opening:**

(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 Chairperson after consultation with the Board, special meetings of the Board shall normally be convened within eight 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 Chairperson of the Board in consultation with the Executive Secretary.

#### **4.05 Notification of date of opening:**

- (i) The Secretary of the Board shall communicate the date fixed for the opening of each meeting to the members of the Board and further participants referred to in paragraph 5.02 of these Rules.
- (ii) Such notification shall be sent:
  - in the case of a regular meeting, at least six weeks in advance;
  - In the case of a special meeting at least two weeks in advance.

### **5. Representation and Attendance**

#### **5.01 Members of the Board:**

- (i) The members of the Board (other than the Executive Secretary and the members appointed by the Director- General of the Food and Agriculture Organization of the United Nations, hereinafter referred to as “FAO” and the Chair of the Consultative Group on International Agricultural Research, hereinafter referred to as the “CGIAR”), serve in a personal capacity and are not considered, nor do they act as, official representatives of governments or organizations.
- (ii) Subject to paragraph (iii) below, no individual member may be represented by a substitute at meetings. Members attending meetings may not be accompanied by advisers or assistants.
- (iii) The Executive Secretary is an ex officio member with full voting rights. If the Executive Secretary is unable to participate in a meeting of the Board, he or she may appoint a senior staff member of the Trust as his/her representative. Any such representative shall not have the right to vote.
- (iv) The members appointed by the Director-General of FAO and the Chair of the CGIAR are non-voting members of the Board.

#### **5.02 Observers:**

The Chairperson 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 or to formulate proposals for action. The Chairperson will determine when Board meetings should be held in closed session or when attendance should be otherwise restricted.

### **6. Standards of performance of Members of the Board**

#### **6.01 Each Member of the Board shall, on taking office,**

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

- (ii) disclose in writing his or her membership of other bodies relevant to the operation of the Trust.
- 6.02 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.
- 6.03 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.
- 6.04 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.
- 6.05 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 Chairperson wherever possible before the meeting at which the matter is to be discussed.
- 6.06 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 Chairperson who will decide on the extent of the member's allowable participation in the Board's deliberation on that business.

## **7. Performance review by the Board**

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

## **8. Chairperson of the Executive Board**

### **8.01 Elections and term of office:**

- (i) The Chairperson shall normally be elected for a three-year term from among the voting Members other than the Executive Secretary. The Board shall aim to accommodate this three-year term as Chairperson within the two terms of three years each as a Board member.
- (ii) The Board may re-elect the Chairperson for a second term of not more than an additional three years.
- (iii) The Board shall, where possible, identify and elect its future Chairperson at a meeting of the Board approximately one year in advance of the date that the person shall assume office as Chairperson of the Board.
- (iv) The Vice-Chairperson shall be elected annually by the Board.
- (v) The Chairperson and Vice-Chairperson shall hold office until their successors are elected.

### **8.02 Functions of the Chairperson:**

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

### **8.03 Functions of the Vice-Chairperson of the Executive Board:**

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

#### **8.04 Acting Chairperson of the Executive Board:**

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

### **9. Secretary of the Board**

- 9.01 The Executive Secretary shall appoint a staff member of the Trust to act as Secretary of the Board.
- 9.02 The Executive Secretary shall act as Secretary of the Board until such time as he or she has appointed another staff member of the Trust to act as Secretary of the Board.
- 9.03 The main responsibilities of the Secretary of the Board include:
  - (i) 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;
  - (ii) serving as secretary at meetings of the Board and subsidiary bodies of the Board;
  - (iii) in coordination with the Chairperson and the Executive Secretary, notifying Board members of meetings of the Board and its subsidiary bodies;
  - (iv) coordinating and distributing papers and other relevant documentation for meetings of the Board and subsidiary bodies;
  - (v) maintaining the Board Policies and Procedures Manual; and
  - (vi) assisting the Chairperson and members and the Chairpersons and members of subsidiary bodies of the Board in logistical arrangements.

### **10. Agenda**

#### **10.01 Provisional agenda:**

- (i) The Secretary to the Board, in consultation with the Chairperson and the Executive Secretary, shall draw up the provisional agenda for each meeting of the Board.
- (ii) The provisional agenda for each regular 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 Chairperson and any other member of the Board;
  - (c) a subsidiary organ of the Board; or
  - (d) the Executive Secretary.

#### 10.02 **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 a regular meeting.

#### 10.03 **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 at least four weeks before the commencement of a regular meeting and at least two weeks before a special meeting.

#### 10.04 **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.

### **11. 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 Trust in advance of the meeting;
- (ii) The actions and decisions taken at the meeting and non-confidential documents considered by the meeting are posted on the website of the Trust as soon as possible after the meeting.

### **12. Conduct of Business**

12.01 **Quorum.** A majority of the voting members shall constitute a quorum for Board Meetings.

12.02 **Without prejudice to the rule set out in the preceding paragraph, the Board will not normally take decisions of a substantive nature at a Board Meeting unless** at least two members appointed by the Governing Body of the International Treaty and at least two members appointed by the Donors' Council are present at the meeting.

#### 12.03 **General powers of the Chairperson of the Executive Board:**

- (i) In addition to exercising the powers conferred upon her or him by the Constitution and Rules of Procedure, the Chairperson 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 Chairperson, 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 Chairperson, in the exercise of her or his functions, remains under the authority of the Board.

#### 12.04 **Points of order:**

- (i) A member may at any time raise a point of order, which shall be

immediately decided by the Chairperson in accordance with these rules. A member may appeal against the ruling of the Chairperson. The appeal shall be immediately put to the vote, and the ruling of the Chairperson 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.

**12.05 Motions.** A member may present any of the following motions, which the Chairperson 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:

- (a) to suspend the meeting;
- (b) to adjourn the meeting;
- (c) to adjourn the debate on the item under discussion; or
- (d) to close the debate on the item under discussion.

**12.06 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 those voting members casting an affirmative or negative vote, so decides.

## **13. Voting**

**13.01 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 Chairperson may either adjourn the debate on the matter or put the proposal to a vote.
- (ii) Where the Chairperson of the Board puts a proposal to a vote, the majority required shall be a two-thirds majority of those voting members casting an affirmative or negative vote. Members who abstain from voting are considered as not voting.

**13.02 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.

**13.03 Conduct during voting.** The Chairperson 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.

**13.04 Voting without meeting.** Whenever the Chairperson, after consultation with the Vice-Chairperson, 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 Chairperson

prescribes. At the expiration of the established period, or of any extended period the Chairperson may prescribe, the Secretary to the Board shall record the results and notify the members. The motion shall be considered adopted by the Board only if it receives the positive vote of all members of the Board entitled to vote.

#### **14. Subsidiary Bodies**

- 14.01 The Board shall establish a Finance and Investment Committee composed of a Chairperson and such other members as it may appoint. The Executive Secretary shall be a member of the Finance and Investment Committee, provided that the Executive Secretary shall not participate in any deliberations of the Finance and Investment Committee on audit matters nor shall he or she be a member of any subcommittee of the Finance and Investment Committee dealing with audit matters. The membership of the Finance and Investment Committee may include both Members of the Board and non-Board Members within the limits provided for in the Charter of the Finance and Investment Committee.
- 14.02 The Board may establish on a permanent or ad hoc basis such other committees, working groups or other subsidiary bodies as it deems necessary for the performance of its functions. The membership of such committees, working groups or other subsidiary bodies may include both members of the Board and non-Board members within the limits provided for by the Board.
- 14.03 The Board shall specify the terms of reference and appoint the Chairpersons of any such committees, working groups or other subsidiary bodies. The Board may also assign particular items for further study and reporting back to the Board.
- 14.04 The terms of reference and membership of any permanent subsidiary body established by the Board shall be annexed to these Rules of Procedure.
- 14.05 The provisions of these Rules of Procedures shall apply to the procedure of any committee, working group or other subsidiary body established by the Board, as appropriate, subject to such modifications as the Board may decide.
- 14.06 The Chairperson may attend meetings of all committees, working groups or other subsidiary bodies of the Board, but shall not have a vote in such meetings.

#### **15. Miscellaneous Provisions**

##### **15.01 Records:**

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 or other subsidiary bodies of the Board if the Board so decides. There shall be no verbatim records of meetings.

##### **15.02 Records - preparation and adoption:**

- (i) The Secretary to the Board shall prepare a draft record on the work of each meeting of the Board, setting out, inter alia, any recommendations and decisions adopted as well as the principal reasons therefore.

- (ii) The draft record shall be submitted as soon as possible to the Chairperson and the Executive Secretary who may, within three weeks of their receipt, submit suggestions for additions and amendments.
- (iii) The draft record, with any such addition or amendment incorporated, shall be distributed promptly to the members of the Board for their comments, which should reach the Secretary to the Board within two weeks. Having incorporated the final Board comments, the Board Secretary will distribute the draft record to all participants in the meeting.
- (iv) The draft record, as revised in accordance with paragraph (iii) of this Section, shall be submitted to the Board for approval at the subsequent meeting.

**15.03 Language:** English shall be the official language of the Board.

**15.04 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 Chairperson may invite other relevant persons to attend closed sessions.
- (iii) The Chairperson 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 Chairperson of the Board will make a distinction between closed sessions for outsiders and for staff of the Trust.

**15.05 Travel, honorarium and other payments to members for Board business.**

The Board shall adopt and periodically review regulations governing the mode of travel, the reimbursement of costs incurred in connections with Board members' attendance at meetings of the Board and its subsidiary bodies, and the payment of an honorarium to Board members for attendance at meetings of the Board and its subsidiary bodies or, as approved by the Chairperson, for undertaking Board business. Such regulations shall be annexed to these Rules of Procedure.

**16. 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 Trust 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.