



Rules of Procedure of the System Council

Approved by the System Council at its 2nd meeting
Mexico City, Mexico, 25 – 26 September 2016

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Introduction

The System Council, comprising representatives of the Funders of the CGIAR System and representatives of developing countries, is a strategic decision-making body that keeps under review the strategy, mission, impact and continued relevancy of the CGIAR System. Membership terms and the roles and responsibilities of System Council members are set forth in the *CGIAR System Framework*, approved by the Funders and Centers on 17 June 2016. These rules of procedure provide operational guidance to facilitate the transparent and effective management of System Council 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 CGIAR System Framework ("**Framework**")¹.

1.2 Definitions

In these rules of procedure:

- (a) "**Active Observers**" means those entities identified in [Article 3.2 of the Framework](#) and which have the right to participate in deliberations of the System Council and to propose agenda items and make presentations for such deliberations. An Active Observer does not have a right to vote.
- (b) "**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.
- (c) "**CGIAR System Organization**" or "System Organization" means the international organization governed by the CGIAR System Charter, with its organs being the System Management Board and System Management Office.
- (d) "**Chair**" means the Chair of the System Council appointed pursuant to [Article 5.1 of the Framework](#).
- (e) "**Charter**" means the legal instrument governing the CGIAR System Organization.
- (f) "**Co-Chair**" means the Co-Chair of the System Council appointed for each meeting from among voting members.
- (g) "**Executive Director**" means the Executive Director of the CGIAR System Organization.
- (h) "**Ex-officio non-voting members**"
- (i) "**Funders**" means those entities that contribute funding to Centers in support of the CGIAR Strategy and Results Framework and to the activities of the CGIAR System Organization, through the CGIAR Trust Fund and/or through bilateral contributions.
- (j) "**Independent Science for Development Council**" or "ISDC" means an external,

2. The CGIAR System Framework was approved by the CGIAR System Funders and Centers on 17 June 2016 <http://library.cgiar.org/bitstream/handle/10947/4371/CGIAR%20System%20Framework%20-%20WEB.pdf?sequence=1>

impartial standing panel of experts in science and development subject matters (including food systems innovation matters that extend beyond the agricultural sector) appointed by the System Council and accountable to it, with the responsibility of providing rigorous, independent strategic advice to the System Council and, based on decisions taken by the System Council, the broader CGIAR System as a whole.²

- (k) **“Internal Audit Function”** means the arrangements agreed between the System Council and the System Management Board to provide independent and objective assurance and advisory services to the System Council and the System Management Board.
- (l) **“Invitees”** means the representatives of the entities or governments that shall be invited to attend System Council meetings, as set forth in [Article 3.3 of the Framework](#).
- (m) **“System Council members”** means, together: (i) the up to 20 voting members of the System Council as set forth in [Article 3.1\(a\) of the Framework](#) and the Ex-officio non-voting members as set forth in [Article 3.1\(b\) of the Framework](#).
- (n) **“System Council Secretary”** means the staff member appointed by the Executive Director to act as secretary of the System Council.
- (o) **“System Management Board”** means the governing body of the System Organization described in [Articles 7-9 of the Charter](#).

2. Frequency, place and notice of meetings

2.1 Meetings in ordinary session

- (a) Meetings in ordinary session shall be held at such times as the System Council shall determine, provided that the System Council shall hold at least two (2) meetings in ordinary session a year.
- (b) The System Council discusses, prior to the closure of each meeting, the timing and venue of the next two meetings.
- (c) The System Council Secretary gives notice to all System Council 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 four (4) weeks prior to the meeting.

2.2 Extraordinary meetings

- (a) Extraordinary meetings shall be held at times and venues decided by the Chair after consulting its members.
- (b) The System Council Secretary gives notice to all System Council members, Active Observers and other invitees of the dates and venue of each meeting, together with a draft provisional agenda, at least two (2) weeks prior to the meeting, unless such notice period is waived by the System Council members for urgent business.

² A nomenclature change was made to this definition to ensure consistency in language in these Rules of Procedure with the decision of the SC dated 15-16 November 2018 to amend the CGIAR System Framework in regard to the advisory services of the CGIAR System.

2.3 **Virtual participation**

System Council members, Active Observers and other invitees may, if necessary and feasible, participate in meetings by videoconference or teleconference.

3. Selection and role of voting System Council members and alternates

3.1 **Selection**

- (a) Each constituency, which may be comprised of one or more governments or organizations, shall agree upon its process to select its voting member and alternate in accordance with [Article 4.2 of the Framework](#).
- (b) If requested by a constituency, the System Management Office can assist with the selection process.

3.2 **Role**

- (a) Voting members or their respective alternates act on behalf of their respective constituency and are responsible for consulting within the constituency about pending decisions of the System Council, including by no objection, and for keeping constituency members informed of the System Council's actions, particularly regarding the interests of the constituency.
- (b) If requested by a constituency, the System Management Office can assist in facilitating intra-constituency communication.

4. Attendance of System Council members

4.1 **System Council members, alternates and substitutes**

- (a) System Council members shall make every reasonable effort to participate in all meetings of the System Council.
- (b) An alternate may serve in the stead of the System Council member when the member is absent from the seat. If a System Council member and alternate are both unable to attend a specific meeting, the System Council member may be represented by a substitute representative provided that the identity of that representative is communicated to the System Council Secretary in writing prior to the meeting by the System Council member or alternate.

4.2 **Other meeting participants**

- (a) In addition to the standing invitees referred to in [Article 3.3 of the Framework](#), the Chair may invite, following informal consultation with System Council members, other individuals who may add value to the System Council's business to attend System Council meetings as observers.
- (b) Active Observers may ask for the floor or be invited by the Chair to make verbal interventions. Invitees or other participants may be invited by the Chair to make verbal interventions. Neither Active Observers nor invitees participate in decision-making.
- (c) Each System Council voting member may in addition to its alternate identify a maximum of two support staff to attend System Council meetings, provided that they cover the associated costs.

- (d) CGIAR System Organization staff and other resource persons identified by the Executive Director may attend System Council meetings to provide support to the System Council.

4.3 **Closed sessions**

- (a) The Chair will determine when System Council 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 and/or invitees to all or part of a closed session if the System Council needs to hold in-confidence business discussions.
- (c) The Chair may decide to exclude System Council members from all or part of a closed session only under exceptional circumstances where the presence of that System Council member would jeopardize the System Council's ability to hold free and fair discussions, and only after informal in-confidence consultation among the voting members of the System Council.
- (d) The Chair may invite any other person to attend a closed session when this person may, in the opinion of the Chair, advance the System Council's discussion or otherwise support the matter under discussion.

5. **Conduct of business**

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 System Council 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 System Council 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.
- (c) A System Council 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 System Council 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 System Council so decides.

6. Decision-making

6.1 Consensus and voting rules

- (a) All decisions shall normally be reached by consensus between the voting members of the System Council. 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 7.5 and 7.6 of the Framework](#).
- (c) Each voting member of the System Council shall have one (1) vote.

6.2 Method of voting

- (a) Subject to paragraph (b) of this Article, the System Council 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 System Council 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 System Council 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 System Council and does not warrant the calling of a special meeting, the System Council Secretary shall transmit to each voting System Council member, by electronic means, and copying all non-voting System Council members, Active Observers and regular invitees, a motion embodying the proposed decision with a request for a vote on a no objection basis.
- (b) Questions raised by System Council members in connection with “no objection” decisions are sent by the System Council Secretary to all voting System Council members (with copies to all System Council non-voting members, Active Observers and regular invitees), as are all answers and clarifications provided by the Chair or System Council Secretary.
- (c) Any substantive change to a proposed decision communicated by the System Council 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 System Council member to a proposed decision precludes a decision. If an objection has been received, the Chair will work through the objection with the objecting System Council member directly. If the objecting System Council 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 System Council meeting. The System Council Secretary shall circulate all written comments and objections to voting System Council members and notify all voting System Council members of the action taken pursuant to this paragraph

(with copies to all non-voting System Council members, Active Observers and other regular invitees).

- (e) Notwithstanding the time periods set out in [Article 7.8 of the Framework](#), when a System Council decision is required on an urgent matter, the Chair may either:
- i) Seek the System Council's prior approval for a shorter review period to allow for urgent business to be undertaken for a specified matter at a future time when the motion and supporting papers have been prepared; or
 - ii) At the same time as putting forward the relevant motion for approval on a no-objection basis, request by no-objection, the System Council to approve a shorter specified review period.

An objection by any voting System Council member to a specified review period precludes a decision on the motion pending consent to a revised time period in accordance with the aforementioned process.

- (f) At the expiration of a specified review period that receives no objection, the decision is deemed approved. The System Council Secretary records the outcome of the vote and notify the System Council members, all Active Observers and regular invitees of such outcome within two (2) business days of the vote.

7. Agenda

7.1 Provisional agenda

- (a) The Chair, in collaboration with the Executive Director and the System Council Secretary, shall draw up the draft provisional agenda for each meeting of the System Council. The draft provisional agenda may include a consent agenda, consisting of non-controversial items that do not need to be discussed by the System Council but that require formal System Council adoption.
- (b) A copy of such draft provisional agenda, together with the notice of the meeting as per [Article 2.1\(c\)](#) above, shall be transmitted to the System Council members, the Active Observers and other participants at least four (4) weeks prior to each meeting in ordinary session.
- (c) Changes or additions to the draft provisional agenda of a meeting in ordinary session may be proposed by any System Council member 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 System Council Secretary shall communicate the final provisional agenda including any changes or additions to the members of the System Council, 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 System Council 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 System Council without discussion. Removed items may be taken up either immediately after or placed later on the agenda at the discretion of the System Council.

7.2 **Adoption of the agenda**

- (a) At the beginning of each meeting, the System Council adopts the agenda for that meeting on the basis of the final provisional agenda.
- (b) At this time, items can be added to the agenda only in highly exceptional cases, and the Chair summarizes any decisions taken since the previous meeting. At this time, System Council members may also present any matters arising from the record of the previous meeting.
- (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 System Council.

8. **Transmittal of documents**

8.1 **Transmittal to System Council members**

- (a) Subject to paragraph c) of this Article, with regard to meetings in ordinary session, the System Council Secretary will transmit to all System Council 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) Subject to paragraph c) of this Article, with regard to extraordinary meetings, such documentation shall be transmitted as soon as possible prior to the meeting.
- (c) Where an agenda item involves the review of CGIAR Research Program or Platform or other funding proposals, the proposal and any advisory documents are submitted at least four weeks prior to the meeting.

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

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

9. **Records and disclosure**

9.1 **Provisional agenda**

The System Council Secretary shall ensure that the provisional agenda of each meeting of the System Council 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 System Council meeting shall be prepared and communicated as follows:
 - i) The System Council Secretary shall prepare a draft summary of each meeting of the System Council 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 System Council for review and comment within seven (7) business days after distribution of the draft summary.
 - iii) The System Council 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 System Council 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 System Council Secretary shall ensure that a summary of the decisions taken at the System Council 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 System Council 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 System Council members.

9.3 **Permanent records**

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

9.4 **General disclosure**

Unless a document or any information provided as part of the System Council's business to the System Management Office contains an explicit, written indication that it is confidential, such document or information may be made publicly available or disclosed to third parties.

10. Chair and Co-chair

10.1 **Functions of the Chair**

- (a) The Chair shall perform the functions assigned to her or him by the CGIAR System Framework, by these rules of procedure and by the System Council.
- (b) The Chair shall devote such time as may be necessary to ensure the effective functioning of the System Council.
- (c) The Chair shall preside over all meetings of the System Council and shall supervise all matters with which the System Council is concerned. He or she shall provide leadership to the System Council and ensure its proper performance.
- (d) The Chair represents the System Council in external fora.
- (e) The Chair, in the exercise of his or her functions, remains under the authority of the System Council.

10.2 **Functions of the Co-chair**

- (a) Prior to each meeting, the System Council appoints a meeting Co-chair from among its voting members for the forthcoming meeting. To ensure broad representation, the position of Co-chair is expected to change from one meeting to another.
- (b) The Co-chair presides over some sessions of the meeting as agreed with the Chair.

11. Committee and ad-hoc working group leadership and operations

11.1 Chair

The System Council appoints a qualified candidate to chair each committee, ad-hoc working group or task team (each, a “subsidiary body”) taking into account the purpose and mandate of the body concerned.

11.2 Meetings

- (a) Subsidiary bodies are expected to hold their meetings through the most efficient means, such as in conjunction with System Council meetings or through electronic means.
- (b) The System Council Chair may attend meetings of all subsidiary bodies of the System Council, but shall not have a vote in such meetings.
- (c) Subsidiary bodies will provide reports or recommendations to the System Council in their areas of responsibility, as directed by the System Council at the time of their establishment. They will strive to make recommendations by consensus. Failing consensus, their recommendations are made by a three-quarters ($\frac{3}{4}$) majority of their members.

11.3 Support

The System Management Office provides support for the business and meetings of subsidiary bodies.

11.4 Records

Records of the meetings of subsidiary bodies are handled in the manner described in the approved terms of reference establishing the body.

12. System Council support

12.1 System Management Office

- a) As per [Article 11\(b\) of the Charter](#), the System Management Office supports the System Council, 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 System Council decisions.

12.2 System Council Secretary

- (a) The Executive Director, in consultation with the Chair, appoints a staff member of the CGIAR System Organization to act as System Council Secretary.
- (b) The main responsibilities of the System Council Secretary include:
 - i) Attending meetings of the System Council;
 - ii) Maintaining a full set of official documents pertaining to the System Council, including the official records of meetings of the System Council and subsidiary bodies established by the System Council;
 - iii) Serving as secretary at meetings of the System Council, and at meetings of the subsidiary bodies of the System Council as appropriate;

- iv) In coordination with the Chair, notifying System Council members of meetings of the System Council and its subsidiary bodies;
- v) Coordinating and distributing papers and other relevant documentation for meetings of the System Council and subsidiary bodies;
- vi) Maintaining all System Council policies and procedures; and
- vii) Performing such other functions, including record keeping functions, as the System Council may request.

13. Standards of performance

13.1 Meeting preparation

The members of the System Council are expected to prepare adequately for all System Council meetings and relevant meetings of subsidiary bodies: a significant time commitment is expected.

13.2 Due care and diligence

Each member of the System Council shall, in the performance of his/her functions as a member of the System Council, 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 System Council, Active Observer and other participant in System Council 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 System Council, Active Observer or other participant in System Council 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) System Council members and Active Observers are required to adhere to the System Council's policy on ethics and conflicts of interest.
- (b) 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.
- (c) In case of a dispute on whether a situation represents a conflict of interest, the Chair resolves the matter in consultation with the other System Council members and Active Observers.

13.5 Self-evaluation

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

14. Miscellaneous

14.1 Language

English shall be the official language of the System Council. Meetings are conducted

in English. Documentation submitted to the System Council or System Management Office for consideration is in English. Records of meetings are published in English.

14.2 Travel and expenses

System Council members from developing countries can be reimbursed for reasonable travel and accommodation expenses incurred from attending any System Council meeting through funds allocated by the System Council from the CGIAR Trust Fund and paid out through the System Management Office in accordance with the CGIAR System Organizations' policies and procedures.

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 System Council member, Active Observer or other invitee or participant, all of which are expressly reserved.

14.4 Adoption, amendments and suspension of the rules of procedure

These rules of procedure become effective on the date of their adoption by the System Council. These rules of procedure may be amended or suspended by a decision of the System Council. The System Management Office maintains and distributes the record of any amendments to these rules of procedure.

14.5 Overriding authority of the CGIAR System Framework

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