



Rules of Procedure of the General Assembly of Centers

Revised by the General Assembly of the Centers at its Extraordinary Meeting on 12&13 December 2019, Rome, Italy (GA/M3A/DP4)
Approved by the General Assembly of the Centers at its 2nd meeting Rabat, Morocco, 23 & 24 January 2018 (GA/M2/DP2)

Introduction

1. Article 5.3 of the Charter of the CGIAR System Organization (July 2016)¹ provides the role of Centers under the General Assembly of Centers, namely:

'The General Assembly of Centers shall be a forum for Centers to discuss issues related to the CGIAR System and the CGIAR System Organization. The Centers shall meet as often as necessary, but at least once in each calendar year as a General Assembly of Centers.'

2. The Charter sets forth in article 5.6 certain functions, and in article 5.7 that:

'The General Assembly shall have rules of procedure that provide for the location and arrangements to conduct meetings and elaborate, to the extent necessary, on the provisions hereunder. These rules of procedure shall be made publicly available for transparency purposes'.

3. The Rules of Procedure set out at Appendix 1 were adopted by CGIAR's Centers at the 2nd Meeting of the General Assembly of Centers (Decision reference: GA/M2/DP2).

¹ <https://cgspace.cgiar.org/bitstream/handle/10947/4370/CGIAR%20System%20Charter%20-%20WEB.pdf?sequence=4>

Appendix 1 – General Assembly Rules of Procedure: What to do and how it is done

Role/Function (Charter reference*)	Agreed means of implementation	Additional description/explanation
A. STRUCTURE		
A1. The General Assembly of Centers shall be a <u>forum for Centers</u> (5.3*)	The membership of the General Assembly will comprise the Chairs of the Boards of Trustees and the Directors General of each of the fifteen CGIAR Centers.	A Center's Board of Trustees Chair and/or Director General may nominate a delegate to stand in their place. However, membership of the General Assembly is limited to 30 persons, 2 per Center.
A2. <u>Quorum</u> (5.4*)	The quorum for a <u>formal meeting</u> of a General Assembly of Centers is 2/3 rd majority of all the Centers.	A minimum of 10 Centers must be represented by at least one of the Board of Trustees Chair or Director General (or a delegate of either of them).
B. ROLE		
B1. <u>Discuss issues</u> relevant to Centers, including those related to the CGIAR System and CGIAR System Organization (5.3*)	The General Assembly of Centers may hold discussions during: (i) In-person meetings (ii) Additional, ad-hoc, meetings (iii) Additional ad-hoc calls	Subject to section C below, if circumstances require, the official meetings can be held by virtual means, although at least one in-person meeting per year is strongly preferred.
B2. <u>Decision-making</u> (5.4*) (outlined in Section D below)	(i) Each Center shall have a single vote (ii) Decision making shall be a 2/3 rd majority of all the Centers	* The single vote per Center will be exercised by the Chair of the Board of Trustees of the Center, which can be delegated to another person having informed the Co-Chairs of the General Assembly in advance. Such delegations will be recorded when received. ** Voting may be by show of hands, secret ballot, or by electronic means as determined by the Co-Chairs in consultation with the members.

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C. MEETINGS		
<p>C1. The Centers shall meet as often as necessary, but at least once in each calendar year as a General Assembly of Centers. (5.3 and 5.4*)</p>	<p>(i) <u>Time, date and place*</u> of meetings will be set by the Co-Chairs (5.3)</p> <p>(ii) <u>Attendees</u> of meetings of official General Assembly meetings will include:</p> <ul style="list-style-type: none"> a. General Assembly members - maximum of two representatives per Center** (see A1 above) <p><u>And may include:</u></p> <ul style="list-style-type: none"> b. SMB Chair and Executive Director*** c. Additional Invited Guests at discretion of Co-Chairs in consultation with Centers *** <p>(iii) <u>Virtual meetings</u> can replace in-person official meetings only if essential to ensure the timely conduct of business, and only after consultation with the members of the General Assembly.</p>	<p>* The Co-Chairs will consult with General Assembly members for optimal dates and locations. Efforts will be made to establish meeting locations which offer cost-effectiveness and efficiency of organization and travel. Within those parameters, strong consideration will be given to a Center hosting General Assembly meetings.</p> <p>** In the event an official member cannot attend, they may nominate a delegate in their place, which needs to be communicated to the Co-Chairs.</p> <p>***The General Assembly Agenda may include in-camera sessions only of the members of the General Assembly that may not include any invitees.</p>
<p>C2. <u>Agenda setting</u></p>	<p>(i) The Co-Conveners will share a consultation draft outline agenda not less than 6 weeks prior to an official General Assembly of the Centers meeting.</p> <p>(ii) Any inputs on the agenda or proposed supporting documents should be provided to the Co-Conveners not less than 2 weeks prior to an official meeting of the General Assembly of the Centers for consideration and possible inclusion in the meeting’s agenda.</p> <p>(iii) The submission of papers for a General Assembly meeting will need to be:</p> <ul style="list-style-type: none"> a. At least two weeks before the meeting for General Assembly ‘business’ items; b. Typically, not less than one week before the meeting for strategic discussions. 	<p>For adhoc meetings, a consultation draft agenda will typically be shared 4 weeks before a meeting, with shorter timelines applying for short-notice meetings or virtual calls.</p>

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<p>C3. Meeting support (5.3*)</p>	<p><u>Support for the organization</u> of the General Assembly meetings will be provided by System Management Office.</p>	<p>The Executive Director will ensure that the meeting venue costs for one in-person meeting of the General Assembly will be included in the annual budget of the CGIAR System Organization.</p>
<p>D. RESPONSIBILITIES (set forth in the Charter of the CGIAR System Organization)</p>		
<p><i>Group 1 Specific functions for General Assembly in the Charter (Article 5.6)</i></p> <p><i>Group 1 continued (Article 5.6)</i></p>	<p>D1. Agree upon process and criteria for nomination of SMB members (5.6a*) <u>and Select and appoint the SMB members in accordance with the applicable rules of procedure</u> (5.1d*)</p> <p>D2. Elect a Chair of the General Assembly of Centers (5.6b* and refer also to D6 below)</p>	<p>(i) A Nominations Committee will be formed by the General Assembly typically comprised of 5 persons*:</p> <ul style="list-style-type: none"> a. Two Center Board of Trustees members**, as selected by the Board Chairs, with a preference for at least one Board Chair to be nominated b. Two Directors General**, as selected by the Directors General themselves c. 1 external member with knowledge of the CGIAR System, but not currently directly involved in it, as selected by the other 4 members of the Nominations Committee <p>(ii) The mandate of the Nominations Committee*** will be agreed periodically by the General Assembly and documented and shared publicly.</p> <p>(i) The General Assembly will be <u>Co-Chaired</u> by:</p> <ul style="list-style-type: none"> a. A <u>convener of the Chairs of the Boards of Trustees</u> of the Centers; and b. A <u>convener of the Directors General</u> of the Centers, <p>neither of whom may be a current serving SMB member.</p>
		<p>* In all cases Nominations Committee members should not be current SMB members and should not be interested/willing to serve as SMB members in the current election process.</p> <p>** The persons serving as the annual Convener of the Board of Trustees Chairs and the Convener of the Directors General, are eligible to be appointed to the Nominations Committee.</p> <p>*** The System Management Office will ensure that the nominations process will be available on the CGIAR website. Unless required more frequently based on experiences, the mandate will be re-visited each 4-years to review for ongoing suitability.</p> <p>(i) The Co-convener will be nominated through the processes agreed by, separately, the Board of Trustees Chairs and Directors General groups.</p> <p>(ii) Each of those groups can determine within their respective group eligibility to serve, including eligibility to serve for a successive year.</p> <p>(iii) A formal appointment decision based on those nominations is required at the General Assembly.</p>

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	<p>(ii) Election of the respective conveners will take place at the first meeting of the Centers in each calendar year.</p>	<p>(iv) The co-convenor role is not additionally remunerated by the CGIAR System, nor are costs paid to carry out their roles.</p> <p>(v) Where the Director General convenor is from an Article 15 CGIAR Center*, that Director General will also be the representative of the Article 15 Centers. If the Director General representative is not from an Article 15 CGIAR Center, the Article 15 Centers will separately elect a Director General representative from among that group and advise the Co-Convenors of the General Assembly of the identity of that representative”</p> <p><i>* The 11 CGIAR Centers hosting international ‘in-trust’ crop, tree and forage genebanks</i></p>
<p>D3. Approve a mechanism based on a proposal from the System Management Board for determining the contribution of each Center to the operating budget of the System Organization (5.6c* and 5.1m*)</p>	<p>Once a proposal is brought to the General Assembly, approval can be gained through consensus or through a vote if needed.</p>	<p>Unless circumstances require an earlier submission, typically, proposals shall be brought to the General Assembly each 3 to 4 years to be aligned with the budgeting and funding processes to be set out in the CGIAR business plan (to be introduced from 2019).</p>
<p>D4. Receive the reports of the Chair of the System Management Board and of the</p>	<p>Standing agenda items when the General Assembly of Centers meet at least once in each calendar year to include:</p>	<p>The update will typically be supported by a written document, which will typically be shared in advance.</p>

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<p>Executive Director of the System Organization (5.6d*)</p>	<ul style="list-style-type: none"> • Update from the Chair of the System Management Board • Update from the Executive Director of the CGIAR System Organization 	<p><u>As set out in the Charter:</u></p> <p>(a) The SMB Chair is accountable to the SMB for her/his performance as Chair (considering feedback of the Centers); and</p> <p>(b) The Executive Director’s performance is assessed by the SMB considering the inputs of a broad range of CGIAR stakeholders.</p>
<p>D5. Consider proposed amendments to the Charter (5.6e and also 5.1e*)</p>	<p>(i) Amendments that members of the General Assembly wish to propose, or are presented by the System Council and/or SMB for consideration by the General Assembly, should be submitted to the General Assembly Co-Chairs who will decide on when and how these are discussed with the General Assembly.</p> <p>(ii) Recognizing the need for multiple stakeholders to approve any amendments, as a matter of standing practice, the General Assembly will not normally initiate proposed amendments more frequently than once each year.</p> <p>(iii) Proposed amendments may be discussed and agreed during in-person meetings or through virtual means.</p>	<p>Pursuant to Charter Article 15. Amendments:</p> <ol style="list-style-type: none"> 1. may be proposed to the System Management Board, by any member of the System Management Board, by any member of the System Council or by any Center. 2. Amendments to the Charter shall be adopted by each of the: <ol style="list-style-type: none"> a. System Management Board b. two-thirds majority of Centers at the General Assembly of Centers c. System Council
<p>D6. Approve the Center representatives to serve on the System Council (5.6f*)</p>	<p>The Co-Conveners of the General Assembly of Centers:</p> <ol style="list-style-type: none"> (i) Shall serve as the <i>ex-officio</i> non-voting Center representatives** on the CGIAR System Council. (ii) Have a standing invitation** to attend SMB formal meetings unless determined by the SMB Chair (iii) Participate, as necessary, in other strategic groups or processes as a representative of the Centers*** (iv) Are entitled to have their reasonable travel and hotel costs related to in-person attendance at the foregoing in-person events met according to the 	<p>* If the Co-Chairs cannot attend Council meetings, they may work amongst their fellow Board Chairs or Directors General to select a delegate and notify the appropriate Chair and the System Management Office.</p> <p>** The SMB invitation is non-delegable, as is the case for SMB members themselves.</p> <p>*** This participation is delegable to, respectively, another Board Chair or Director General, on the prior notice to the convener of the relevant meeting absent formal terms of reference being agreed by</p>

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		<p>relevant policies of the System Organization, with the time commitment of the Board Chairs' Convener being compensated from the annual budget of the General Assembly of the Centers****.</p>	<p>that group in advance that determines that attendance will be personal and non-delegable.</p> <p>**** The following provisions apply:</p> <p>(a) Retroactive from 1 August 2019, travel and hotel costs will be reimbursed in line with the logistics information provided for such in-person events (with private preferences being at the cost of the affiliated Center);</p> <p>(b) Effective from 1 January 2020, appropriate contractual arrangements will be put in place between the CGIAR System Organization and the Board Chairs' Convener for covering the time commitments of the Board Chairs' Convener for in-person attendance at all representative meetings other than meetings of the General Assembly of the Centers (being a Center/Alliance own-cost event), with the rate of compensation being tied to the affiliated-Center's own rate for compensation of the in-person time commitment of the relevant official; and</p> <p>(c) Annually, the System Organization will provide a written report to the General Assembly of the Centers on the past calendar year's expenditure under this item, and the proposed budget for the forthcoming period.</p>
<p><u>Group 2</u> <i>Other rights of the Centers related to</i></p>	<p>D7. Contribute to agenda setting of the CGIAR System including foresight studies, and be involved in</p>	<p>Avenues include:</p> <p>(i) Formal agenda items on the annual meeting of the General Assembly, and submissions and recommendations being made by one or both Co-Conveners to the SMB and/or System Council,</p>	<p>The approval in 2018, and introduction in 2019 of a CGIAR Business Cycle/Plan concept is anticipated to provide more clearly identifiable opportunities for contributions to be made.</p>

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<i>the General Assembly from the Charter (Article 5.1)</i>	<p>either in writing or during participation of SMB and/or the System Council;</p> <p>(ii) Ad-hoc meetings or informal calls during the year as required, with inputs being provided by one or both Co-Conveners to the relevant meeting convener;</p> <p>(iii) One-on-one calls between General Assembly members and the Executive Director.</p>	
D8. Approve the compensation of the members* of the System Management Board (5.1f*)	<p>(i) Review to be done no more often than every 3 years at the annual meeting (next review due 2019)</p> <p>(ii) Changes to be made only if current compensation amounts are deemed to be materially over/under comparator norm and budget is available</p> <p>(iii) Optimally, comparator information to be gathered regarding compensation structures in place for any other System governing body as well as any other comparator deemed relevant to allow proper analysis.</p>	* Only SMB members that are not paid employees of any of the 15 Centers.
D9. Raise any concern as to whether the System Organization is operating in accordance with the Charter or Framework (5.1j*)	Discuss during General Assembly meetings, and if a 2/3 rd majority of members agree, the issue is to be raised by the Co-Conveners with the Chair of the SMB and/or System Council as appropriate, after discussions with the Executive Director of the CGIAR System Organization.	

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E. OTHER ACTIVITIES (as identified by the General Assembly itself)		
E1. Provide input into performance assessment of the SMB and members.	Co-Conveners provide information annually to Chair of SMB on General Assembly perspectives of the performance of the SMB and its members to be used as deemed appropriate by Chair of SMB in the SMB's overall SMB self-assessment process based on the following approach: (i) Co-Conveners call for contributions from General Assembly members on strengths and potential areas of concern; and (ii) Co-Conveners consolidate the feedback and provide overall input to SMB Chair.	