

One CGIAR Rules of Procedure¹

Purpose

Consistent One CGIAR governance standards, practices, and proceedings across all governing bodies of One CGIAR Legal Entities serve as a critical enabler of CGIAR's unified governance and integrated operational structure. These Rules of Procedure are binding for all One CGIAR Legal Entities and set out provisions applicable to their governing Boards to enable transparent and effective management of all governing body deliberations and operations.

These Rules of Procedure do not amend the Governing instrument of the One CGIAR Legal Entity but are subordinate to these instruments. No application or interpretation of these rules may contradict the Governing Instrument of any One CGIAR Legal Entity.

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¹ Adopted as the operating Rules of Procedure for the CGIAR System Board with effect from 6 July 2022 (Decision Reference SB/M23/EDP8). At the date of that decision, these Rules have been adopted as the operating Rules of Procedure for the Boards of CIP, ICARDA, IFPRI, IRRI, IWMI and WorldFish.

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1. Scope of the rules of procedure and definition

1.1. Scope

These Rules of Procedure are subject to, and are construed in conformity with, the Charter of the CGIAR System Organization and the Governing Documents of each One CGIAR Legal Entity. In case of any discrepancy between the Governing Documents of any of the One CGIAR Legal Entity and these Rules of Procedures, the Governing Documents take precedence. These Rules of Procedure supersede and replace in their entirety the prior rules of procedure of each One CGIAR Legal Entity to the extent of any inconsistency. Any entity-specific matter or requirement is to be addressed in the respective annex to these Rules of Procedure.

1.2. Definitions

“Active Observer” is a specified participant in Board proceedings who may have a standing right to participate in deliberations, to propose agenda items and make presentations for such deliberations, but does not participate in decision-making

“Alliance” means the union or association of different One CGIAR Legal Entities have that agreed to work together because of shared interests

“Board” means the Board of a given One CGIAR Legal Entity

“Board Chair” means the Chair of each respective Board of a One CGIAR Legal Entity

“Board Secretariat” means any person or function formally nominated by a given One CGIAR Legal Entity as Board Secretary to that One CGIAR Legal Entity

“Chief executive officer” means the person contracted to lead a One CGIAR Legal Entity, typically holding the title of Director General or Executive Director

“Executive Management Team” or “EMT” is as defined in the [Charter of the CGIAR System Organization](#)

“Governance Official” is as defined in the [CGIAR Code of Conduct for Governance Officials](#)

“Governing Document” is the constituent instruments, including but not limited to statutes, constitutions, by-laws and Headquarter Agreements of each One CGIAR Legal Entity

“One CGIAR Legal Entity” means the CGIAR System Organization and the independent research centers who have adopted unified governance arrangements consistent with the [recommendations of the CGIAR System Reference Group](#)

“**Vice-Chair**” means, where one is appointed or elected, the Vice-Chair of a Board of a One CGIAR Legal Entity

2. Responsibilities and conduct

2.1. Board responsibilities

Each Governing Document sets out the powers and responsibilities of its respective Board. Board members have a fiduciary responsibility towards each One CGIAR Legal Entity on whose Board they sit. Board members, in the exercise of their functions, remain under the authority of the Board.

2.2. Conduct of Governance Officials

Standards of conduct for the activities and decision-making of all Board members as Governance Officials, including the responsibility to act with care, skill and diligence, and the duties of confidence and to proactively declare conflicts of interest, are set out in the [CGIAR Code of Conduct for Governance Officials](#). Board members must participate in all relevant training related to the discharge of their obligations under that Code of Conduct.

2.3. Board meeting engagement

Participants are to adhere to the following:

- a) **Meeting preparation:** Review meeting documentation ahead of the meeting; preparing any questions in advance to ensure efficient and effective Board Meetings;
- b) **Meeting participation:** Arrive before the meeting start time so that proceedings can begin promptly; stay focused for its full scheduled duration; and support the Board Chair in their efforts to close the deliberations on time;
- c) **Engagement modalities during meetings:** Actively engage and be as succinct as possible to increase the opportunity for all Board members to contribute to deliberations; listen to the views of others; do not interrupt or speak over another contributor; be constructive in all interventions, whether the comment is in support of a motion or against it; and support the Board Chair in their efforts to reach consensus wherever possible;
- d) **Board Meeting Attendance:** Members are to make every reasonable effort to participate in all meetings of the Board; if due to unavoidable circumstances, a Board member must be absent, they should give notice of that absence as soon as practical, but no later than ten days before the meeting, absent any extraneous circumstances, to the Board Chair and Board Secretary to allow them to address any issues that may arise with regard to quorum, see paragraph 7.1; Board members not able to attend may contribute, if so desired, substantive points on agenda items in writing through the Board Secretary, to facilitate the Board reaching agreement on matters even in the situation of a Board member’s absence; and
- e) **Post meeting follow-up:** Read the post-meeting follow up and act accordingly; and respect the integrity of the internal nature of Board deliberations, and that the records of proceedings speak for the full Board once issued.

3. Members

3.1. Board Members Liability Insurance

The Board Secretariat ensures that reasonable provision is made for the insurance of Board members against liability for acts carried out by them in the performance of their functions as Board members, other than acts of gross negligence or criminal intent. All Board Members will be covered by a Directors' and Officers' Liability insurance policy.

3.2. Representation and required skills

- a) Each Board must be comprised of a diverse group of members that have a collective combination of skills, experience, geographic representation and knowledge required for the Board to discharge its responsibilities under the applicable Governing Document(s);
- b) Unless otherwise stated in the Governing Documents, members serve in their personal capacity and may not be represented by a substitute at meetings;
- c) Only as provided for in the Governing Documents, members that act as official government or organization representatives may be represented by a substitute;
- d) The chief executive officer, as an ex officio non-voting Board member, may designate a representative if they are not able to participate in a given Board meeting; and
- e) Board members attending meetings may not be accompanied by advisers or administrative assistants.

3.3. Appointment terms

- a) Board members are appointed for a term of no more than three (3) years with the option to be reappointed for a second term of no more than three (3) years unless their roles are in an ex-officio capacity for a stakeholder government or other partner body, in such cases the terms are as stipulated by the Governing Documents. Any extension to these terms would be in exceptional circumstances and only where permitted by the Governing Documents;
- b) CGIAR System Board members, subject to the term limits noted in paragraph 3.3.a., become members of each One CGIAR Legal Entity Board from the effective date of appointment as a voting member of the CGIAR System Board and remain so for the duration of that appointment;
- c) A Board member may resign from a Board at any time by notifying the relevant Board Chair of his or her resignation in writing;
- d) Unless otherwise stated in the Governing Documents, a Board has the option to shorten a Board member's current term in exceptional circumstances, when necessitated by business needs upon decision of the Board; and
- e) If it becomes evident a Board Member is unable to attribute enough time to fulfill their fiduciary duties, absent any extenuating circumstances and unless otherwise stated in the Governing Documents, the Board Chair may request the Board member's voluntary resignation or recommend to the Board that the Board member be removed by decision of the Board.

3.4. Board vacancies and succession planning

- a) To ensure effective succession planning, the Board Secretariat is tasked with maintaining appropriate membership registers and skills matrices. When transitions, renewals, and vacancies are anticipated, the Board Secretariat will work with the Board Chair, and other Board members as appropriate, to determine the best course of action;
- b) Care must be taken during the succession planning process to avoid conflicts of interest that may arise regarding potential candidates and incumbent board chairs/vice chairs should not be members of ad hoc nominations working groups that are identifying their successors;
- c) During the succession planning process, the following should be considered:
 - i. Including experienced persons from outside CGIAR on selection panels to bring added diversity to discussions of the group;
 - ii. The role and responsibilities of Boards as set out in the Framework for Gender, Diversity and Inclusion in CGIAR's Workplaces together with the required skills and diversity requirements set out in any Governing Document; and
 - iii. Cross System collaboration to identify potential candidates and to maintain a candidate database for efficiency in the recruitment processes and to ensure high caliber candidates;
- d) Where possible, prospective Board members are to be nominated and appointed before the end of the term of the outgoing Board member with the incoming Board member participating in a Board meeting as an Active Observer prior to commencing his/her term; and
- e) Where possible, the successor of the Board Chair and Vice Chair is to be appointed prior to the end of the term of the outgoing Board Chair or Vice Chair to facilitate a smooth handover.

3.5. Induction

The Board Secretariat is responsible for organizing an induction program for each incoming Board member.

4. Board Officers

4.1. Board Chair

- a) The Board Chair performs the functions assigned to them by the applicable Governing Documents, these Rules of Procedure, and by the Board; and
- b) General responsibilities of the Board Chair are to:
 - i. Devote such time as may be necessary to ensure the effective functioning of the Board;
 - ii. Provide leadership to the Board, preside over meetings of the Board and supervise all matters with which the Board is concerned;
 - iii. Lead the processes to set terms of employment for, select, and appoint (or dismiss) the chief executive officer and conduct an annual evaluation of his/her performance;

- iv. Set each board agenda focused on strategy, performance, value creation, culture and ethics, stakeholder engagement and risk oversight;
- v. Practice and promote respectful deliberations, decision-making and social interaction at all times;
- vi. Put matters to a vote and announce decisions taken by the Board;
- vii. Encourage all Board members to engage in meetings by drawing on their skills, experience and knowledge;
- viii. Foster relationships based on trust, mutual respect, and open communication – both inside and outside meetings – between Board members and leadership, providing support and advice, while respecting executive responsibility; and
- ix. Steward periodic assessment of the Board's performance and culture and ensures appropriate action on the results. Boards are encouraged to conduct annual self-assessments with external assessments every three (3) years considering board effectiveness, compositions, and the skills required for the challenges facing the One CGIAR Legal Entity.

4.2. Board Vice Chair

- a) Guided by the Governing Document, the Board may choose to appoint or elect a Vice Chair to perform the functions assigned to them by these Rules of Procedure, by the Board, and as delegated to them by the Board Chair;
- b) A Vice Chair may preside at meetings of the Board in the event that the Board Chair cannot be present or is otherwise unable to act as Board Chair, and in such an event has the same powers and responsibilities as the Board Chair unless otherwise decided by the Board; and
- c) In line with the Governing Document, if the Vice Chair is unable to act as Board Chair, or if no Vice Chair has been appointed by the Board, the Board may appoint an acting chair for the purposes of the meeting or sessions for which a Chair is required.

5. Convening the Board

5.1. Ordinary meeting

- a) Unless otherwise stated in a Governing Document, the Board must convene at least once each calendar year, in person, by virtual means or using a hybrid approach as agreed by the Board Chair; and
- b) Reasonable notice of the dates and venue of each meeting should be given to all Board members and other participants, typically six weeks in advance.

5.2. Extraordinary and other meetings

- a) Boards may convene to deal with specific time-sensitive issues that cannot wait until the next ordinary session at the discretion of the Board Chair consulting with Board members as appropriate;
- b) An extraordinary session may be called by the Board Secretariat at the request of a majority of Board members;

- c) Boards may convene for ad hoc informational calls where quorum is not required at the discretion of the Board Chair consulting with Board members as appropriate;
- d) Reasonable notice of the dates and venue of each meeting must be given to all Board members and other participants, together with a draft provisional agenda, typically two weeks in advance; and
- e) The Board Chair may call a meeting on less than two weeks notice if there exist exceptional circumstances requiring a Board meeting to be held on short notice. The minimum notice that must be provided to Board members is three business days.

5.3. Other participants

Subject to paragraph 5.4:

- a) The CGIAR's Executive Management Team has a standing invitation to attend the Board Meetings of all entities as Active Observers. Active Observers may ask for the floor or be invited by the Board Chair to make verbal interventions;
- b) The Board Chair may also invite other individuals who may add value to the Board's discussions to attend Board meetings as observers. Observers may be invited by the Board Chair to make verbal interventions;
- c) Active Observers and other observers do not participate in voting; and
- d) Subject to approval by the Board Chair, the relevant chief executive officer and Board Secretariat may identify staff and other resource persons to attend Board meetings to provide support to Board proceedings and logistics.

5.4. Closed sessions

- a) The Board Chair determines when Board meetings, in whole or in part, must be held in closed session or when attendance must be otherwise restricted. Whenever possible, closed sessions are to be announced in advance and indicated on the provisional agenda of the meeting;
- b) Closed sessions may be attended by all Board members and the Board Secretary unless decided otherwise by the Board Chair;
- c) The Board Chair may decide, after informal in-confidence consultation among Board members, to exclude a Board member from all or part of a closed session if there is a conflict of interest or under exceptional circumstances where the presence of that Board member would jeopardize the Board's ability to hold free and fair discussions;
- d) Matters concerning the performance of the EMT or any person serving as the chief executive officer must be discussed in closed session. The Board Chair determines the attendance in such sessions; and
- e) The Board Chair may invite any other person to attend a closed session when this person may, in the opinion of the Board Chair, advance the Board's discussion or otherwise support the matter under discussion.

6. Agenda and documentation

6.1. Agenda setting

- a) The Board Secretariat manages the process of ensuring that there is a rolling calendar of the business of each Board, achieved through regular engagement with the Board Chair, the relevant chief executive officer, and the EMT for System wide matters. That rolling calendar focuses on scheduling Board business in a way that delivers operational efficiency in terms of meeting scheduling;
- b) Taking the counsel of the Board Chair and Vice Chair, the relevant chief executive officer, and EMT for System wide matters, the Board Secretariat develops a draft provisional agenda for each meeting of the Board;
- c) The draft provisional agenda is typically circulated to Board members four (4) weeks before an ordinary meeting for input resulting in a provisional agenda to be shared with Board members two (2) weeks prior to an ordinary meeting;
- d) At the beginning of each ordinary meeting, the Board adopts the agenda for that meeting based on the provisional agenda. During the meeting, the Board may revise the agenda by adding, deleting, deferring, or amending items;
- e) To encourage time-efficiency and effectiveness, consent agendas are used whenever practicable for Board decision-making on non-controversial items that do not need to be discussed by the Board but that require formal Board adoption;
- f) When an extraordinary meeting of the Board is called, its provisional agenda shall consist of those items proposed for consideration in the request for and the decision on holding the meeting. Subject to approval of the Board, other matters may be put on the agenda of the meeting; and
- g) Agendas for ad hoc informational calls are set by the Board Chair, with agendas and relevant documents shared with all Board members typically at least five days in advance of the meeting by the Board Secretariat.

6.2. Transmittal of board documents

- a) For ordinary meetings, pre-reading material is shared with Board members at least two (2) weeks prior to the meeting; and
- b) For extraordinary meetings, such documentation must be transmitted as soon as possible prior to the meeting.

6.3. Records of proceedings

- a) Subject to paragraph 6.3.b. and any requirements in the Governing Documents, a meeting summary of all meetings is to be prepared and communicated as follows:
 - i. The Board Secretariat should prepare a draft meeting summary of each meeting, in consultation with the Board Chair, within ten (10) entity headquarter business days;
 - ii. The draft meeting summary includes decisions taken, actions agreed, and key issues raised. In case of a vote, any dissenting Board member may, but is not required to, provide an opinion explaining the reasoning for his/her vote,

which shall be included in the meeting summary. There are no verbatim records of meetings;

- iii. The draft meeting summary should highlight any discussions deemed sensitive that may need to be excluded from any public summary for consideration by the Board Chair;
 - iv. The draft meeting summary should be sent to all Board members for their review and comment within five (5) business days after distribution of the draft. Should no substantive edits be received, the meeting summary will be taken as approved. The Board's approval of any substantive edits must be sought within a two (2) business day period; and
 - v. To support transparency and good governance, approved meeting summaries are to be posted on the relevant One CGIAR Legal Entity's public website within two (2) business days after Board approval.
- b) If required by Governing Documents, or at the specific request of the Board Chair, detailed meeting minutes may be developed; and
 - c) Discussion summaries of closed sessions are not posted, but decisions taken in closed sessions may be included in the publicly available meeting summary if those decisions have a material impact on the strategic direction, leadership, or risk appetite of the relevant One CGIAR Legal Entity.

6.4. Decision register and action log

- a) All decisions must be included in a Decision Register and logged in accordance with any specific requirements set in its Governing Documents;
- b) Decisions may be captured as resolutions if required by its Governing Documents;
- c) All actions must be included in an Action Log; and
- d) The Board Secretariat maintains both the Decision Register and Action Log and follows up with relevant stakeholders on the status of implementation. At each ordinary board meeting, a status update on all open actions must be provided.

6.5. Permanent records

Adopted agendas, the approved meeting summary of each Board meeting, and all documents formally tabled before the Board must be retained in the permanent records of the relevant One CGIAR Legal Entity.

7. Conduct of business

7.1. Quorum

- a) The Board Chair verifies a quorum at the beginning of a meeting, which shall be two-thirds (2/3) of the voting Board members unless mandated otherwise in the Governing Document of the One CGIAR Legal Entity;
- b) Governing Documents may identify special decisions that require a higher quorum threshold for decision making; and

- c) Any meeting without the necessary quorum may not take decisions and may be adjourned by the Board Chair.

7.2. Points of order

- a) A Board member may at any time raise a point of order, which must be immediately decided by the Board Chair in accordance with these Rules of Procedure;
- b) The Board member may not, in raising a point of order, speak on the substance of the matter under discussion; and
- c) A Board member may object to the ruling of the Board Chair. The objection must be immediately put to the vote, and the ruling of the Board Chair shall stand unless overruled by a majority of voting Board members.

7.3. Motions

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

- i. To close the debate on the item under discussion and call for a vote on its merits;
- ii. To adjourn the debate on the item under discussion;
- iii. To adjourn the meeting; or
- iv. To suspend the meeting.

7.4. 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 voting Board members present so decides.

8. Decision making

8.1. Consensus and voting rules

- a) For in-meeting decisions, the Board Chair aims to reach consensus amongst Board members resulting in a decision that all Board members agree to support in the best interest of the entity. The Board Chair articulates the consensus view;
- b) If no agreement by consensus can be reached, any motion may be put forward for a vote;
- c) Specific legal or governance obligations may require a formal vote as per Governing Documents;
- d) Each voting Board member has one (1) vote;
- e) In circumstances where a formal vote is taken, decisions require an affirmative vote representing at least two-thirds (2/3) majority of voting Board members present unless otherwise specified in the Governing Documents.

8.2. Voting with a meeting

- a) For in-person, virtual and hybrid meetings, voting by show of hands is preferred, but any voting Board member may request a roll call; and
- b) The Board Chair announces the commencement of voting, after which no Board member or Active Observer is 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.

8.3. Voting without a meeting

- a) Whenever the Board Chair considers that a decision on a particular matter should not be postponed until the next meeting of the Board and does not warrant the calling of an extraordinary meeting, the Board Secretariat transmits to each Board member, by electronic means such as Diligent Boards or email, a motion embodying the proposed decision with a request for a vote within a specified review period, typically 10 business days. Non-voting Board members and Active Observers are copied in the communication regarding the proposed decision but are not eligible to vote;
- b) For routine matters, voting can be undertaken on a “no objection” basis within a specified review period, typically 10 business days. Unless otherwise stated in the Governing Documents, a voting Board member only needs to reply to a “no objection” vote request if they wish to object, or they have a query they wish to have answered in the process of considering the proposed decision. For “no objection” vote requests:
 - i. Questions raised by voting Board members in connection with “no-objection” decisions are sent to the Board Secretariat copying all Board members as are all answers and clarifications provided;
 - ii. Any material objection will be considered by the Board Chair, who, within their discretion, can decide to work through the objection with the particular Board member, call for an affirmative vote, cancel the no-objection vote and add the matter to the agenda of the subsequent Board meeting, or to continue with the no-objection vote;
 - iii. Any substantive change to a proposed decision communicated by the Board Secretariat, as instructed by the Board Chair, starts a new review period as specified at the time of the change;
 - iv. If material objections have been received from more than one-third of the voting Board members, or as otherwise specified in the Governing Documents, the Board Chair must work through the objection with the objecting Board members directly. If the objecting Board members uphold their objection following discussion with the Board Chair, the Board Chair may, in their discretion, add the matter to the agenda of the subsequent Board meeting; and
 - v. Unless otherwise specified in the Governing Documents, at the expiration of the specified review period if less than one-third of the voting Board members object to the proposed decision the decision is deemed approved. The Board Secretariat records the outcome of the vote and notifies the voting Board members of such outcome.

- c) For non-routine matters or as the Governing Documents require, an electronic voting process must be used that requires the same threshold of affirmative votes as in-meeting voting.

8.4. Consent agenda

- a) Decisions may be made by using a Consent Agenda to ensure efficient management of routine business matters during Board meetings and to allocate more time for discussion of substantive governance and strategic matters;
- b) Items in a Consent Agenda are voted on as a package in a single vote (not item by item) and without discussion;
- c) Any item that a Board member feels requires discussion must be removed from the Consent Agenda. To remove an item from the Consent Agenda, a voting Board member must make the request, ideally in writing at least one (1) week prior to the meeting; and
- d) An item so removed from the Consent Agenda may be taken up either immediately after the vote on the remaining Consent Agenda items or placed later during the meeting at the discretion of the Board Chair.

9. Committees, working groups and other subsidiary bodies

9.1. Audit, Finance & Risk Committee

The CGIAR Audit, Finance & Risk Committee ('AFRC') is a standing committee of the CGIAR System Board and One CGIAR Center/Alliance Boards. Its responsibilities, as delegated to it by the Boards, and operating modalities, are set out in its [Terms of Reference](#).

9.2. Other committees, working groups and subsidiary bodies

Boards may establish regular or ad hoc committees, working groups or other subsidiary bodies in accordance with their respective Governing Documents with delegated responsibilities and operating modalities to be defined in a terms of reference approved by the Board.

9.3. Decisions and recommendations

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 or otherwise stated in Governing Documents. Working groups and other subsidiary bodies of the Board have no decision-making authority.

9.4. Committee/working group Chair

Unless otherwise specified in the Board-approved terms of reference, the Board appoints a qualified person to chair each subsidiary body, taking into account the purpose and mandate of the body concerned.

9.5. Meetings and records

- a) Committees, working groups and other subsidiary bodies are expected to hold their meetings through the most efficient means, such as electronic means; and
- b) Records of the meetings of committees, working groups and other subsidiary bodies are handled in the manner described in the approved terms of reference establishing the body.

10. Board Secretariat

10.1. Responsibilities of the Board Secretariat

- a) Advise and guide the Board on their governance responsibilities and the proper discharge of their duties under the legal frameworks to which they may be subject, and in accordance with recognized best practices;
- b) Ensure positive relationships with all Board members, working with/through governance aides at each entity for ex-officio Board members where relevant;
- c) Coordinate meetings of the Board and subsidiary bodies of the Board;
- d) Serve as secretary at meetings of the Board and the subsidiary bodies of the Board as relevant and serve as a presenter of items as requested by the Board Chair;
- e) Maintain 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;
- f) In coordination with the Board Chair and management, notify Board members of meetings of the Board and its subsidiary bodies;
- g) Coordinate and distribute papers and other relevant documentation for meetings of the Board and subsidiary bodies;
- h) Maintain all Board policies and procedures and statutory records as applicable; and
- i) Perform such other functions as the Board and Board Chair may request.

10.2. Logistics

- a) The Board Secretariat, liaising as appropriate with other teams, is responsible for arranging logistics for in-person meetings, including, but not limited to, travel arrangements, suitable conference rooms, reliable internet connections, meals, lodging, and local transport; and
- b) For virtual and hybrid meetings, a suitable platform must be selected that allows for Board members worldwide to participate.

11. Communication and engagement

11.1. Language

English is the official language of the Boards with meetings conducted in English, and documentation submitted to the Board and records of proceedings published in English apart from AfricaRice where English and French are official languages (refer AfricaRice Annex).

11.2. Staff engagement

- a) To effectively understand staff needs, interests and views, the Boards are encouraged to ensure that management provides for periodic staff engagement activities adjacent to in-person meetings or as appropriate; and
- b) Board Members who wish to reach out to members of staff, must do so according to a One CGIAR Staff Communication Protocol when in place, or in accordance with their One CGIAR Legal Entity's protocol until that time and after informing the Board Chair.

11.3. Stakeholder engagement

To promote stakeholder engagement, Board members may be invited to participate in field visits or other strategically important events.

12. Miscellaneous

12.1. 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, observer or other participant, all of which are expressly reserved.

12.2. Sanctions

- a) Sanctions are imposed by governments and international organizations and may have a wide applicability. Jurisdiction is not limited to geographical location or nationality alone. Instead, a wider jurisdiction may apply, where any link to the government or organization imposing the sanctions, implies being bound by them;²
- b) Sanctions may apply to Governance Officials³ as a citizen, visa holder or resident of a particular country, with individuals subject to both the laws of their country of citizenship and the country where they live or work; and
- c) Mere presence in a country may make an individual subject to the laws of a country. It is the responsibility of each individual Governance Official to understand and meet their sanction obligations as a citizen of a particular country or because of their presence in a particular country.

12.3. Travel and expenses

The One CGIAR Board Travel Policy sets out the agreed provisions regarding travel, insurance coverage and expense reimbursement for Board members in connection with the discharge of their responsibilities. In the absence of such a policy, the entity-specific provisions apply.

² For instance, a financial transaction in US dollars with a country, person, or entity included on the US OFAC Sanctions list may breach US Sanction Law

³ US Persons are particularly encouraged to seek Legal Counsel due to the implications of US Sanction Law

12.4. Honoraria

The One CGIAR Policy on Board Honorarium establishes the honorarium arrangement for Board members and their subsidiary bodies. In the absence of such a policy, the entity-specific provisions apply.

12.5. Adoption, amendments and suspension of Rules of Procedure

These Rules of Procedure become effective on the date of their adoption by the Boards of the One CGIAR legal entities. They may be amended in accordance with each One CGIAR Legal Entity's Governing Document.

12.6. Overriding authority of the Governing Documents

In the event of any conflict between any provision of these Rules of Procedure and any provisions in the Governing Document of any One CGIAR Legal Entity, the provisions of the Governing Document prevail.