



REGULATION ON AUTHORIZING ENVIRONMENT OF CGIAR SYSTEM ORGANIZATION

Approved by the CGIAR System Board with effect from 1 December 2023
(Decision Reference SB/M27/EDP12)

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Introduction

1. Article 1 of the Agreement Establishing the CGIAR System Organization as an International Organization ('Establishing Agreement') attributes the CGIAR System Organization international legal personality as an independent international organization.
2. Accordingly, the CGIAR System Organization possesses such legal capacity as is necessarily implied by its functions and powers and consistent with the achievement of its purpose, including:
 - a. to enter into treaties, agreements, arrangements and contracts;
 - b. to acquire and dispose of movable and immovable property; and
 - c. to institute and respond to legal proceedings.
3. Consequently, this regulation establishes the authorizing environment of the CGIAR System Organization for exercise of such legal capacity.

Part A. General

Article 1. Status

1. This regulation is adopted by the System Board in accordance with the Charter of the CGIAR System Organization ('Charter'). This regulation is subordinate to the Charter and shall take precedence over all other decisions of the System Board.
2. The scope of this regulation is limited to the achievement of the purpose of the CGIAR System Organization, namely the coordination of the CGIAR Integrated Partnership and pooled funding of activities among CGIAR Research Centres and other partners under a common strategy in order to enable them to enhance their individual and collective contribution to the achievement of the CGIAR vision, as stated by the Establishing Agreement.
3. This regulation revokes and replaces SB Decision ref. SB/M23/DP3 (titled 'System Board Delegations of Authority Policy'), SB Decision ref. SB/M21/DP2 (titled 'One CGIAR Implementing Arrangement No. 1') and SB Decision ref. SB/M25/DP7 (concerning Unrestricted Funding, pursuant to Article 8(pp) of the Charter).

Part B. Officials

Article 2. Executive Managing Director

1. In accordance with Article 12.2 of the Charter, the chief executive officer of the CGIAR System Organization is the Executive Director, hereafter referred to as the *Executive Managing Director*.
2. The Executive Managing Director shall be the paramount executive of the CGIAR System, responsible for providing coordinated leadership.
3. The Executive Managing Director is accountable to the CGIAR System Board. The terms of reference of the Executive Managing Director shall be determined by the System Board.
4. The Executive Managing Director is the legal representative of the CGIAR System Organization.

Article 3. Management

1. The Executive Managing Director may appoint a Deputy Executive Managing Director and one or more Managing Directors of the CGIAR System in consultation with the System Board, in accordance with an open, transparent and merit-based process. The terms of reference of the Deputy Executive Managing Director and Managing Directors shall be determined by the Executive Managing Director.
2. The Executive Management Team of the CGIAR System, referred to in Article 2(c) of the Charter, shall be composed of the Executive Managing Director only.
3. The Executive Managing Director may establish a senior executive committee, the terms of reference and composition of which shall be determined by him/her.

Article 4. Staff

1. The Executive Managing Director is responsible for appointment, organization and dismissal of CGIAR Global and Regional Staff, composed of:
 - a. staff members contracted to the CGIAR System Organization, subject to regulation by the System Board in accordance with Article 12.4 of the Charter; and

- b. staff members contracted to CGIAR Research Centres, on behalf of the Executive Managing Director.
2. CGIAR Global and Regional Staff shall work to job descriptions determined by the Executive Managing Director.
3. Subject to the paramount consideration of securing the highest standard of efficiency, competence and integrity, the Executive Managing Director shall pay due regard to geographic and other diversity in the composition of the CGIAR Global and Regional Staff.

Part C. Governance

Article 5. Delegation of Authority

1. To complement the competences attributed them by the Establishing Agreement and Charter, the Executive Managing Director shall possess authority delegated by the System Board; namely, all the powers of the CGIAR System Organization necessary to:
 - a. fulfil the competences attributed them by the Establishing Agreement, Charter and this regulation;
 - b. implement other decisions of the System Board;
 - c. reallocate resources within the CGIAR System Organization and across budget categories and line items, as required; and
 - d. determine and oversee the use of Unrestricted Funding and research program-specific funding from the CGIAR Trust Fund for the implementation of CGIAR Research in accordance with the performance management system and risk management framework, pursuant to Article 8(pp) of the Charter.
2. The exercise of authority by the Executive Managing Director shall be subordinated to, and shall be incapable of amending or suppressing, decisions of the System Board and CGIAR Policy (as defined at Article 2(d) of the Charter).

Article 6. Exceptions to Delegation

1. The authority delegated to the Executive Managing Director by Article 5 of this regulation is withheld and it remains reserved to the System Board to authorize the System Organization to:

A. Finance

- a. accumulate debt in excess of USD 250,000;
- b. accumulate un-budgeted assets in excess of USD 100,000 per financial year;
- c. dispose of assets with a cumulative accounting value in excess of USD 50,000 or resulting in a cumulative accounting loss in excess of USD 20,000 per financial year;

B. Operations

- d. assume legal obligations outside the normal course of business, resulting in significant operational or reputational risks; and
- e. significantly alter the staff headcount of the CGIAR System Organization.

2. The System Board shall:

- a. regulate the personnel of the CGIAR System Organization in accordance with Article 12.4 of the Charter; and
- b. adopt rules of procedure to govern meetings of the System Board.

Article 7. Signatory Authority

1. The exclusive authorized signatory of the CGIAR System Organization shall be its legal representative, the Executive Managing Director. The Executive Managing Director may delegate this authority in writing to CGIAR Global and Regional Staff.

2. The Executive Managing Director shall ensure that their signatory authority is exercised in conformity with this regulation.

Part D. Waiver of Immunities

Article 8. Determinations by System Board

1. The System Board may waive to such extent and upon such conditions as it may determine any of the immunities, privileges and exemptions conferred upon the CGIAR System Organization by the Agreement between the Government of the French Republic and the CGIAR System Organization ('Headquarters Agreement'), whensoever such waiver would, in its opinion, be consistent with the interests of the CGIAR System Organization.
2. The System Board may waive any immunity, privilege or exemption in respect of the Executive Managing Director, whensoever such waiver would, in its opinion, be consistent with the interests of the CGIAR System Organization. Any such waiver shall be notified to the Executive Managing Director.

Article 9. Determinations by Executive Managing Director

1. The Executive Managing Director may waive any immunity, privilege or exemption in respect of personnel of the CGIAR System Organization whensoever such waiver would, in their opinion, be consistent with the interests of the CGIAR System Organization.
2. The Executive Managing Director may consent to representatives of the Government of the French Republic entering the inviolable headquarters of the CGIAR System Organization in the official execution of coercive State authority, consistent with the interests of the CGIAR System Organization.
3. Any exercise of waiver or consent in accordance with this Article shall be notified by the Executive Managing Director to the CGIAR System Board and any exercise of Article 9(1) shall be notified to the subject personnel of the CGIAR System Organization.

Part E. Final Provisions

Article 10. Implementation

1. The authority and competence possessed by the Executive Managing Director may be delegated to CGIAR Global and Regional Staff.
2. In the absence from duty of the Executive Managing Director, the Deputy Executive Managing Director shall exercise the authority and perform the functions of the Executive Managing Director. In the absence from duty of both the Executive Managing Director and the Deputy Executive Managing Director, a Managing Director who is concurrently a staff member contracted to the CGIAR System Organization shall exercise the authority and perform the functions of the Executive Managing Director.
3. The Executive Managing Director shall issue one or more written directives to implement this regulation, including the exercise of their signatory authority.

Article 11. Interpretation and Transparency

1. Any disputed interpretation of this regulation shall be conclusively resolved by decision of the System Board.
2. This regulation shall be published on the website of the CGIAR System Organization and may be referred to, together with the Establishing Agreement, the Charter, the CGIAR System Framework and the Headquarters Agreement, as the 'Basic Documents' of the CGIAR System Organization.

Article 12. Entry into Force

1. This regulation shall enter into force on 1 December 2023.
