

- i. The Board of Trustees (hereinafter referred to as the “Board”).
- ii. The Director General.

#### **Article 8 Composition of the Board**

- i. The Board shall consist of from 12 to 16 members, selected as follows:
  - a. Twelve voting members composed of
    - i) With effect from 1 October 2020, eight voting members of the Board of the CGIAR System Organization.
    - ii) Three members appointed by the voting members of the Board of Bioversity International.
    - iii) One voting member must be appointed by the country that, pursuant to Article 2, is the host country of Bioversity International.
  - b. Up to four non-voting members composed of the following persons, who have the right to actively participate in sessions of the Board in advance of a vote:
    - i) the Director General of Bioversity International, ex officio, and
    - ii) three members appointed by the voting members of the Board of Bioversity International.
  - c. Regard shall be paid specially to proposed members’ professional experience and qualifications, to appropriate geographic distribution, and to gender.
- ii. The members of the Board, except the Director General (who serves as a member for her/his whole term of office) and the member appointed by the host country, shall be appointed for terms of no more than three years as determined by the Board in advance of the appointment. Vacancies among the members-at-large by reason of their retirement, death, incapacity, or any other cause shall be filled in the same manner as their appointment. A new member appointed to replace a member during the latter’s term may be appointed for the remaining term of the member being replaced or for some other term of no more than three years.
- iii. The members of the Board are eligible for reappointment to a second term, but shall not serve more than two successive terms (six years maximum), except that the member elected as Chair may have their term extended by the Board in order to coincide with their appointment as Chair, provided that no member shall serve for more than eight consecutive years on the Board. To ensure continuity of policies and operations, members shall serve staggered terms as determined by the Board.
- iv. The members of the Board – other than the Director General and the member appointed by the host country – serve in a personal capacity and are not considered, nor do they act, as official representatives of the host country.
- v. The term of office and the selection of the member appointed by the host country will be determined by the host country.

- vi. The term of Board members who are also members of the board of the CGIAR System Organization shall be based on the term limits that apply to the System Organization board membership regardless of any period that they may have previously served on any other board of a CGIAR entity.

#### **Article 9 Functions and Powers of the Board**

- i. The Board governs Bioversity International in all affairs of the Organization. Its role shall be to ensure that
  - a. the Organization has objectives, programs, and plans that are consistent with its aims and with the goals and purposes of the CGIAR System.
  - b. the Organization is managed effectively by the Director General in harmony with the agreed objectives, programs, and budgets, and in accordance with legal and regulatory requirements.
  - c. the future well-being of Bioversity International and of the CGIAR System is not jeopardized by exposing its financial resources, its staff, or its credibility to excessive risks.
- ii. To this end, the Board shall have the following duties:
  - a. definition of objectives and approval of plans to meet the Organization's aims and to monitor the achievement of these aims.
  - b. specification of policies to be followed by the Director General in pursuing the specified objectives.
  - c. appointment of the Director General, determination of her/his terms of employment, monitoring her/his performance, and dismissal of the Director General if her/his performance is inadequate.
  - d. approval of the Organization's broad organizational framework.
  - e. approval of personnel policies, including scales of salaries and benefits, and the establishment of a system or systems of internal taxation for all staff or for any category of staff or for staff at any location as and when the Board thinks fit.
  - f. determination of priorities relating to major elements within and between the Organization's programs.
  - g. approval of the Organization's program and budget.
  - h. ensuring the Organization's cost-effectiveness, financial integrity, and accountability.
  - i. appointment of an external auditor and approval of an annual audit plan.
  - j. approval of an investment policy and monitoring of its implementation.
  - k. overseeing of major borrowing, major expansion including the acquisition of major equipment and facilities, and the disposal of major assets.

- l. ensuring that the Organization conducts its activities in accordance with System-wide policies laid down by CGIAR, including data, publications, and ethics policies.
  - m. ensuring that due consideration is given to the recommendations and suggestions made by CGIAR-approved reviews pertinent to the Organization's operation and activities.
  - n. ensuring that Board members have no conflict of interest.
  - o. maintaining the composition of the Board with respect to the expertise needed to discharge the full range of its responsibilities, monitoring the performance of its members, and evaluating its performance.
  - p. performing all other acts that may be considered necessary, suitable, and proper for the attainment of any or all of the aims of the Organization as set forth in Article 3 hereof.
- iii. The Board may designate an executive committee of its members, which shall have the power to act for the Board in the interim between Board meetings and on matters that the Board delegates to it. All interim actions of the executive committee shall be reported to the full Board at its next meeting.
  - iv. The voting members of the Board may establish such subsidiary committees, advisory bodies or councils, and task forces as it deems necessary for the performance of its functions and may delegate its powers and duties as it deems appropriate. These committees, bodies, and task forces may assist the Board and the Director General.

#### **Article 10 Voting by the Board**

Voting by the Board of Trustees is regulated as follows:

- i. Each voting member of the Board has one vote.
- ii. Regular decisions of the Board, being those decisions not expressly stated in either item iii or item iv below, shall be made by a two-thirds majority of the voting members present.
- iii. The following special decisions of the Board require a three-fourths majority of the voting members:
  - a. Enter into any Alliance or merger with other CGIAR Research Centers or other organizations, or legally dissolve or legally terminate any such Alliance or merger;
  - b. Voluntarily withdraw from the CGIAR System;
  - c. Amend this Constitution pursuant to Article 19.
- iv. The following special decisions of the Board require a three-fourths majority of the voting members, such majority to include three members who are either the host country government member or members elected by Bioversity International:
  - a. To dissolve the legal entity comprising Bioversity International.

#### **Article 11 Procedures of the Board**

- i. The Board shall elect a Chair and a Vice-Chair from among its members. The normal term of the Chair shall be three years, but the Board may re-elect its Chair for a second term of not more than three years. The Vice-Chair term is three years, and she/he may not serve for more than one term.

- ii. The Board shall meet at least twice yearly, and these meetings can be held in person or virtually.
- iii. The Board shall adopt its own rules of procedure.
- iv. The presence of at least two-thirds of the voting members of the Board shall constitute a quorum for Board meetings.
- v. The Board shall extend an invitation to the CGIAR Executive Management Team (EMT) members to attend its meetings and be part of the discussions during these sessions. The EMT members will attend Board sessions as guests and will not have voting rights.
- vi. The Board can decide to hold in camera sessions without the presence of the EMT members when sessions require confidentiality.

### **Article 12 Appointment of the Director General**

The appointment of the Director General of Bioversity International, her/his term of office, and dismissal with just cause will be decided by a two-thirds majority of the voting members.

### **Article 13 Functions and Powers of the Director General**

- i. The Director General is responsible to the Board for the operation and management of Bioversity International and for assuring that its programs and objectives are properly developed and carried out. He/she is the chief executive officer of the Organization.
- ii. The Director General shall implement the policies determined by the Board, follow the guidelines laid down by the Board for the functioning of the Organization, and carry out the directions of the Board. Specifically, the Director General, under the supervision of the Board, shall
  - a. develop a strategic plan for the operation of the Organization and keep this plan under continuing review.
  - b. develop program and budget submissions in accordance with established practices within the CGIAR and prepare the Annual Report.
  - c. supervise the planning and direction of the Organization's activities to ensure effective programming and project implementation, analysis, and evaluation of ongoing programs and to provide vision and comprehension in developing strategies for future programs.
  - d. recruit and manage highly qualified staff.
  - e. keep and have available for review by the Board and other appropriate parties financial accounts and other records on a current basis.
  - f. have made annually an independent audit of the financial records.
  - g. keep the Chair of the Board advised on matters of consequence that relate to the Organization.