



Rules of Procedure of the Executive Board

The Rules of Procedures of the Executive Board were adopted by the Executive Board at its First Session on 14 December 1977.

- ▶ The Executive Board amended rules 1, 2.2, 12.4, 14, 18, 19.1, 20.3, 23 and 24 of the Rules of Procedure at its Fifty-Fourth Session on 13 April 1995. These amendments entered into force on 20 February 1997.
- ▶ The Executive Board at its Ninety-Eighth Session in December 2009 introduced a new rule 24. As a result of this amendment, rules 24 through 28 have been renumbered as 25, 26, 27, 28 and 29.
- ▶ The Executive Board at its 119th Session in December 2016 amended rule 7 and incorporated an annex to the Rules of Procedure in order to adopt the Principles of Conduct for Representatives on the Executive Board of IFAD. The amendment and annex entered into force upon approval by the Executive Board.

I. Definitions

RULE 1 Definitions

- (a) "Agreement" means the Agreement Establishing the Fund, as it may be amended from time to time;
- (b) "alternate" means alternate member of the Board;
- (c) "Board" means the Executive Board of the Fund;
- (d) "cooperating institution" means any institution with which an agreement has been concluded that provides for its participation in the work of the Board;
- (e) "cooperating international organization" means the United Nations and any organization referred to in article 8.2 of the Agreement with which agreements or working arrangements have been established;
- (f) "Fund" means the International Fund for Agricultural Development;
- (g) "Governing Council" means the Governing Council of the Fund;
- (h) "member" means member of the Board, but does not include alternate members except where otherwise specified;
- (i) "President" means the President of the Fund;
- (j) "principal" means the member whose rights an alternate may exercise pursuant to rule 25;
- (k) "Vice-President" means the Vice-President of the Fund, if any, appointed by the President.

II. Sessions

RULE 2 Convening of Sessions

- 1. Sessions of the Board shall be called by the President as often as the business of the Fund may require.
- 2. The Board shall also be called into session:
 - (a) by decision of the Governing Council;
 - (b) by decision of the Board; or
 - (c) at the request of members representing at least one third of the total number of votes in the Executive Board.

RULE 3 Place of Sessions

All sessions of the Board shall be held at the seat of the Fund, except for sessions held in conjunction with a session of the Governing Council held elsewhere.

RULE 4 Notification of Sessions

1. Except in special circumstances, the President shall inform each member and alternate of the opening date, place and expected duration of a session no less than thirty days in advance of its commencement.
2. A cooperating international organization or institution whose attendance at a meeting of the Board is expressly desired by the Executive Board shall be informed as soon as possible of the date and time thereof.
3. Notifications under this rule may be issued by any suitable means, including cable or telex.

RULE 5 Agenda

1. The President shall prepare a proposed agenda for each session of the Board, which shall include all items requiring consideration by the Board during the session.
2. The President shall communicate the proposed agenda to all members and alternates. The proposed agenda shall normally be transmitted together with the notification referred to in rule 4.
3. Any matter not included in the proposed agenda may be presented by the President or by a member or alternate for inclusion in the agenda to be adopted by the Board at least seven days before the beginning of the session.
4. During the session the Board may revise the agenda by adding, deleting, deferring or amending items.

RULE 6 Distribution of Documents

The documents relating to a proposal to be considered by the Board shall, as far as possible, be distributed to the members and alternates at least thirty days in advance of the meeting at which such proposal is to be considered.¹

¹ At the Fifteenth Session of the Executive Board on 2 April 1982, the President assured the Executive Board that the following will be observed:

- “(a) Documents are to be dispatched from six weeks to four weeks in advance of a given session of the Executive Board. However, not more than two President’s Reports on projects are to be included in the last dispatch four weeks prior to the beginning of a session.
- (b) The four-week dispatch limit with respect to documents presented for and requiring action by the Executive Board at a session shall not be exceeded. However, if necessary, information relating to matters that do not require decisions by the Board, or additional information regarding projects, may be provided subsequently.”

At its 115th Session, the Executive Board approved document EB 2015/115/R.25 to replace the methodology established at its Fifteenth Session on 2 April 1982 to be observed for the dispatch of governing body documentation in the four official languages of the Fund.

III. Representation and Attendance at Meetings

RULE 7 Representatives of Members and Alternates

Each member and alternate attending a session of the Board shall be represented by the representative whose name shall be communicated to the President by the official channel established by the State concerned. The President shall circulate lists of such representatives, from time to time, with such changes as are communicated to him.² In interacting with the President and staff, and with other representatives, and in discharging his/her IFAD duties, each representative shall observe appropriate principles of professional ethics and behaviour, and in particular those regarding confidentiality, conflicts of interest and acceptance of gifts, in accordance with international best practices, as set forth in the annex to these rules.

RULE 8 Attendance at Meetings

In addition to the representatives of members and alternates and the President, the meetings of the Board shall be open only to such staff members of the Fund as the President may, from time to time, designate for that purpose. The Board may also invite representatives of cooperating international organizations and institutions or any person, including the representatives of other Members of the Fund, to present views on any specific matter before the Board.³

IV. Officers

RULE 9 Chairman

The President shall be Chairman of the Board and shall participate in its meetings without the right to vote.

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- ² At its First Session on 14 December 1977, the Executive Board noted that membership of the Executive Board consisted of the Member States of IFAD. Each Member State and Alternate Member State would nominate one representative, who will be expected to serve for the full tenure of that State's membership. However, if for any particular reason a member or alternate wanted to change its representative on the Board, that member could do so. If a member could not attend a particular meeting due to sudden sickness or some other unexpected reason, then in such a situation an alternate could take the seat of the member during the absence of the latter.
- ³ At its Sixty-Second Session on 3 December 1997, the Executive Board elaborated on rule 8 to include, at the President's discretion, one observer to attend any particular session of the Board. These observers will be admitted upon the request of either a Member State represented on the Board or of an organization/institution. Such invitations will be extended only once per person. Bearing in mind rules 8 and 13 of the Rules of Procedure of the Executive Board, at its 108th session in April 2013, the Executive Board approved the recommendation contained in document EB 2013/108/R.28 authorizing the President to invite, and make suitable arrangements for, non-Member States at an advanced stage of their membership process to follow the proceedings of the Executive Board and its subsidiary bodies as silent observers.

RULE 10 Acting Chairman

1. In the absence of the President, the Board shall elect a representative of a member to act as Chairman for that meeting. The representative, acting as Chairman, shall participate in the Board meeting in that capacity and not as the representative of a member; nevertheless, he may exercise his right to vote.
2. During the meeting, the Chairman, acting as such, shall have the same powers in the Executive Board as the President when acting as Chairman of the Executive Board.

V. Subsidiary Bodies

RULE 11 Establishment, Reports, Rules of Procedure

1. The Board may establish committees and other subsidiary bodies from among its members and refer to them any question for study and report. The President, with the approval of the Board, shall appoint members of such bodies. Each committee shall elect its chairman.
2. Committees and other subsidiary bodies shall not vote but shall submit reports setting out the different views expressed in the body.
3. Unless the Board decides otherwise, these rules shall apply, *mutatis mutandis*, to the proceedings of committees and other subsidiary bodies.

VI. Records and Reports

RULE 12 Minutes

1. The President shall have prepared draft minutes of each meeting of the Board.
2. The draft minutes shall record the decisions of the Board and shall be circulated by the President to each member and alternate as soon as possible after the meeting, specifying a period within which corrections may be requested. If no such request is received within that period, the draft minutes shall be deemed to have been approved by the Board. In the event a request for corrections is received within the specified period, the President shall submit the draft minutes, together with the corrections requested, for approval to the Board at its next meeting or through other appropriate means.⁴

⁴ At its Sixth Session on 28 June 1979, the Executive Board requested the President to dispatch in the future the Minutes of the Board's sessions within one month of the conclusion of each meeting and to allow a period of one and one-half months for the receipt of any corrections to the Minutes that may be requested.

3. Any representative of a member or alternate may request that the views he expressed at a meeting be recorded in the minutes thereof.
4. The Secretariat shall make and keep sound recordings of the meetings of the Board and shall retain such sound recordings for a period of three years from the date on which they were made. The verbatim transcript of the sound recordings shall be kept indefinitely. Such recordings may also be made and kept of the meetings of committees and other subsidiary bodies, if so decided by the Board.

RULE 13 Publicity

The proceedings of the Board and of committees and other subsidiary bodies shall be confidential and shall not be published except to the extent the Board authorizes the President to arrange for suitable publicity on any item concerned.

VII. Conduct of Business

RULE 14 Quorum

1. The quorum for any meeting of the Board shall be constituted by the representatives of members or alternates exercising two thirds of the total number of votes in the Executive Board.
2. A quorum for any meeting of a committee or other subsidiary body shall be constituted when representatives of a majority of its members are present.

RULE 15 General Powers of the President

1. In addition to exercising the powers conferred on him elsewhere by these rules, the President shall declare the opening and closing of each meeting of the Board, direct the discussions, ensure observance of these rules, accord the right to speak, put questions to the vote and announce decisions. Subject to these rules, he shall have complete control of the proceedings of the Board and over the maintenance of order at its meetings. He may propose to the Board the adjournment or closure of the debate, and the suspension or adjournment of a meeting.
2. The President, in the exercise of his functions under these rules, remains under the authority of the Board.

RULE 16 Points of Order

1. During the discussion of any matter, a member may at any time raise a point of order which the President shall decide immediately in accordance with these rules. Any member may appeal against the ruling of the President. The appeal shall be put to the vote immediately and the ruling of the President shall stand unless overruled by the Board by the majority specified in rule 19.1.

2. In raising a point of order, a member may not speak on the substance of the matter under discussion or make any motion or proposal.

RULE 17 Motions

A member may present any of the following motions, which the President may put to the vote without or with limited debate and which shall have precedence in the indicated order over all proposals and other motions before the meeting:

- (a) to suspend the meeting;
- (b) to adjourn the meeting;
- (c) to adjourn the debate on the item under discussion;
- (d) to close the debate on the item under discussion;
- (e) to vote on a proposal under discussion.

VIII. Voting

RULE 18 Voting Rights

1. The members shall have such number of votes as the Governing Council shall, from time to time, decide to distribute, in accordance with the principles established in section 3(a) of article 6 of the Agreement.
2. Each representative shall be entitled to cast the votes of the member he represents. If the principal is not represented, the representative of his alternate shall be entitled to cast these votes. A representative entitled to cast the votes of more than one Member of the Fund may cast separately the votes of those Members.

RULE 19 Majority Required

1. Except as provided in paragraph 2 below, all decisions of the Board shall be taken by a majority of three fifths of the votes cast, provided that such majority consists of more than one half of the total number of votes in the Executive Board.
2. A decision of the Board requesting a special session of the Governing Council shall require a two-thirds majority of the votes cast.
3. For the purposes of this rule, votes cast shall mean affirmative and negative votes.

RULE 20 Method of Taking Decisions

1. At any meeting of the Board, the President should attempt to secure a consensus on a proposal in lieu of taking a vote thereon. However, the Board shall take decisions by vote at the request of any member.
2. Voting shall normally be by roll-call, which shall be taken in the English alphabetical order of the names of the members, starting with the member whose name is drawn by lot by the President. The name of each member shall be called in all roll-calls, and its representative shall reply "yes", "no" or "abstention". Unless otherwise decided by the Board, the vote of each member participating in a roll-call shall be recorded.

3. In the exceptional cases when the Board decides that voting shall be by secret ballot, each member shall receive one or more ballot papers each indicating a specific number of votes, which shall be so distributed that: (i) papers specifying any particular number of votes shall be received by at least three members, and (ii) the total number of votes specified on the papers received by any member shall equal the number of votes he is entitled to cast; each member may indicate his vote on all the papers he receives and deposit them in the ballot boxes, from which they shall be taken and counted by tellers appointed by the President from among the members of the Board.

RULE 21 Explanation of Vote

Representatives of members may make brief statements consisting solely of explanation of their votes, before the announcement of the commencement of voting or after the results of the vote have been announced.

RULE 22 Order of Voting on Proposals

1. An amendment is a proposal that does no more than add to, delete from or revise part of another proposal.
2. When an amendment is moved to a proposal, the amendment shall be voted on first. When two or more amendments are moved to a proposal, the amendment furthest removed in substance from the original proposal shall be voted on first and then the amendment next furthest removed and so on. If one or more amendments are adopted, the proposal as amended shall then be voted on.
3. Proposals, other than amendments, relating to the same question shall be voted on in the order in which they were submitted, unless the Board decides otherwise.

RULE 23 Voting by Correspondence

Whenever an action must be taken by the Board that should not be postponed until its next session but does not warrant the calling of a session of the Board, the President shall transmit to each member and alternate, by any rapid means of communication, a motion embodying the proposed action with a request for each member to vote thereon. Votes shall be cast within such reasonable period as the President shall prescribe, at the expiration of which he shall record the results and notify all members and alternates. Members and alternate members may cast a "yes", "no" or "abstain" vote by submitting a written reply by facsimile transmission, telex or letter. The absence of a written reply by the deadline prescribed by the President shall not indicate an abstention but rather the absence of the member from the voting procedure and, in the event of no reply from a member, the vote of the alternate member shall prevail. The vote shall be valid if replies are received from members having at least two thirds of the total number of votes in the Executive Board.

RULE 24 Lapse-of-time procedure

Proposals for projects and programmes submitted by the President pursuant to article 7, section 2(c) of the Agreement shall be considered approved by the Executive Board if no request for consideration during a session of the Executive Board is received from any member within thirty days of the delivery to the members. For the purposes of this rule, delivery shall mean posting on the Fund's website and notification to members by e-mail.

IX. Alternate Members

RULE 25 Appointment

The members shall determine, consistent with the respective Parts of Schedule II to the Agreement, which alternate shall substitute for and exercise the rights of which member, and shall inform the President thereof, who shall circulate the list of principals and alternates.

RULE 26 Participation in Meetings

Representatives of alternates may speak at meetings, present proposals or motions, raise points of order or vote in the absence of their principals. In the presence of the representatives of the principals, the representatives of alternates may speak at meetings but may present proposals only with the consent of their principal.

X. Languages

RULE 27 Languages of the Board

Arabic, English, French and Spanish shall be the languages of the Board. The Board may, from time to time, consider and prescribe, with a view to its most effective operation, guidelines for the interpretation of speeches and for the translation of proposals, decisions and documents.

XI. Amendment and Suspension of Rules of Procedure

RULE 28 Method of Amendment

These rules may be amended by the Board to the extent that such amendment is consistent with the Agreement.

RULE 29 Method of Suspension

These rules may be suspended by the Board to the extent that such suspension is consistent with the Agreement, provided that 24 hours' notice of the proposal for the suspension has been given, which may be waived if no member objects; committees and other subsidiary bodies may by unanimous consent waive rules pertaining to them. Any suspension shall be limited to a specific and stated purpose and to the period required to achieve it.

Annex

1. Representatives of members and alternate members of IFAD's Executive Board shall observe the principles of professional ethics and behaviour herein below, which are neither all-inclusive nor exhaustive.

Confidentiality

2. Representatives shall respect the obligation of confidentiality as regards information received in the course of their duties as representatives on IFAD's Executive Board, if, pursuant to the IFAD Policy on Disclosure of Documents (EB 2010/100/R.3/ Rev.1, as amended from time to time) or any decision of the Executive Board, such information is not to be disclosed to the public. This obligation shall not limit a representative's right to provide that information to the government(s) that it represents on the Executive Board in accordance with paragraph 2 of schedule 2 of the Agreement. Moreover, this obligation shall not cease upon completion of a representative's functions at IFAD. Representatives shall also show the utmost discretion and integrity in sensitive matters concerning the Fund.

Conflicts of interest

3. In carrying out their IFAD duties, representatives shall avoid any situation that poses an actual conflict or the potential for, or the appearance of, a conflict between their personal interests and the performance of their official duties.

4. An actual, potential or apparent conflict of interest arises when a representative's personal interests interfere or may be perceived as interfering in any way with the performance of his/her official duties.

5. An actual conflict of interest involves a conflict between a representative's official duties as part of the Executive Board and his/her individual interests that could improperly influence the performance of those official duties. Such a conflict of interest may arise when a representative takes actions or has interests that make it difficult to perform his or her work objectively and effectively, or when a representative takes actions that intentionally result in improper benefits for that representative, immediate family members or other persons or entities.

6. A potential or apparent conflict of interest arises when it could reasonably be perceived that a representative's personal interests could improperly influence the performance of his/her official duties, even if this is not, in fact, the case.

7. In order to avoid such circumstances, representatives shall not take any action that might result in, or create the potential for or the appearance of:

- (i) Giving unwarranted preferential or prejudicial treatment to any organization or person;
- (ii) Impeding the efficiency of the decision-making processes in the Executive Board;
- (iii) Losing independence or impartiality of action; and
- (iv) Affecting adversely the confidence of Member States or the public in the integrity of IFAD.

8. A representative having an actual, potential or apparent conflict of interest concerning a deliberation or a decision to be taken by the Executive Board shall declare it to the Secretary of IFAD prior to the relevant session and as a matter of good practice, should report it to the government of the Member State which he/she represents and of which he/she is a national. In addition, he/she shall not communicate with other representatives regarding the decision or deliberation, shall not participate in the discussion of such item in the Executive Board, and shall abstain from voting on such decision. Any such declaration concerning a recusal shall be recorded in the minutes of the session as follows: "The representative of _____ recused himself/herself from consideration of this item."

9. A representative having a conflict of interest concerning a decision of the Executive Board to be adopted by written or tacit procedure shall abstain from communicating with other representatives about the decision and shall abstain from voting on such decision. He/she may ask, in writing, the Secretary of IFAD that his/her abstention on grounds of conflict of interest be recorded.

Acceptance of gifts

10. Representatives shall exercise tact and judgement in relation to the acceptance of gifts,⁵ favours or entertainment from persons having dealings with IFAD in order to protect the Fund from any appearance of impropriety or of improper influence on the performance of their official duties.

11. The ordinary courtesies of international business and diplomacy may be accepted, but gifts, favours, and entertainment shall not be accepted unless:

- (i) They are of insignificant monetary value;
- (ii) They neither influence, nor appear to influence, the recipient's judgement; and
- (iii) They cannot be seen to jeopardize the integrity of the recipient.

12. Any gift that is accepted on the basis of the judgement of a representative that refusal to accept would offend or embarrass the gift-giver or IFAD shall be accepted on behalf of the Fund, reported to the Secretary of IFAD and promptly turned over to IFAD.

5 Gifts include any tangible goods or services, honour, decoration, remuneration, favours or economic benefits.

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Investing in rural people

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