GLOBAL BIODIVERSITY INFORMATION FACILITY

Rules of Procedure for the Governing Board of the Global Biodiversity Information Facility

Approved by the Governing Board at GB20, Berlin, Germany, October 2013

Preface

The Governing Board of the Global Biodiversity Information Facility (GBIF) has adopted the following Rules of Procedure in accordance with Paragraph 4 of the GBIF Memorandum of Understanding (MOU). These rules of procedure shall apply to the conduct of business of the GBIF Governing Board.

Pursuant to Paragraph 4.6(a) of the MOU the Governing Board may establish its Rules of Procedure and such subsidiary bodies as it sees necessary for its proper functioning and the achievements of GBIF goals.

Article I Governing Board Structure

1.1. Pursuant to Paragraphs 4.2 and 4.3 of the GBIF MOU, the Governing Board will consist of one Representative from each Participant. The Secretariat of the Convention on Biological Diversity will be invited to designate a non-voting Representative to the Governing Board.

1.2. Each Participant may designate an Alternate Representative to serve on the Governing Board in the event that its designated Representative is unable to do so.

1.3. A Participant's Representative is authorised to act on behalf of the Participant on all GBIF matters, including serving as the Head of Delegation at Governing Board meetings and undertaking intersessional voting as specified in Article VI.

1.4. Each Participant will notify the Chair of the Governing Board and the GBIF Secretariat of the name of its Representative and Alternate, and of any change thereto.

1.5. Each Representative may be accompanied to Governing Board meetings by up to two (2) advisers and experts.

1.6. A signed MOU and a signed financial contract or exchange of letters stipulated in Article 4.1 should be received by the Chair at least 14 days prior to a meeting for a new Voting Participant to vote in that meeting. The Governing Board may, by consensus, grant an exemption from this rule.

1.7. The Governing Board shall elect a Chair and up to three Vice-Chairs.

1.7.1. The 1st Vice-Chair will serve as the general substitute for the Chair and substitute the Chair whenever the Chair is unable to perform their functions.

1.7.2. The Governing Board may elect up to two additional Vice-Chairs for its proper functioning.

1.7.3. The Chair and the 1st Vice-Chair shall be elected from Voting Participants for a two year term.

1.7.4. Additional Vice-Chairs may be from Voting or Associate Participants.

1.7.5. The normal term for additional Vice Chairs is two years. The Board may limit the term to one year as appropriate.

1.7.6. The Chair and Vice-Chairs may be elected for only two consecutive terms in the same position.

1.7.7. The Chair shall be elected by super-majority and the Vice-Chairs by simple-majority as defined in Paragraph 4.5 of the MoU.

1.7.8. Once elected the Chair cannot be a Representative on the board. The Chair's cost of participation in Governing Board meetings shall be covered by the GBIF budget.

1.7.9. Vice-Chairs remain part of their delegations except when they are undertaking Board-specific duties assigned to them by the Chair. The costs of the Vice-Chairs' participation in Governing Board meetings shall be covered by their delegations.

1.7.10. The terms of the Chair and Vice-Chairs expire at the end of the Governing Board meeting at which elections for their replacements take place. If, due to timing of Governing Board meetings, the election of the new Chair and Vice-Chairs take place more than two years after the previous election, then the already elected Chair's and Vice-Chairs' terms will be automatically extended.

1.7.11. If it is not possible at the annual meeting to elect a Chair or 1st Vice-Chair the already elected Chair or 1st Vice-Chair will automatically have their term extended until an election can take place, either intersessionally or at the next Governing Board meeting.

1.7.12. If either the Chair or 1st Vice-Chair is being considered for re-election, then the Chair of the Budget Committee will assume the function of the Chair of the Governing Board during the election process.

1.7.13. If the Chair resigns before the end of their term, the 1st Vice-Chair will assume the Chair's position until the next meeting of the Governing Board where an election can be held.

1.7.14. If the 1st Vice-Chair resigns before the end of their term, one of the additional Vice-Chairs will assume the duties of the 1st Vice-Chair of the Governing Board until the next meeting of the Governing Board where an election can be held.

1.8. Elections of Governing Board Chairs and Vice-Chairs shall be by secret ballot

1.9. Elections will normally take place at the annual meeting of the Governing Board.

1.9.1. Three months before the annual meeting the Executive Secretary will send out a call for nominations for any positions that are due for election. Legitimate nominations will be made available to the board at the time they are received.
1.9.2. Nominations are to be endorsed by the Head of Delegation. If the nominee is the Head of Delegation the nomination will have to be made by the Head of Delegation of another delegation.
1.9.3. One month before the meeting, the Executive Secretary will provide the Governing Board with the final list of nominations.

1.10. When elections takes place intersessionally the Chair of the Governing Board may decide on a shorter notice for the call for nominations to be no later than three weeks and set the due date for voting.

Article II The Executive Committee

2.1. In accordance with Paragraph 4.7 of the MOU the Governing Board may establish an Executive Committee.

2.1.1. The Executive Committee will be comprised of the Chair, Vice-Chairs, Executive Secretary (ex officio member), and the Chairs of all standing committees that it has constituted

2.1.2. Between meetings of the Governing Board, the Executive Committee is authorized to take decisions consistent with the scope of its responsibilities as outlined in the Terms of Reference for the Executive Committee. (See also Article VI on Intersessional Decision Making)

Article III Meetings

3.1. The Governing Board will convene an annual meeting in regular session. This meeting will be held in the last quarter of the fiscal year, for the purposes of a) electing officers, b) approving the Financial Report of the previous year, c) approving the following year's budget and work programme, and d) transacting such other business as may properly come before the meeting.

3.2. Additional meetings of the Governing Board may be decided at the annual meeting of the Governing Board.

3.3. Extraordinary meetings may be called by the Chair of the Governing Board in consultation with the Executive Committee of the Governing Board or by written request from a quorum of Voting Participants.

3.4. Notice of a meeting shall state the purpose(s) for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting.

3.5. The Governing Board may convene in Executive Session in which participation is limited to the Representative and Alternate identified in Article 1.2 of these Rules of Procedure.

3.6. The Governing Board may invite representatives of the Secretariat Host to attend meetings of the Governing Board and subsidiary bodies in an advisory capacity.

3.7. The Governing Board may invite representatives from other non-member countries, economies or relevant organisations as observers.

3.8. The Executive Secretary and invited Staff of the GBIF Secretariat should participate in the Governing Board meeting when the Board is not meeting in Executive Session.

3.9. At least two months before each meeting of the Governing Board, notice of the time, place and purpose of the meeting will be given to each Participant and to other persons or entities entitled or invited to attend the meeting.

3.10. The Chair will dispatch the draft agenda and all available supporting documents to the Participants at least four weeks before the meeting will take place.

3.10.1. Notices of proposed changes to the MOU will be provided to Participants at least two months in advance of the meeting.

3.11. At the beginning of each meeting, the Governing Board shall adopt an agenda, taking into account the draft agenda.

3.12. The quorum necessary for the Governing Board to transact business will be one-half of the number of Voting Participants plus one (less any resulting fraction).

3.12.1. A quorum is necessary at all times for the Governing Board to transact business. If the withdrawal of any Voting Participant after the commencement of a meeting

results in there no longer being a quorum the Governing Board cannot transact business.

3.13. Meetings of the Governing Board shall be led by the Chair of the Governing Board. In the Chair's absence or at the Chair's request the meeting may be led by the 1st Vice-Chair or the Chair of the Budget Committee.

3.14. The Chair of the Governing Board meeting shall not have a vote.

3.15. The Chair of the Governing Board meeting will ensure that the minutes of each meeting clearly describe actions taken. The chair will also ensure that the minutes and any resolutions adopted are distributed promptly after the meeting to each participate and other meeting attendees. The members of the board will be asked to approve the minutes intersessionally within 3 month after the meeting.

3.16. The Chair is to provide at the beginning of each Governing Board meeting a list of current Voting Participants. This list must be updated and available to the Governing Board in the event a vote is taken out of session by electronic or other means as in Article VI of these Rules of Procedure.

Article IV Requirements for Participation

4.1. Procedure for becoming a Voting Participant

4.1.1. Any country that either already is an Associate Participant, or is intending to sign the GBIF MOU, and is prepared to make a financial contribution toward the core funding of GBIF in accordance with GBIF's principles for calculation of the basic financial contributions, may petition to become a Voting Participant, subject to Articles 1.6 and 4.1.2-5 of these Rules of Procedure.

4.1.2. The petition should take the form of an official letter to the Chair of the Governing Board that a) expresses the country's wish to become a Voting Participant of GBIF, b) agrees to pay a financial contribution according to GBIF's principles for calculation of basic financial contributions, and c) agrees to develop a financial arrangement as described in 4.1.3.

4.1.3. A financial arrangement will be set up between the country and the Executive Secretary either in a signed financial arrangement or through an exchange of letters. The arrangement should include details about the institution(s) to be invoiced and confirm the amount to be paid to GBIF and the payment schedule.

4.1.3.1. The financial arrangement may be limited by the laws of the Participant's State.

4.1.3.2. The normal due date for financial contributions is 31 March of each calendar year unless another due date has been stipulated in the financial arrangement. (See Financial Regulations Paragraph 15.3).

4.1.4. The GBIF Executive Committee will consider all petitions to become Voting Participants. When a signed MOU and the financial arrangement have been received by the Secretariat, and the Executive Committee has accepted them, the Secretariat will on behalf of the Chair inform the country of its official status as a Voting Participant with voting rights in the GBIF Governing Board.

4.2. In order to retain its voting status, a Voting Participant is to make its financial contribution each year within the first three months of the GBIF financial year, unless the Executive

Committee has approved a later payment arrangement for the financial year (See MOU Paragraph 10.2 (b).

4.2.1. The Executive Committee has the authority to suspend the voting rights of Voting Participants if the financial contribution set out in the financial arrangement is not received within the first three months of the GBIF financial year, unless the Executive Committee has approved a later payment arrangement for the financial year. Voting rights resume once the Voting Participant has made all outstanding financial payments.

4.3. Procedure for becoming an Associate Participant

4.3.1. Any country, or relevant inter-governmental or international organisation or an entity designated by them that wishes to become an Associate Participant of GBIF may send a petition to the Chair of the Governing Board expressing its willingness to observe the provisions in the GBIF MOU and sign it.

4.3.2. Other organisations with an international scope and an obvious relevance to the mission of GBIF may send a petition for becoming an Associate Participant of GBIF.

4.3.3. The Executive Committee will consider the petition and the Chair will respond to the petitioner.

4.3.4. When the petition has been accepted and a signed MOU has been received, the Secretariat will on behalf of the Chair inform the petitioner of its official status as an Associate Participant in the GBIF Governing Board.

Article V Voting

5.1. Each Voting Participant shall have a single vote. A Representative may delegate his or her voting right to a member on his or her delegation – normally the Alternate.

5.2. If two Voting Participants ask for a written ballot then such a vote shall be taken. In all other cases, votes shall be taken by a count of hands, unless otherwise mandated by the MOU or Rules of Procedure.

5.3. Voting Participants abstaining will be considered as not voting.

5.4. A written vote can either be a blank vote, indicating abstention, or indicate the preferred outcome.

5.5. A Vote that does not fulfil these criteria is invalid.

5.6. The Chair shall ask the Executive Secretary or other GBIF Secretariat staff members and two appointed members of the Governing Board or staff to carry out the counting of votes.

5.7. The Chair will announce the results.

5.8. The Governing Board should strive to work by consensus whenever possible or where mandated by the MOU.

5.9. Voting Procedures where a Supermajority is required.

5.9.1. Pursuant to Paragraph 4.5(b) of the MOU if consensus cannot be reached after reasonable attempts have been made, then decisions will be made by super-

majority unless the Governing Board has decided in its Rules of Procedure to decide by simple majority.

5.9.2. Via an affirmative super-majority vote, the Governing Board may make an *ad hoc* decision that an item that would normally require a super-majority vote may instead be decided by simple majority.

5.9.3. If more than two options are presented in a vote, then voting proceeds in a number of elimination rounds. At each round the option with the least number of votes is eliminated until a supermajority is reached.

5.10. Majority voting

5.10.1. The election of Chairs and Vice-Chairs of standing committees will be done by simple majority.

5.10.2. If more than two options are presented in a vote, then voting proceeds in a number of elimination rounds. At each round the option with the least number of votes is eliminated until a majority is reached.

Article VI Intersessional Decision Making

6.1. Between meetings of the Governing Board, the Executive Committee is authorised to take decisions consistent with the scope of their responsibilities as outlined in the Terms of Reference of the Executive Committee. (See Article II).

6.2. The Governing Board may also authorise the Chair or the Executive Secretary with a mandate to take decisions on matters that may seriously delay the works or operations of GBIF. The authorisation may be given either in a meeting of the Governing Board or by electronic (e-mail) or web-based voting procedure or other appropriate means of communication on a specific item.

6.3. The Governing Board shall be kept informed about any such decisions as soon as possible and at the next meeting of the Governing Board.

6.4. Whenever appropriate the Chair may make use of electronic (e-mail) or web-based processes or other appropriate means of communication for decision making between meetings.

6.5. For intersessional decision making as specified in Article 6.4, a quorum is documented when one half of the Voting Participants plus one have responded within due time to a request from the Chair to vote. The due date will normally have to be at least two weeks after the date of the request. Votes will be counted by two independent designees, normally the Chair and the Executive Secretary.

Article VII Standing Committees and Other Subsidiary Bodies

7.1. The Governing Board may establish such subsidiary bodies and their rules of procedure as are required for its proper functioning.

7.2. The Governing Board may establish and assign responsibilities to *ad hoc* or Standing Committees and other subsidiary bodies as it may require. The Governing Board will set or approve the terms of reference, guidelines and budgets for these committees and other subsidiary bodies.

7.2.1. Each Committee shall serve at the pleasure of the Governing Board.

7.2.2. *Ad hoc* Committees may be constituted by the Executive Committee between Governing Board meetings. The continuation of such *ad hoc* Committees shall be decided by the Governing Board at its next meeting.

7.2.3. Whenever Committee meetings take place back-to-back with a Governing Board meeting, the costs of attending and participating in the Committee meeting are borne by the relevant Participants.

7.3. There will be at least three Standing Committees: a Science Committee, a Budget Committee and a Participant Node Managers Committee. The Nodes committee will further more have a small executive Nodes Steering Group (NSG) and up to 6 regional sub-committees also represented on the NSG. Details for these committees are laid down in terms of reference for each Committee. The overall goals of the Committees are:

7.3.1. The **Science Committee** is an advisory committee that will oversee the development and progress of the GBIF work programme and make recommendations to the Governing Board, the Executive Committee and the Secretariat. In performing its advisory role the Science Committee may make use of Task Groups set up for specific issues. The role and procedure for setting up Task Groups are outlined in the ToR for the Science Committee.

7.3.2. The **Budget Committee** is an advisory committee that will deal with financial issues pertaining to the operations and directions of GBIF and will oversee the audit of the annual accounts submitted to the Governing Board by the selected auditing company. The committee will make recommendations to the Governing Board, the Executive Committee and the Secretariat.

7.3.3. The **Participant Node Managers Committee** (NODES) will serve as a forum for sharing information about the status and best practices of Participants' nodes, and as an advisory committee that will make recommendations to the Governing Board, the Executive Committee, the Science Committee and the Secretariat concerning relevant issues for the nodes.

7.4. Election of Standing Committee Chairs and Vice-Chairs.

7.4.1. The Chair and the 1st Vice-Chair of each Standing Committees will be elected by the Governing Board from among Voting Participants.

7.4.1.1. The two Vice-Chairs of the Budget Committee will both be elected among Voting Participants.

7.4.2. Additional Vice-Chairs for the other Standing Committees may be from Voting or Associate Participants.

7.4.3. Vice-Chairs of Standing Committees will be elected by the Governing Board from among Participants.

7.4.4. Standing Committee Chairs and Vice-Chairs serve for a period of two years.

7.4.5. The Chairs and Vice-Chairs of Standing may be elected for only two consecutive terms for the same position. Chair and Vice-Chair are considered separate positions; for example, serving two consecutive terms as a Vice-Chair of a Committee does not preclude an individual from becoming a Chair of that Committee immediately thereafter.

7.4.6. Elections for Chairs and Vice-Chairs of Standing Committees will normally take place at the annual Governing Board meeting in regular session (see Article 3.1.).

7.5. Nomination procedure for Chairs and Vice-Chairs of Standing Committees will be as specified in Article 1.9.

Article VIII Administration of the Supplementary Fund

8.1 According to the Memorandum of Understanding (Paragraphs 9.2 and 9.3) a Supplementary Fund may be established to receive "Supplementary Financial Contributions" and "Other income" for specific GBIF-relevant activities. The Governing Board will decide on the overall purpose and administration of the Fund.

8.2 The Executive Committee will oversee the Supplementary Fund and decide on whether contributions can be accepted or not accepted into the Supplementary Fund when contributors have stipulated particular uses of their contributed funds.

8.3 The management of the Supplementary Fund will be the responsibility of the Executive Secretary, following the guidance of the Executive Committee. The use of these funds will be consistent with the strategic goals of GBIF.

Article IX GBIF Affiliates

9.1. Relevant institutions that deal with biodiversity data, including universities and university departments, governmental research institutes, agencies, foundations, private companies and national organisations, can become affiliated to GBIF. The cost of affiliation will be decided by the Governing Board.

9.2. The Executive Committee will consider petitions for affiliation to GBIF according to guidelines decided by the Governing Board.

9.3. The affiliated institutions, agencies, foundations, private companies and national organisation cannot become Associate or Voting Participants and are not entitled to participate in Governing Board affairs (unless invited to do so by the Governing Board per Article 3.7), but will receive information about GBIF activities and may assist in disseminating information about GBIF.

Article X Amendment

10.1. The Governing Board may amend these Rules of Procedure at any time by a super-majority vote, pursuant to Paragraph 4.5(c) of the MOU. Such amendments if approved shall become effective two weeks after the Chair of the Governing Board has notified all Participants of the approved changes.

Article XI Overriding Authority of the MOU

11.1. In the event of any inconsistency between these Rules and the MOU, the MOU shall prevail to the extent of the inconsistency.

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