



## C·A·B INTERNATIONAL

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Dr M S Swaminathan  
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India

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Dear Dr Swaminathan

It is my pleasure to inform you that the Executive Council at its meeting today proceeded, as requested by the Review Conference, to set up the **Governing Board of C.A.B International** and, of course, to **endorse your appointment as Chairperson**. The powers and functions of the Board have now been set out in a resolution of the Executive Council which follows very closely Resolution 1 of the Review Conference. A copy is enclosed for your information.

I understand that the Director General has already had some discussion with you in regard to the first meeting of the Governing Board. He will be writing to you in connection with this and other arrangements.

Yours sincerely

*David Shannon*

**David Shannon**  
**Chairman Executive Council**

CAB INTERNATIONAL  
RESOLUTION OF THE EXECUTIVE COUNCIL  
ESTABLISHMENT OF THE GOVERNING BOARD

The Executive Council,

Noting that the 1990 Review Conference, by Resolution No. 1, directed the Executive Council to establish a Governing Board along the lines specified in that Resolution,

Having considered and being in agreement with Management's Report on the establishment of the Governing Board which has been submitted to the Executive Council, and

Acting under the authority of the Review Conference Resolution and the powers conferred on the Executive Council by the Agreement on CAB International,

RESOLVES as follows:

1. Establishment of Governing Board
  - a) The Executive Council hereby establishes a Governing Board along the lines specified in Resolution No. 1 of the 1990 Review Conference.
  - b) The Governing Board shall take office on 1 January 1991. As from that date, the Governing Committee established by the Council in 1988 shall stand abolished.
2. Size and Composition of the Board
  - a) The Governing Board shall consist of ten (10) members including the Director General, who shall be a member ex officio. The size of the Board may be reviewed in the light of experience and future needs and, if necessary, altered by the Executive Council in due course.
  - b) Members of the Governing Board shall be persons of high competence and demonstrated leadership in areas relevant to the work of the organisation and shall, between them, have experience in the following areas:

- i) Management of scientific programmes, including research on insects, fungi, parasites and biological control; at least one person should have recent experience doing, or supervising directly those doing, field or bench research;
- ii) Editorial and business aspects of database management and related products;
- iii) Information science and its application in agricultural research and extension;
- iv) Development of agriculture and agricultural research in the tropics;
- v) Economics;
- vi) High level experience in administering an international organisation in a related field; and
- vii) Senior responsibility in administration, management and finance.

3. Powers and Functions of the Board

- a) The Governing Board shall be responsible to the Executive Council and shall be subject to its overall authority.
- b) The Governing Board shall exercise such powers and functions as may be delegated or assigned to it by the Executive Council. These shall include but not be limited to the following:
  - i) Overseeing the general operations of the organization;
  - ii) Ensuring the implementation of the policies and decisions of the Review Conference and within those limits approving guidelines for the conduct of the general business of the organization;
  - iii) Providing guidance to the Director General as the Chief Executive of the organization;
  - iv) Reviewing, approving and monitoring programmes of work prepared by the Director General;
  - v) Reviewing the budgets and accounts prepared by the Director General and advising the Executive Council on them;
  - vi) Authorising, subject to any directions given by the Executive Council (a) borrowings by the organization and their securing against the

property of the organization; and (b) the conclusion of agreements and arrangements with other international organisations;

- vii) Advising the Executive Council on the selection of the Director General;
- viii) Appointing, on the recommendation of the Director General, the Directors within the organization, including those of the Scientific Institutes;
- ix) Preparing, in collaboration with the Director General, proposals for consideration by the Review Conference;
- x) Advising the Executive Council on the exercise of the powers reserved by it;
- xi) Supervising the Partnership Facility;
- xii) Appointing from among its members such Committees as might be required and authorising them to co-opt a limited number of additional expert members if required; and
- xiii) Encouraging the Management to further develop the organization's linkages with international research organizations and funding agencies.

#### 4. Appointments to the Board

- a) The first Chairperson of the Governing Board shall be appointed by the Executive Council, while future Chairpersons shall be elected from amongst themselves by members of the Governing Board. The Chairperson of the Governing Board may ex officio attend meetings of the Executive Council.
- b) The initial members of the Governing Board (other than the Director General) shall be appointed by the Executive Council after taking into account the recommendations of the Nominating Committee, appointed pursuant to paragraph 10 of Resolution No 1 of the Review Conference.
- c) Future members of the Governing Board (other than the Director General) shall be appointed by the Executive Council after taking into account recommendations of a search committee, which shall consist of five members to be appointed from time to time, of whom two shall be appointed by the Chairperson of the Executive Council and three by the Chairperson of the Governing Board.

5. **Terms of Office of Board Members**

- a) When recommending appointments of members of the Governing Board, the search committee shall indicate the proposed term of appointment of each Board member. The terms of appointment of Board members shall be so phased as to ensure that the terms of approximately one-third of the Board members expire each year.
- b) The term of appointment of a Board member shall not exceed three years but may be renewed up to a maximum of seven years.
- c) In carrying out its functions, the search committee shall be guided by the advice provided in paragraph 2.8 of the Report of the Working Party (Document RC90/II) and paragraphs 3.3.5 to 3.3.9 of the External Management Review (Document RC90/IVa)

6. **Meetings of the Board**

- a) The Governing Board shall meet at least twice a year and at such other times as the business of the organization may require.
- b) The Governing Board shall establish its own rules of procedure.
- c) The honoraria and travel expenses payable to members of the Governing Board in connection with their attendance at Board meetings shall be as determined by the Executive Council from time to time.