

1st General Assembly of CGIAR Centers 24 – 25 January 2017, London

Session 9: General Assembly Core Functions

Outcome 1: Endorsement of high-level principles for Rules of Procedure

Proposed High-level principles for Rules of Procedure for the General Assembly



1. Confirm that the voting authority of the General Assembly which provides for **one vote per Center will made by the Board Chair or their delegate**
2. Allow for **one in-person meeting** of the General Assembly per year, as the Charter is silent on the meaning of “meet”
3. Allow for **Co-Chairs** of the General Assembly: The Board of Trustee Chairs Convener and the Directors General Convener.
4. Clarify that the General Assembly will receive an **annual written report from the System Management Board**, provided two weeks before the meeting of the General Assembly to facilitate a informed Q&A
5. Clarify that absent a specific reason not to follow this practice, the Conveners of the Chairs and DGs will also then serve as the two Center non-voting representatives on the System Council. In the event that the elected representative of the Directors General is also a member of the System Management Board, that person would not be able to put themselves forward as Chair of the System Management Board.

Any other high level principles to give to the office to prepare a draft?

Outcome 2: Appointment of a Nominations Committee and a Timeline for the nominations process

A decision needs to be taken that ensures that any new SMB member(s) can be identified and approved by the Centers by mid-May 2017; thus permitting an induction in advance of taking up their mandate(s) from 1 July 2017

Selection of voting Board members: Formation of Nominations Committee



Decision point for consideration during General Assembly in January 2017: Agreement by the Centers on whether to use Approach 1 or Approval 2 for the establishment of a nominations committee:

Approach 1 – Build on the Rules of Governance Working Group, but with modifications to address inherent conflict of interest issues: Cristián Samper, Bruce Coulman, Yvonne Pinto and Elizabeth Bailey would serve as the initial members of the Nominations Committee, with the additional two places being taken up by people with the time to commit to the process as follows:

- 1 DG who is not a current SMB member, and not proposing to take up the role, selected by DGs.
- 1 independent member with knowledge of the System, but not currently directly involved in it.

Approach 2 – Build a new ad hoc Nominations Committee comprised of 6 persons with the time to commit to the process as follows:

- Two Board of Trustee members, as selected by the Boards of Trustee Chairs, with a preference for at least one Board of Trustee Chair to be so nominated;
- Two Directors General, as selected by the Directors General themselves; and
- 1 independent member with knowledge of the System, but not currently directly involved in it

and in all cases, not presenting proposed Nominations Committee members who are either current Board members or are interested and willing to serve as a member of the Board itself from 1 July 2017.

Outcome 3: A vote on a recommended change on Board Composition (Charter, Article 5.7)

Selection of voting Board members: Background on current membership terms



Centers' decision on members terms in June 2016:

- **All 9 voting members = 1 year terms** (7 Center Members/2 independents)
- **Based on recommendations of Center appointed Search & Selection Committee: Chair: Cristián Samper (Bioversity Chair), with Barbara Wells (CIP DG), Harold Roy-Macauley (AfricaRice DG), John Hudson (CIFOR Chair), John Snape (CIMMYT Chair) and Eric Witte (USAID) representing funders**
- This differed from the documented approach as set out in the Charter (*it contemplated initial 3 year terms and then staggering being brought in*)

Composition of Board: Proposal for General Assembly, London 2017

- **Current** - Article 7.2 of the Charter in respect of the 9 voting members:
 - *7 center affiliated members + 2 independents*
- **Proposed amendment:**
 - *6 center affiliated members + 3 independents,*
 - **Together with the proviso** that the “6” center affiliated members be comprised of 3 DGs + 3 BOT representatives
 - ***Effective from 1 July 2017***

Rationale:

- Founded on the need to be seen by our broad range of stakeholders (including us as Centers) to be proactively managing actual and perceived conflicts of interest
- ***Improves stakeholder perceptions of: legitimacy, accountability, transparency and traceability***
- **SMB model for addressing COI matters:** (i) self recusal; (ii) required and accepted recusal; (iii) adjudicated recusal where a COI continues to exist

Composition of Board:

Worked example – putting this into practice



- Operating assumption: the meeting accepts the model of 3+3+3
- The appointed Nominations Committee would then:
 - Recommend renewal of 2 DGs, 2 Board Chairs, and the 2 independents;
 - Based on agreed criteria call for and identify 1 DG, 1 Board Chair, and 1 Independent
 - Plan for a timetable for new members to be identified by May 2017
 - Concurrently with the search process plan for System Council endorsement to change Charter, Article 7.2 to the 6+3 model in the System Council in-person meeting 9 and 10 May 2017