

Meeting Summary 2nd System Management Board Meeting

Purpose:

This document presents a summary of the 2nd meeting of the System Management Board (“Board”) held on 26 and 27 September 2016 in Mexico City, Mexico.

By way of overview:

- **Agenda items:** The meeting considered the **9 agenda items** set out in the table of contents on the following page. As an interpretation note, the meeting summary records the deliberations in the order of the approved agenda rather than a daily summary.
- **Decisions:** The Board took **7 decisions** during its meeting, as set out in the meeting summary, and collated for ease of reference at Annex 1. There are also **4 action points** that were agreed on and will be reported against during the next in-person meeting.
- **Participants:** **Annex 2** sets out a list of meeting participants.
- **Definitions:** Terms such as CGIAR Research, CGIAR System (or System) and CGIAR Portfolio are as defined in the Charter of the CGIAR System Organization.

This Meeting Summary was approved by the System Management Board by virtual decision with effect from 22 November 2016 (SMB-M1-EDP2)

Prepared by: System Management Office

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Agenda Item 1 – Opening Session, Agenda and Consent Agenda Items

1. The Interim Chair, Martin Kropff, opened the meeting. A quorum was present.
2. The Interim Chair invited participants to introduce themselves, and extended a specific welcome to Catherine Bertini and Margret Thalwitz, attending their first in-person Board meeting.
3. The Interim Chair tabled the Preliminary Agenda (Document SMB2-01; Revision 1) and invited comments and additional matters for discussion. None was identified.
4. **Decision SMB/M2/DP1: The System Management Board adopted the Agenda** for the 2nd System Management Board meeting (Document SMB2-01, Revision 1).
5. There were no potential conflicts of interest declared by meeting participants having regard to the approved agenda.
6. The Interim Chair presented the Consent Agenda for approval, as supported by documents:
 - a. Document SMB2-02: Ratification of Board Working Groups and membership
 - b. Document SMB2-05: Appointment of the Executive Director.
7. In approving the consent agenda, the Board adopted the observations of:
 - a. Margret Thalwitz, Initiator of Working Group 2 – *Rules of Governance*, that membership beyond the Board be confirmed after there is an overview of the necessary work and a diagnosis of issues, thus better ensuring that the working group has the means and resources to solve those issues;
 - b. Ann Tutwiler, Initiator of the Working Group 6 – *Positioning and Engagement on Genetic Resources*, that the group's work would be well supported by an issues brief that Bioversity International will coordinate, to identify the various governance issues arising from the Genebanks proposal, drawing also on the evidence coming from the Independent Evaluation Arrangement ('IEA') review. With that additional material before the Working Group, it would then be appropriate to consider which expertize would be appropriate it.
8. The Head of IEA confirmed efforts would be made to time the release of the findings of the IEA review in a way that can inform Working Group 6's discussions on genetic resources policy and governance issues.
9. **Decision SMB/M2/DP2: The System Management Board ratified** the summary of Committees and Working Groups of the System Management Board as set out in meeting document SMB2-02, as amended.

10. **Decision SMB/M2/DP3: The System Management Board:**

1. **Ratified** the Executive Director Role Description, as finalized by the CGIAR Executive Director Search Committee in February 2016; and set forth at Appendix 1 to Board meeting document SMB2-05.
2. **Appointed** Elwyn Grainger-Jones to serve as the Executive Director of the CGIAR System Organization for a four-year term beginning on 3 October 2016.

Agenda Item 2 – System Council Preliminary Discussions on the Portfolio

11. Reporting back from the System Council’s informal workshop on 25 September 2016, and first day of the System Council’s 2nd meeting (“SC2”) discussions, the Interim Chair briefed the Board on the main themes coming from the complementary reviews led by CGIAR’s Independent Science and Partnership Council (“ISPC”) and the donor-led process of the Fund Effectiveness Working Group (“FEWG”).
12. Before stepping into the detail, he provided a broad overview of FEWG-led processes leading up to the workshop day. He confirmed that under the leadership of Sara Boettiger, the former System Council representative of Bill and Melinda Gates Foundation (“BMGF”), and in consultation with the Interim Chair and the Interim Executive Director of the System Management Office (“Interim ED”) to guide the process, the FEWG commissioned approximately 50 experts from donor agencies to review all of the proposals over the prior two months against donor review criteria that were collated in advance by the FEWG. He also confirmed that the afternoon discussions during the workshop day were held amongst the Funders themselves, and it was therefore only during the System Council’s formal discussions that the details of the earlier informal discussions became known.
13. He also recalled the Board’s inter-sessional decision, taken on 19 September 2016, that the Grain Legumes and Dryland Cereals (“GLDC”) program proposal not be included as part of the Board’s formal CGIAR 2017 – 2022 Portfolio submission for consideration at SC2, but that the subject matter of the GLDC proposal be an area of focus by the Board after SC2 in order to identify an appropriate opportunity to have this essential element included in the Portfolio as soon as possible. The Interim Chair confirmed that this was a very clear and difficult stress test on the transformed governance system. He confirmed the System Council’s appreciation for the Board being ready to take difficult decisions, and expressed the Board’s gratitude to, in particular, the leadership of ICRISAT for the highly professional manner in which the ICRISAT team participated in the discussions leading up to the Board’s 19 September decision.
14. Returning to the key messages to come from day 1 SC2 discussions, the Interim Chair confirmed that after deliberating on a number of different potential rating approaches, the System Council’s clear messaging was that there was new excitement around the science presented by the proposed Portfolio. However, there were substantive doubts

expressed by the System Council about the overall suitability of the Maize Flagship Project 5 ('FP') and Fish FP3, with clear signals that these had not demonstrated a compelling reason to be part of the new Portfolio.

15. The Interim Chair confirmed he had consulted overnight with the relevant stakeholders for the two flagships, and had received support to propose to the System Council, a revised 2017 – 2022 Portfolio of research programs and platforms that did not include Maize FP5 or Fish FP3.
16. **Decision SMB/M2/DP4: The System Management Board agreed** to submit to the System Council a revised 2017 – 2022 CGIAR Portfolio of 11 CRPs and 3 platforms, with two flagship programs (Maize FP5 and Fish FP3) removed.
17. Turning to discussions on the extent of support for other flagship programs, the Interim Chair summarized the various views put forward on whether, based on the assessments received, certain flagships should stay within the Portfolio but be excluded from receiving Window 1 and 2 ("W1/2") funds in 2017, or perhaps receive W1/2 funds but at a reduced amount. However, it was emphasized that no decision was made by the System Council in the first day of their meeting, but rather a group of Funders had agreed to meet to prepare a proposal to be presented during the second day.
18. The ISPC Chair reiterated that the criteria to consider whether flagships are eligible for W1/2 funding in 2017 is unrelated to science quality. Rather, the question for the ISPC in framing its advice to the System Council was whether a research program proposal had articulated sufficiently an international public goods linkage that would justify the allocation of W1/2 funding as a first principle.
19. It was clarified that the budgets for CRPs are scheduled to be approved at the Council's 3rd virtual meeting in November 2016. The budget approval time-line was designed to accommodate different funding mechanisms among Funders, noting that some, including a number of the larger Funders, can only advise on the budget allocation for the current year in September or October.
20. Regarding the possibility of moving towards increased funding levels in W1/2, one of the two System Council's active observers to the Board meeting shared that whilst there was a broad-based desire to move in this direction if circumstances permitted to assist in finding efficiencies also on the Funders' side in terms of transaction costs. However, such action was dependent on being able to make a compelling case for the strength and focus of the new governance system and Portfolio as a whole. Further, that for the specific Funder in question, the time horizon for making such a decision was beyond 2017.

21. The Interim Chair opened the floor for discussion on whether he should again table during day 2 of SC2, the Board's goal of incorporating the essential element of drylands research back into the 2017 – 2022 Portfolio at the most opportune time.
22. The Board:
 - a. Agreed on the benefit of the research leaders continuing the two flagships that had been identified as strong during the complementary donor-led review process¹, even though this would be outside the definition of the 'CGIAR Portfolio' for at least the short-term future.
 - b. Accepted that the two flagships are sufficiently funded through W3 and bilateral funding for the short to medium term so that there will not be immediate financial pressure from the System Council's decision to not also allocate W1/2 funds to those flagships.
 - c. Recognized a certain level of fatigue on the part of the System Council in regard to the historical quality of some of the research exploring the topics included in the GLDC proposal, although at the same time recognizing that the Funders accept the critical importance of the research agenda itself.
23. **Action Point: SMB/M2/AP1:** The Board agreed that the Interim Chair table GLDC matter informally during the 'Other Business' for SC2 day 2, to seek additional guidance from the System Council on appropriate next steps.
24. The Board adopted the following messaging in advance of that session:
 - a. Dryland ecologies are important to the whole portfolio; drylands crops in those systems are essential areas of research.
 - b. The System Management Board understands that the efforts to develop a suitable CRP by the Centers involved have not yet been successful.
 - c. The System Management Board agreed that it will oversee a process that it hopes will lead to the development of a suitable proposal or proposals that fits into and enhances the 2017 – 2022 CGIAR Portfolio, and that also meets the quality that is required to be part of that Portfolio.
 - d. The time allocated for the above process should be adequate for developing a quality proposal or proposals.

Agenda Item 3 – Considering Financial Matters before the System Council

25. The Interim Executive Director provided background information on the Working Group on Funding System Actions and Entities, which was established by the Board to: (i) define the functions and entities that are necessary to run the CGIAR System effectively; and (ii) identify the financial mechanism to be used to fund these entities and drive the right incentives. He added that the group is also tasked with developing

¹ Based on deliberations of the System Management Board on 1 August 2016, the GLDC proposal was not formally submitted by the System Management Board on 1 August 2016 as part of the proposed portfolio, and thus the ISPC did not undertake a formal review.

CGIAR-wide guidelines on the basis for decisions on whether a bilateral project is formally aligned to a CRP or Platform.

26. He confirmed that, at its virtual meeting in November 2016, the System Council will be requested to approve the 2017 work plans and budgets for system entities and the means by which these costs of the CGIAR System can be financed. However, taking advantage of the proximity of the Board's 2nd meeting to SC2, the Council will be briefed on the group's progress to date, and asked for input on the indicative budget envelopes for the various system entities for 2017.
27. The Interim Executive Director then highlighted the following as key elements of that proposed briefing:
 - a. The draft 2017 indicative budget for six of the nine proposed system entities set out in the SC2 paper is US\$ 15.5 million, which is 1.7% of the total funding proposed for the CGIAR Portfolio for 2017 taking into account all funding sources. That figure would represent a decrease of \$2.6 million, or 14%, of the 2016 budget of \$18.1 million for System costs.
 - b. The budget of the other three system entities (including General Assembly of Centers, Internal Audit Function and Partnership Forum) is not presently included because the nature and scope of their functions are not yet clearly defined. The Working Group on Funding System Actions and Entities was tasked with providing indicative budgets for these three entities to the System Management Board and the System Council in November 2016.
 - c. The current System-wide special initiatives (including Big Data, Gender, and Capacity Development), are not included in the proposed budget envelope as they are research platforms and not classified as system entities.
28. There was an observation that the approved cost sharing percentage ("CSP") target (2%), which is levied through all funding windows, is considered high by Centers. The Interim Executive Director responded that the current CSP calculation and target will be reevaluated as a key part of the group's work.
29. The Interim Executive Director also clarified that the 2017 budget for the System Management Office is indicative, as its functions, and therefore form and size, have not yet been defined and agreed.
30. In the discussions that followed on the indicative budgets, the following key points and questions were raised:
 - a. There should be some consideration given to a funding model whereby system entities adjust budgets according to changing functions and fluctuations in funding, so that if CRP and Platform budgets are reduced there is a related reduction in the funding for the supporting system entity. However, it was also recognized that nature of certain system entities are as such that their functions and should not be affected by funding cuts to the system as a whole.

- b. A question was raised about the quantum of travel costs and harmonization of policies across certain system entities, and it was noted that a future task of the Board could be to review these.
 - c. The proposed 2017 budget amount for the Trustee seemed high, as did the costs to support the System Council Chair. The Interim Executive Director clarified that the System Council Chair support costs represented an extrapolation of the fourth quarter 2016 expenses that had already been approved by the System Council at its first meeting (July 2016), with underlying detail not available in regard to the breakdown of those costs. Confirming that the Working Group on Funding System Actions and Entities would look at those costs in more detail, he also noted that the intent of the transition had clearly not been to establish a parallel or costly office within the World Bank.
31. **Action Point: SMB/M2/AP2:** The Board requested that the Interim Chair raise with the System Council the importance for the System overall of increased budget transparency, and specifically in regard to the costs to support the System Council Chair.
32. Taking note of the Board's role under Article 8.1(gg) of the Charter to propose to the System Council for approval, annual work programs and budgets for the system entities, the Board discussed how this functional responsibility could be reconciled with the clearly stated position from the Charter that the ISPC and IEA, as advisory bodies to the System Council, are functionally independent of the CGIAR System Organization and thus the Board.
33. Noting the clear functional independence, the ISPC Chair confirmed that whilst the ISPC was comfortable with an appropriate level of scrutiny, it would not be appropriate for the CGIAR System Organization, as represented by the Board, to direct the ISPC, or the IEA, on its budgetary appropriations. Rather, such direction is appropriate only from the System Council.
34. The Board's Audit and Risk Committee Chair noted that these principles were well accepted from a finance and accounting perspective, and that the Board would respect the principles of functional independence in putting forward any proposal to the System Council from the ISPC and IEA.

Agenda Item 4 – Managing the Carry-Over of W1/2 Funds

35. Taking the supporting paper as read, the Interim Executive Director opened the floor for questions and comments regarding the July 2016 approval and delegation of authority from the System Council to the CGIAR System Organization to implement satisfactory arrangements to allow for the carry-over of unspent and uncommitted W1/2 funds from 2016 to 2017 (Document SMB2-03).

36. During the discussion that followed, it was clarified by the System Management Office that the proposal before the Board comprised the following three key elements:
- a. Unused 2016 funding carried forward to 2017 is considered as part of the 6-year W1&2 budget, and not additional to a particular 2017-2022 proposed CGIAR Research Program (“CRP”) budget;
 - b. Carryover of unused 2016 funding can be additional to the 2017 budget or a following years’ approved budget but cannot exceed the overall budget approved for the 6-year lifetime of the proposals; and
 - c. Authority was had already been delegated by the System Council to the CGIAR System Organization in July 2016 to review and manage the carry-over amounts year-to-year, allowing Centers to exceed the yearly budget but remain within the overall budget for the 6-year implementation period of the respective phase 2 CRPs.
37. The Board also briefly discussed the desirability of building reserves among system entities and CRPs, and decided to table this topic for further discussions at an appropriate future time.
38. **Decision SMB/M2/DP5: The Board approved** the 2016 Commitment Guidelines and the Carry-over Guidelines set forth in meeting document SMB2-03.
39. **Action Point SMB/M2/AP3: The Board requested** the System Management Office to prepare a communication note to Center Directors General about the principles and their implementation with respect to the carry-over of funds.
40. As a matter of record, the communication on the implementation of the carry-over guidelines was prepared by way of a presentation, that was shared by the Interim Chair on 28 September 2016 during a virtual meeting of the Board Chairs and Directors General of nearly all of the centers. The presentation was circulated that same day by way of electronic communications to all members of the respective mailing lists.

Agenda Item 5 – Strategic Resource Mobilization Approach for the Portfolio

41. The Chair of the Working Group on Resource Mobilization (“RM Working Group”), Eugene Terry, briefed the meeting participants on the outcomes of the group’s in-person meeting on 25 September 2016, noting that the group’s Terms of Reference are still a work in progress but were approved provisionally for the purpose of the meeting, and will be revisited later for final approval.

42. The RM Working Group Chair shared three recommendations for next steps as set out in the RM Working Group Chair's presentation during that session. He confirmed that the mapping exercise of Funders proposed under one of the recommendations also covers Funder retention and support, including profiling specific Funders' needs and identifying opportunities and issues which might be encountered when approaching Funders directly. It was also emphasized that a successful resource mobilization function requires adequate human and financial resources, and that attention would need to be paid to this issue at an early time.
43. The RM Working Group Chair also assured the Board that the group will work very closely with the System Management Office for a resource mobilization events calendar to identify priorities for actions to be implemented. A meeting is to be scheduled between the RM Working Group and the incoming Executive Director, Elwyn Grainger-Jones, to further develop a detailed implementation proposal.

Agenda Item 6 – Reporting Back on System Council Day 2 Decisions

Decision on the 2017 – 2022 program elements of the new Portfolio

44. Ann Tutwiler, as one of the two Center non-voting ex-officio members of the System Council for SC2, provided the update (Document SMB2-07: Reporting back on SC2 deliberations relevant to the System Management Board).
45. On the 2017 – 2022 Portfolio decisions, it was confirmed that the System Council had approved a strong Portfolio based on the Board's revised proposal submitted on Monday 26 September 2016. The Board was advised that a Joint System Council/System Management Board Working Group will be established between the Funders and Board members, with the ISPC and System Management Office serving as additional resources. The Joint Working Group's primary role is to provide input to the Council's discussions on 2017 CGIAR Portfolio (CRP and Platform) W1/W2 budgets at its mid-November meeting.
46. **Decision SMB/M2/DP6: The Board appointed** Ann Tutwiler, Gordon MacNeil and Eugene Terry to serve as members of the Joint System Council/System Management Board Funding Allocations Working Group ("FAWG"), recognizing the importance of having a range of Board members as representatives on the Working Group (namely, the perspective of a Director General, a Board of Trustee member, and an independent Board member).

Funding system actions and entities

47. On indicative budget envelopes for 2017, the Interim Chair reported that the Board's concerns regarding transparency in support costs for the System Council Chair had been raised with the System Council Chair, who had agreed to provide additional detail on the scope of the work as well as the required capacity in terms of qualifications and

amounts. The Board recognized that it is a standard practice to have separate budget item for support to the System Council Chair.

48. It was confirmed that the Working Group on Funding System Actions and Entities will provide, for consideration at the System Council's planned November 2016 virtual meeting, as complete a product as possible for work plans and budgets for system entities based on their actual functions. The Interim Executive Director reiterated that these budgets are indicative and will require adjusting in due course.

Considering critical commodities, geographies and communities from the GLDC proposal

49. The Interim Chair reported as follows from the System Council's deliberations on its second day in regard to the broad scope of topics covered by the GLDC proposal:
- a. Strong appreciation of the Board's reflections at SC2, and agreement not to be bound by time;
 - b. The System Council remained open to any suggestion that will address the drylands regions, particularly focused on poor people;
 - c. Specifically, there is no prescription from the System Council being made on what may be submitted (options include CRP, Platform or other), accepting that the former processes have not worked, and a "one size fits all" may not be appropriate;
 - d. In the interim, recognition that there is a solid pipeline of W3 and bilateral funding for the key research areas, so no interim decision will be taken on FP4 and FP5;
 - e. Further, acknowledgement that "*friends of GLDC*" are open to providing support in the intervening period.
50. The Interim Chair then proposed to set up a Working Group for the development of a proposal or proposals for the research questions covered in the GLDC proposal that was not taken forward. Eugene Terry accepted the Interim Chair's nomination to serve as the Chair of such a group if formed, and also assumed the role of temporary Vice Chair of the Board meeting in order to lead the discussions on setting up the scope of the Working Group as the Interim Chair excused himself from the meeting to lead the opening session of the important CIMMYT 50 Celebrations.
51. The Temporary Vice Chair drew attention to Board's 19 September 2016 submission letter, noting that the terms of reference of the Working Group should be based on what had been proposed regarding drylands research in the letter.
52. **Decision SMB/M2/DP7:** The Board **agreed** to set up a Working Group for dryland research program(s) and nominated Eugene Terry as Chair and Catherine Bertini, Margret Thalwitz, and the System Management Office Executive Director, to serve on the Working Group. It was agreed that the group will provide a time frame for the task at a later date.

53. At the request of the Interim Chair, Eugene Terry assumed the role of temporary Vice-Chair to lead the discussions on the remaining agenda items.

Agenda Item 7 – High Level Board Work Plan for end 2016-2017

54. The Interim Executive Director shared the key points of the Board work plan for end 2016-2017 (meeting document: SMB2-04) in order to seek input from Board members regarding the dates for upcoming meetings and locations.
55. The Board endorsed the following principles for the high level Board work plan and discussed possible dates for the upcoming meetings:
1. **Routinely scheduled meetings**
 - Two in-person meetings
 - Two (or three) virtual meetings, as required
 2. **In person meetings each year**
 - **End March:** to undertake detailed deliberations in advance of May System Council meetings on substantive issues
 - **During November:** next to the System Council meeting, and involving for at least 2017, a meeting of the General Assembly of the Centers
 4. **Virtual meetings**
 - **Mid-April** to approve materials before May System Council **or end May** after a System Council meeting
 - **Early October** (and early December) depending on requirements
56. **Action Point: SMB/M2/AP4:** The Interim Executive Director agreed to send a Doodle poll among Board members to create an event calendar to help determine dates for the upcoming meetings.

Agenda Item 8 – Advancing the Work of the Audit and Risk Committee

57. The Chair of the Audit and Risk Committee (“ARC”), Bushra Malik noted that the committee’s first meeting summary was available for distribution, and called for it to be shared with this meeting record. There were no questions raised by the meeting participants.

Agenda Item 9 – Other Business

58. As a matter of record, recognizing the time constraints, the Board decided to discuss the items left from this session at their forthcoming 3rd virtual meeting on 1 November 2016.

Annex 1: Decisions 2nd System Management Board ('Board') meeting

SMB/M2/DP1: [Agenda](#)

The Board adopts the Provisional Agenda for the 2nd System Management Board meeting (Document SMB2-01, Revision 1)

SMB/M2/DP2: [Committees & Working Groups](#)

The System Management Board ratifies the Summary of Committees and Working Groups of the System Management Board as at 1 September 2016.

SMB/M2/DP3: [Appointment of Executive Director](#)

The Board:

1. **Ratifies** the job description for the role of Executive Director, as finalized by the CGIAR Executive Director Search Committee in February 2016; and set forth at Appendix 1 to Board meeting document SMB2-05.
2. **Appoints** Elwyn Grainger-Jones to serve as the Executive Director of the CGIAR System Organization for a four-year term beginning on 3 October 2016.

SMB/M2/DP4: [2017-2022 Research Portfolio](#)

The Board **agrees** to submit to the System Council a revised 2017 – 2022 CGIAR Portfolio of 11 CRPs and 3 platforms, with two flagship programs (Maize FP5 and Fish FP3) removed.

SMB/M2/DP5: [Managing the Carry-Over of W1/2 Funds](#)

The Board **approves** the carry-over guidelines and **requests** the System Management Office to prepare a communication note to Centers' Director Generals about the principles and implementation of transferring the carry-over funds.

SMB/M2/DP6: [Committees & Working Groups](#)

The Board appoints Ann Tutwiler, Eugene Terry, and Gordon MacNeil to serve as members of the Joint System Council/System Management Board Working Group, recognizing that the Working Group should have Board members who are independent from CRP approval process as well as those with system knowledge.

SMB/M2/DP7: [Committees & Working Groups](#)

The Board **agrees** to set up a Working Group for dryland research program(s) and nominated Catherine Bertini, Margret Thalwitz, the System Management Office Executive Director, and Eugene Terry as Chair, to serve on the Working Group. It was agreed that the group will provide a time frame for the task at a later date.

Annex 2: List of Meeting Participants

System Management Board Members	Capacity
Martin Kropff	Interim Chair, Voting Center Member
Catherine Bertini	Independent Member
Eugene Terry	Independent Member
Shenggen Fan	Voting Center Member
Gordon MacNeil	Voting Center Member
Bushra Malik	Voting Center Member
Jimmy Smith	Voting Center Member
Margret Thalwitz	Voting Center Member
Ann Tutwiler	Voting Center Member
Nick Austin	Ex-officio Non-Voting Member
System Management Board Active Observers	Capacity
Maggie Gill	Active Observer, ISPC Chair
Rachel Sauvinet-Bedouin	Active Observer, Head, CGIAR IEA
Eric Witte	Active Observer, System Council Member
Tony Cavaleri	Active Observer, System Council Member
Victor Kommerell	Active Observer, CRP Leaders' Representative (Monday 26 September only)
Dave Watson	Active Observer, CRP Leaders' Representative (Tuesday 27 September only)
Additional Observers and Invited Guests	Capacity
Karmen Bennett	Board Secretary
Tony Brown	Senior Legal Advisor
Olwen Cussen	Assistant to the Executive Office, Meeting Support
Albin Hubscher	CFO and Director of Finance & Corporate Services, Subject Matter Expert
Min Li	Governance Officer, Meeting Support (Remotely)
Victoria Pezzi	Meeting Support
Kathy Sexsmith	Board Chair Support
Sam Stacey	Communications and Meeting Support