Consequential amendments to selected governing documents and policies arising from System Council decisions on its advisory services

Purpose

Based on discussions at its 6th meeting in May 2018, the System Council agreed by electronic decision effective on 4 October 2018[1], to put in place revised terms of reference for the following bodies, which will take operational effect from 1 January 2019:

   i.   Independent Science for Development Council (ISDC)
   ii.   Standing Panel on Impact Assessment (SPIA)
  iii.   Shared Secretariat for CGIAR's Advisory Services

As a result of those decisions, consequential drafting amendments are required to be made the System's governing documents and its policy relating to the financing of System Entities to ensure that these accurately reflect the decisions taken. The amendments to the Framework and Charter, to be effective, will require approval by the System Management Board and the General Assembly of the Centers, which approvals will be sought after SC7.

This document sets out, on page 2, an overview of the types of amendments made and their locations in the documents, then provides, as Annexes 1-3, a version of each marked up with the proposed amendments as follows:

- Annex 1: CGIAR System Framework
- Annex 2: Charter of the CGIAR System Organization
- Annex 3: Policy on CGIAR System Cost Financing

Action Requested

The System Council is requested to approve the amendments to the following documents as set out in the Annexes of meeting document SC7-06:

- CGIAR System Framework
- Charter of the CGIAR System Organization
- Policy on CGIAR System Cost Financing

Document category: Working document of the System Council
There is no restriction on the circulation of this document

Prepared by: CGIAR System Management Office

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[1] Decision Reference SC/M6/EDP2

Overview of three categories of amendments as a consequence of decisions taken

Category 1 - New definitions added/old definitions removed		
Framework	Charter	Policy on CGIAR System Cost Financing
Definitions *m); p); q)*	Definitions o*); r); s)*	
Category 2 - Simple nomenclature switches (old term for new)		
Framework	Charter	Policy on CGIAR System Cost Financing
Article 2 d) i	Article 7.6 c)	
Article 3.2 b)	Article 8.1 a); h); u); ss); tt); uu); vv); aa); bb)	
Article 6.1 a) iii		
Article 6.1 e); p); s); cc); dd); ee); ff); gg)		
Category 3 - Modifications to remove inconsistencies and align with TOR decisions		
Framework	Charter	Policy on CGIAR System Cost Financing
Article 2 d) iii	Article 7.6 d) (removed)	Section 3 – list updated to include three entities as approved on 4 October, and add Internal Audit Support Service based on decisions taken at SC5 on Risk Management architecture
Article 3.2 c) (removed)	Article 7.7 c) and d) (added)	
Article 3.3 d) (added)	Article 8.1 u) (Shared Secretariat added)	
Article 6.1 f); g)	Article 8.1 hh) (amended to reflect broader consultative process envisioned)	
	Article 8.1 jj)	

CGIAR SYSTEM FRAMEWORK

CGIAR SYSTEM FRAMEWORK, JULY 2016

CGIAR is a global research partnership for a food-secure future. CGIAR science is dedicated to reducing poverty, enhancing food and nutrition security, and improving natural resources and ecosystem services. Its research is carried out by 15 CGIAR centers in close collaboration with hundreds of partners, including national and regional research institutes, civil society organizations, academia, development organizations and the private sector.

CGIAR SYSTEM FRAMEWORK

**This Framework was approved by the CGIAR
System's Funders and Centers on 17 June 2016 and was last amended
on 23 January 2018.**

Contents

Introduction

1. The Consultative Group on International Agricultural Research was established as a global partnership in 1971. After several reforms, in December 2009, a new framework of overarching principles was agreed between the centers and the funders to give rise to a reformed CGIAR as set forth in the CGIAR Joint Declaration. On April 29, 2010, the Consortium of International Agricultural Research Centers ("CGIAR Consortium") was established as a joint venture between the 15 International Agricultural Research Centers supported by the Consultative Group on International Agricultural Research. On July 20, 2012, the CGIAR Consortium obtained international organization status pursuant to the agreement establishing the Consortium of International Agricultural Research Centers as an international organization and operated in accordance with the rules set forth in its constitution. In 2016, the Centers and Funders agreed to this CGIAR System Framework that provides for a System Council and a CGIAR System Organization. The CGIAR System Organization is to be established in accordance with the CGIAR System Charter which will replace the constitution of the CGIAR Consortium.

2. The purpose of the CGIAR System is to advance agri-food science and innovation to enable poor people, especially women, to better nourish their families, and improve productivity and resilience so they can share in economic growth and manage natural resources in the face of climate change and other challenges.

Definitions

In this CGIAR System Framework, unless the context otherwise requires:

a) "Active Observers" means those entities identified in Article 3 and which have the right to participate in deliberations of the System Council and to propose agenda items and make presentations for such deliberations. An Active Observer does not have a right to vote.

b) "Centers" means those independent research organizations that are recognized as CGIAR Research Centers contributing knowledge, technical expertise, and resources in support of the CGIAR Strategy and Results Framework. As of the date of agreement of this Framework, the following 15 research organizations are recognized as CGIAR Research Centers: AfricaRice, Bioversity International, Center for International Forestry Research (CIFOR), International Center for Agricultural Research in the Dry Areas (ICARDA), International Center for Tropical Agriculture (CIAT), International Crops Research Institute for the Semi-Arid Tropics (ICRISAT), International Food Policy Research Institute (IFPRI), International Institute Tropical Agriculture (IITA), International Livestock Research Institute (ILRI), International Maize and Wheat Improvement Center (CIMMYT),

International Potato Center (CIP), International Rice Research Institute (IRRI), International Water Management Institute (IWMI), World Agroforestry Centre (ICRAF) and WorldFish.

c) "CGIAR Policy" means a policy that is (i) a strategic, system-wide policy, which is critical to maintaining the reputation of the CGIAR System, proposed by the System Management Board and approved by the System Council, or (ii) any other policy that may be adopted by the System Organization in accordance with its procedures for the adoption of CGIAR policies.

d) "CGIAR Portfolio" means the research programs and/or platforms carried out by the Centers and the CGIAR System Partners in support of the CGIAR Strategy and Results Framework and which are supported by (i) the CGIAR Trust Fund and/or (ii) bilateral sources contractually aligned to such programs and/or platforms.

e) "CGIAR Research" means the research carried out by the Centers and the CGIAR System Partners in support of the CGIAR Strategy and Results Framework.

f) "CGIAR Strategy and Results Framework" means a document setting forth the common goals, strategic objectives and results to be achieved by the CGIAR System. The document may be revised and updated from time to time.

g) "CGIAR System" means, when taken together as a collective whole, a reference to the Centers, the Funders, the System Council, the CGIAR System Organization, and the advisory bodies as set forth in Article 2, and CGIAR Research.

h) "CGIAR System Charter" means the legal instrument governing the CGIAR System Organization.

i) "CGIAR System Organization" or "System Organization" means the international organization governed by the CGIAR System Charter, with its organs being the System Management Board and System Management Office.

j) "CGIAR System Partners" means all organizations external to the CGIAR System that contribute to, or support the delivery of, the CGIAR Strategy and Results Framework. They include national agricultural research and extension systems, universities and advanced research institutes, policy bodies, global and regional fora, intergovernmental organizations, non-government organizations, private-sector companies, farmers/producers and consumers.

k) "CGIAR Trust Fund" means the trust fund(s) established by the trustee for contributions from Funders to provide funding for the activities of the System Organization and for CGIAR Research.

l) "Funders" means those entities that contribute funding to Centers in support of the CGIAR Strategy and Results Framework and to the activities of the CGIAR System Organization, either through the CGIAR Trust Fund or through bilateral contributions.

m) "Independent Science for Development Council" or "ISDC" means an external, impartial standing panel of experts in science and development subject matters (including food systems innovation matters that extend beyond the agricultural sector) appointed by the System Council and accountable to it, with the responsibility of providing rigorous, independent strategic advice to the System Council and, based on decisions taken by the System Council, the broader CGIAR System as a whole.

n) "Internal Audit Function" means the arrangements agreed between the System Council and the System Management Board to provide independent and objective assurance and advisory services to the System Council and the System Management Board.

o) "Partnership Forum" means a forum for the CGIAR System and CGIAR System Partners to discuss and exchange views about the CGIAR System and the CGIAR Strategy and Results Framework with the scope set forth in Article 12.

p) "Shared Secretariat for CGIAR Advisory Services" or "Shared Secretariat" means a unit, operationally independent from the System Management Board and management of the System Organization, which provides operational support for ISDC, SPIA and implementation of the CGIAR System's multi-year evaluation plan as approved by the System Council.

q) "Standing Panel on Impact Assessment" or "SPIA" means an external, impartial standing panel of experts in impact assessment subject matters appointed by the System Council and accountable to it, with responsibility to provide rigorous, evidence-based and independent strategic advice to the CGIAR System on (i) efficient and effective impact assessment methods and practices, including those measuring impacts beyond contributions to science and economic performance, and (ii) on innovative ways to improve knowledge and capacity on how research contributes to development outcomes.

r) "System Council" means the strategic decision-making body described in Articles 3-8 that keeps under review the strategy, mission, impact and continued relevancy of the CGIAR System.

s) "System Management Board" means the governing body of the System Organization described in Articles 7-9 of the CGIAR System Charter.

t) "System Management Office" means the office, led by an Executive Director, that is responsible for the day-to-day operations of the System Organization,

Deleted: "Independent Evaluation Arrangement" or "IEA" means the functionally and operationally independent service advising the System Council, providing accountability, contributing to learning and supporting decision-making through the conduct of independent, external evaluations in order to provide the CGIAR System with objective, contemporary and cost-effective information on the overall performance of CGIAR Research and the functions and structures of the CGIAR System. The IEA is functionally independent from the System Organization and the organization hosting the IEA

Deleted: "Independent Science and Partnership Council" or "ISPC" means a standing panel of experts appointed by the System Council to serve as an independent advisor to the System Council on science and research matters, including strategies for effective partnerships along the research for development continuum. ISPC is functionally independent from the System Organization and the organization hosting the ISPC Secretariat

the System Management Board and the System Council and facilitates collaboration within the CGIAR System in fulfilling the mission of the CGIAR System and the goals of the CGIAR Strategy and Results Framework.

u) "Unrestricted Funding" means funding from the CGIAR Trust Fund that has not been designated by a Funder for a specific Center or research program.

Article 1. Guiding Principles

The Guiding Principles of the CGIAR System are set forth in the annex to this CGIAR System Framework and are intended to guide the development of policies, procedures, guidelines and operations of the CGIAR System.

Article 2. Structure of the CGIAR System

The CGIAR System shall have the following structure:

a)   The **Centers** are independent and autonomous organizations with their own governance structures, which focus on effective conduct, delivery and impact of the CGIAR research for development when working with CGIAR System Partners within the CGIAR Strategy and Results Framework. The Centers deliver innovative research outcomes within the CGIAR Strategy and Results Framework based on resources provided by the Funders, within the institutional architecture for international development including the Sustainable Development Goals.

b)   The **Funders** provide guidance and financial resources for CGIAR Research and for agreed operations of the System Organization. Representatives of Funders and developing countries meet as a **System Council** to keep under review the strategy, mission, impact and continued relevancy of the CGIAR System in a rapidly changing landscape of agricultural research for development.

c)   The governing and administrative bodies of the **System Organization** are the **System Management Board** and the **System Management Office**, respectively. The System Organization facilitates and oversees effective and efficient development and implementation of the CGIAR Strategy and Results Framework. The System Organization enters into agreements with the trustee of the CGIAR Trust Fund, Funders, Centers and other relevant entities for funding CGIAR Research activities and other activities of the CGIAR System funded through the CGIAR Trust Fund.

d)   The System Organization, the System Council, Centers and Funders benefit from the advice of the following:

     i.   Independent Science for Development Council
    ii.   Internal Audit Function
   iii.   Standing Panel on Impact Assessment.

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Article 3. Composition of the System Council

3.1 The System Council shall consist of:

a) Up to **twenty voting members** as follows:

      i. up to fifteen representatives of Funders
      ii. five developing country representatives that are either Funders, or countries hosting a Center, or countries with significant national agricultural systems.

b) **Ex-officio non-voting members** as follows:

      i. the Chair of the System Council
      ii. the Co-Chair of the System Council
      iii. the Chair of the System Management Board
      iv. the Executive Director of the System Organization
      v. two center representatives to be appointed by the Centers
      vi. one representative from each of the following entities, provided that if any such entity is a voting member or an alternate of the System Council such entity may not also participate as an ex-officio non-voting in the System Council:
          a. Food and Agriculture Organization of the United Nations
          b. International Fund for Agricultural Development
          c. World Bank.

3.2 The following shall have the right to appoint a representative to participate as an Active Observer at System Council meetings:

    a) Global Forum on Agricultural Research
    b) ISDC

3.3 The following shall be invited to attend the System Council meetings:

    a) the Chair of the System Council's Assurance Oversight Committee, if that person is not otherwise a member of the System Council
    b) the host country of the System Organization
    c) the trustee of the CGIAR Trust Fund
    d) The Chair of SPIA.

3.4 Each voting member, non-voting member, and Active Observer may appoint an alternate that may attend System Council meetings and, if necessary, serve in their stead.

3.5 All System Council members and Active Observers shall act in good faith in the interests of the CGIAR System, shall act according to the System Council's policy on ethics and conflicts of interest, and shall respect the conflict of interest obligations of the entities they represent.

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Article 4. Appointment of System Council voting members and alternates

4.1   Every three years each of the two categories of voting members set forth in Article 3 shall consult and agree upon their constituencies, which may be comprised of one or more governments or organizations, and inform the System Management Office of their agreement. For purposes of the inaugural System Council, the Funders have agreed on the eligibility criteria for selecting their System Council members and alternates as set forth in Annex B in this CGIAR System Framework.

4.2   Each constituency shall agree upon its process to select its voting member and alternate, taking into consideration the desirability of ensuring diversity, including gender, at the System Council level, and shall inform the System Management Office of the name and contact information of its voting member and alternate. Each constituency shall decide upon the rules and procedures that will guide how the members of the constituency will relate to each other.

4.3   A vacancy resulting from death, resignation or any other reason shall be filled in the same manner in which the original holder of the position was appointed or selected.

4.4   Each constituency shall endeavour to ensure that its member, or alternate in the absence of the member, can take decisions on matters before the System Council. System Council members shall not be required to take decisions or actions that conflict with the governing instruments and official rules of the entities they represent.

Article 5. System Council Chair and Co-Chair

5.1   The System Council shall appoint a Chair who will serve four year terms. The World Bank has a standing invitation to nominate a senior manager in a substantive area related to the work of the CGIAR System to serve as Chair and has accepted to nominate the inaugural Chair. If the World Bank declines this invitation for a future term, the Chair shall be elected by the System Council.

5.2   The System Council shall appoint a Co-Chair for each meeting from among its voting members.

5.3   The Chair and Co-Chair shall act in an impartial manner.

5.4   In cases where the Chair is selected from among the then-current System Council voting members or their alternates, the respective constituency

represented by such person shall appoint a new System Council member or alternate, as the case may be, to fulfill the functions of the System Council member or alternate. The Co-Chair's alternate, or a temporary alternate appointed by the Co-Chair, shall fulfill his/her functions as a System Council member during the meeting for which the Co-Chair has been elected.

5.5 The System Council shall approve terms of reference for the Chair.

Article 6. Functions of the System Council

6.1 The functions of the System Council shall be to:

Vision, strategic direction and advocacy

a) review and approve the CGIAR Strategy and Results Framework, and undertake the following related activities:
   i. initiate foresight activities on ongoing trends, opportunities and risks in science and agricultural research and in their potential to contribute to the CGIAR's overall development goals
   ii. initiate and approve a process for the development of the CGIAR Strategy and Results Framework
   iii. review and approve strategic priorities, taking into account the advice of ISDC and the recommendations of the System Management Board on prioritization

b) promote a greater recognition of the role of food, nutrition, agriculture and the management of natural resources in sustainable development in international political fora, and in particular the role of agricultural research in achieving these goals

c) support and guide the CGIAR System's contribution to the United Nations Sustainable Development Goals and other relevant global initiatives

Governance

d) provide input into: (i) the selection of the Executive Director by the System Management Board, through review and endorsement of the terms of reference for the position and the process, and (ii) the annual performance review of the Executive Director

e) approve the terms of reference for ISDC and SPIA and any other advisory bodies to the System Council that set forth their purposes and functions, taking into consideration input from the System Management Board

f) select the Chair of SPIA and the Chair and members of the ISDC according to the provisions of their respective System Council-approved Terms of Reference, and ensure a process for periodically assessing the roles of SPIA and ISDC

g) request the System Organization to enter into appropriate contractual arrangements for the hosting of the CGIAR Advisory Services Shared Secretariat ("Shared Secretariat"), and the functions of ISDC and SPIA, in a

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manner consistent with the terms of reference of ISDC, SPIA and the Shared Secretariat

h) review and provide input into the terms of reference and process for fulfilling the Internal Audit Function

i) ensure, through the Assurance Oversight Committee, that arrangements for the Internal Audit Function provide sufficient system-wide assurance consistent with the risk management framework of the CGIAR System and that such arrangements are appropriately funded;

j) *[deleted by decision taking effect on 23 January 2018]*

k) identify and approve those CGIAR Policies that are strategic, system-wide policies that are critical to maintaining the reputation of the CGIAR System

l) approve the risk management framework of the CGIAR System

Partnership engagement and resource mobilization

m) consider deliberations of Partnership Fora for enhancing the overall effectiveness and efficiency of the CGIAR System

n) monitor financial resources to support the implementation of each CGIAR Strategy and Results Framework

o) to the extent possible, provide timely information on budgetary outlook and anticipated changes in funding levels for the CGIAR Trust Fund

Financial and programmatic performance

p) approve, taking into account advice from the ISDC and proposals from the System Management Board, guidelines and criteria for prioritization and for annual allocation of Unrestricted Funding across CGIAR Research based on strategic priorities and performance

q) approve proposals and indicative funding from the CGIAR Trust Fund within the CGIAR Strategy and Results Framework submitted by the System Management Board

r) review annually work programs and financing plans for CGIAR Research and provide strategic guidance to the System Management Board on CGIAR Research

s) approve allocation of Unrestricted Funding for CGIAR Research, taking into account advice from the ISDC and proposals from the System Management Board

t) review and approve a process, based on a proposal to be submitted by the System Management Board, for the preparation and approval of multiyear, consolidated business plans and budget projections for the administrative costs of the CGIAR System and the means by which such costs can be financed, recognizing the collective responsibility of the System Council and System Organization for such costs

u) approve annual work programs and budgets, based on agreed multiyear consolidated business plans and budget projections and a proposal to be submitted by the System Management Board that includes submissions by the System Council advisory bodies and other relevant entities and the

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trustee of the CGIAR Trust Fund, to provide resources to finance the administrative costs of the CGIAR System

v) approve an integrated framework for a performance management system for CGIAR Research

w) review the annual portfolio analysis and program reports on the CGIAR Portfolio

x) review an annual report from the System Management Office on external relations and outreach

y) approve strategic action to ensure results and continued relevancy of agricultural research for development, taking into consideration input from the System Management Board

z) approve CGIAR system-wide formats for, and periodicity of, financial reporting for the CGIAR System that accords with internationally recognized financial reporting standards

aa) review the consolidated system-level annual financial and programmatic reports on CGIAR Research submitted by the System Management Board and provide feedback to the System Management Board

bb) review information on corrective actions taken by the System Management Board under funding agreements with Centers and the risk management framework

Evaluations and Impact Assessment

cc) approve, in consultation with the System Management Board, a cost-effective, multi-year evaluation plan proposed by the Shared Secretariat covering evaluations of the CGIAR Portfolio and the structures and functions of the System Organization

dd) endorse plans coordinated by the System Management Board, with input from evaluation experts engaged by the Shared Secretariat, to periodically commission governance and management reviews of Centers to complement the evaluations of the CGIAR Portfolio

ee) Commission through the Shared Secretariat, periodic (8 to 10 years) independent evaluations of the effectiveness of the CGIAR System to deliver on CGIAR's vision and mission, and after considering the results of the evaluation and responses, recommend strategic follow-up action

ff) review and endorse external independent evaluations of the CGIAR Portfolio, functions and structures, taking into account input from the System Management Board and Center management responses

gg) approve plans and financing of ex-post impact assessment of the CGIAR Portfolio proposed by SPIA after consultation with the System Management Board

hh) in consultation with the System Management Board, work toward cost-effectiveness and complementarity in the overall system of evaluations and reviews at all levels.

6.2 The System Council shall exercise any other functions attributed to it in this CGIAR System Framework and the CGIAR System Charter.

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Article 7. System Council operations

Meetings

7.1 The System Council shall meet as often as necessary, but not less than twice per year in ordinary session. The rules of procedure shall provide for the location and arrangements for the conduct of meetings, including the convening of extraordinary meetings.

7.2 System Council meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows System Council members to follow and contribute to discussions as they occur in real time.

Quorum

7.3 The System Council may conduct business only when the following are present:

a) a majority of its voting members;
b) voting members representing a majority of the contributions from constituencies calculated in the manner approved by the System Council from time to time after consultation with the Funders; and
c) the System Council Chair or Co-Chair.

Decision-making during a meeting

7.4 The System Council shall use best efforts to make all decisions by consensus. The Chair shall ascertain a consensus. For purposes of this CGIAR System Framework, consensus is a procedure for adopting a decision when no voting member in the decision-making process blocks a proposed decision. It does not necessarily imply unanimity. A dissenting voting member, who does not wish to block a decision, may state an objection or reservation by attaching a statement or note to the decision.

7.5 If all practical efforts by the System Council have not led to consensus, a vote may be called by:

a) any voting member of the System Council seconded by another voting member of the System Council, or
b) whichever of the Chair or Co-Chair is acting as the chair of the particular session.

7.6 The Chair shall determine, after consultation with the System Council, the timing for a vote. In circumstances where a vote is taken, decisions require an affirmative vote representing both:

a) a two-thirds majority of those System Council voting members present

b) a two-thirds majority of the contributions from Funders represented on the System Council. Each System Council voting member shall cast separately the votes of each of the Funder(s) within the constituency he/she represents. For the purpose of voting power, the contributions shall be determined in accordance with the same weighted values and time period used for the determination of eligibility for the voting seats on the System Council.

7.7 All decisions of the System Council shall be recorded in a summary of the System Council meetings approved by the System Council, communicated, published and retained in the permanent records of the System Organization.

Decision-making without a meeting

7.8 In the circumstances set forth in its rules of procedure, the System Council may be requested to approve a decision by electronic means using a no objection procedure in lieu of a meeting. System Council members and Active Observers shall be provided with sufficient background materials and a proposed decision text in such requests. Active Observers shall be able to provide to the System Council their concerns on such decision within seven (7) calendar days following receipt of the background materials and proposed decision text. System Council members shall be provided with no less than fourteen (14) calendar days to state an objection. Should an objection be received from any System Council member and not retracted before the deadline for objections, the decision shall not be considered approved. A decision that is not approved can be revised and resubmitted for consideration by the System Council, at a meeting or electronically, at the decision of the Chair.

Closed sessions

7.9 Notwithstanding Article 7.3, at the determination of the Chair, the System Council may conduct business in a closed (executive) session where the voting members and ex-officio non-voting members may be present unless the Chair decides otherwise. Active Observers shall be invited to attend the closed session unless the Chair decides otherwise. The Chair may invite others to attend as appropriate in the circumstances. The outcomes of a closed session shall be made public in open plenary if a decision is taken that has a material impact on the CGIAR System.

Article 8. System Council Committees

8.1   The System Council may establish committees of the System Council, and other ad-hoc working groups and task teams, as it deems appropriate to carry out the work of the System Council.

8.2   The System Council shall have the following standing committees:

a)   an **Assurance Oversight Committee**, with a majority of independent members, the purpose of which shall be to provide: the System Council with assurance of the completeness and effectiveness of the Internal Audit Function and the independence of external audit functions; a structured reporting line between internal and external auditors and the System Council; and oversight of system-wide governance, risk management and internal controls.

b)   a **Strategic Impact, Monitoring and Evaluation Committee**, the purpose of which shall be to assist the System Council in review of research program evaluations, oversight of the strategic direction of the System Organization and efficiency, effectiveness and impact of CGIAR Research.

8.3   Committees and other ad-hoc working groups and task teams shall have such authorities as delegated to each of them by the System Council and set forth in their terms of reference. The terms of reference for all committees, working groups and task teams shall include the process for appointment of committee members, including the appointment of qualified individuals or representatives other than voting members or their alternates, and attendance at meetings.

Article 9: CGIAR System Organization

The CGIAR System Organization shall be comprised of:

a)   The System Management Board
b)   The System Management Office

Article 10. System Management Board

The System Management Board is the governing body of the System Organization. It shall have the composition, functions and operational procedures set forth in the CGIAR System Charter.

Article 11. System Management Office

The System Management Office, headed by an Executive Director, shall be responsible for the day-to-day operations of the System Organization, and shall undertake the functions set forth in the CGIAR System Charter.

Article 12. Partnership Forum

12.1 The Partnership Forum provides stakeholders who actively support the CGIAR System with a forum to express their views on CGIAR's operations, including:

   a)   any proposed CGIAR Strategy and Results Framework
   b)   the implementation of the CGIAR Strategy and Results Framework, on which they may provide feedback to the System Council and System Organization
   c)   ongoing trends, signals and risks in local, regional and global contexts in science and in the field of agricultural research for development.

12.2 The Partnership Forum shall be convened by the System Organization at least every three years and co-chaired by a representative of the Centers and a representative of the Funders.

Article 13. Trustee

There shall be a trustee for funds contributed to a CGIAR Trust Fund. Such trustee shall have the responsibilities agreed between the trustee and the System Organization and the Funders who contribute through a CGIAR Trust Fund, as applicable.

Article 14. Effectiveness of the CGIAR System Framework

This CGIAR System Framework shall be effective upon: (i) its approval by the Centers and Funders as reflected in the decisions of their meeting in June 2016, and (ii) the entry into force of the CGIAR System Charter as an amendment to the Constitution of the Consortium of International Agricultural Research Centers in accordance with its terms. A copy of this CGIAR System Framework shall be annexed to the agreement between the System Organization and each Funder.

Article 15. Resolution of Concerns about the Operation of the CGIAR System

The System Council, the System Management Board, a Center or a Funder may raise with the Executive Director any concern that the CGIAR System is not operating effectively and efficiently, or that the CGIAR System is not operating as intended under this CGIAR System Framework or the CGIAR System Charter. If such a concern is raised, the Executive Director shall consult with the Chairs of, respectively, the System Council and the System Management Board to address such concerns in accordance with this CGIAR System Framework and the CGIAR System Charter, and taking into account, when necessary, the agreed Guiding Principles for the Governance of the CGIAR System annexed to this CGIAR System Framework. The Executive Director shall inform the System Council and the System Management Board about the conclusion of such consultations and any recommendations as to how to address the concern that has been raised. Before action is taken on such recommendations, such action shall be approved by both the System Council and the System Management Board.

Article 16. Amendment

This CGIAR System Framework may be amended upon the agreement of:

a) the System Council
b) the System Management Board
c) two-thirds of the Centers.

Annex A: Guiding Principles for the Governance of the CGIAR System[1]

Preamble

1. CGIAR is a global partnership first established as the Consultative Group on International Agricultural Research in 1971. It is the world's leading partnership for research for development of sustainable agri-food systems in developing countries. Its vision is a world free of poverty, hunger, malnutrition, and environmental degradation.

2. The CGIAR System has unparalleled capacity to mobilize people, science, resources, and infrastructure in more than 60 countries to build capacity in, conduct and integrate breakthrough research with delivery to millions of farmers and other players in the agri-food system, including consumers. CGIAR's work is undertaken with the proactive engagement of CGIAR System Partners who are interested in collaborating with the CGIAR System to deliver on its research agenda, and/or benefit from the global knowledge, products, and technologies that the system generates.

3. CGIAR regards the results of its collaborative research for development activities as global public goods, and is committed to their widespread diffusion and use in line with the International Treaty on Plant Genetic Resources for Food and Agriculture[2] and the CGIAR Principles on the Management of Intellectual Assets[3], thus delivering maximum possible access, scale and scope of impact, and sharing of benefits to advantage the poor, especially farmers in developing countries.[4]

4. CGIAR undertakes its research within a Strategy and Results Framework. Designed at a whole of portfolio level, the Strategy and Results Framework provides a framework for CGIAR research program development, priority setting, and resource development and allocation for successive periods.

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[1] As agreed at the meeting of Centers and Contributors in February 2016, these guiding principles are included as they were adopted by the meeting

[2] The maintenance of genetic resources is at the very heart of CGIAR's work, such that CGIAR is committed to holding in trust these unique genetic resources for agriculturally significant species of central importance to advance and sustain productivity for the world's smallholders in the 21st century.

[3] The CGIAR Principles on the Management of Intellectual Assets set out the Center and Funders' agreed basis for the use and management of Intellectual Assets produced or acquired by CGIAR from its research and development activities, and are incorporated into these principles by reference.

[4] CGIAR aims to make available key research-based information and knowledge to inform high-level policy debates and advocacy work in global fora, from the United Nations General Assembly and specialized multilateral channels, to key countries and multi-stakeholder platforms.

Guiding Principles of the CGIAR System

5. **Governance of the System should enable the Centers and CGIAR System Partners to conduct high quality research for development.** The CGIAR System should support national development programs and their commitments to the Sustainable Development Goals in the agri-food sector. Effective governance should focus on strengthening and promoting an effective and efficient research-oriented partnership by creating the framework, incentives, and conditions through which high quality results and impacts can be achieved.

6. **Governance practices across the CGIAR System should engender mutual respect and trust in the value of collaboration.** The Centers are recognized as having the experience and capability to ensure effective conduct, delivery and impact of the CGIAR System's research for development when working in close partnership with external (both national, regional and global) research and development partners, including the private sector. The CGIAR System's effectiveness depends on strong, dynamic, well managed and well-resourced Centers that can attract and retain the best global talent, conduct impactful research, convene and direct collaborative programs with leading institutions around the world, and build upon accumulated "local" knowledge to design programs of research that work in the globally decentralized CGIAR System. Centers and Funders should have adequate voice and influence in the governance of the System Organization.

7. **Effectiveness, efficiency, transparency, and impact should be key performance criteria for the CGIAR System.** All CGIAR System entities should meet high standards of efficiency, effectiveness, transparency, and value for money. Impacts on the ground should be demonstrable and measureable. With a view to greater local coherence and alignment with national systems, the CGIAR System should strive for greater integration of its activities through joint planning and partnerships. Policies and procedures to plan, implement, and oversee the CGIAR System should be clear, unambiguous, functional, cost effective, and flexible in order to respond to changing circumstances. Policies and administrative structures should strive for simplicity in promoting the effective and efficient delivery of critical functions while avoiding overlaps and redundancies.

8. **A foundational principle of the CGIAR System is collective responsibility and mutual commitment.** Centers and Funders have a collective, sustained and mutual commitment for fulfilling the mission and goals of the CGIAR System. Centers and Funders should live up to commitments they respectively make.

9. **The CGIAR System requires effective leadership to support the achievement of its objectives and to mobilize financial support for the CGIAR System.** Effective leadership should promote a common vision and coordination of functions to avoid duplication or conflict, ensure clarity, internal

complementarity and coherence, and communicate consistent messages with CGIAR System and external partners.

10. **The CGIAR System entities should have clearly defined roles, responsibilities, accountabilities and oversight functions.** The new structure will manage potential conflicts of interest and be most effective if roles, responsibilities, accountabilities and oversight functions are defined with sufficient precision to be unambiguously interpreted and fulfilled by actors across the CGIAR System. Responsibilities should be assigned to those entities that can most efficiently and effectively fulfill them. The CGIAR System entities should demonstrate accountability to its ultimate beneficiaries.

11. **A fundamental principle of the CGIAR System is that the whole should be greater than the sum of the parts.** CGIAR-wide programs, such as CGIAR research programs and platforms, are especially important mechanisms to achieve this principle, as is the multi-stakeholder nature of system governance. Centers should continue to identify opportunities to collaborate in complementary ways that maximize impact.

12. **The principle of subsidiarity should guide policies and implementation, and overreach must be avoided.** The Centers should be responsible for system functions that can be more efficiently and effectively executed by them and by CGIAR research programs and for the use of funds provided to them. Center Boards have legal, governance and fiduciary responsibilities of their own, and these must be fully recognized and respected. While it is expected that cross-cutting and system-wide policies, procedures and guidelines can facilitate collaboration and an effective and efficient CGIAR System, the System Council decisions should allow Centers and their Boards flexibility to adapt policies, procedures and guidelines appropriate to the needs and conditions of individual Centers while achieving the goals and expected results of such cross-cutting and system-wide guidance. The principle of subsidiarity should also be respected by Centers as they cooperate with CGIAR System Partners.

13. **The CGIAR System should have a strong, visible system profile based on streamlined, system-level monitoring, and impact assessment, and evaluation of programs and performance in relation to the SRF and CRPs.** A robust performance monitoring system needs to be in place, which includes consolidated reporting at the system-level. There should be no redundancy in program and financial reviews and reports. Maximum use should be made of reviews conducted by CGIAR research programs and the Centers so that maximum staff time and resources can be focused on the core business of research for development. The CGIAR System will make use of independent evaluation of its programs and institutions to assess the relevance, quality, development efficiency, effectiveness, impact and sustainability.

14. **Corrective action, when required, should be targeted.** All entities funded by the CGIAR System should be accountable for the proper use of funds provided to them and for compliance with CGIAR System policies,

procedures and guidelines applicable to them. Reporting back on compliance monitoring to the System Organization should be through regular reporting and independent system reviews and in accordance with other agreements between the System Organization and the Centers. When deficiencies or malfeasance are identified, corrective/disciplinary action should be directed at the concerned entity. Lessons learned should, however, be employed by appropriate entities to strengthen controls and other mechanisms across the system.

15. **Legitimacy of action requires input from a broad range of stakeholders.** System Organization governance and management structures, including at CGIAR research program level, should facilitate adequate and meaningful participation and voice of CGIAR System Partners, especially with national agri-food knowledge and innovation systems.

16. **Stable and predictable funding contributes to maximizing impact and results. Recognizing that it has not always been possible to ensure predictable funding, the CGIAR System will need to be sufficiently flexible and adaptable to respond to changing circumstances.** Research for development is by nature a long-term process, and the CGIAR System requires sufficient and predictable resources to sustain research and to cover essential Center costs over time, delivered through, to the extent possible, multi-year donor commitments and innovative finance mechanisms. Centers need to have reasonable assurance of a predictable pipeline of cash inflows to optimally plan, form reliable partnerships, and implement strategic long-term research. Discontinuities caused by abrupt funding cuts force costly adjustments, undermine research, devalue the CGIAR brand, and create uncertainties that make it increasingly difficult to attract and retain the world's best scientists. Funding mechanisms and policies that can enhance adaptability or flexibility of the CGIAR System to changing resource streams and volumes should be established to provide greater certainty of support over the short- and medium-term. Centers should have at a minimum accurate and reliable information on annual funding at the beginning of the annual cycle. The System Council must develop and execute a robust Resource Mobilization Plan that fully takes into account the significant resource mobilization capability, infrastructure and incentives distributed across the CGIAR System and seeks to promote synergies, not competition, in fund raising throughout the CGIAR System. To the extent possible, funding mechanisms should be simplified and perverse incentives eliminated.

CGIAR SYSTEM FRAMEWORK, JULY 2016

Annex B: Eligibility criteria for Funders' inaugural System Council members and alternates

1. For purposes of the inaugural System Council, Funders have agreed to the following eligibility criteria for selecting its System Council members and alternates.

2. To be eligible for to be a Funder representative on the System Council, a Funder must have contributed in the three year period 2013-2015 a weighted minimum of US $10,000,000 to the CGIAR System, to be calculated as follows:

   a) Contributions to Window 1 of the CGIAR Fund shall be weighted at three times their nominal amount
   b) Contributions to Window 2 of the CGIAR Fund shall be weighted at twice their nominal amount
   c) Contributions to Window 3 of the CGIAR Fund and bilateral contributions to Centers shall be counted at their nominal amount.

3. Funders that provide the weighted minimum of US $10,000,000 to the CGIAR System shall agree on the distribution of the System Council contributor seats amongst themselves and the formation of constituencies, if required.

4. Contributions that provide less than the weighted minimum may seek to join any of the constituencies once they are agreed.

CHARTER OF THE CGIAR SYSTEM ORGANIZATION

CGIAR is a global research partnership for a food-secure future. CGIAR science is dedicated to reducing poverty, enhancing food and nutrition security, and improving natural resources and ecosystem services. Its research is carried out by 15 CGIAR centers in close collaboration with hundreds of partners, including national and regional research institutes, civil society organizations, academia, development organizations and the private sector.

CHARTER OF THE CGIAR SYSTEM ORGANIZATION

This Charter was agreed between the CGIAR System's Funders and 15 Centers on 16 June 2016, and shall be in effect from 1 July 2016 as the governing instrument of the CGIAR System Organization. It was amended by decisions of the General Assembly (Decision Ref. GA/M2/DP9), System Management Board (Decision Ref. SMB/M8/EDP4) and System Council (Decision Ref. SC/M5/EDP7).

Contents

CGIAR System Organization

Preamble

1. The Consultative Group on International Agricultural Research was established as a global partnership in 1971. After several reforms, in December 2009, a new framework of overarching principles was agreed between the centers and the funders to give rise to a reformed CGIAR as set forth in the CGIAR Joint Declaration. On April 29, 2010, the Consortium of International Agricultural Research Centers ("CGIAR Consortium") was established as a joint venture between the 15 International Agricultural Research Centers supported by the Consultative Group on International Agricultural Research. On July 20, 2012, the CGIAR Consortium obtained international organization status pursuant to the agreement establishing the Consortium of International Agricultural Research Centers as an international organization ("International Organization Agreement"), and operated in accordance with the rules set forth in its constitution. In 2016, the Centers and Funders agreed to a CGIAR System Framework that provides for a System Council and a CGIAR System Organization. The CGIAR System Organization is to be established in accordance with this CGIAR System Charter which will replace the constitution of the CGIAR Consortium.

2. The purpose of the CGIAR System is to advance agri-food science and innovation to enable poor people, especially women, to better nourish their families, and improve productivity and resilience so they can share in economic growth and manage natural resources in the face of climate change and other challenges.

3. As of July 1, 2016, the CGIAR Consortium Constitution has been amended and replaced in its entirety with this Charter of the CGIAR System Organization. The CGIAR System Organization, which is based on the legal personality of the CGIAR Consortium, and the CGIAR System Council provide governance to the CGIAR System.

Article 1. Legal Status

The CGIAR System Organization is an independent international organization with such international legal personality as may be necessary for the exercise of its functions and powers, and the fulfillment of its purposes, including without prejudice to the generality of the foregoing, the legal capacity:

   a) to enter into treaties, agreements, arrangements and contracts
   b) to acquire and dispose of movable and immovable property
   c) to institute and respond to legal proceedings.

Article 2. Definitions

In this Charter, unless the context otherwise requires:

a) "Active Observers" means those entities identified in Article 7 and which have the right to participate in deliberations of the System Management Board and to propose agenda items and make presentations for such deliberations. An Active Observer does not have a right to vote.

b) "Centers" means those independent research organizations that are recognized as CGIAR Research Centers contributing knowledge, technical expertise, and resources in support of the CGIAR Strategy and Results Framework. As of the date of agreement of this Charter, the following 15 research organizations are recognized as CGIAR Research Centers: AfricaRice, Bioversity International, Center for International Forestry Research (CIFOR), International Center for Agricultural Research in the Dry Areas (ICARDA), International Center for Tropical Agriculture (CIAT), International Crops Research Institute for the Semi-Arid Tropics (ICRISAT), International Food Policy Research Institute (IFPRI), International Institute of Tropical Agriculture (IITA), International Livestock Research Institute (ILRI), International Maize and Wheat Improvement Center (CIMMYT), International Potato Center (CIP), International Rice Research Institute (IRRI), International Water Management Institute (IWMI), World Agroforestry Centre (ICRAF) and WorldFish.

c) "CGIAR Policy" means a policy that is (i) a strategic, system-wide policy, which is critical to maintaining the reputation of the CGIAR System, proposed by the System Management Board and approved by the System Council, or (ii) any other policy that may be adopted by the System Organization in accordance with its procedures for the adoption of CGIAR policies.

d) "CGIAR Portfolio" means the research programs and/or platforms carried out by the Centers and the CGIAR System Partners in support of the CGIAR Strategy and Results Framework and which are supported by (i) the CGIAR Trust Fund and/or (ii) bilateral sources contractually aligned to such programs and/or platforms.

e) "CGIAR Research" means the research carried out by the Centers and the CGIAR System Partners in support of the CGIAR Strategy and Results Framework.

f) "CGIAR Strategy and Results Framework" means a document setting forth the common goals, strategic objectives and results to be achieved by the CGIAR System. The document may be revised and updated from time to time.

CHARTER OF THE CGIAR SYSTEM ORGANIZATION, JULY 2016

g) "CGIAR System" means, when taken together as a collective whole, a reference to the Centers, the Funders, the System Council, the CGIAR System Organization, the advisory bodies to the System Council, and CGIAR Research.

h) "CGIAR System Charter" means the legal instrument governing the CGIAR System Organization.

i) "CGIAR System Framework" means the framework for the CGIAR System approved by Funders and Centers in June 2016, as the same may be amended from time to time in accordance with its terms.

j) "CGIAR System Organization" or "System Organization" means the international organization governed by the CGIAR System Charter, with its organs being the System Management Board and System Management Office.

k) "CGIAR System Partners" means all organizations external to the CGIAR System that contribute to, or support the delivery of, the CGIAR Strategy and Results Framework. They include national agricultural research and extension systems, universities and advanced research institutes, policy bodies, global and regional fora, intergovernmental organizations, non-government organizations, private-sector companies, farmers/producers and consumers.

l) "CGIAR Trust Fund" means the trust fund(s) established by the trustee for contributions from Funders to provide funding for the activities of the System Organization and for CGIAR Research.

m) "Funders" means those entities that contribute funding to Centers in support of the CGIAR Strategy and Results Framework and to the activities of the CGIAR System Organization, either through the CGIAR Trust Fund or through bilateral contributions.

n) "General Assembly of Centers" means a meeting of the CGIAR Research Centers as provided for in Article 5.

o) "Independent Science for Development Council" or "ISDC" means an external, impartial standing panel of experts in science and development subject matters (including food systems innovation matters that extend beyond the agricultural sector) appointed by the System Council and accountable to it, with the responsibility of providing rigorous, independent strategic advice to the System Council and, based on decisions taken by the System Council, the broader CGIAR System as a whole.

p) "Internal Audit Function" means the arrangements agreed between the System Council and the System Management Board to provide independent and objective assurance and advisory services to the System Council and the System Management Board.

Deleted: <#> "Independent Evaluation Arrangement" or "IEA" means the functionally and operationally independent service advising the System Council, providing accountability, contributing to learning and supporting decision-making through the conduct of independent, external evaluations in order to provide the CGIAR System with objective, contemporary and cost-effective information on the overall performance of CGIAR Research and the functions and structures of the CGIAR System. The IEA is functionally independent from the System Organization and the organization hosting the IEA Secretariat. ¶
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<#>"Independent Science and Partnership Council" or "ISPC" means a standing panel of experts appointed by the System Council to serve as an independent advisor to the System Council on science and research matters, including strategies for effective partnerships along the research for development continuum. ISPC is functionally independent from the System Organization and the organization hosting the ISPC Secretariat.¶

q) "Partnership Forum" means a forum for the CGIAR System and CGIAR System Partners to discuss and exchange views about the CGIAR System and the CGIAR Strategy and Results Framework with the scope set forth in the CGIAR System Framework.

r) "Shared Secretariat for CGIAR Advisory Services" or "Shared Secretariat" means a unit, operationally independent from the System Management Board and management of the System Organization, which provides operational support for ISDC, SPIA and implementation of the CGIAR System's multi-year evaluation plan as approved by the System Council.

s) "Standing Panel on Impact Assessment" or "SPIA" means an external, impartial standing panel of experts in impact assessment subject matters appointed by the System Council and accountable to it, with responsibility to provide rigorous, evidence-based and independent strategic advice to the CGIAR System on (i) efficient and effective impact assessment methods and practices, including those measuring impacts beyond contributions to science and economic performance, and (ii) on innovative ways to improve knowledge and capacity on how research contributes to development outcomes.

t) "System Council" means the strategic decision-making body described in Articles 3-8 of the CGIAR System Framework that keeps under review the strategy, mission, impact and continued relevancy of the CGIAR System.

u) "System Management Board" means the governing body of the System Organization described in Articles 7-9.

v) "System Management Office" means the office, led by an Executive Director, that is responsible for the day-to-day operations of the System Organization, the System Management Board and the System Council and facilitates collaboration within the CGIAR System in fulfilling the mission of the CGIAR System and the goals of the CGIAR Strategy and Results Framework.

w) "Unrestricted Funding" means funding from the CGIAR Trust Fund that has not been designated by a Funder for a specific Center or research program.

Article 3. System Council

The System Organization shall, in accordance with this Charter and the CGIAR System Framework, work with the System Council, which keeps under review the strategy, mission, impact and continued relevancy of the CGIAR System in a rapidly changing landscape of agricultural research for development. The System Council undertakes the functions set forth in the CGIAR System Framework.

Article 4. Collaboration between Centers

4.1 The Centers recognize the benefits of collaboration in CGIAR Research in general, and specifically in the CGIAR Portfolio, and working jointly within the CGIAR System Organization to achieve the goals of the CGIAR Strategy and Results Framework facilitated by the System Management Board. The System Management Board will keep under review the effectiveness of the system, its reputation for excellence, and the capacity, skills and organizational structure of the Centers with a view to their collective ability to ensure results and the continued relevancy of agricultural research for development. The System Management Board may recommend to a Center's Board actions that may be considered to better respond to the evolving challenges of international agricultural research, taking into account any recommendations of the System Council.

Initial Members of the CGIAR System Organization

4.2 The initial 15 CGIAR Research Centers are listed in Article 2(b).

Admission of New Centers

4.3 The System Management Board may agree, in consultation with the System Council, to admit and recognize additional research organizations as CGIAR Research Centers, provided that:

a) with a two-thirds majority vote, existing Centers approve such proposal
b) the new Center meets general criteria for recognition established by the System Management Board, in consultation with the System Council
c) each such new Center agrees formally in writing to be bound by the provisions of this Charter, any and all CGIAR Policies and the CGIAR System Framework.

Voluntary withdrawal from Membership in the CGIAR System Organization

4.4 Any CGIAR Research Center may choose to disassociate itself from the CGIAR System Organization by giving at least one year written notice to that effect to the Chair of the System Management Board.

Termination of Membership in the CGIAR System Organization

4.5 The System Management Board may decide to end the recognition of a Center as a CGIAR Research Center, with the agreement of two-thirds of the other CGIAR Research Centers and in consultation with the System Council, in cases where such Center has failed to:

a)   comply with funding agreements with the System Organization
b)   comply with CGIAR Policies
c)   perform adequately in accordance with the CGIAR System's risk management framework, or
d)   ensure results or the continued relevancy of agricultural research for development under CGIAR Research

and it has been unable or unwilling to take the necessary remedial actions as determined by the System Management Board in consultation with the System Council.

4.6   Any admission, withdrawal or termination of membership of a Center as a CGIAR Research Center shall be formally notified in writing to the Depositary of the International Organization Agreement. Such a Center can still be a CGIAR System Partner and contribute as such to CGIAR Research.

Article 5. Role of Centers

5.1   A CGIAR Research Center shall have the following rights in relation to the CGIAR System:

a)   conduct CGIAR Research and submit proposals for CGIAR Research for consideration and potential funding from the CGIAR Trust Fund
b)   contribute to agenda setting of the CGIAR System including foresight studies, and be involved in reviewing and updating the CGIAR Strategy and Results Framework and establishing CGIAR Research
c)   nominate, for election at the General Assembly of Centers, and in accordance with the process and criteria agreed, candidates for members of the System Management Board;
d)   select and appoint the System Management Board members in accordance with the applicable rules of procedure
e)   propose and approve amendments to this Charter, in accordance with the process stated herein
f)   approve the compensation of the members of the System Management Board
g)   attend and vote at the General Assembly of Centers in accordance with Article 5
h)   retain their own means of funding, including, but not limited to, bilateral funding
i)   individually maintain the right to discontinue voluntarily its recognition as a CGIAR Research Center by the CGIAR System Organization by giving at least one (1) year prior notice to allow the orderly transition of activities involving CGIAR Research
j)   raise with the System Management Board or with the System Council any concern as to whether the CGIAR System Organization is operating in accordance with this Charter or the CGIAR System Framework

k)   seek and receive funding for CGIAR Research from sources other than the CGIAR Trust Fund

l)   participate, at its own discretion and on a voluntary basis, in shared services and other related non-mandatory activities or policies and

m)   give input, and if needed vote, at the General Assembly of the Centers, on a mechanism to determine the respective contributions of Centers to cover the operating budget of the System Organization.

5.2   CGIAR Research Centers shall have the following responsibilities:

a)   act in accordance with this Charter, any and all CGIAR Policies and the CGIAR System Framework

b)   without prejudice to the ability to raise concerns with the System Management Board or the System Council, comply with the resolutions of the System Management Board

c)   provide to the CGIAR System Organization all relevant information and support documentation on CGIAR Research, to facilitate the reporting requirements as agreed between the System Management Board and the System Council

d)   collaborate with the System Management Board and other Centers in all those cases where joint action is needed

e)   contribute funding for the operational expenses of the CGIAR System Organization in accordance with the mechanism approved by the General Assembly of the Centers

f)   make all reasonable efforts to foster the purpose of the CGIAR System and

g)   participate in the General Assembly of Centers.

The General Assembly of Centers

5.3   The General Assembly of Centers shall be a forum for Centers to discuss issues related to the CGIAR System and CGIAR System Organization. The Centers shall meet as often as necessary, but at least once in each calendar year as a General Assembly of Centers.

5.4   At a General Assembly of Centers, each Center shall have a single vote. The quorum for a meeting and decision making shall be a two-thirds majority of all the Centers.

5.5   The General Assembly of Centers shall be chaired by a Center on an annual rolling basis. The Chair shall set the time, date and place of the meeting, and the System Management Office shall support the organization of the General Assembly meetings.

5.6   The General Assembly of the Centers shall include the following functions:

a) nominate for election all candidates for members of the System Management Board in accordance with the agreed upon process and criteria

b) elect a Chair of the General Assembly of Centers

c) approve a mechanism based on a proposal from the System Management Board for determining the contribution of each Center to the operating budget of the System Organization

d) receive the reports of the Chair of the System Management Board and of the Executive Director of the System Organization

e) consider proposed amendments to this Charter

f) approve the Center representatives to serve on the System Council.

5.7 The General Assembly shall have rules of procedure that provide for the location and arrangements to conduct meetings and elaborate, to the extent necessary, on the provisions hereunder. These rules of procedure shall be made publicly available for transparency purposes.

Article 6. Structure and Governance

The CGIAR System Organization shall be comprised of:

a) the System Management Board

b) the System Management Office.

Article 7. System Management Board

7.1 The System Management Board shall be the governance body of the System Organization.

Composition of the System Management Board

7.2 The System Management Board shall comprise the following nine (9) voting members, as follows:

a) six (6) Center Board members or Directors General, as appointed by the Centers; and

b) three (3) independent members, one of which should, whenever possible, be the Chair.[1]

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[1] Article 7.2 amended with effect from Thursday 12 April 2018 following decisions of the General Assembly (Decision Ref. GA/M2/DP9), System Management Board (Decision Ref. SMB/M8/EDP4) and System Council (Decision Ref. SC/M5/EDP7) to move from a 7:2 to a 6:3 configuration.

7.3   The System Management Board shall appoint a Chair from amongst its members.

7.4   The Executive Director of the System Organization will serve on the System Management Board as an ex-officio non-voting member.

7.5   The process and criteria for the selection and appointment of voting members of the System Management Board shall be defined by the Centers in accordance with the rules of procedure provided under Article 5 above. The System Management Board will include at least one expert in organizational management and one expert in financial management.

Active Observers and other participants to the System Management Board Meetings

7.6   The following will be invited by the Chair of the System Management Board as Active Observers at System Management Board meetings:

    a)   1 research program leader from the CGIAR Portfolio
    b)   2 System Council voting members
    c)   1 representative of ISDC

7.7   The following may be invited to attend the System Management Board meetings:

    a)   the Chair of the System Management Board's Audit and Risk Committee, if that person is not otherwise a member of the System Management Board
    b)   the Trustee of the CGIAR Trust Fund
    c)   the Chair of SPIA
    d)   the Head of the Shared Secretariat

7.8   All System Management Board members, Active Observers and the Chair of the System Management Board's Audit and Risk Committee shall act in good faith in the interests of the CGIAR System and shall act according to the System Management Board's policy on ethics and conflicts of interest and shall respect the conflict of interest obligations of the entities they represent.

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Deleted: <#>1 representative of IEA.¶

Deleted: <#>The Chair of the System Management Board's Audit and Risk Committee, if that person is not otherwise a member of the System Management Board, and the Trustee of the CGIAR Trust Fund may be invited to attend the System Management Board meetings, as may be required from time to time.¶

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7.9   The term of office of the initial System Management Board shall be three (3) years. Thereafter, new voting members of the System Management Board shall be elected by the Centers every two (2) years at a General Assembly of Centers. In the transition phase terms may be shorter or elections staggered to ensure a gradual replacement of the members of the System Management Board. Members from the Centers' Boards which are members of the System Management Board, when acting at the System Management Board, shall represent the CGIAR System and will not be re-appointed when their term as Center Board members is expired.

7.10   Vacancies of the System Management Board due to resignation, incapacity, removal or any other analogous circumstance, shall be filled-in as agreed by the remaining members of the System Management Board in accordance with the provisions of Article 5 hereto. Any replacement through a vacancy shall only serve the unexpired term of the replaced member.

Article 8. Functions of the System Management Board

8.1   The functions of the System Management Board shall be to:

Vision, strategic direction and advocacy

   a)   recommend a process for, and oversee the development of, each CGIAR Strategy and Results Framework for approval by the System Council that reflects knowledge from the CGIAR System, involves participatory processes of national, regional and global partners, and includes relevant inputs from Centers' corporate and strategic planning exercises
   b)   contribute to foresight activities led by ISDC on ongoing trends and risks in science and in the field of agricultural research for development. Such foresight activities shall include inputs from Center-conducted foresight activities, program studies and knowledge of new science and regional developments
   c)   submit the proposed CGIAR Strategy and Results Framework to the System Council for approval
   d)   promote adequate and sustainable investment in international research on food, nutrition, agriculture and the management of natural resources
   e)   support and guide the CGIAR System's contribution to the United Nations Sustainable Development Goals and other relevant global initiatives

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Governance

- f) appoint the Executive Director, in accordance with a process to be agreed with the System Council, and ensure a process for conducting annual performance reviews with input from the System Council
- g) establish committees as necessary and appoint the members of such committees;
- h) provide input to the System Council on the terms of reference for ISDC and SPIA that set forth their purposes and functions
- i) approve the terms of reference and process for fulfilling the Internal Audit Function, taking into account inputs from the System Council and audit arrangement of the Centers
- j) ensure the completeness and effectiveness of arrangements for the Internal Audit Function, taking into account the audit arrangements of the Centers and the risk management framework of the CGIAR System
- k) approve an annual internal audit plan and appropriate funding;
- l) keep under review the capacity and quality standards for internal audits to be undertaken by the Centers in conformity with international audit standards and guidelines, including through external quality assurance to be carried out under the Internal Audit Function
- m) provide periodic assurance to the Audit and Risk Committee of the System Council that an effective Internal Audit Function is in place that is consistent with the risk management framework of the CGIAR System
- n) facilitate provision of guidance, technical assistance, and advisory support by the Internal Audit Function when requested by a Center
- o) select and approve the System Organization's independent external auditor
- p) approve the System Organization annual audited financial statements and submit them to the System Council for information
- q) recommend to the System Council for approval those CGIAR Policies that are strategic, system-wide policies that are critical to maintaining the reputation of the CGIAR System
- r) adopt, and monitor compliance with, all necessary CGIAR Policies, procedures, guidelines and research standards for the CGIAR Portfolio, including those referred to in subparagraph (q) above, and take appropriate corrective action when required
- s) approve and oversee a mechanism to resolve disputes between the System Organization and Centers and between Centers
- t) recommend a proposal to the System Council for a risk management framework for the CGIAR System (including financial, reputational, legal, regulatory, operational and strategic risks) and escalation procedures
- u) approve the hosting agreements for the Shared Secretariat

Partnership engagement

- v) strategically promote the mission, reputation and activities of the CGIAR System

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w) promote the active engagement of and collaboration with CGIAR System Partners in the delivery of each CGIAR Strategy and Results Framework

x) convene, set objectives for and consider outcomes from partnership meetings organized by the CGIAR System

Resource mobilization

y) oversee the development and implementation of proposals for resource mobilization and strategic expansion of funding at the system level, including innovative financing approaches and mechanisms to stabilize flow of funds

z) monitor provision of funding for the CGIAR System and the financial status of the CGIAR Trust Fund based on information from the trustee

aa) authorize the System Management Office to mobilize resources for the System Organization from sources other than Funders and Centers when determined to be consistent with the purpose of the CGIAR System

Financial and programmatic performance

bb) recommend to the System Council guidelines and criteria for prioritization and for annual allocation of Unrestricted Funding across CGIAR Research based on strategic priorities and performance

cc) recommend to the System Council proposals and indicative funding requirements for the CGIAR Portfolio

dd) provide annually to the System Council work programs and financing plans on CGIAR Research and seek the Council's strategic guidance

ee) recommend to the System Council the allocation of Unrestricted Funding for CGIAR Research

ff) recommend to the System Council a process for the preparation and approval of multi-year, consolidated business plans and budget projections for the administrative costs of the CGIAR System and the means by which such costs can be financed, recognizing the collective responsibility of the System Council and System Organization for such costs

gg) based on agreed multi-year consolidated business plans and budget projections, propose to the System Council for approval annual work programs and budgets, that include submissions by the System Council advisory bodies and other relevant entities and the trustee of the CGIAR Trust Fund, to provide resources to finance the administrative costs of the CGIAR System

hh) approve proposals and budgets for shared services that enhance effectiveness and efficiency and the means by which such costs can be financed

ii) recommend a proposal to the System Council for an integrated framework for a performance management system for CGIAR Research

developed by the System Management Office in coordination with other system entities

jj) review the annual portfolio analysis and program reports on the CGIAR Portfolio prepared by the System Management Office and propose to the System Council strategic actions to ensure results and continued relevancy

kk) taking in account feedback from the System Council, approve the annual portfolio analysis and program reports

ll) review an annual report from the System Management Office on external relations and outreach prior to its submission to the System Council

mm) provide recommendations to the System Council on strategic action to ensure results and continued relevancy of agricultural research for development

nn) recommend for approval by the System Council CGIAR system-wide formats for, and periodicity of, financial reporting for the CGIAR System that accords with internationally recognized financial reporting standards

oo) review and submit to the System Council the consolidated system-level annual financial and programmatic reports on CGIAR Research, and taking into account feedback from the System Council, approve the reports

pp) ensure corrective action is taken in accordance with the funding agreements with Centers and the risk management framework and inform the System Council accordingly

qq) oversee the implementation of the CGIAR Portfolio in accordance with the integrated framework for a performance management system and risk management framework

rr) oversee the use of Unrestricted Funding and research program-specific funding from the CGIAR Trust Fund for the implementation of CGIAR Research in accordance with the performance management system and risk management framework

Evaluation

ss) coordinate with Center Boards and the Shared Secretariat to periodically commission governance and management reviews of Centers to complement the evaluations of the CGIAR Portfolio and submit such plans to the System Council for endorsement

tt) review external independent evaluations of the CGIAR Portfolio, functions and structures and provide comments to the System Council for its consideration

uu) coordinate a management response to the System Council on periodic (8-10 years) independent evaluations of the effectiveness of the CGIAR System to deliver on CGIAR's vision and mission

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vv) review plans for, and financing of, ex-post impact assessment of the CGIAR Portfolio proposed by SPIA and provide comments to the System Council for its consideration

ww) in consultation with the System Council work toward cost-effectiveness and complementarity in the overall system of evaluations and reviews at all levels.

8.2 The System Management Board shall exercise such other functions as decided by the General Assembly of the Centers to the extent that these are not conflicting with the foregoing.

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Article 9. System Management Board operations

Meetings

9.1 The System Management Board shall meet as often as necessary, ideally on a quarterly basis, but in any case not less than twice per year in ordinary session. The rules of procedure of the System Management Board shall provide for the location and arrangements for the conduct of meetings, including the convening of extraordinary meetings.

9.2 System Management Board meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows System Management Board members to follow and contribute to discussions as they occur in real time.

9.3 The System Management Board may conduct business only when the following are present:

a) No less than five (5) members from the Centers
b) No less than one (1) independent member
c) The Chair of the System Management Board or a temporary Vice-Chair appointed by the Chair to replace her/him, if needed.

Decision-making during a meeting

9.4 The System Management Board shall use best efforts to make all decisions by consensus. The Chair shall use best efforts to ascertain a consensus after consultation with other members of the System Management Board. For purposes of this Charter, consensus is a procedure for adopting a decision when no voting member in the decision-making process formally objects to a proposed decision or calls for a vote. It does not necessarily imply unanimity. A dissenting voting member, who does not wish to formally object to a decision, nor call for a vote, may provide her/his observations by attaching a statement or note to the decision.

9.5 If all practical efforts by the System Management Board have not led to consensus, a vote may be called by any voting member of the System Management Board seconded by another voting member of the System Management Board.

9.6 The Chair shall determine, after consultation with the members of the System Management Board, the timing for a vote. In circumstances where a vote is taken, decisions require an affirmative vote representing a two-thirds majority of those System Management Board voting members present.

9.7 All decisions of the System Management Board shall be recorded in a summary of the System Management Board meetings approved by the System Management Board, communicated, published and retained in the permanent records of the CGIAR System Organization.

Decision-Making without a meeting

9.8 In the circumstances set forth in the rules of procedure, the System Management Board may be requested to approve a decision by electronic means using a no objection procedure in lieu of a meeting. System Management Board members and Active Observers shall be provided with sufficient background materials and a proposed decision text for such requests. Active Observers shall be able to provide to the System Management Board their concerns on such decision within seven (7) calendar days following receipt of the background materials and proposed decision text. System Management Board members shall be provided with no less than fourteen (14) calendar days to state an objection. Should an objection be received from any System Management Board member and not retracted before the deadline for objections, the decision shall not be considered approved. A decision that is not approved can be revised and resubmitted for consideration by the System Management Board, at a meeting or electronically, at the decision of the Chair.

Closed sessions

9.9 At the determination of the Chair, the System Management Board may conduct business in a closed (executive) session where the voting members and ex-officio non-voting members may be present unless the Chair decides otherwise. Active Observers may be invited to attend the closed session unless the Chair decides otherwise. The Chair may invite others to attend as appropriate in the circumstances. The outcomes of a closed session shall be made public in open plenary if a decision is taken that has a material impact on the CGIAR System.

Committees

9.10 The System Management Board may establish committees of the System Management Board, and other ad-hoc working groups and task teams, as it deems appropriate to carry out its work.

9.11 The System Management Board shall have the following standing committees:

a) an **Audit and Risk Committee**, the purpose of which shall be to provide the System Management Board with independent assurance of adequate internal audit capacity, system-wide governance, risk management and internal controls

b) a **Strategic Impact, Monitoring and Evaluation Committee**, the purpose of which shall be to assist the System Management Board in the review of research program evaluations, oversight of the strategic direction of the CGIAR System Organization and efficiency, effectiveness and impact of the CGIAR Research according to a robust and rigorous results based management framework.

9.12 Committees and other ad-hoc working groups and task teams shall have such authorities as delegated to each of them by the System Management Board and set forth in their terms of reference. The terms of reference for all committees, working groups and task teams shall include the process for appointment of committee members, including the appointment of qualified individuals or representatives other than voting members or their alternates, and attendance at meetings. Such terms of reference shall be reviewed every three years, as applicable.

Article 10. Center Compliance with System Management Board Decisions

10.1 In the event that a Center does not fulfill its responsibilities as described in Article 5, or is not compliant with a decision of the System Management Board made within the scope of the System Management Board's functions as described in Article 8, the System Management Board may take such actions as it deems appropriate, within the parameters described herein, in consultation with the System Council. In any such case, the first action of the System Management Board shall be to consult with the Center's Board to discuss necessary remedial actions. The System Management Board shall allow reasonable time for the completion of remedial actions. If the two parties cannot agree, steps and procedures outlined in the dispute resolution mechanism approved by the System Management Board shall be followed.

10.2 Where the failure of a Center to fulfill its responsibilities relates to its performance in the CGIAR Portfolio, the action that may be taken by the System Management Board may include taking corrective actions as provided under funding agreements with Centers, as well as suggesting to the System Council to exclude such Center from the funding of CGIAR Research, and/or the withholding of current funding under the CGIAR Portfolio concerned in accordance with applicable agreements and/or request termination of membership in the CGIAR System Organization in accordance with Article 4 hereto.

10.3 Where the failure of a Center relates to other matters, and the Center's Board is unable or unwilling to take the necessary remedial actions, the action that the System Management Board may take may include:

a) recommending to the System Council, the exclusion of the Center from consideration for future funding

b) withholding current funding (to the extent allowable within any applicable agreements or contracts)

c) request termination of membership in the CGIAR System Organization in accordance with Article 4

10.4 The System Management Board may not restrict a Center's right to secure funds outside the CGIAR Trust Fund or any other Center rights not conferred by virtue of membership in the System Organization. The System Management Board also may not withhold a Center's right to discontinue membership voluntarily nor may it withhold a Center's rights in participating in the General Assembly of Centers so long as the Center is recognized as a CGIAR Research Center.

Article 11. System Management Office

The System Management Office, headed by the Executive Director, shall be responsible for the day-to-day operations of the System Organization, and shall undertake the following functions:

Vision and strategic direction

a) coordinate the development of the CGIAR Strategy and Results Framework and support the drafting process

Governance and compliance

b) support the System Council and the System Management Board, and organize and support their respective meetings, and meetings of their committees, ad hoc working groups and task teams

c) support the General Assembly of Centers

d) monitor implementation of System Council and System Management Board decisions

e) maintain a repository of information provided by the Centers on the Centers' financial systems and controls that are in place to ensure proper use of funds

f) develop, in consultation with the Centers, a proposal for a risk management framework for the CGIAR System (including financial, reputational, legal, regulatory, operational and strategic risks and escalation procedures)

g) coordinate the development of a proposal for the terms of reference and process for fulfilling the Internal Audit Function for submission to the System Council for review and input and subsequently to the System Management Board for approval

h) provide the trustee the information needed for the trustee to carry out its responsibilities, including instructions for transfer of funds for CGIAR Research

i)   develop, in consultation with the Centers, proposed policies, procedures, guidelines and research standards for the CGIAR Portfolio

j)   develop a proposal for a mechanism to resolve disputes between the System Organization and Centers and between Centers and monitor implementation

Partnership engagement, resource mobilization and advocacy

k)   strategically promote the mission, reputation and activities of the CGIAR System;

l)   in collaboration with Centers, create, develop and expand system-level partnerships to strengthen support for the CGIAR System's mission and capacity to deliver on CGIAR Research

m)   develop and implement, in consultation with the Centers, proposals for resource mobilization and strategic expansion of funding at the system level, including innovative financing approaches and mechanisms to stabilize flow of funds

n)   develop and maintain relationships with Funders for funding CGIAR Research

o)   when authorized by the System Management Board, mobilize funding for the System Organization from sources other than Funders and Centers

p)   organize and prepare for meetings of the Partnership Forum and other system-level partnership meetings in collaboration with the Active Observers and CGIAR System Partners

q)   communicate the role of the CGIAR System and carry out advocacy in international political and policy fora related to food, nutrition, agriculture and the management of natural resources

r)   collate knowledge management products as part of system-wide science communication strategy (in collaboration with Center communicators)

s)   maintain strong collaboration and communication with Centers, the System Council's advisory bodies and CGIAR System Partners

t)   negotiate necessary contractual agreements to which the System Organization is a party

Financial and programmatic performance

u)   develop a process for and guidance on the CGIAR Portfolio proposal development, in consultation with ISDC, the Shared Secretariat and Centers

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v)   coordinate, in accordance with the agreed process, the submission of the CGIAR Portfolio proposals and indicative funding for review by the System Management Board prior to its submission to the System Council

w)   coordinate the annual submission of work programs and financing plans for CGIAR Research to the System Management Board

x)   develop, in consultation with the Centers, Funders, the System Council advisory bodies and the trustee, for review by the System Management Board, a proposal for a process for the preparation and approval of multiyear, consolidated business plans and budget projections for the administrative costs of the CGIAR System and the means by which such costs can be financed,

recognizing the collective responsibility of the System Council and System Organization for such costs

y) based on agreed multiyear consolidated business plans and budget projections, develop for review by the System Management Board annual work programs and budgets, that include submissions by the System Council advisory bodies and other relevant entities and the trustee of the CGIAR Trust Fund, to provide resources to finance the administrative costs of the CGIAR System

z) prepare proposals and budgets for shared services that enhance effectiveness and efficiency and the means by which such costs can be financed for submission to the System Management Board

aa) develop, taking into account the advice of JSDC and input from the Centers, a proposal for guidelines and criteria for prioritization and annual allocation of Unrestricted Funding across the CGIAR Portfolio, based on strategic priorities and performance

bb) provide an annual financial forecast on availability of Unrestricted Funding and research program specific funding from the CGIAR Trust Fund and develop, taking into account advice from JSDC and input from the Centers, a proposal for allocating Unrestricted Funding

cc) prepare, in consultation with the Centers, the consolidated system-level annual financial and programmatic reports on CGIAR Research, building on information provided by Centers

dd) prepare an annual report on external relations and outreach;

ee) monitor and report on the implementation of the risk management framework

ff) initiate corrective action as directed by the System Management Board in accordance with funding agreements with the Centers and the risk management framework

gg) prepare a proposal for CGIAR system-wide formats for, and periodicity of, financial reporting for CGIAR Research that accords with internationally recognized reporting standards

Performance management

hh) lead a consultative process with CGIAR System entities, CGIAR Centers, for the development of an integrated framework for a performance management system for CGIAR Research that provides feedback on progress and results and contributes to decisions on the allocation of resources

ii) monitor the implementation and use of Unrestricted Funding and research program specific funding from the CGIAR Trust Fund in accordance with the agreed integrated framework for performance management

jj) prepare an annual analysis of the CGIAR Portfolio in consultation with the Centers, using an integrated set of criteria approved by the System Council

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Evaluations

kk)   coordinate preparation of a management response to the System Council on system-wide evaluations

ll)   monitor implementation of decisions arising from evaluations of CGIAR Research.

Article 12. Executive Director

12.1   The Executive Director shall be appointed by the System Management Board, selected on the basis of merit, in an open and competitive manner. The Executive Director may be appointed to serve a term of four years, which can be renewed once by the System Management Board.

12.2   The Executive Director shall act in his or her capacity as chief executive officer of the System Organization. The Executive Director shall serve as one of the major public faces of the CGIAR System, reaching out to stakeholders of all regions, to drive progress toward the goals of the CGIAR Strategy and Results Framework.

12.3   Concurrently, the Executive Director is responsible to:

a)   the System Management Board for the day-to-day management of the System Organization, for the fulfillment of the System Management Office functions, and for the specific duties and responsibilities assigned to him or her by the System Management Board in accordance with the Executive Director's terms of reference and decisions of the System Management Board

b)   the System Council for the specific duties and responsibilities assigned to him or her by the System Council, in coordination with the System Management Board, in accordance with the Executive Director's terms of reference and decisions of the System Council.

12.4   The Executive Director shall select and manage the staff of the System Management Office under policies approved by the System Management Board, taking into account cost efficiency and the role and functions of the System Management Office.

Article 13. Partnership Forum

The Partnership Forum provides stakeholders who actively support the CGIAR System with a forum to express their views on CGIAR's operations. Its scope and frequency are set forth in the CGIAR System Framework.

Article 14. Funding of the CGIAR System Organization

Funding of the CGIAR System Organization shall be made in accordance with the work plan and budget prepared by the System Management Office and approved by the System Management Board and the System Council. Funding shall include:

a) funding from Funders through the CGIAR Trust Fund, as approved by the System Council
b) funding from Centers, in accordance with the mechanism agreed by the General Assembly of Centers, and/or
c) funding from other sources as approved by the System Management Board and determined to be consistent with the purpose of the CGIAR System.

Article 15. Amendments

15.1 Amendments to this Charter may be proposed to the System Management Board, by any member of the System Management Board, by any member of the System Council or by any Center.

15.2 Amendments to this Charter shall be adopted by the:

a) System Management Board
b) two-thirds majority of Centers at the General Assembly of Centers
c) System Council.

Article 16. Dissolution

16.1 The System Management Board, in consultation with the System Council, may determine that the CGIAR System Organization is no longer able to function effectively and may adopt a resolution dissolving the CGIAR System Organization.

16.2 The States that are parties to the International Organization Agreement shall also be consulted prior to any decision to dissolve the CGIAR System Organization.

16.3 The CGIAR System Organization shall remain operative and not be dissolved until such time as the dissolution has been agreed to in accordance with this Charter and the CGIAR System Framework and for such an additional period as might be necessary for the orderly cessation of the CGIAR System Organization's activities and the disposition of its property.

16.4 In case of dissolution, the unencumbered funds of the CGIAR System Organization, subject to conditions attached to these funds, shall be returned to the original donors, or with the original donors' agreement distributed to organizations having purposes similar to those of the CGIAR System Organization.

16.5 Other net assets of the CGIAR System Organization shall be distributed to the Centers or to organizations having purposes similar to those of the CGIAR System Organization, as may be determined by the System Management Board.

Transitional arrangement

1. This Charter shall be effective on July 1, 2016, following: (a) its agreement by the Centers and Funders as reflected in the decisions of their meeting in June 2016, and (b) its approval as an amendment to the Constitution of the Consortium of International Agricultural Research Centers in accordance with its terms.

2. Until such time as the International Organization Agreement is amended to reflect the nomenclature used in this CGIAR System Charter[2] and for the purposes of that International Organization Agreement, all references in this CGIAR System Charter to:

   a) System Organization shall be construed as meaning the Consortium
   b) the System Management Board shall be construed as meaning the Consortium Board
   c) the Centers shall be construed as meaning the Member Centers.

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[2] As a matter of record, the International Organization Agreement *(Agreement Establishing the Consortium of International Agricultural Research Centers as an International Organization),* which was signed on 13 September 2011 and which entered into effect on 20 July 2012, was modified by an amendment signed on 20 October 2016 and which entered into force on 21 November 2016. With the entry into force of this amendment, the official legal name of the CGIAR Consortium changed from *Consortium of International Agricultural Research Centers* to *CGIAR System Organization.*

Policy on CGIAR System Cost Financing

5 May 2011[1]

[1] This policy is effective as of 5 May 2011. It was endorsed by the System Council on 12 July 2016 (SC/M1/DP7) and by the System Management Board on 13 July 2016 (SMB/M1/DP7). It was first approved by the Fund Council on November 2, 2010 and by Consortium Board on May 5, 2011, prior to the transition to the revised CGIAR System that took effect on 1 July 2016. This policy has since been updated to reflect these governance changes.

Policy on CGIAR System Cost Financing

Defined terms not otherwise defined herein are used as defined in the CGIAR Glossary attached hereto as Annex 1.

1. Background

A paper on CGIAR System Costs was submitted to the former Funders Forum in July 2010. This paper defined these System Costs of the new CGIAR and described formula options for equitably sharing these costs among CGIAR Funders (both funders providing contributions to the CGIAR Trust Fund and Bilateral Funding). A presentation describing the cost sharing formulas with numerical examples was made at the former Funders Forum.

2. The Cost Sharing Percentage: Formula and Scope

The former Funders Forum agreed on a formula to equitably share the System Cost burden and also agreed[1] on the uniform application of this formula (the Cost Sharing Formula or CSF) as a single rate (the Cost Sharing Percentage or CSP) for all CGIAR Funders. This approach assumes full transparency of funding to CGIAR, including CGIAR System Organization and Center reporting of Bilateral Funding.

The CSP is to be calculated as follows:

Total approved System Costs / Total projected CGIAR Trust Fund Contributions & Bilateral Funding.

The annual CSP shall be determined by the CGIAR System Organization on the basis of the Cost Sharing Formula indicated above and shall be charged to all funds contributed to Window 2 and Window 3 and all Bilateral Funding, as a proportional reimbursement to Window 1[2].

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[1] See the minutes of the Funders Forum meeting here:
https://cgspace.cgiar.org/bitstream/handle/10947/3181/FF2010%20Minutes.pdf?sequence=1

[2] Before it was updated to reflect the transition to the revised CGIAR System in 2016, this policy referred to the CSP as defined in the former version of the CGIAR Glossary (first approved on 5 May 2011) , i.e. "*the annual costsharing percentage determined by the Fund Office on the basis of the CSF [Cost Sharing Formula], which will be charged to all funds contributed to Window 2, Window 3 and the Provisional Account and all Bilateral Funding as a proportional reimbursement to Window 1, from which all System Costs are paid*". As this former version of the CGIAR Glossary is no longer applicable as a result of the transition, its definition of CSP has been incorporated herein to respect the intent of the governing bodies when approving or endorsing the policy, and the decision of the System Management Board on 1 November 2016 and the System Council on 23 November 2016 to continue financing the 2017 System entity costs through the continued application of the CGIAR System cost sharing percentage mechanism.

This note summarizes the key components related to the agreed financing of System Costs.

3. System Costs[3]

The CGIAR System Costs to be financed through this single rate are the costs of the following System entities:

a. CGIAR Trust Fund or, more specifically, costs associated with the Trustee;
b. System Council;
c. System Management Board;
d. System Management Office;
e. General Assembly of Centers;
f. Independent Science for Development Council (ISDC);
g. Standing Panel on Impact Assessment (SPIA);
h. Shared Secretariat for CGIAR Advisory Services;
i. CGIAR System Internal Audit Function;
j. CGIAR System Internal Audit Support Service; and
k. Partnership Forum.

4. Budget Approval

Based on budgets and work plans submitted in a timely fashion, the System entities are expected to have their annual budgets and work plans approved by the System Council prior to the start of each calendar year. Approved budget amounts will be designated by the Trustee of the CGIAR Trust Fund in Window 1 for transfer to the recipient upon instruction of the CGIAR System Organization.

5. Step-by-Step Application of the Cost Sharing Formula[4]

1. Prior to the start of the calendar year, the System Council approves, based on a proposal submitted by the System Management Board, budgets and work plans submitted from recipients of the various System Costs referred to under Section 3 above.
2. The Trustee assigns any approved budget amounts from pool of funds in Window 1 upon instruction of the CGIAR System Organization.

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[3] The list of System entities was updated to take into account the decision of the System Management Board on 1 November 2016 and the System Council on 23 November 2016 regarding 2017 funding System actions and entities budgets.

[4] This section was adapted to take into account the new CGIAR governance structure effective as of 1 July 2016.

3. The Trustee transfers the approved budget amounts for the Trustee and the System Council Chair out of Window 1 into administrative accounts established for the Trustee and the System Council Chair, respectively, in the World Bank's "institutional books".

4. The Trustee transfers the approved budget amounts for the relevant non-World Bank entities based on instructions from the CGIAR System Organization.

5. In the fourth quarter of each calendar year, the CGIAR System Organization prepares a projection of (i) Bilateral Funding and (ii) total contributions to the CGIAR Trust Fund expected during the next calendar year.

6. Prior to the end of the calendar year, the CGIAR System Organization calculates the CSP for the next calendar year based on (i) approved budgets for System Costs for the next calendar year (the numerator); and (ii) the total projected contributions from Funders (Bilateral Funding + CGIAR Trust Fund contributions) for the next calendar year (the denominator).

7. During the course of the next calendar year, the CGIAR System Organization requests that the Centers transfer their bilateral share of System Costs, i.e., their total CSP amount, to the Trustee for deposit into Window 1.[5]

8. During the course of the next calendar year, each Window 2 and Window 3 contribution to the CGIAR Trust Fund is assessed by the Trustee and the CSP is then transferred into Window 1.

9. If the aggregate amount assessed during any calendar year is less (or more) than the amount based on actual contributions (because of lower (higher) than projected contributions),[6] then the following calendar year's CSP will be adjusted accordingly to compensate for the shortfall (excess).

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[5] The System Organization may determine its own procedures for providing such funds to the Trustee.

[6] Adjustments will also be made in the event the total CSP amount for Bilateral Funding is not received by the Trustee or any CSP amounts do not reach the Trustee for any reason, so as to ensure equitable burden sharing among all remaining Funders of any unpaid amounts.

ANNEX 1
CGIAR GLOSSARY[7]

Annual Allocation	means in respect of each CRP or Platform an estimated annual amount expected to be allocated to such CRP or Platform from Window 1 and/or Window 2.
Bilateral Funding	means funding that flows directly (not through the Trust Fund) from Funders to Centers in support of CGIAR Research.
Centers	is defined in the CGIAR System Framework. For the purpose of the Standard Provisions only, the term Center will also include any Lead Center that is not also a CGIAR Research Center, which, at the date of approval of these Standard Provisions, includes the Global Crop Diversity Trust.
CGIAR Branding Guidelines	means the branding guidelines for the CGIAR System as updated from time to time. The current CGIAR Branding Guidelines can be found here.
CGIAR Glossary	means this glossary as may be amended from time to time by the System Council after consultation with the System Management Board.
CGIAR Portfolio	is defined in the CGIAR System Framework.
CGIAR Research	is defined in the CGIAR System Framework.
CGIAR Research Program or CRP	means a CGIAR Research program for coordinated implementation of the SRF approved as eligible to receive Window 1 and Window 2 Funds.
CGIAR Strategy and Results Framework or SRF	is defined in the CGIAR System Framework.
CGIAR System Charter	is defined in the CGIAR System Framework.
CGIAR System Framework	is the framework document entitled "CGIAR System Framework" that sets forth the structure of the CGIAR System, dated 17 June 2016, as may be amended from time to time in accordance with its terms.
CGIAR System Organization	is defined in the CGIAR System Framework.

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[7] This CGIAR Glossary was approved by the System Council on 17 February 2017 (SC/M3/EDP4) and by the System Management Board on 22 February 2017 (SMB/M4/EDP2). It amends and fully restates the former version of the CGIAR Glossary which was approved by the former Fund Council on 5 April 2011 and the former Consortium Board on 5 May 2011 and was subsequently endorsed by the System Council on 12 July 2016 and by the System Management Board on 13 July 2016.

CGIAR System Partners	is defined in the CGIAR System Framework.
CGIAR Trustee Agreement	means the agreement by and between the System Organization and the World Bank as Trustee on the terms and conditions for the administration of the CGIAR Trust Fund (MTO No. 069033), dated 8 March 2017, as may be amended from time to time in accordance with its provisions.
Conflict of Interest	means any situation where the impartial and objective exercise of the functions of anyone acting on behalf of an entity is, or may be, compromised for reasons involving his or her family, personal life, political or national affinity, economic interests or any other connection or shared interest with another person.
Contribution	means, with respect to each Contribution Agreement or Contribution Arrangement, as the case may be, the total amount expressed as the respective Funder's contribution to the Trust Fund in such Contribution Agreement or Contribution Arrangement, as such amount of funds may be supplemented through amendments to such Contribution Agreement or Contribution Arrangement from time to time; and together for all Funders entering into Contribution Agreements or Contribution Arrangements, "Contributions".
Contribution Agreement or Contribution Arrangement	means the agreement or arrangement, as the case may be, entered into between the Trustee and a Funder in respect of the Funder's contribution to the Trust Fund; and together the "Contribution Agreements and Arrangements" or "Contribution Agreements or Arrangements" as the case may be.
Cost Sharing Percentage or CSP	means the annual cost-sharing percentage that is charged to funds in order to cover the costs of the CGIAR System entities.
Decision Letter	means, in respect of each CRP or Platform, a letter containing the latest approved CRP or Platform Work Plan and Budget, approved Annual Allocation or other terms, in a form provided by the System Organization.
Financial Framework Agreement	means an agreement entered into between the System Organization and each Lead Center or Center, setting out the use and administration of Window 1, 2 and 3 Funds disbursed to the Lead Center or Center, as amended, modified and supplemented from time to time.
Financial Guidelines No. 5, CGIAR Cost Allocation Guidelines	means the CGIAR Policy on cost allocation, dated December 2008, as may be amended from time to time, a copy of which can be found here.
Financial Guidelines No. 6, CGIAR Procurement of Goods, Works and Services Guidelines	means the CGIAR Policy on procurement, dated April 2008, as may be amended from time to time, a copy of which can be found here.

Financial Irregularities	means, with respect to Window 1, 2 and 3 Funds, any kind of: a. corruption, including bribery, nepotism and illegal gratuities; b. misappropriation of cash, inventory and all other kinds of assets; c. financial and non-financial fraudulent statements; or d. other use not in accordance with the agreed work programs and financing plans.
Funders	is defined in the CGIAR System Framework.
Fund Use Agreement	means any of the Contribution Agreements and Arrangements, the CGIAR Trustee Agreement, the Funding Agreements and Arrangements, the Financial Framework Agreements and the Window 3 Side Agreements and Arrangements**.**
Funding Agreement or Funding Arrangement	means the agreement or arrangement, as the case may be, entered into between the System Organization and a Funder in respect of the Funder's Contribution setting forth the terms for either: (i) the use and administration of such Contribution, or (ii) the provision, use and administration of such Contribution; and collectively the "Funding Agreements and Funding Arrangements" or "Funding Agreements or Funding Arrangements".
Funder's Share	is defined in the CGIAR Trustee Agreement.
Indicative Funding	means an amount of funds endorsed by the System Council to be provided from the Window 1 and Window 2 of the CGIAR Trust Fund for a CRP or Platform over the life of such CRP or Platform.
Lead Center	means the Center or other entity assigned by the System Organization with the approval of the System Council to coordinate the implementation of activities for a CRP or Platform.
Legacy Projects	means those projects for which Bilateral Funding has been committed under agreements or arrangements entered into before 13 May 2011 and for which no annual budget is to be prepared, but do not include projects funded by additional funding committed after such date under such agreements or arrangements.
Participating Center	means for any CGIAR Research activities, any Center (other than the Lead Center for a CRP or Platform) receiving Window 1, 2 or 3 Funds for such activities.
Platform	means a CGIAR Research support program approved as eligible to receive Window 1 and 2 Funds.
Program Participant	means for any CGIAR Research activities, any Center (other than the Lead Center for a CRP or Platform) and any CGIAR System Partner receiving Window 1, 2 or 3 Funds.

> **Deleted: IEA** is defined in the CGIAR Framework.

Provisional Account	is defined in the CGIAR Trustee Agreement.
Standard Provisions	means the standard provisions setting out the terms governing the use and administration of the Window 1, 2 and 3 Funds as adjusted for a (i) Funding Agreement or (ii) Financial Framework Agreement.
Subagreement	means a grant or contract between a Lead Center or Center on one hand and a Program Participant on the other for the implementation of CGIAR Research activities.
SRF	means the CGIAR Strategy and Results Framework.
System Costs	means the administrative costs of the CGIAR System as approved by the System Council from time to time.
System Cost Financing Policy	means the CGIAR Policy on financing System Costs dated May 4, 2011, as may be amended from time to time, a copy of which can be found here.
System Organization	means the CGIAR System Organization.
System Management Board	is defined in the CGIAR System Framework.
System Management Office	is defined in the CGIAR System Framework.
Trustee	means the World Bank in its capacity as trustee of the Trust Fund.
Trust Fund or CGIAR Trust Fund	means the CGIAR Trust Fund (MTO No. 069033) administered by the Trustee to receive contributions from Funders to provide funding for the activities of the System Organization and for CGIAR Research.
Unrestricted Funding	is defined in the CGIAR System Framework.
Window 1	is defined in the CGIAR Trustee Agreement.
Window 1 and Window 2 Funds	means funds disbursed from the Trust Fund through Window 1 and Window 2, and any income earned thereon.
Window 1, 2 and 3 Funds	means funds disbursed from the Trust Fund through Window 1, Window 2 and/or Window 3 and any income earned thereon
Window 2	is defined in the CGIAR Trustee Agreement.
Window 3	is defined in the CGIAR Trustee Agreement.
Window 3 Funds	means funds disbursed from the Trust Fund through Window 3, and any income earned thereon.
Window 3 Side Agreements or Window 3 Side	means the agreement or arrangement, as the case may be, entered into between a Funder and a Center in respect of the portion of the Funder's

Arrangements   Contribution to Window 3.

World Bank   means the International Bank for Reconstruction and Development.