



# CGIAR CODE OF CONDUCT FOR GOVERNANCE OFFICIALS

Approved by the CGIAR System Board as a CGIAR Policy with effect from 3 November 2020  
(Decision Reference SB/M17/EDP11)

## CGIAR's Core Ethical Values

Integrity | Dignity & Respect | Sustainability  
| Excellence & Innovation | Partnership<sup>1</sup>

### Integrity

We are honest, tell the truth, keep promises, pursue objective scientific research, admit mistakes, earn trust, and always act professionally by being accountable and transparent

### Dignity and Respect

We value and embrace diversity and inclusion, treat all stakeholders with respect and dignity, promote equity, avoid all forms of discrimination, and promote human rights

### Sustainability

We plan responsibly for the long-term, and are committed to environmental, social and economic food security, safety and global prosperity

### Excellence and Innovation

We strive for excellence by maintaining high standards of scientific rigor, actively encouraging innovation and creativity, and pursuing our passion for learning and discovery

### Partnership

We value the diverse voices of our internal and external stakeholders, and seek all forms of engagement, collaboration and teamwork

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<sup>1</sup> These Core Ethical Values are extracted from the [CGIAR Ethics Framework](#) endorsed by the System Management Board (as then titled) on 3 October 2019, and as updated from time to time.

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## 1. Purpose

- 1.1. CGIAR entities<sup>2</sup> have a shared mission: *Ending hunger by 2030 – through science to transform food, land and water systems in a climate crisis*. To deliver on that common mission, CGIAR has adopted a unified system of governance for all CGIAR entities, to provide forward looking and aligned strategic direction and oversight for bold cross-disciplinary research.
- 1.2. CGIAR strives to conduct its operations according to the highest ethical standards, facilitate transparent, fair and objective behavior, and create an environment that promotes CGIAR's Core Ethical Values of Integrity, Dignity and Respect, Sustainability, Excellence and Innovation, and Partnership<sup>3</sup>.
- 1.3. Those involved in the governance of CGIAR have a significant obligation and responsibility to embody CGIAR's Core Ethical Values. As key influencers of overall tone and attitude, they set an example for management, staff and our partners. Their adherence to working according to best-practice ethical standards is fundamental to ensuring broad public trust and confidence in CGIAR governance and operations.
- 1.4. The purpose of this Code of Conduct for CGIAR Governance Officials ("this Code") is to set forth clear, achievable and relevant standards of ethical conduct for the activities and decision-making of all Governance Officials (as defined in Section 2 below), as well as the rules pertaining to the implementation of this Code.

## 2. Relevant Definitions

To ensure their shared understanding across CGIAR, the following relevant definitions are reproduced from the CGIAR Glossary:

**"CGIAR Chief Ethics Counsel"** means the officer appointed by the System Board to support the implementation of and adherence to the [CGIAR Ethics Framework](#) by the CGIAR System as a whole<sup>4</sup>.

**"Core Ethical Values"** means CGIAR's common ethics values as set forth in the [CGIAR Ethics Framework](#).

**"Governance Officials"** include:

- i.) all members of the CGIAR System Board;
- ii.) all members of Center or Alliance Boards, whether voting or non-voting;
- iii.) all members of such Boards' committees and *ad hoc* working groups;
- iv.) Active Observers and other regular invited guests to meetings of such Boards;
- v.) Persons serving as board secretary, whether as staff or otherwise.

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<sup>2</sup> As at the date of approval of this document "CGIAR entities" include the CGIAR System Organization and CGIAR Research Centers.

<sup>3</sup> These Core Ethical Values are set out in the [CGIAR Ethics Framework](#).

<sup>4</sup> The CGIAR Chief Ethics Counsel has not yet been appointed as the terms of reference for the CGIAR Ethics Function are undergoing finalization. Until the appointment of the CGIAR Chief Ethics Counsel, the person serving in the function of general counsel of the CGIAR System Organization fulfils that role.

### 3. Scope

- 3.1. This Code applies to all Governance Officials as defined in Section 2 above.
- 3.2. Any other policy that relates to the standards of conduct of Governance Officials must be consistent with this Code.
- 3.3. Where Governance Officials are also staff members of a CGIAR entity, they are also subject to the Code of Conduct applicable to staff.

### 4. Standards of Conduct

#### 4.1 General Obligation

Governance Officials must maintain the highest ethical standards in their personal and professional conduct and act in accordance with this Code.

#### 4.2 Specific Standards

Governance Officials must act in accordance with CGIAR's Core Ethical Values of Integrity, Dignity and Respect, Sustainability, Excellence and Innovation, and Partnership<sup>5</sup> as well as other specific standards of conduct, as further described hereunder.

##### 4.2.1 Reasonable care

- a) Governance Officials must carry out their responsibilities with reasonable care, skill and diligence and in good faith.
- b) As part of this responsibility they must:
  - i.) Be adequately prepared for all meetings;
  - ii.) Devote adequate time and attention to all matters they are responsible for; and
  - iii.) Be proactive in seeking information that is relevant or necessary to inform their views and/or to decision-making.

##### 4.2.2 Integrity

- a) Governance Officials must perform their official duties in a manner that preserves and enhances public confidence in their integrity and the integrity of the CGIAR entity(ies) on whose Board(s) they serve or whose Board(s) they support and of the CGIAR System as a whole. Working with integrity involves demonstrating transparency, impartiality, fairness and truthfulness. Their personal and professional conduct must, at all times, command respect and confidence in their status as Governance Officials.

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<sup>5</sup> As set out in the [CGIAR Ethics Framework](#) as updated from time to time.

- b) As part of this responsibility, all Governance Officials must:
  - i.) Demonstrate loyalty to CGIAR and to the CGIAR entity(ies) on whose Board(s) they serve or whose Board(s) they support, as well as demonstrate full transparency regarding interests that could give rise to actual, perceived or potential conflicts of interest, and manage any conflicts of interest in accordance with Section 4.4 below on Conflicts of Interest;
  - ii.) Not intimidate or exert undue pressure on staff or other Governance Officials to influence CGIAR policy development, or financial, operational or administrative decisions;
  - iii.) Avoid conduct that could bring CGIAR and/or the CGIAR entity(ies) on whose Board(s) they serve or whose Board(s) they support into disrepute or create the appearance of impropriety;
  - iv.) Subject to the provisions set forth in Section 4.4.2 below on declaration of conflicts of interest, inform the Chair of the committee of the relevant Board that is charged with authority over ethical matters if they are involved in a situation that is counter to CGIAR's Core Ethical Values and the provisions of this Code or that might expose CGIAR or the CGIAR entity(ies) on whose Board(s) they serve or whose Board(s) they support to reputational risk, and to consider the appropriate action in such circumstances.

#### 4.2.3 Accountability

- a) Governance Officials must be accountable and take responsibility for their conduct and decisions.
- b) As part of this responsibility, they must:
  - i.) Proactively seek to achieve the objectives assigned to them;
  - ii.) Exercise adequate control and oversight over matters for which they are responsible;
  - iii.) Exercise their best judgment when deciding to rely on advice from others; and
  - iv.) Honestly and thoroughly report the results of their actions or matters under their control.

#### 4.2.4 Dignity and Respect

- a) In interactions with fellow Governance Officials, management, staff and partners, Governance Officials must create and maintain an enabling environment built on mutual respect, and model an inclusive culture where all individuals regardless of background feel welcome and valued.
- b) As part of this responsibility, they must:
  - i.) Promote and act on the basis of equity and non-discrimination when engaging with fellow Governance Officials, staff or other individuals;
  - ii.) Practice and promote respectful deliberations, decision-making and

- social interaction in all CGIAR settings;
- iii.) Treat fellow Governance Officials, staff and other individuals with courtesy and respect, fairness, without threat, harassment of any kind (including sexual harassment), or physical or verbal abuse, and not exert undue influence on their activities; and
  - iv.) Demonstrate commitment to advancing gender equity, diversity and inclusion, including through commitment to the principles set forth in the [Framework for Gender, Diversity and Inclusion in CGIAR's Workplaces](#)<sup>6</sup> and carry out the responsibilities applicable to Boards and Board Chairs set forth therein<sup>7</sup>.

### 4.3 Compliance with Governing Instruments and Laws

- 4.3.1 Governance Officials must carry out their responsibilities in accordance with the governing instruments and related documents of the CGIAR entity(ies) on whose Board(s) they serve or whose Board(s) they support.
- 4.3.2 Except as may be provided under applicable legal instruments (including host country agreements), Governance Officials are subject to applicable national laws and must comply with them and avoid actions that could be perceived as an abuse of the privileges and immunities accorded to CGIAR entity(ies) or to Governance Officials.

### 4.4 Conflicts of Interest

- 4.4.1 Conflict of Interest – Concept
  - a) A conflict of interest arises in a situation where there are reasonable grounds to believe that a Governance Official's:
    - i.) direct or indirect personal interest, including that of a closely associated third party such as a family member, in a matter; or
    - ii.) duty owing to another organization external to the CGIAR System; present a risk that the Governance Official's professional judgment will, may or may be perceived to be unduly influenced.
  - b) A conflict of interest may be actual (it exists), potential (it might develop into one) or perceived (it may be reasonably considered to exist by others).
  - c) Conflicts of interest may arise as a result of a Governance Official's association with an organization external to the CGIAR System, or closely associated third parties (e.g. family members and/or professional associates) whose interests may conceivably conflict with those of one or more of the CGIAR entities on a given issue.
  - d) In many situations, conflicts of interest will relate to financial interests, or the potential for personal or professional advantage, but they may also arise by virtue of

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<sup>6</sup> See Section 8 of the [Framework for Gender, Diversity and Inclusion in CGIAR's Workplaces](#).

<sup>7</sup> See Section 12 of the [Framework for Gender, Diversity and Inclusion in CGIAR's Workplaces](#).

the potential a given situation or relationship presents for the undue exercise of influence.

- e) Governance Officials should actively seek advice from others to assist them in determining whether an actual, potential or perceived conflict of interest might exist. Advice channels may include the Chair of the relevant Board, fellow Governance Officials, ethics focal points, legal counsel or focal points of a CGIAR Entity, or the CGIAR Chief Ethics Counsel. Governance Officials should remain open to indications of potential conflicts of interest from other individuals.
- f) This Code distinguishes a conflict of interest from:
  - i.) a *duality or multiplicity of interests*, where the interests within a CGIAR entity or of two or more CGIAR entities co-exist without being in competition or conflict. Such duality or multiplicity of interests is intrinsic to CGIAR entities whose interests are not in conflict, as also reflected in the common purpose inherent in the decision to establish the various CGIAR entities;
  - ii.) a *conflict of objectives*, where a decision to adopt one objective means that another objective cannot be fully achieved. This may occur within a CGIAR entity as well as between two or more CGIAR entities. Within the CGIAR organizational context, a conflict between two or more CGIAR entities must be viewed as a conflict of objectives.
- g) Duality or multiplicity of interests, or conflicts of objectives, do not constitute a conflict of interest under this Code. Therefore, Governance Officials who sit on multiple CGIAR entity Boards, committees or working groups cannot find themselves to be in a situation of conflict of interest solely by virtue of their multiple membership.
- h) In situations where Governance Officials are required to address a conflict of objectives, they must ensure they are addressed and resolved in a transparent and objective manner. Transparent criteria will assist in making decisions involving conflicts of objectives.

#### 4.4.2 Declaring Conflicts of Interest

- a) The obligation is on each Governance Official to self-identify actual, potential or perceived conflicts of interest, since only they have the detailed knowledge to do so.
- b) Governance Officials must declare conflicts of interest as and when they become aware of them.
- c) Without limiting section 4.4.2.b) and in accordance with established operating procedures, conflicts of interest must be identified and declared:
  - i.) through annual declaration mechanisms<sup>8</sup>;
  - ii.) on receipt of the agenda for individual meetings;

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<sup>8</sup> To be developed.



- iii.) during a meeting as new information becomes available; and
  - iv.) on receipt of a request for electronic decision.
- d) All declarations of conflicts of interest must be handled in accordance with established operating procedures.

#### 4.4.3 Managing Conflicts of Interest

- a) Once identified, a conflict of interest must be managed appropriately. The Chair of the relevant Board must determine whether any mitigation action is appropriate and, if so, put such action into place.
- b) In determining the course of action to follow, the Chair of the relevant Board must assess the materiality of the interest and the likelihood that it will impair the objective and impartial exercise of judgment required of the Governance Official.
- c) Several conflict of interest management options exist, including:
  - (i) participate in the discussions, but not vote;
  - (ii) listen to the deliberations and answer points of clarification only, but not proactively contribute to problem resolution;
  - (iii) listen with no participation level at all to remain informed, but not 'involved';
  - (iv) make a statement to inform the conversation before discussion starts, but leave the room for discussion and deliberation;
  - (v) be excluded from all parts of the meeting relevant to the item, including receipt of relevant papers.
- d) Further details on the application of these provisions are provided in related operating procedures, including situations where a Chair of a Board, a Board Secretary or the CGIAR Chief Ethics Counsel have a conflict of interest.

## 4.5 Non-CGIAR Activities and Employment

### 4.5.1 Non-CGIAR Activities

- a) CGIAR acknowledges that Governance Officials may be engaged in non-CGIAR activities (including board membership, self-employment or employment with, or the rendering of services to, any non-CGIAR entity).
- b) Governance Officials must not place themselves in a position where a non-CGIAR activity is not, or is no longer, compatible with the full and proper performance of the Governance Official's official duties and/or gives rise to a conflict of interest that cannot be appropriately managed.

#### 4.5.2 Employment

- a) Former employment. Governance Officials must not be involved in any decision making with respect to a CGIAR matter in which their former non-CGIAR employer has or may have an interest, for a period of one year after they have separated from such former employer.
- b) Prospective employment. Governance Officials must not allow the performance of their official duties to conflict with, or be affected by, possible or prospective employment with, or the rendering of services to, a non-CGIAR entity. Therefore, if a Governance Official is seeking or negotiating for or has received an offer of employment or appointment outside CGIAR, they may not exercise any responsibility with respect to any CGIAR matter in which the prospective entity or any of its affiliates has or may have an interest.
- c) Employment by CGIAR. With the exception of Governance Officials who are also employees of a CGIAR entity, Governance Officials must not apply for, or take up employment with, or enter into a secondment or a consultancy assignment with a CGIAR entity while serving as a Governance Official, or within one year following the end of such service.

#### 4.6 Gifts and Entertainment

- 4.6.1 The acceptance by Governance Officials of any gifts, hospitality, gratuities, honors or awards in connection with their official duties from any person or entity must be avoided.
- 4.6.2 However, if there are circumstances which make it difficult to refuse or decline a gift, hospitality, gratuity, honor or award because such a refusal would cause offence or embarrassment to the office of the person seeking to bestow the benefit,
  - a) tangible items may be accepted provided that the market value of the item does not exceed USD 50 and that they are reported to the Office of the CGIAR Chief Ethics Counsel for inclusion in CGIAR's public record of gifts bestowed. If the market value of the item exceeds USD 50, the CGIAR Chief Ethics Counsel must decide on the appropriate handling of the item, and similarly record that in the register of gifts bestowed;
  - b) limited hospitality may be accepted provided that the scope and cost of such hospitality are reasonable and customary. Such hospitality must be declared annually to the office of the CGIAR Chief Ethics Counsel.

## **4.7 Confidentiality**

- 4.7.1 Governance Officials must not disclose information that has been designated as confidential and that they have accessed in their capacity as Governance Official to anyone who is not authorized to receive such information, including members of their immediate family. For Governance Officials who serve as a member of a Board (voting or non-voting) by reason of their formal nomination by a national government or other national institution, it is acknowledged that they may have reporting and/or legal obligations which will be taken into account in the distribution of such information.
- 4.7.2 Additionally, Governance Officials must refrain from using for private advantage, whether direct or indirect, confidential information to which they may have access in their capacity as Governance Official.
- 4.7.3 Such rules shall continue after their appointment as Governance Official has ended.

## **4.8 CGIAR Property, Assets and Resources**

- 4.8.1 Governance Officials must use all CGIAR entity property and assets (including funds, equipment and information) responsibly and for their intended purposes.
- 4.8.2 Governance Officials must comply with relevant policies when using CGIAR entity property, assets, services and facilities.

## **5. Implementation**

### **5.1 Awareness Building and Guidance on Implementation**

- 5.1.1 This Code will be publicly available on the CGIAR website. All Governance Officials will be made aware of this Code through periodic updates or trainings. It will be incorporated into relevant induction material for new Governance Officials, each of whom must sign their commitment to adhere to this Code.
- 5.1.2 Governance Officials who require guidance regarding the interpretation or implementation of this Code may request the advice of the CGIAR Chief Ethics Counsel who shall respond promptly.

### **5.2 Reporting Ethical Misconduct**

- 5.2.1 Individuals who suspect, or may be aware of, violations of this Code have a responsibility to immediately report them through the relevant whistleblowing line or by bringing them to the attention of the Chair of the committee of the relevant Board that is charged with authority over ethical matters.

- 5.2.2 CGIAR does not tolerate retaliation against anyone who in good faith raises a concern or reports misconduct. However, knowingly reporting false information is contrary to this Code, and individuals who do so shall be sanctioned accordingly as per applicable policies and procedures.

### **5.3 Addressing Ethical Misconduct**

5.3.1 The committees of CGIAR entities' respective Boards that are charged with authority over ethical matters have the authority to oversee implementation and enforcement of this Code with respect to their entity, with the support of the CGIAR Chief Ethics Counsel.

5.3.2 For allegations of ethical misconduct involving a Governance Official who is not an employee of a CGIAR entity:

- a) The matter must be reviewed and addressed by the committee of the relevant Board that is charged with authority over ethical matters, with the support of the CGIAR Chief Ethics Counsel; should the misconduct potentially concern a member of the committee charged with authority over ethical matters, the concerned individual will recuse themselves from the committee's deliberations and decision on the matter;
- b) The assessment of potential ethical misconduct must reflect due process and be conducted on a strictly confidential basis;
- c) Remedial action is determined on a case-by-case basis by the said committee, in consultation with the CGIAR Chief Ethics Counsel, and may include the following:
  - (i) Formal Reprimand: a reprimand in the form of an official letter to the concerned Governance Official;
  - (ii) Temporary Removal: removal from CGIAR governance operations until certain conditions are satisfied, which may include addressing the concerned ethical issue;
  - (iii) Indefinite Removal: permanent removal from CGIAR governance operations.
- d) Other Board members must be informed of the remedial action taken.

5.3.3 Allegations of ethical misconduct involving a Governance Official who is also an employee of a CGIAR entity must be addressed in accordance with the relevant policies and procedures applicable to employees.

### **5.4 Update on Implementation**

The CGIAR System Board will receive, as part of the annual report provided by the CGIAR Chief Ethics Counsel, an update on the implementation of this Code and key lessons learned. Following review of the annual update by the CGIAR System Board,

it shall be broadly shared across CGIAR, including the System Council through any relevant standing committee, and thereafter published on CGIAR's external website.

## **5.5 Periodic Review**

The effectiveness of this Code will be reviewed periodically, and not less frequently than every three years.