

System Board Delegations of Authority Policy

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Revision History

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Document status

This is a controlled document. The master document is posted on the CGIAR System Organization intranet. Users may print this document but are responsible for regularly checking the intranet for the most current version.

¹ When titled System Management Board.

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1. Purpose

This policy sets out the authorities as delegated from the System Board (“**Board**”) to the Executive Director of the CGIAR System Organization (“**System Organization**”).

2. Applicability

This policy is mandatory and applies to the System Organization. It is effective from the date of approval by the Board. Any deviation from this policy requires the approval of the Responsible Official (set forth on the cover page). This policy may be amended by the Board.

3. Policy

3.1 General Authorities

- a) The Executive Director has the responsibilities as set forth in the System Organization Charter, as well as the specific duties assigned to them by the Board in accordance with the Executive Director’s terms of reference and decisions of the Board.
- b) The Board delegates to the Executive Director all powers and authorities required to fulfill the functions and duties referred to above, and to act as the legal representative of the Organization, subject to the limitations laid out in Section 3.2 below.
- c) For the avoidance of doubt, the Executive Director’s authorities include:
 - i) The authority to reallocate resources within the System Organization and across budget categories and line items as required; and
 - ii) The authority to approve requests made by Centers to deviate from the Research and Emergency Exemptions in their Limited Exclusivity Agreements pursuant to Section 6.2.2 of the CGIAR Principles on the Management of Intellectual Assets; and
 - iii) The authority to make conforming changes² to CGIAR Policies.

3.2 Authority Limitations

a) Financial Matters

The Executive Director does not have the authority to perform the following actions without the prior written authorization of the Board:

- i) Borrow or incur cumulative debt beyond USD 250,000;
- ii) Acquire assets not included in the budget with a cumulative value of more than USD 100,000 in any given calendar year; and
- iii) Dispose of assets with cumulative net book value of more than USD 50,000 or which will result in an accounting loss of more than USD 20,000 in any given calendar year.

b) Operational Matters

With respect to operational matters, the Executive Director does not have the authority to:

- i) Enter into material partnerships, consortia, joint ventures, or any other similar

² Conforming changes are nomenclature, title and article reference updates and other non-substantive changes required for consistency purposes, as well as changes required to align with System Board and/or System Council decisions as appropriate.

arrangements involving cost or benefit sharing with third parties, creating a fiduciary responsibility, or significant risk (including reputational) without the prior written authorization of the Board Chair (or of the Board if this is deemed appropriate by the Board Chair);

- ii) Decide on and implement large-scale redundancy programs or significant increases in overall staffing numbers without the prior authorization of the Board; and
- iii) Approve the following internal policies or amendments thereto (except for conforming changes³): i) the Personnel Policy Manual core policy (Part A), ii) the Board travel policy, iii) the framework for Board declarations of interest and iv) the Board rules of procedure, which are reserved for approval by the Board.

c) Legal Matters

With respect to legal matters, the Executive Director does not have the authority to:

- i) Sign on behalf of the System Organization any contracts or documents that are not in the System Organization's normal course of business and/or that entail an unusual exposure because of risk, duration or potential liability, without the prior written authorization of the Board Chair (or of the Board if this is deemed appropriate by the Board Chair); and
- ii) Prosecute, defend, or settle any litigation or claims that are material to the interests of the System Organization without the prior written authorization of the Board Chair (or of the Board if this is deemed appropriate by the Board Chair). Litigation or claims are deemed material if: i) the action will be completed in over two years, or ii) the maximum financial loss resulting from the litigation or claim is expected to be more than USD 50,000 (including legal fees).

3.3 Sub-delegations

The Executive Director may further delegate their authorities to staff of the System Organization or staff in the One CGIAR operational structure as appropriate.

4. Ethical Compliance

Any person who has an individual contractual relationship with the System Organization (such as an employee, an independent contractor, consultant or agent) is expected to report known or suspected contraventions of this policy following the procedures set forth in applicable internal policies or available through ethics@cgiar.org.

5. Related Documents

5.1 Framework(s)

[CGIAR System Framework](#)

[Charter of the CGIAR System Organization](#)

5.2 Policy(ies)

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³ See definition of conforming changes under footnote 2.