Chair's Summary[1]
24th CGIAR System Board Meeting
29 September 2022; IFPRI Headquarters, Washington, D.C.

Board members and other meeting participants,

As the following meeting summary captures – the Board's end-September 2022 meeting was an important opportunity for the Board to receive important updates, probe action, and further guide CGIAR's Executive Managing Director and broader senior leadership on the ongoing progress to realize the vision of operating as an integrated, more impactful CGIAR. **The five thematic areas carefully crafted by CGIAR's System Reference Group, and unanimously adopted by CGIAR's System Council in Chengdu nearly three years ago to transform our strategic focus and operational modalities, are unquestionably as relevant now as then**.

Throughout our deliberations we recognized the strong progress being made, accepting that implementation towards operating as a more interconnected whole must be stewarded respectfully – inevitably resulting in adjustments, timetable shifts, and course corrections as needed. **In this regard, the Board accepted the importance of the following key enablers of providing essential stability and clarity for CGIAR's staff, partners, and Funders**:

- Each One CGIAR Board's **approval and signature of the CGIAR Integration Framework Agreement** by year-end, to shift our collective dialogue from 'if' to 'when and how'.

- **Design of an additional funding modality for Funders to finance through Window 3 of the CGIAR Trust Fund ('W3') and bilateral investments**, research projects developed and implemented through the One CGIAR integrated operational structure – aligned with CGIAR's 2030 Research and Innovation Strategy and complementary to the CGIAR Portfolio of Initiatives. This was identified as important to respond to Funder calls for additional flexibility in the funding model in those circumstances where there are operational limitations to the relevant funding being contributed through the CGIAR non-designated/designated Window 1 ('W1') financing mechanism.

- **Introduction of more flexibility into the timeline for CGIAR's country and regional engagement model**, to create the space for learnings from the Board-commissioned High Level Advisory Panel and other information sources, to be considered and actioned accordingly.

- Development of a proposal for **a joint Board-System Council Taskforce** to consider the respective roles and responsibilities between the two bodies, to ensure that CGIAR's 2030 Research and Innovation Strategy can be delivered effectively and efficiently.

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[1] Prepared pursuant to Article 9.2 of the Rules of Procedure of the CGIAR System Board.

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We spent time reflecting on financial challenges arising and the drivers of these, as well as how costs associated with transition to One CGIAR can be addressed while targeting medium- to longer-term efficiencies as implementation moves forward. It is clear that delays in putting in place the needed authorizing environment have an impact on delivery of shared services and solutions to drive such efficiencies.

We called on our community of finance leaders to work together to develop a fit for purpose costing model, different to that of the CRP era, that ensures continued institutional financial stability, and that pooled funding is transparently spent in line with Funder priorities. We also noted that this will be an important matter for all Center/Alliance Boards to consider in their forthcoming meetings.

A greater share and volume of pooled funding remains essential if One CGIAR as envisioned in Chengdu is to be realized. The Board will ensure continued focus on this including in its interactions with the System Council, recognizing that the underlying institutional model and incentives that drive it are conditional on greater pooled funding.

We deeply appreciated that based on data from nearly half of CGIAR's global staff who are proactively participating in independently-run surveys spaced at six-monthly intervals, they are supportive of operating as an integrated 'one' as now envisaged through a matrix-based operating model. Whilst we also heard that there is a proportion of other staff who are negative, or otherwise unconvinced, a workshop session on leading change helped us as a Board to reflect on the Board's role – having set the direction of transition to One CGIAR – to support management's efforts to move purposefully forward, as well as resourcing the EMD and their team, to be able to respond effectively to negative views.

We also commended the professionalism and collective efforts of so many to advance and more extensively embed gender, diversity and inclusion and ethical business practices across all our workplaces. CGIAR has surpassed its gender, diversity and inclusion ('GDI') targets for its internal staff set out in the [CGI Action Plan for 2020-2021](), and the [Ethics and Business Conduct recent report]() demonstrates CGIAR's deep commitments to operating according to the highest ethical standards, and addressing instances where important questions arise regarding behaviors and practices.

Looking further forward, the Board used the time together (only the second time that we could meet since August 2020 due to the COVID-19 pandemic) **to look further forward.**

First and foremost, we took early steps to identify a strategy for the System Board as a Board – greatly benefiting from the voices of our two System Council Active Observers[2] on our value-add to both operate effectively in a clearly-defined governance role – to solve challenges, set strategic goals, and better connect the various parts of the CGIAR system as a whole**.**

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[2] Dr Eliud Kireger, Alternate Member, System Council (country partner constituency representative), and Dr Ruben Echeverría, Voting Member, System Council (funder constituency representative)

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We also confirmed our commitment to transparency regarding Board member succession planning, to be a strong partner to CGIAR Board Chairs who will be looking for clarity in advance of the initial end-of-term for all CGIAR common board members of 31 August 2023 (as decided through a 2020 Center-led search and appointment process for System Board and common board members).

As the following summary shows, CGIAR has come a long way since Chengdu, with a renewed sense of common purpose and optimism as we move from a change agenda to one that is focused on being 'One CGIAR' and learning as doing.

Sincerely
Dr. Marco Ferroni
Chair, CGIAR System Board

Meeting Summary

A. Agenda Item 1 – Opening and Agenda

1. The Chair welcomed participants to the meeting. A quorum was present.

2. **Decision: SB/M24/DP1**: The System Board <u>adopted</u> the agenda (as set out in meeting document SB24-01, issued on 20 September 2022).

3. The Chair referred to the declarations of interest made on the agenda and noted that the standing register is available on Diligent Boards. Participants were reminded of their obligations under CGIAR's Code of Conduct for Governance Officials[3] including their continued responsibility to draw any actual or potential perceived conflict to the attention of the Chair should one arise during discussions.

B. Agenda Item 2 – Reflections from CGIAR's Executive Managing Director

4. The System Board heard framing remarks from the Executive Management Director ('EMD') about the progress on aligning the One CGIAR transition plan to the integrated matrix model and noted that the Executive Management Team ('EMT') is fundamentally and profoundly committed taking the unification reforms to their conclusion in support of One CGIAR's compelling mission.

5. Participants heard the overarching theme of this being a critical juncture coming on the heels of tremendous progress and yet with significant challenges, risks, and inherent complexities still ahead that will require thoughtful adaptation as understanding evolves.

Key discussion areas

6. In discussions that followed, System Board members and Active Observers expressed great appreciation and support for the efforts of the EMD and CGIAR Senior Leadership in implementing the One CGIAR reforms and aligning them to the integrated matrix structure.

7. Additional reflections included:
   a. Acknowledgement of the challenges, complexities and risks that are negatively impacting delivering several of the intended achievements as presented earlier in 2022.
   b. Affirmation of the commitment to the fundamentals of 'One CGIAR' as a strategy to be a more relevant, responsive and thoughtful local, regional and global partner.

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[3] Available at https://storage.googleapis.com/cgiarorg/2020/11/CGIAR-Code-of-Conduct-Gov-Officials-Approved-03.11.20.pdf

c.   Awareness of each Board member's important role as a member of each One CGIAR Board – and the opportunity arising to support the relevant Chair in bridging information needs.

d.   Agreement to promote and bolster stakeholder engagement through the new stakeholder engagement model.

e.   Gratitude to all staff for their continued interest – together with patience - during the structured, thoughtful appointments process for Phase 3 and Phase 4 roles. CGIAR is focused on doing something never attempted before – and the Board commends the focus on bringing a gender, diversity and inclusion lens to these appointments – so that those appointed – and those working with these staff, support the people so appointed.

f.   Endorsement of the need to assess and align the financial and costing model and policies with the integrated matrix model and sufficiently fund critical overhead and personnel to support CGIAR's science research.

g.   Emphasis on the essential need for increased pooled funding to support delivery of the 2030 Research and Innovation Strategy through the integrated matrix structure.

Session outcomes

8.   Summarizing, the Chair expressed appreciation for the interventions made, and noted the strong process made – with challenges still before the Executive Managing Director and the broader Senior Leadership. The Board and Active Observers reiterated unwavering support to realize the One CGIAR vision – accepting that adaptive management remains critical to the 'learning as doing' philosophy that the Board adheres to, such that the Executive Managing Director should feel empowered to innovate in a purposeful and thoughtful manner as needed to deliver the vision of One CGIAR.

C.   Agenda Item 3 – System Board Strategy

9.   The System Board's strategy group, led by Neal Gutterson, acknowledged the foundational efforts of the Sub-Group members, recalling that the group's aim had been to develop initial thinking on a proposed strategy for the System Board (as different form a CGIAR institutional strategy) that would enable it to ensure the 2030 Research & Innovation Strategy can be delivered.

10. The ambition for the workshop session was characterized as wanting to tap into the collective wisdom of the full System Board members and observers to reflect on selected key areas of thinking undertaken thus far, as well as the overall approach – to inform its further consultation and development.

11. Overall reflections from the Board focused on considerations relating to the authorizing environment and where respective authorities and responsibilities lie to execute an eventual defined Board strategy – with one Active Observer sharing their experience of multiple organizations coming together under one Board as an example of the essential nature of having key authorities in place.

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Key discussion areas

12. Upon returning, each workshop group summarized its deliberations before expanding the discussion to the full System Board:

13. *Group 1: System Board Culture:* Explored five dimensions of board culture and recommended that System Board members commit to being more:
    a. Inquisitive — Valuing the exchange of ideas and exploration of alternatives with proactiveness and trust;
    b. Decisive — Focusing on results through focused agendas and outcome-oriented decisions;
    c. Disciplined — Managing risks and prioritized planning;
    d. Collaborative; and
    e. Honoring the richness of diversity — Increasing capacity for listening, understanding and respecting one another to foster the other dimensions.

14. *Group 2: 'Where/at What and With Whom Will We Play':* Considered two primary strategic objectives: The One CGIAR transition and positioning CGIAR as a global leader; and with whom the System Board needs to engage to accomplish these objectives – and proposed continuing work with management on an Eisenhower matrix[4] mapping institutions and individuals in relation to the System Board and operational implications.

15. *Group 3: 'What Will We Do to Ensure Success?':* Recommended three elements to help the System Board in how it works and to be successful:
    a. Agreement on a correct cadence and sequencing of meetings.
    b. Access to the right information about the organization.
    c. Clarity on the roles of the System Board and the roles of management; Means to hold the SLT accountable through performance targets via the EMD, including monitoring those targets on a regular basis in an open and transparent way.

16. *Group 4: Insights on overall strategy*: Reflections on communication of the strategy to avoid messaging around 'power' but instead focusing on influence, trust and respect – and taking initiative to move forward. The group also advised being intentional about technology and how the board will engage in that realm moving forward.

Session outcomes

17. **Action: SB/M24/AP1**: The System Board **requested** that the Board Strategy sub-group propose next steps and a timeline to bring to conclusion the sub-group's work, to be taken forward by the full Board towards development of a Board Strategy document.

18. **Action: SB/M24/AP2**: The System Board **requested** that a Terms of Reference be developed for a joint System Board and System Council taskforce to review the distribution of decision-making responsibilities and accountabilities between the two

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[4] Also known as an 'urgent-important' matrix

bodies – targeting commencement of operation following the System Council's forthcoming 17th meeting on 2-3 November 2022.

D.   Agenda Item 4 – One CGIAR Progress and Delivery

Providing an update on the 2022 – 2024 System Transition Plan progress and delivery including key achievements, and adjustments based on current priorities, pressure points, and risks.

19.   The MD, Institutional Strategy & Systems provided framing remarks on key achievements; challenge encountered and their financial and reputational consequences; and lessons learned with accompanying adaptive management decisions.

20.   Key 'enablers' were outlined for the System Board's consideration and guidance, including the:
   a.   Authorizing environment – A sense of common purpose across CGIAR governance and senior leadership would go a long way to keeping the strategic direction of One CGIAR moving forward, noting the number of changes in Directors General, System Council members and other key staff across recent years.
   b.   Capacity – Management will need to re-assess the matrix model and identify where and how some capacity can be freed up and release staff to perform in P3 and P4 positions while maintaining business continuity, including interim support for a fatigued staff as CGIAR proceeds with a sensible, iterative transformation process.
   c.   Data and information – It has taken longer than anticipated to collect the necessary data from across the System, which has in turn delayed the staff affiliation process, but the data gleaned has generated many positives as well.
   d.   Funding – This is an area of significant challenge; while CGIAR has had much welcomed support from Funders for the transition, future dedicated transition funding is less clear.
   e.   Inherent complexity – The transition would have been smoother if there had been complete alignment across the leadership of the entire system. As one example, it is taking more time to build a logical approach to integrated IT services.

21.   It was noted that the approach to risk management is being adapted with regular risk reviews to be undertaken by the EMT before communication around the register to key governance stakeholders. It was noted that over time, any distinction between 'One CGIAR transition risks' and CGIAR risks lessens.

22.   Adaptative management steps taken in 2022 to deliver against the draft 2022-24 plan goals and objectives were highlighted, including:
   a.   In support of a unified presence and engagement at the country and regional levels, the engagement model is still a work in progress and is expected to be a multi-year process. While interim country convenors are in place, their ability to deliver country engagement frameworks is in the fledgling stage and leadership will need to be realistic about timing and implementation.

b. In support of ensuring excellence in research and innovation delivery across CGIAR Initiatives, the non-pooled model has been adapted, with a proposed 'Science Group Projects' modality to be discussed later in the agenda.

c. In support of delivering concerted resource mobilization, communications, partnership and advocacy, preparation for more gradual shifts to pooled funding by some key Funders as well as adapted funding modalities.

d. In support of advancing and evolving CGIAR's unified governance systems, a broader governance working group is proposed to look at the CGIAR-wide governance structure, as well as development of the IFA.

e. In support of integrating CGIAR's people and culture, it was conveyed that this will be a major discussion item for next SLT retreat in the week of 24 October. It was noted that there are complex issues to assess regarding staffing; the teams have been working commendably, in a collaborative way and with a great deal of negotiation, although the appointment of key roles has been admittedly slower than anticipated and the SLT is largely operating without team members in key roles.

f. In support of finance and funding for greater efficiency and effectiveness, the transitional financial systems and consolidated core finance policies need to be adapted to the matrix structure, again preparing for a more gradual shift to pooled funding by some key Funders while accommodating non-pooled projects delivered by Science Groups. A diagnostic supported by consultants from EY is informing the future approach.

g. In support of global integrated policies, systems, and business services, it was noted that there is a services and systems diagnostic underway with some delays against the target timeline.

23. The GD, People and Culture - joining the meeting virtually for a short, focused Q&A - provided an overview picture of both the progress and the challenges in aligning the people and culture strategy of the integrated matrix structure. It was shared that leadership is perceiving some staff dissatisfaction due to the slower pace of change than earlier expected, manifested in part by a gradual withdrawal of 'volunteerism' and a level of reported exhaustion with ongoing debate by decision makers on 'the why' behind operating as One CGIAR.

Key discussion areas

24. The System Board's discussions that followed focused on the following themes and key points:

a. **Broader sense of direction, atmosphere and coherence of governance** — In response to questions about how the System Board members could best support management in fulfilling the transition and realizing the integrated matrix structure, the overriding message was to ensure System Board members are all pulling in the same direction towards the One CGIAR mission, in synergy with the Centers, partners, and stakeholders. One suggestion was made to undertake monthly informal calls between the System Board and the EMT and SLT to surface general issues for input.

b. **Overall timeline and sequencing** – whether 'pinch points' can be identified to target Board strategic guidance, and how prioritization is undertaken to realize the concurrent goals of continued day to day operations, development of effective future models and keeping in mind the overall strategy;

c. **Matrix structure** — How the System Board could help mitigate some challenges by ensuring a shared understanding among Centers about what the matrix represents in terms of strength through cooperation, as well as advocating for clarity over the authorizing environment and the mandate to deliver on the One CGIAR initiatives with confidence and optimism in the strategic direction.

d. **People & culture and creating capacity** — In response to System Board members' care and concern of staff during the final push in hiring P3 and P4 One CGIAR positions, it was recommended that System Board members could best support by

   i. Taking action to empower, and at the same time clarify the boundaries, with Center DGs;

   ii. Refrain from influencing any human resource decisions, being mindful not to escalate issues or undermining staffing decisions; and

   iii. Creatively consider how CGIAR will go forward paying for its matrix positions in a net zero way for the benefit of the One CGIAR mission.

Session outcomes

25. The System Board Chair noted the rich inputs provided, which would inform further development of the rolling 3-year planning exercise in conjunction with the emerging CGIAR Integration Framework Agreement and associated implementation roadmap. He highlighted the common theme across deliberations of the need to strengthen the authorizing environment for the work of Institutional Strategy & Systems, and that a clearer strategy in this regard would be beneficial.

E.   Agenda Item 5 – Funding Matters: Financing models & funder engagement

26. The MD, Institutional Strategy & Systems opened the discussion, highlighting several finance issues for the Board's strategic input. He noted that a number of these are underpinned by rigidities in CGIAR's cost base and challenges in the current business model with the overall volume of pooled funding not yet sufficiently high to address these.

27. CGIAR's Global Director, Business Operations & Finance shared additional insights on the specific issues set out in the pre-read, including additional information on pooled funding projections, flexibility for large costs given changes to previously possible uses of unrestricted funds, and on the overhead rate and the efficiency gains – noting that while a consultancy is underway to work on these, questions exist on whether there is sufficient clarity of roles, responsibilities, and the capacity for us to realize gains in the next business cycle and the required authorizing environment to take required decisions in this regard.

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28. In discussion that followed, System Board members:
    a. Encouraged management to work with Center financial leadership to encourage a shift in thinking on how to amend the costing model, noting that responsibility rests with all financial leadership to identify solutions on costing model and overhead matters;
    b. Suggested that a value for money review on CGIAR assets be undertaken to ensure they remain relevant for future needs; and
    c. Emphasized the role of Center Boards in asking management of each entity to undertake required analysis and seek solutions.

29. The System Board reflected on the proposed new funding modality to offer structured flexibility for CGIAR's funding partners – namely by:
    - Supporting delivery of CGIAR 2030 Research and Innovation Strategy;
    - Aligning investment to the Integrated Matrix Structure;
    - Empowering Global Science Directors to effectively manage a broader portfolio of research; and
    - Providing a common framework for W3 projects underpinned by common reporting, assurance, and oversight mechanisms.

Session outcomes

30. The System Board took note that a proposed list of financial budgeting and reporting documents including planned sequencing (including the approach to the 2023 Financing Plan), and that this would be considered by CGIAR's common Audit, Finance and Risk Committee in its meeting on Monday 3 October. Board members were invited to share any inputs into the proposed documents with the AFRC Chair ahead of that meeting.

31. The System Board affirmed its support to management to advance the proposed new funding modality for One CGIAR structure funded Projects via Window 3 of the CGIAR Trust Fund and emphasized the need to begin use of this mechanism as soon as possible.

F.   Agenda Item 6 – Communications Session – "Leading Institutional Change"

32. The Chair introduced Communication Consultant Alan Nelson, who has expertise and experience helping shepherd multi-lateral organizations through organizational change. His briefing provided thoughtful reflections on successfully leading institutional change and effectively communicating about transformation efforts. The overarching advice spotlighted credibility and specifically how stakeholders and staff perceive the credibility of the effort and the people leading the change. The System Board and leadership were reminded that while they may have thought deeply about all aspects of the organization's transition plan and believe deeply in the strategic direction, the questions to ask are if others also believe in the effort and how best to guide the organization to the other side of the transformation without people losing faith.

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Key discussion areas

33. Discussions that followed focused on the following themes and key points:
    a. Resistance is inevitable — The general approach is to promote and market the change in a way that gets people enthused and excited about it.
    b. Resistance has variability (there will be ups and downs, ebbs and flows) — Even very positive changes create resistance, but the key is to watch for is when that resistance seems more acute than it should be. This can be difficult to judge, but the key is do what is best.
    c. Leaders reserve the right to make modifications — Adaptive leadership is practical leadership that helps individuals and organizations adapt and thrive in challenging environments and provides purposeful evolution in real time.
    d. Set expectations that preserve credibility. It is never too early to start using communications to set strategic expectations.
    e. Separate the decision from the outcome — If a decision that has been made is taking the organization down a wrong path, decision-makers need to be able to learn and adapt, and, and reserve the right to make scenario-based choices to improve outcomes. If decision-makers are asking if it is the right time to make as course correction, that is the time to adjust.
    f. Put messages into a cohesive structure, remembering that a strategy and a strategic message are different. (For example, "Success is 'X' and the way we are going to achieve success is these 2 – 5 'things.')
    g. Communicate with optimism and a positive tone and avoid change management jargon that can become fatiguing to people and create defensiveness.
    h. There is a political aspect as well. Identify the smaller group of individuals who have large cultural sway and a disproportionate amount of influence because they are viewed as credible. This smaller network either works for or against the effort, which can significantly affect the level of adoption and the speed of adoption inside an organization.
    i. Hold people accountable and if unable to, be willing to employ extreme social and institutional pressure until they give in, which is difficult to do, in the best interest of the organization. Put the efforts on the table and show how the organizations goals align to that strategy.
    j. When encountering difficult resistance, decision-makers should agree ahead of time what will be done in those circumstances, then weather the storm.

34. The Chair expressed thanks for the rich discussion and the insights thus provided to Board members going forward.

G. Agenda Item 7 – CGIAR Rebrand – Brand Selection

Reviewing the work of the multi-stakeholder Ad hoc Brand and Name Selection Committee.

35. CGIAR's Managing Director, Communications & Outreach thanked those Board members who participated on the adhoc Brand and Name Selection Committee ('Selection Committee') and presented an overview of the process, which included

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a. Narrowing the brand identity options from over 200 to 4, with the help of a leading creative agency and an EMT and Board brand sub-group;

b. Using a professional testing firm, with testers who did not know they were testing for CGIAR to evaluate for global influence; trust in expertise and ability to have an impact; and attractiveness to funders and partners;

c. Reviewing the results of the external testing, internal consultations and the legal searches; and

d. Ensuring that the final stages of the rebranding process are robust, geared towards selecting a name that will resonate with CGIAR target audiences and not based on personal preferences.

36. It was noted that of the brand name candidates, two clear front runners emerged against the evaluation criteria and benchmarking of global multilateral organizations and through testing. It was advised that the Selection Committee will consider potential variations on the top-rated names, before making a final recommendation to the System Board.

Key discussion areas

37. Board members shared reflections on the options and considerations involved in final selection, including perspectives on the value of historical connotations versus a name that 'moves on from the past'.

38. In response to questions about the evaluation process, it was noted that:
a. The Selection Committee worked in a collaborative environment and that the process was deep and broad and involved all stakeholders;
b. The objective testing data was clear and definitive, which along with the robust process followed should provide confidence to decision-makers that the recommendations were not subjective and would be well accepted overall.

39. In response to questions about potential legal, business and financial implications making branding changes, the interim CGIAR Group General Counsel noted that:
a. While it is not insignificant to change CGIAR's name, Center and Funder agreements will still be in effect as long as there is a clear succession to the new name;
b. CGIAR can more readily amend constitutions and communicate the name succession in the host country agreements; and
c. The most significant legal document where the CGIAR name will be most difficult to amend will be the International Treaty on Plant Genetic Resources for Food and Agriculture.

40. Finally, the Board also heard a proposal by the MD, Communications & Outreach for an adjusted approach to multi-stakeholder events at year-end, aiming to maximize attendance and reach across stakeholders.

Session outcomes

41.   The System Board expressed appreciation to the Selection Committee for its robust, evidence-based, process-driven approach in evaluating the brand identity concepts in consideration and noted that it will bring its final recommendations on several brand architecture concepts, including the brand name, back to the System Board for approval. It further noted that full development of a best performing visual identity (logo) would also be undertaken.

42.   **Action: SB/M24/AP3**: The System Board expressed support for proposed way forward on year-end and Q1 2023 events and requested that management take forward planning for these. Management was invited to draw on Board members' support in planning and preparation where this would add most value.

H.   Agenda Item 8 – Accountability and Compliance

Providing highlights from the Ethics & Business Conduct annual report and on CGIAR gender, diversity & inclusion accomplishments over the past two years.

43.   The Chair of the CGIAR Audit, Finance and Risk Committee ('AFRC') commended the first edition of the Ethics & Business Conduct Report and pointed to the ongoing commitment of the System Board, Center Boards, management and all staff to building an organizational culture that upholds the highest ethical standards. The report highlighted important steps taken over the course of the past year to consolidate, streamline and strengthen ethics and integrity processes across the System.

44.   CGIAR's Senior Director, Ethics & Business Conduct shared highlights on the progress made in the past year including increasing the capacity of the ethics function, including adding an ombudsperson; providing critical trainings related to CGIAR's core ethical values and policies; investigating and resolving issues reported through the whistleblower hotline; among other advancements. In the coming year, several areas of focus were highlighted including continued and expanded collaboration; improved reporting; standardized policies and processes concerning ethics and integrity across the System; continued investment in integrity and ethics capacity; and reviewing and recommending Environmental Social and Governance ('ESG') and research ethics.

45.   CGIAR's Global Director, People & Culture reflected on progress made over the past two years to advance gender, diversity & inclusion ('GDI') in the workplace, as guided by the ambitious GDI Action Plan for 2020-2021[5]. The progress update focused on key achievements including:
  a.   Delivered 101 of the 108 targets across a broad set of areas, ranging from recruitment and talent management to standards of conduct and leadership behaviors — Using a collaborative operating model; an accountability mechanism; data and evidence-based approaches; and working to establish a GDI function for

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[5] https://www.cgiar.org/research/publication/action-plan-for-gender-diversity-and-inclusion-in-cgiars-workplaces-principles-key-objectives-performance-benchmarks-and-targets/

expert guidance, training, tools, and dialogue to encourage the adoption of best practice standards.

b. Led GDI efforts without a formal GDI team — Led largely by 'volunteers', working groups, communities of practice, and employee-led resource groups (in effect a strong, cross-system GDI ad hoc team).

c. Provided Innovative initiatives, including a virtual marathon that showcased the excellent work of women scientists; a range of informal events, including to support wellness; and the inaugural GDI awards ceremony;

d. Made promising advances in gender parity, with women now comprising 37% of the workforce. The greatest gains have been made at the highest level, but there have also been advances in the research workforce where women comprise 25% of the senior scientist and senior research management group; 33% of the mid-career scientist group; and 45% of our post-doctoral fellows and junior scientists, which provides a strong talent pipeline;

e. Received good traffic on CGIAR's GDI knowledge hub, with thousands of users, mandatory e-learning modules, and collaboration on GDI policies and practices in positive partnerships with Centers;

f. Made a significant leap forward in terms of the ability to access and analyze GDI data across CGIAR and make it accessible in the form of dashboards;

g. Received the benefit of an unplanned by-product of the GDI work in the form of the development and uptake of a shared CGIAR job grading system, arising from the need to find a way to comparatively analyze data; and

h. Prepared a first cross-CGIAR mentoring program to be launched shortly, specifically aimed at supporting women scientists and including male allies in the process.

46. The GD, People & Culture also presented plans for the next multi-year action plan currently in development, noting that this intends to build on accomplishments and lessons learned over the past two years, and will include a continued focus on data, and better ways to access, share and learn from it; expanded GDI targets beyond gender, including anti-racism and disability as diversity dimensions; and increased focus on developing inclusive leaders and supervisors and respectful workplaces.

Key discussion areas

47. In discussions that followed, System Board members expressed great appreciation and support for the efforts of the AFRC; GD, People & Culture; and Director, Ethics & Business Conduct for helping to build the kind of organization envisioned by the System Board that is ethics-based, values-based, respectful, and GDI-focused. Additional reflections from System Board members included:

a. Recognition of the GD, Governance & Assurance's long-standing advocacy, leadership and guidance in the areas of ethics and GDI functions;

b. Affirmation of the value in establishing an independent ethics and business conduct function;

c. Encouragement to post GDI accomplishments on the CGIAR website and intranet, with personal success stories as well as reporting on whistleblower activity and to highlight as examples of our organizational maturity in discussions with Funders and stakeholders; and

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d. Recognition that the assurance functions act as true 'business partners' to Centers and leadership across CGIAR.

Session outcome

48. **Decision: SB/M24/DP2**: The System Board **endorsed** Ethics and Business Conduct Annual Report July 2021-July 2022, pursuant to Article 8.1 p of the Charter of the CGIAR System Organization.

I. Agenda Item 9 – One CGIAR Leadership Matters

Preparing for selecting the next CGIAR Executive Management Director in line with good practices and receiving an update on filling open Director General and Regional Director positions.

49. The Secretary recalled the mandate of the Board to appoint the EMD and presented a suggested outline of process and six-month time frame modeled on the past process used to identify and appoint the inaugural Executive Management Team for 2020 – 2022.

Key discussion areas

50. The System Board's discussions that followed focused on the following key themes and points:
    a. The EMD selection process was commended for being collaborative and inclusive of the Board, System Council, DGs and management.
    b. A suggestion was made to look at the risks associated with the EMD selection process considered in the event the appointment of the ideal candidate takes longer than six months, and to consider contingencies to ensure critical programs and plans are managed in the interim if necessary.

Receiving an update on Director General recruitments.

51. The Secretary referred Board members to meeting document SB24-09b, Revision 1, which sets out an update on the status ongoing Director General ('DG') and Regional Director recruitments.

Key discussion areas

52. In response to a question about whether risk mitigation was needed in the event it takes longer than six months to recruit a DG, it was noted that there is depth of talent in deputy management that could undertake the role on an interim basis, and that any specific transition concerns will need to be looked at in the context of the transition to One CGIAR and ensuring that Center Boards are alert to that dimension. In the event that an extension was felt to be needed for 'dual-hatted' positions,' this would be able to be managed in consultation with and by agreement between the relevant Center Board and the EMD and System Board.

Session outcomes

53. **Decision: SB/M24/DP3**: Pursuant to its responsibilities set out in Article 8.1 (f) of the Charter of the CGIAR System Organization, the System Board:

    i. **Agreed** to form an Ad Hoc Nominations Committee ('AHNC') to include membership of up to three (3) System Board members and **invited** System Board members interested in serving on the AHNC to send expressions of interest to the System Board Secretary by close of business on Monday 3 October. Should more than 3 expressions of interest be received, the System Board Chair will propose membership; and

    ii. **Requested** that System Board members serving on the AHNC present to the System Board for approval by end-October:
       - A Terms of Reference for the AHNC;
       - Additional members of the AHNC; and
       - A proposed workplan that anticipates the launch of an EMD candidate pack and search by 18 November 2022.

J.   Agenda Item 10 – Other Business

Proposed 2022 – 2023 System Board meeting schedule

54. The Secretary introduced a proposed 2022 – 2023 System Board meeting schedule, highlighting proposed commencement of ad hoc calls each month for available members with the EMT, and a proposed System Board retreat in conjunction with the series of Center board meetings during the period 28 November to 8 December 2022 in Nairobi. It was noted that additional in-person meeting time during 2023 compared with 2022 would be valuable, and possible timing windows were proposed.

Session outcome

55. **Action: SB/M24/AP4**: The System Board:
    a. **Noted** that a monthly informal ad hoc call be scheduled between available Board members and the EMD;
    b. **Noted** the proposed 2022 – 2023 System Board meeting schedule and **requested** that an availability survey be circulated to System Board members to react to, as well as to provide suggestions for possible meeting locations, such that a final schedule can be provided to System Board by the end of the year.

56. The Chair thanked Board members and closed the open portion of the meeting.

K.   Agenda Item 11 - Closed Session

57. The Board met in closed session pursuant to the relevant provisions of the Charter of the CGIAR System Organizations. There were no decisions taken in this session that

have a material impact on the CGIAR System, as would need to be published pursuant to Article 9.9 of the Charter of the CGIAR System Organization.

Appendix: List of participants

Voting Members

Name	Participation
Marco Ferroni (Chair)	In-person
Alice Ruhweza	In-person
Alyssa Jade McDonald-Baertl	In-person
Hilary Wild	In-person
Lindiwe Sibanda	In-person
Neal Gutterson	In-person
Patrick Caron	Virtual
Shenggen Fan	In-person

Non-voting ex-officio members

Clarissa van Heerden	Independent Chair, Audit, Finance & Risk Committee of the CGIAR System Board	In-person
Khuloud Odeh	Interim Executive Director, CGIAR System Organization	Virtual

Active observers pursuant to Article 7.8 of the Charter of the CGIAR System Organization

Claudia Sadoff	Executive Managing Director	In-person
Eliud Kireger	Sub-Saharan Africa Constituency - Kenya, Representative of System Council Voting Members	In-person
Ruben Echeverría	Bill & Melinda Gates Foundation, Representative of System Council Voting Members	Virtual
Holger Meinke	Chair, CGIAR Independent Science for Development Council (ISDC)	Virtual

System Board Secretary

Karmen Bennett	Secretary to the CGIAR System Board, and Global Director, Governance and Assurance (a.i.)	In-person

Invited Guests pursuant to Article 7.9 of the Charter of the CGIAR System Organization

Allison Smith	Director, CGIAR System Advisory Services Shared Secretariat	Virtual

Other External Presenters, Management Representatives and Technical Contributors

Name	Role	Session(s)	Participation
Alan Nelson	Communications Consultant	6	Virtual
André Zandstra	Global Director, IFRM	4-10	In-person
Andrew Giddings	Director, Office of Ethics and Business Conduct	8	Virtual
Elwyn Grainger-Jones	MD, Institutional Strategy and Systems	4; 5; 7; 8	Virtual
Fiona Bourdin-Farrell	Global Director, People & Culture	4; 5; 7; 8 & 9	Virtual
Harold Roy-Macauley	MD, Regions and Partnership (a.i.)	4; 5; 7; 8	Virtual
Lotte Pang	MD, Communications and Outreach	4-10	In-person
Marion Barriskell	Global Director, Business Operations & Finance	4 & 5	Virtual
Martin Kropff	MD, Resilient Agri-Food Systems	4; 5; 7; 8	Virtual

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Name	Role	Session(s)	Participation
Sonja Vermeulen	MD, Genetic Innovation (a.i.)	4-10	In-person
Selim Guvener	Interim Global General Counsel	All	Virtual
Roland Sundstrom	Senior Advisor, Office of the Executive Managing Director	1 through 8	Virtual
Madina Bazarova	Acting Co-Chief Audit Executives		Virtual
Jamila Ntege			Virtual

Board Secretariat members

Christine Larson-Luhila, Deputy Director, Common Secretariat and Governance & Institutional Risk	In-person
Victoria Pezzi, Meetings & Events Coordinator	In-person
Olwen Cussen, Governance & Institutional Risk Officer	Virtual, morning sessions online support
Daphne Voorips, Governance & Institutional Risk Consultant	Virtual, afternoon sessions online support