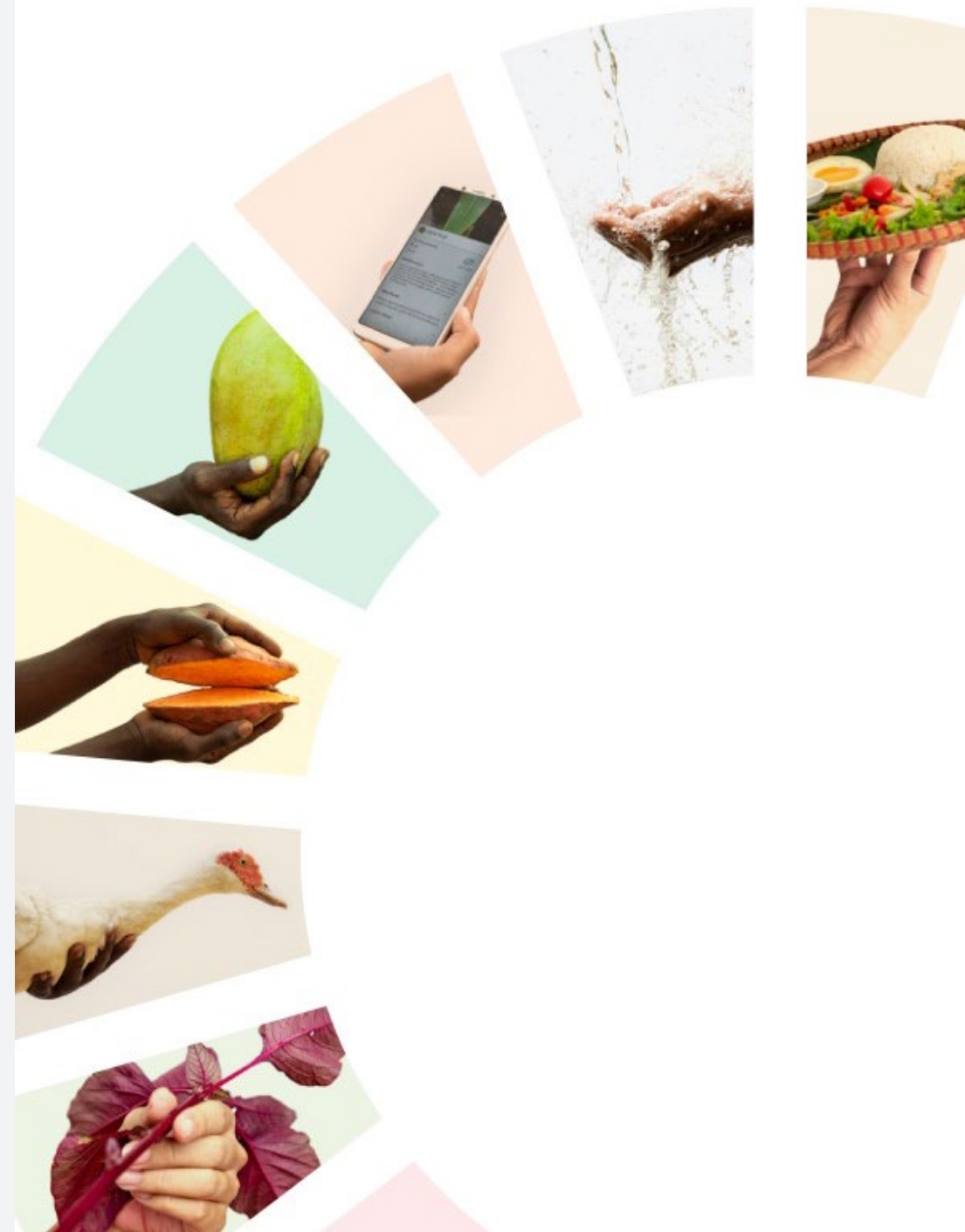


System Board's proposal for a time-bound joint Taskforce to leverage the SB-SC relationship for further impact

Purpose: This deck presents a proposal for the establishment of a time-bound joint SB-SC task force to take stock of, and evolve, the roles and responsibilities between the System Board and System Council, to better reflect the evolution of CGIAR as a system since the Chengdu decisions.

Prepared by: System Board after deliberations at SB24



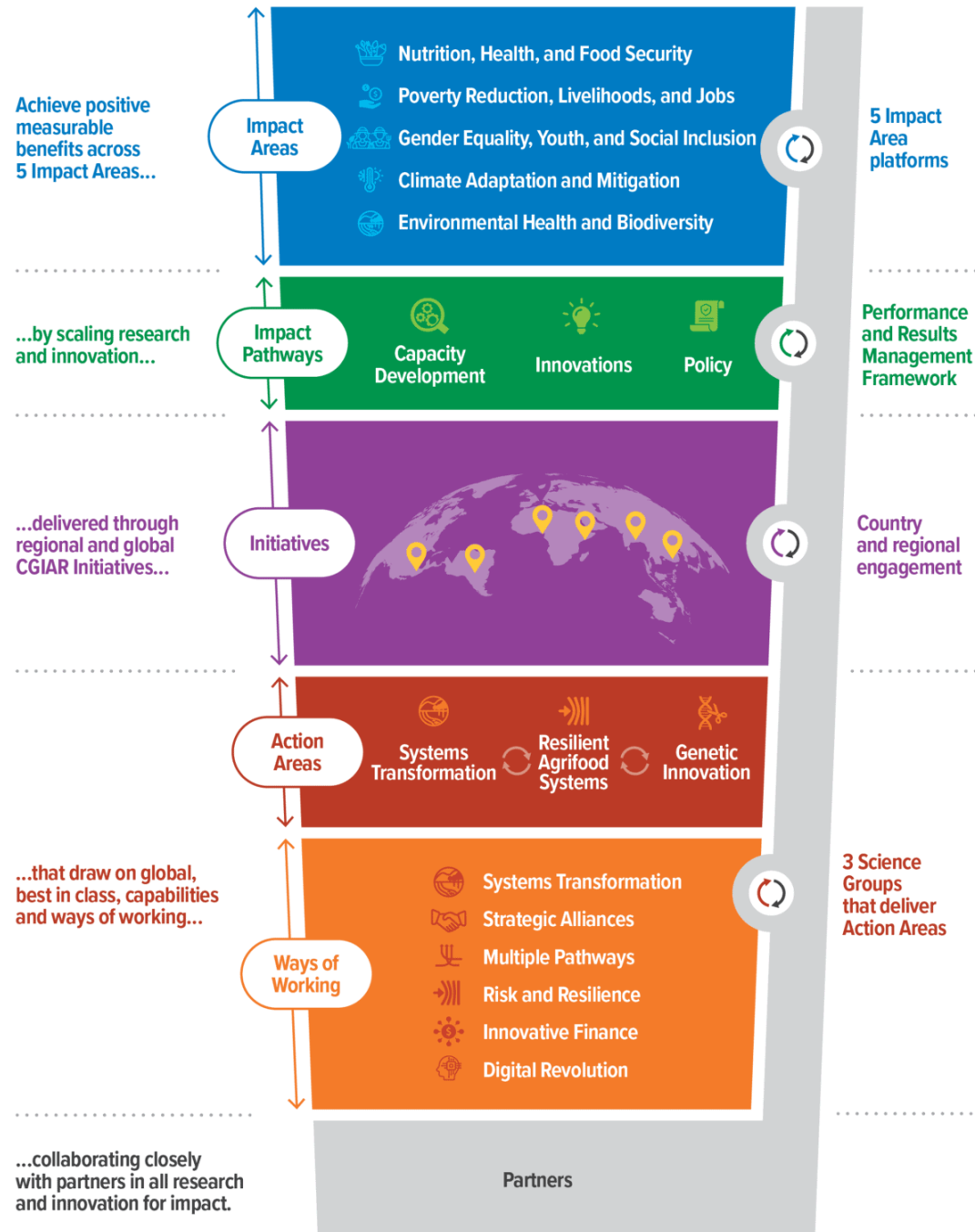
1. The joint ambition – increased impact

Background: SB-SC roles and responsibilities were set in July 2016:

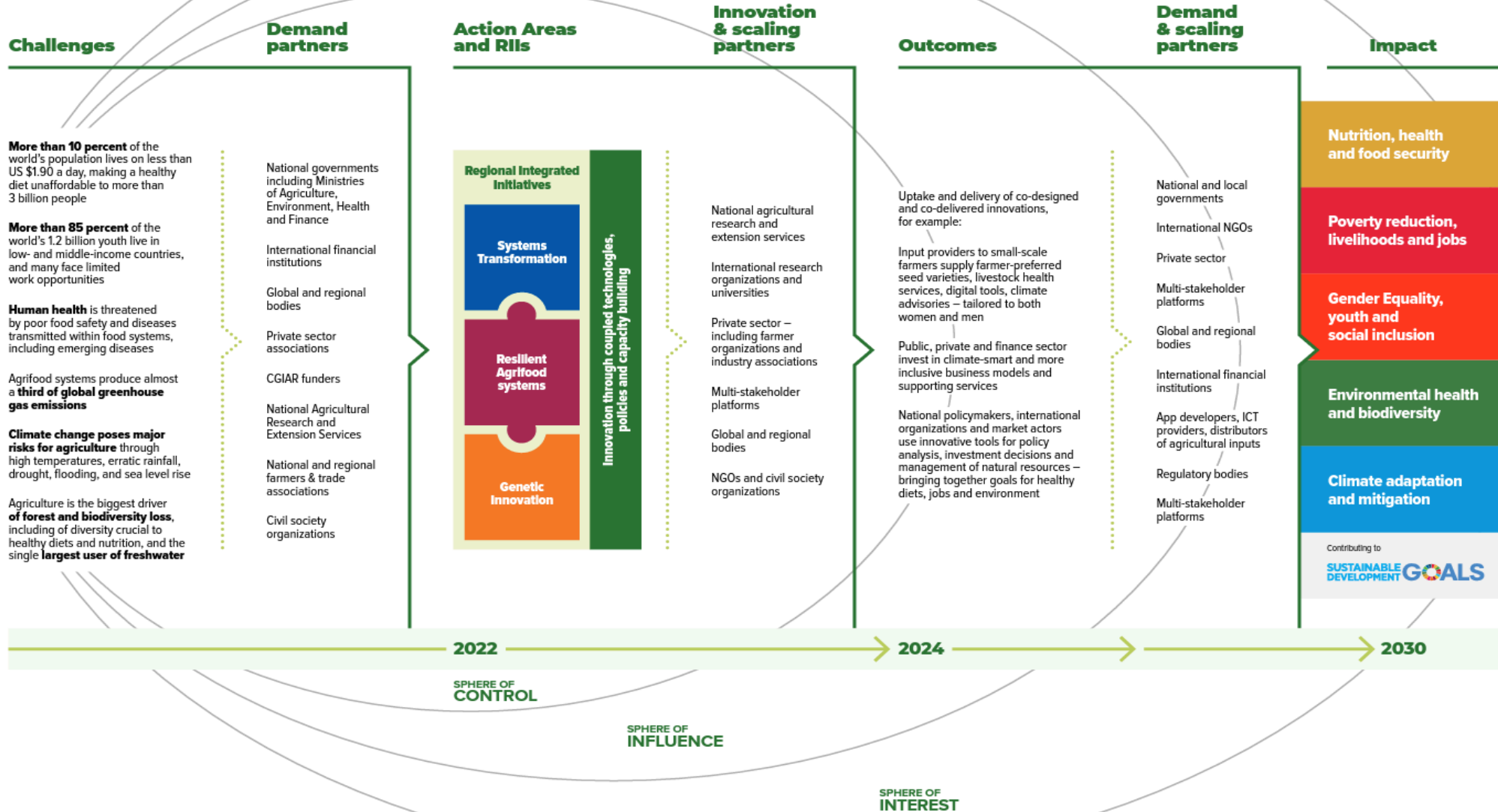
- **Based on a CRP model** – and the ‘consortia’ concept they reflected
- **Before unified governance** – which is intended to address the risk that CGIAR’s institutional and governance arrangements were ‘20th century in their design’ – thus limiting CGIAR’s abilities to address interconnected challenges

Looking forward: The System Board’s ambition is that CGIAR has appropriately mandated roles and responsibilities between the System Board and System Council (*with both remaining*) that best leverages each’s role to realize impact through effective stewardship of the 2030 Research & Innovation Strategy and CGIAR as a whole.

CGIAR research and innovation will:



CGIAR 2022–2024 Investment Plan Theory of Change



The System Board's aspiration

The Board ensures that transition to One CGIAR is delivered and that **CGIAR becomes a global leader with credibility and legitimacy as the voice for delivery of public goods research and innovation in food, land & water systems transformation.**

What does the Board need to do to ensure success

- Set vision and strategy for One CGIAR
- Build trust for long-term relationships
- Assure clarity of Board and Executive management roles
- Have active voice externally
- Leverage the strengths arising from a diverse board
- Set clear objectives and key results
- Right cadence & sequence of meetings
- Assure access to the right information about the organization
- Hold CGIAR's Executive Managing Director, Executive Management Team and Senior Leadership accountable for performance and delivery

SC/SB roles – High-level Summary of Functions

SYSTEM COUNCIL

“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”.

- Typical verbs (from its role set out in Framework Article 6.1):
 - **Approve**
 - Review;
 - Select

SYSTEM BOARD

“The CGIAR System Board shall be the governance body of the System Organization” *[to note that a clear statement of its role relevant to the Chengdu decisions is not stated]*

- Typical verbs (from its role set out in Charter Article 8.1):
 - **Recommend**
 - **Submit**; Support/guide; Review
 - Approve; Appoint; Monitor/oversee

Highly similar categories of roles used for each body – further muddies the distinction:

- **Vision, strategic direction and advocacy**
- Governance
- **Partnership Engagement & Resource Mobilization**
- **Financial & Programmatic Performance**
- Evaluation & Impact Assessment

- **Vision, strategic direction and advocacy**
- Governance
- **Partnership Engagement**
- **Resource Mobilization**
- Financial & Programmatic Performance
- Evaluation

And at June 2016 virtual identical committee mandates....

(with anomalies in the System Council's responsibilities emphasized – as these are typically responsibilities of the governing board directly overseeing management...)



SYSTEM COUNCIL

Strategic Impact, Monitoring and Evaluation Committee, ... 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 Research¹

Audit and Risk Committee², with a majority of independent members, ... 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.

SYSTEM BOARD

Strategic Impact, Monitoring and Evaluation Committee³, ... assist the 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

Audit and Risk Committee⁴, Provide the Board with independent assurance of adequate internal audit capacity, system-wide governance, risk management and internal controls

Since June 2016:

1. The **SIMEC ToR** far more expansive than SC Framework mandate
2. Title changed to **Assurance Oversight Committee** to address deep confusion in title – duplicate mandate risk still exists
3. Decision to **remove the duplicate mandate** taken in 2018
4. Now '**common Audit, Finance and Risk Committee**', yet broad parts of AOC mandate should be in AFRC

Looking forward →

Guided by the System Reference Group's opening paragraph

One CGIAR is a bold and dynamic reformulation of CGIAR's partnerships, aiming to drive major progress in key areas where innovation is needed to deliver on the Sustainable Development Goals by 2030, anchored in more unified action



The System Board believes the time is now for the System Board and System Council to jointly evolve the relative responsibilities and authorities apportioned between the two of them - to better meet the respective expectations of each, and thus leverage comparative strengths for a more impactful CGIAR

System Board concrete proposal – Small taskforce



Proposed Taskforce
Terms of Reference
is provided as
document SC17-3b

NB – follows the same concept as the 'TAGs' (Transition Advisory Groups) with SB-SC and staff supporting, that took Chengdu decisions and worked collaboratively to bring decisions into practical next steps.

- Start after SC17, through to 31 March
- Term-limited: outputs and salutations by 31 March
- Equal footing: 4 SB + 4 SC voting/alternate members, joint Co-Chairs
- **Guidance and guardrails:** look to remove duplication of mandates, and the relevant authorities and responsibilities for the SB to match SC expectations on the System Board, maintaining both structures as governing bodies, yet with more coherence on the different roles between them
- **Diversity:** not more than 4 people of the same gender identity; equality overall of global south and global north
- **Transparent operations:** and including others along the way
- **At SC17:** The ask of the System Council is to endorse the proposal + identify 4 SC voting/alternate members to join the group

System Board Proposed Terms of Reference for
Joint System Board/System Council Taskforce
to evolve roles for increased CGIAR performance and impact

A. Purpose

1. The Taskforce is jointly established by the CGIAR System Board and CGIAR System Council to explore and provide concrete recommendations to strengthen CGIAR's internal governance framework concerning the respective roles and responsibilities of each governing body in an evolved operating context since July 2016, thereby: (i) strengthening coherence and articulation between expectations of the respective governing bodies and their formal decision-making authorities; (ii) ensuring that the System Board can operate as a visionary and strategic governance body and as a resilience buffer against risks and shocks in a dynamic and changing environment and (iii) ensuring that the System Council adapts its mandate accordingly.
2. The Taskforce does not have any executive authority, and as such, does not make decisions on the future state of roles and responsibilities between the System Board and System Council, nor regarding the mandate of each body.

B. Background context

3. The mandate of the CGIAR System Council and the System Board are set out respectively in the CGIAR System Framework and the Charter of the CGIAR System Organization. These documents took operational effect from 1 July 2016.
4. As at July 2016, the governing instruments prescribed the standing committees for each governing body. Those standing committees were identical in title and short-form mandate, with suboptimal efficiency resulting in how CGIAR as a system seeks to steward strategic decision between the various committees.
5. In November 2019, the CGIAR System Council unanimously adopted the outcomes from the whole of CGIAR System Reference Group¹, to transform how CGIAR operates ('the Chengdu moment') – ranging from agreeing its forward-looking strategic research and innovation agenda; through adopting unifying governance of the Centers and System Organizing, and the framework for an integrated operational structure that ensures that

¹ Comprised of an equal number of System Board (then titled System Management Board) and System Council representatives, with co-conveners from each of the governing bodies.

CGIAR's legal entities can operate and perform as more than the sum of their parts; and an improved funding modality that presents the case for more, and more pooled, funding.

6. Since the Chengdu moment, CGIAR has adopted a new 2030 Research and Innovation Strategy. It has moved from collaborative CGIAR Research Programs to integrated CGIAR Initiatives and whole of CGIAR impact area platforms; and from a Center-appointed System Management Board membership-basis, to a System Board whose members are also members of all One CGIAR Boards and who carry the weight of the System Council's expectations that the System Board will proactively steward evolution of CGIAR's operations through a more integrated, responsive partnership structure that presents our research and innovation in an unprecedented way to the world at large.

C. Timeline and focus of effort

7. The Taskforce will operate **between 16 November 2022 and 31 March 2023**. Clear and actionable recommendations from the Taskforce will be tabled before the System Board and System Council, potentially in a joint session, with a focus on strengthening the way that the two bodies work to ensure a stronger, more impactful CGIAR.
8. As it works, the Taskforce is invited to consider, at minimum, the following concepts – all the while maintaining the broad structure of a CGIAR System Council and the CGIAR System Board:
 - a. **Which of the System Council decision-making roles are now most appropriately moved to the mandate of the System Board** to reflect the evolution and maturity in CGIAR's governing operations and especially, the role enunciated by the System Reference Group for the System Board to be responsible for providing strategic direction to **an empowered One CGIAR Executive Management?**
 - b. **Which standing committees, and with which respective mandates, present an optimal forward-looking model to ensure that the vision of a more powerful integrated partnership is realized?** Are there learnings from the common Audit, Finance and Risk Committee that can inform the balance of responsibility of those charged with 'overall assurance' and those charged with 'overall management'? Would joint System Board and System Council committees better serve the interests of CGIAR as whole, or are there other constructs that ensure clarity of functions and roles between management and the governing bodies and their committees?;
 - c. **Where science advice can come into CGIAR** without compromising the independence of the ISDC appointment process; **how that science advice can be continuously used** in the context of adaptive management; and **how to strengthen the incentive framework around the System Board's role in calling for impartial evaluative and impact assessment evidence;**

- d. **The practical way to take forward any governing body related recommendations of the System Board mandated CGIAR High-level Advisory Panel** that is overseeing consultations aimed at strengthening strategic engagement and partnership with country and regional institutions; and
- e. **The optimal prioritization of changes to the respective roles and responsibilities between the System Board and System Council and their articulation, as between near-term and mid-term actions.**

D. Composition and Chair

Composition

9. **The Taskforce will be comprised of eight members, four of whom shall be System Board voting members and four of whom shall be System Council voting members or alternate members².** Subject to the operation of paragraphs 10 and 11 below, the identify of members will be determined by the respective governing body by not later than 5 November 2022.
10. **All Taskforce members must be available for largely virtual interaction over the planned timeline of 16 November 2022 – 31 March 2023.**
11. **When taken as a collective whole**, the Taskforce membership will **bring an equal number of the voices of the global south and global north** – with geographical diversity of representation also required within this broad categorization; and **no more than four persons may be of the same gender identity**. The membership should bring a variety of disciplines, including those in risk and financial assurance.
12. **Taskforce Co-Chairs:** The Taskforce members will select two Co-Chairs from amongst the members, one of whom is a System Board member, and one of whom is a System Council member.
13. **Additional voices:** Each of the following roles serve as important ‘connectors’ to the work of the System Board and System Council and will **have a standing invite to attend sessions of the Taskforce if their own diaries permit:**
 - a. Chairs of the System Council’s Strategic Impact, Monitoring and Evaluation Committee and the System Board’s Audit, Finance and Risk Committee;
 - b. An independent member of the System Council’s Assurance Oversight Committee;
 - c. CGIAR’s Executive Managing Director; and
 - d. A Center Board Chair identified through the Board Chair’s group.

² A delegate of a Voting Member may be possible if the sitting System Council member confirms that the person is working closely with them

E. Operations

The Working Group shall operate according to the following guidelines:

14. **Working sessions:** The typical cadence of engagement will be one virtual meeting each three weeks of up to three hours. Pre-reads will be delivered a week in advance.
15. **Acting in CGIAR's interests:** All Taskforce members, and additional attendees, naturally have an institutional affiliation. For the purposes of the Taskforce, all attendees shall in good faith in the interests of the broader CGIAR system. If an attendee has a conflict of interest on a specific topic under discussion, they will make the circumstances of the conflict known to the Taskforce, to ensure that discussions proceed in an open and transparent manner.
16. **Quorum:** A majority of Taskforce members (five of eight) shall constitute a quorum for any discussion, with the nature of the discussion being shared with all those that could not participate to keep them fully informed.
17. **Arriving at agreement to take formal recommendations to the System Board and System Council:** The Co-Chairs should aim for consensus, which does not imply unanimity. If there is a strong contrary view on a specific proposal, this can be noted in the output materials.
18. **Meeting support:** The System Board Secretary carries the responsibility for:
 - a. Preparation of a draft agenda and meeting materials in advance of discussions;
 - b. Timely circulation of meeting summaries; and
 - c. Preparation of materials to support Taskforce member requests for additional inputs.
19. **Keeping lines of communication open:** The Taskforce will work in a way that maintains regular and open communication among members of their respective bodies, through modalities agreed within the Taskforce. The Co-Chairs carry the responsibility of ensuring that the Chairs of the System Board and System Council are updated on direction of travel and progress on a periodic basis, to facilitate the timely presentation of the Taskforce's outputs for agreement and implementation.
20. **Access to expertise:** The Taskforce may draw the expertise of others as appropriate, including those that were involved in considering the allocation of roles and responsibilities at the time of the 2016 formulation of the System Board and System Council.

Indicative meeting dates comprise: Wednesdays on the following dates (subject to schedules)
2022 - 6 November (first); 7 December, 21 December
2023 – 11 January, 1 February, 22 February, 15 March, 29 March (final)