

Meeting Summary

25th CGIAR System Board Meeting
8 December 2022; Nairobi, Kenya

25th Meeting of the System Board & Retreat – A communiqué¹

The CGIAR System Board meeting and retreat, held on 8 and 9 December 2022 in Nairobi, was an opportunity to look back on the important achievements of this year, and to look ahead.

An [Economist roundtable event](#) organized on the sidelines of the meetings served as a sobering reminder of the challenges the world is facing. Hunger and the demand for more and more healthy food are rising rapidly, and while there is growing consensus that food, land, and water system transformation is key to tackling the multiple crises and challenges humanity faces, investment in the agri-foods sector is declining. To avert greater suffering and keep the Sustainable Development Goals within reach, these trends must be rapidly reversed; rhetoric must be matched by action and investment. CGIAR has a critical role to play in this.

In this context, CGIAR has never been more relevant, and our mission to transform food, land, and water systems in a climate crisis, never more urgent. That is why we have, in recent years, reimagined CGIAR's strategy and structure. The challenges the world faces are so huge that we can only hope to solve them through purposeful and much deeper collaboration, cooperation, and partnership, both within and beyond CGIAR. This is the essence of 'One CGIAR'.

We welcome the tremendous progress made this year to implement CGIAR's mission and strategy:

- CGIAR's portfolio of Initiatives, designed last year and launched progressively from the start of this year, are now well underway. Building on the new portfolio, CGIAR has articulated an integrated food crisis response.
- There has been significant and deliberate improvement in the way CGIAR engages partners and stakeholders, including through the work of the Regions and Partnership teams. The [Abidjan II agreement](#) with the African Development Bank, African Union and the Forum for Agricultural Research in Africa, and a related Action Plan presented in Nairobi, is a welcome demonstration of this approach.
- We celebrate the positive progress on gender, diversity, and inclusion, as well as ethics and business conduct, and applaud the work to move forward with a strong underlying

¹ This communiqué of the System Board was published on [12 December 2022](#), and is reproduced in this summary for completeness.

policy framework, supported by agile, practical tools that fit the operational context whilst reinforcing CGIAR's commitment to the highest ethical standards.

We acknowledge that the One CGIAR integration has presented significant obstacles and challenges that demand adaptive management to resolve. Earlier this year, it became apparent that CGIAR did not yet have the alignment, support, and mutual trust needed to move forward to the next phase of integration.

In response, and in addition to stepping up engagement with partners, CGIAR's [Senior Leadership](#) – including all CGIAR Directors General – recast CGIAR's operational structure as an integrated matrix structure. This is now being brought to life by the appointment of a [diverse cadre of Senior Directors and other leaders](#) to CGIAR's Global and Regional Groups.

One CGIAR Board Chairs have also undertaken an inclusive, transparent, and consultative process to set out an integration framework agreement (IFA), designed to consolidate what has been achieved and bring clarity on the way forward. We recognize and thank Julia Marton-Lefèvre and Claudia Sadoff for their skillful leadership of an IFA working group guiding this process.

Echoing the System Council's [recent call](#) for the IFA to be signed by the end of the year, the System Board sees a signed agreement as essential to providing the clarity and certainty staff and partners are demanding, and to quickly progressing the reforms. We thank the Boards of the eight centers who have approved the IFA to date and look forward to having an agreement signed by all One CGIAR Centers by year end.

Looking beyond the IFA to the coming year, the focus must shift to operationalizing the matrix structure and accelerating the move to integrated corporate services and systems. We advocate for deeper cooperation across the Senior Leadership team, and recognize constraints the current funding, budget and human resources architecture presents to fully realizing the potential of One CGIAR. We invite and call upon our Center Board colleagues to support the cooperation and integration approach that we have each agreed through performance indicators that incentivize alignment and acceleration of our collective work.

Another priority must be to engage existing funders and reach new ones, to significantly increase investment in food, land, and water system transformation across the global South, including in national agricultural research and extension systems and CGIAR.

We welcome the Senior Leadership Team's undertaking to develop a core set of agreed internal rules that aim to provide greater clarity on roles and responsibilities in the integrated matrix structure and unlock the potential of the Global and Regional Groups, ensuring alignment of authority and responsibility.

Building on the progress made on strengthening partnership, and on CGIAR's engagement framework, the System Board welcomes a preliminary report out from the [high-level advisory panel](#) (HLAP) on engagement. The Advisory Panel's evolving recommendations seek to put engagement at the heart of all that CGIAR does to ensure co-creation and co-ownership with partners towards delivery and impact.

The HLAP's comprehensive report and final recommendations will be presented to the System Board by end-January 2023, to then be taken forward by CGIAR Senior Leadership.

System Board members thank Dr. Marco Ferroni for his more than five years of exemplary service as System Board Chair, and for his dedicated and inspired leadership as CGIAR undertook the most ambitious transformation in its history. The System Board warmly welcome Professor Lindiwe Majele Sibanda as its [incoming Chair](#).

We are united and steadfast in our support for CGIAR's [2030 Research and Innovation Strategy](#), [CGIAR's Executive Managing Director](#) and the CGIAR Leadership Team, and the integration as envisaged by the [SRG recommendations endorsed in Chengdu](#).

While there is much more to be done to fully realize CGIAR's mission and deliver its strategy, we are unquestionably moving in the right direction. This is evident in the way our scientists are working across borders and beyond siloes, in the progress on partnership, funding, diversity and inclusion, and culture, as well as CGIAR's growing profile at key international fora, which will be strengthened by the launch of the new brand.

Now, more than ever, the world needs a CGIAR able to convene partners across the multilateral system to deliver science for humanity's greatest challenges. We are firmly on that path and will stay the course.

Marco Ferroni (Chair)
Alice Ruhweza
Alyssa Jade McDonald-Baertl
Hilary Wild
Lindiwe Majele Sibanda
Neal Gutterson
Patrick Caron
Shenggen Fan

** The above communique, and the following summary is prepared in accordance with Paragraph 6.3 of the [One CGIAR Board Rules of Procedure](#) effective from 6 July 2022.*

Meeting Summary

A. Agenda Item 1: Opening and Agenda

1. The System Board Chair welcomed participants to the meeting. A quorum was present.
2. Formally tabling the provisional agenda, the Chair expressed gratitude to the members for providing reflections on the draft provisional agenda issued on 27 November.
3. **Decision: SB/M25/DP1:** The System Board adopted the agenda (as set out in meeting document SB25-01, issued after System Board internal discussions from 27 November and inputs provided by the System Board through to 3 December).²
4. The System Board Secretary referred to the declared interests on the agenda as set out in Diligent Boards. Participants were reminded that under [CGIAR's Code of Conduct for Governance Officials](#), they should make a declaration on any new matter that may pose as a conflict during meeting deliberations. The Secretary confirmed that in the new year, clarity would be provided regarding the level of detail to be included in standing disclosures in the context of good governance standards.
5. The Secretary referred to the Secretariat's rolling list of Board Agreed Actions³ (Document SB25-01c). For transparency, it was noted that most actions on the list would be taken up during the meeting or the following day at the System Board Retreat, noting that the action items on Innovative Finance and Resource Mobilization strategy were pending the teams' strategy refresh expected in Q1 2023.
6. The Board Chair offered framing remarks that underscored 'One CGIAR' at work over the past two weeks with Center/Alliance Boards holding their year-end meetings on the ILRI campus in Nairobi, with two virtually, and the focus by many Board Chairs and Directors General in setting the tone of agendas with a systems' focus. On behalf of the Board Secretariat, he expressed apologies for the delay in delivering the pre-reading for the meeting, and noted that operational capacity for the Board Secretariat would be discussed by the Board in its retreat.

B. Agenda Item 2: Opening Reflections on 2022 and the Year Ahead

7. The Chair offered framing remarks, expressing appreciation for the Executive Managing Director ('EMD'), Claudia Sadoff, recalling how she began the year as a member of a three-person CGIAR Executive Management Team ('EMT') before accepting the Board's invitation to serve as CGIAR's top management executive in August 2022, stewarding One CGIAR in this time of transition and helping to globally position CGIAR.

² The agenda was adopted pursuant to Rule 6.1.d) of the [One CGIAR Rules of Procedure](#)

³ The Agreed Actions list is distinct from the formal Decision Register of the System Board, which for transparency is publicly accessible and searchable: <https://www.cgiar.org/how-we-work/governance/system-organization/system-board/board-decision-register/>

8. The EMD expressed deep gratitude to the System Board Chair and members, noting what a tremendous privilege it had been to lead the organization, even in the face of transition challenges, and welcomed the opportunity to reflect on the journey and provide an overview of where the organization now finds itself on the 'One CGIAR' journey and the vision ahead.
9. The EMD's observations included:
 - a. CGIAR's tremendous efforts to address these challenges, including through the launch of the [portfolio of CGIAR Research Initiatives](#) ('Initiatives'). She highlighted the Independent Science for Development Council's ('ISDC') observation that for the first time in CGIAR's history, its entire research portfolio was structured to deliver on an overarching strategic framework and that the System Board, and the entire CGIAR System should be proud of what has been accomplished. With a 3-year cycle and portfolio stage gates in place, the EMD predicted portfolio design would advance in 2023 and beyond.
 - b. The inclusive and transparent process of consultation that has been undertaken to conclude an Integration Framework Agreement ('IFA') to draw a line under ongoing negotiations and uncertainties in the transition to a more integrated CGIAR partnership, and to consolidate and clarify the System Council's vision for CGIAR moving forward. She noted that during the week's meetings, seven boards had agreed the IFA, and negotiations with the remaining four Centers were progressing. Building on the IFA, internal rules, and defined roles and responsibilities in the integrated matrix would help enhance synergies between Centers and global and regional groups.
 - c. The opportunity remains for CGIAR to fully unlock the benefits of integrated professional services and systems, with the goal being to roll-out CGIAR-wide solutions that will allow Initiative teams to devote more time and energy to what they do best — delivering impactful science and innovations and addressing some of the System-wide challenges expressed by the Center/Alliance boards during this week of meetings. She noted that as soon as CGIAR's Senior Leadership is freed from focusing on internal procedures (alleviated with clarity on a signed IFA), the focus can shift to exploring new horizons and collaborating with partners to optimize CGIAR's global contributions and seizing on One CGIAR System-created opportunities.
10. The EMD closed by expressing her gratitude to Marco Ferroni in his role as outgoing System Board Chair, for his vision, determination, dedication, and commitment through arguably the most challenging period CGIAR has known, thanking him personally and on behalf of colleagues and the millions whom CGIAR is working to serve, for his five-year tenure as the System Board Chair.

Key discussion areas

11. System Board members echoed their deep appreciation to the EMD and broader Senior

Leadership team for progress made to date to strengthen CGIAR, including through an evolving integrated operational structure via matrix management.

12. Reflections from System Board members of substantive points included:
- a. Affirmation of One CGIAR's extraordinary staff talent and support for science communications that demystify science and share impact;
 - b. Recognition that system-wide research programming is being harmonized through the global framework, but that there are still varying approaches by Centers to align global services — with the EMD noting that integrating services is complicated and that a system-wide assessment underway will bring insights into how best to enhance alignment for better specialization, higher quality work, transparency and assurance, and cost savings;
 - c. Recognition that the horizontal view of the matrix must be understood in terms of delivery across CGIAR's five impact areas and how the Centers' contributions will come together to capitalize on One CGIAR's comparative advantage, with the EMD noting that as the CGIAR portfolio is integrated the overlaps, gaps, efficiencies, and synergies will be identified and CGIAR's performance results management architecture and dashboards will show what is being done, where it is being done, and where adaptations need to be made so CGIAR can return to intentionality in its impact. Growing pains and lessons learned are expected during the first years which will build a knowledge base in CGIAR's new Performance and Results Management System ('PRMS'), a great resource and asset in itself;
 - d. Acknowledgment of the System Council's observation that having a regional orientation is a comparative advantage for CGIAR, and an innovative strategy they want to see implemented, and recognizing the complexities that were involved in enabling the regional directors to move forward to this point. The EMD stated that CGIAR has great opportunities in this area and noted that the regional teams were currently meeting in a two-day retreat to finish their vision and planning. This is one of the most intriguing and potentially impactful One CGIAR innovations, and One CGIAR's partners agree;
 - e. Recognition of the work being done regarding CGIAR's partnerships, including through use of CGIAR's [Engagement Framework for Partnerships & Advocacy – Toward Greater Impact](#) ('Engagement Framework') as a comprehensive blueprint for how CGIAR engages with its partners; and value being brought by the System Board-convened High Level Advisory Panel ('HLAP') to demonstrate CGIAR's commitment to listening and adapting in a thoughtful and purposeful way; and
 - f. A suggestion to develop a clear 'One CGIAR' narrative describing the transition path, how leadership navigated and adjusted, how the path ahead will be refined, and what are CGIAR's commitments and lessons learned.

Session outcomes

13. The Chair recognized the commendable work in the face of tremendous transitional challenges in the past year. He conveyed the Board's gratitude to all CGIAR staff, from

the CGIAR Senior Leadership Team ('SLT') to each CGIAR staff member, expressing optimism for the future, only made possible by what the team has built together. He emphasized the great possibility for game-changing, innovative approaches, refreshes, and renewals in regional approaches, in addition to the thematic portfolio that has historically characterized CGAIR, while recognizing that CGIAR has always been engaged regionally and locally, where impact happens.

C. [Agenda Item 3: CGIAR's Science and Innovation](#)

14. CGIAR's Managing Director ('MD'), Resilient Agri-Food Systems ('RAFS'), joined the meeting for this session, and presented on how CGIAR's six (6) [Regionally Integrated Initiatives](#) ('RIIs') are contributing to agricultural systems transformation and CGIAR's strategy. He highlighted that RIIs offer a more coordinated and systematic engagement with regional partners, to better align CGIAR actions with country and regional needs and demands. He shared key milestones from the past year, a planning update, next steps, and a timeline towards 2030 and the next business cycle, noting that the six (6) RII Regional Directors were also meeting in Nairobi for a two-day strategic retreat.
15. The Board was advised that each RII was distinct, according to region, and at the same time shared an overarching goal of contributing to regional agri-food systems transformation for affordable, healthy diets produced within planetary boundaries in a climate crisis. The presentation elaborated on how the RIIs demand generation and solution feedback loops link highly relevant on-the-ground research to the whole of the [CGIAR 2022–24 Investment Prospectus](#) and coordinate synergies to amplify impact. He noted how the Global Science Groups in turn offer environmental-level solutions to inform farm-level technological solutions and integrate technical and socio-economic solutions for resource-poor, smallholder farmers.
16. He praised local leadership for addressing agri-food challenges, highlighting how RIIs are highly participative, with NARES and private sector scientists collaborating to connect CGIAR discoveries to increase impact. As one example, he highlighted how RIIs catalyzed resilient agrifood systems in east and southern Africa to help millions of vulnerable smallholders in 12 countries transition from maize-mixed systems to sustainably intensified, diversified, and de-risked agrifood systems, in partnership with the private sector and with coordinated synergies. He invited System Board members to sit-in on upcoming calls to learn more about any of the six regionally distinct RII.

Key discussion areas

17. In the discussions that followed, System Board members appreciated the presentation and offered the following key reflections:
 - a. Confirmation of the excitement and high level of confidence among Regional Directors and Regional Science Groups, despite complexities in implementing the RIIs;
 - b. Emphasis on cross-collaboration with Global Science Groups, Centers, partners, and farmers, with assurance that Regional Directors are adept at organizing

- partners and realizing the need to establish and oversee the scientific framework for efficient and well-organized coordination that ensures no overlapping or duplicated experiments, noting that the Regional Directors are currently creating processes to ensure connection to the global science groups;
- c. Recommendation to explore mobilizing countries to help influence funders to finance RIIs, including involving local funder offices, and considering how CGIAR can attract new investor partnerships by integrating global theme efforts with the RIIs, which can be fine-tuned;
 - d. Request for simple, clear measures to ensure System Board oversight and that the science of the RIIs are embraced and protected; and
 - e. Affirmation that long-term agronomy trials are appropriately supported, noting that these are modest and inexpensive studies and that most Centers intend to maintain — with the MD, RAFS encouraging any Centers thinking of discontinuing these experiments to contact him for financing assistance from the RIIs.
18. CGIAR’s Managing Director, Systems Transformation, Jo Swinnen, joined the session virtually, and provided an update on CGIAR’s [Fragility, Conflict and Migration Initiative \(‘FCMI’\) proposal](#) presented for approval by the System Board for onward recommendation to the System Council.
 19. Before the Board was a high-level summary of the ISDC moderated external independent assessment of the FCMI proposal (Document SB25-03a) and the FCMI leadership team’s response (Document SB25-03b). The MD, System’s Transformation emphasized the high-level messaging from the ISDC – that they considered the initiative to be a bold, ambitious, and timely proposal, set out to address some of the most critical challenges facing the global community — specifically that hunger and food crises are increasingly concentrated in areas of conflict that are also vulnerable. He observed that the reviewers confirmed that the challenge statement was well-written and convincingly argued, and they provided substantive concerns organized into the following areas: i) theory of change; ii) comparative advantage; iii) capacity building; iv) risk management, and how to protect FCMI researchers in areas with great political and governance risks; and v) methodologic challenges of collecting reliable data in very difficult circumstances.
 20. The ISDC Vice Chair, attending as an Active Observer on behalf of the ISDC Chair, confirmed that the MD, Systems Transformation, had well summarized the ISDC’s assessment summary. Appreciating that the ISDC was not at this meeting being asked for a specific further opinion on the quality of the response (with the material coming quite late, and the ISDC’s role to advise the System Council), she observed that the initiative design team’s areas of strengthening were focused on the areas that the ISDC had confirmed needed strengthening.

Key discussion areas

21. System Board member reflections included:

- a. Strong support for the FCMI’s innovative proposal, and appreciation for the ISDC’s comprehensive analysis and the FCMI leadership team’s insightful response to address key concerns;
- b. The need for close monitoring and timely progress assessments to provide assurance on the pathway to impacts, given the novel and innovative nature of the proposal;
- c. Affirmation that there were available ways to engage in partnerships to help address identified deficiencies in the proposal;
- d. Acknowledgement that the level of funding obtained for the FCMI will impact the number of recommendations to strengthen the initiative that can be addressed in the first year of implementation, and acknowledgement of the ISDC’s cautionary advice to not be over ambitious in what the initiative can achieve, especially given the fragile contexts where the work will be conducted and initiative’s innovative approach;
- e. Recognition that there was a high demand for system-wide innovative research as proposed in the FCMI, with a strong data management component, as also captured in deliberations of many of the Centers’ board meetings during the past week; and
- f. Recognition that the FCMI is expected to be explicitly integrated into CGIAR’s crisis response strategy, as outlined in the [Economist roundtable event](#) that served as a sobering reminder of the challenges the world is facing, and the growing consensus that food, land, and water system transformation is key to tackling the multiple crises and challenges humanity faces to avert greater suffering and keep the Sustainable Development Goals within reach.

Session outcomes

22. Summarizing, the Chair thanked the session presenters and RII teams for weaving together the RIIs with CGIAR’s broader portfolio of global Initiatives and scaling for impact, as well as for moving forward with the FCMI proposal and its strong innovative approach, long overdue, while acknowledging that working through some of the ISDC’s concerns would require attention and management during implementation and that the progress should be closely monitored.
23. **Decision: SB/M25/DP2:** Having heard from the Centers the urgent need for this initiative, the System Board thoroughly probed and challenged management on the summary and recommendations arising from the ISDC moderated external independent review, noting the reality of higher costs of working in these environments and were satisfied with the responses. The System Board requested their recommendation submission to the System Council be made with a summary of the analysis made for its approval, therefore: Pursuant to Article 8.1 aa) of the [Charter of the CGIAR System Organization](#), the System Board approves the [proposal](#) for the CGIAR Initiative “Fragility, Conflict, and Migration Initiative” and the indicative funding amount set out therein and recommends this to the CGIAR System Council for approval.

D. Agenda Item 4: Financial Performance

24. The independent Chair of the CGIAR Audit, Finance and Risk Committee ('AFRC'), Clarissa van Heerden, provided a summary report on the key decisions, recommendations, and discussion points from the AFRC's 17-18 November 2022 meeting, where the AFRC reviewed the System Organization ('SO') and CGIAR-wide 2022 Q3 financials and Q4 year-end forecasts, 2023 preliminary budgets, and 2022 external audit planning memoranda as available, as well as the 2022-2024 CGIAR Financial Plan (2023 update) and Provisional Window 1 Budget for 2023.
25. The report emphasized the AFRC's extensive conversations with the Global Director, Business Operations and Finance, resulting in the AFRC being comfortable proposing that the System Board approve the 2022-2024 CGIAR Financial Plan (2023 update) and Provisional Window 1 Budget for 2023, with the SO's preliminary 2023 operating budget integrated within it. It was noted that this recommendation to the System Board to approve the budget material came with the associated recommendation that additional clarifications and details about the One CGIAR implementation costs be added in the Q1 2023 revised materials. It was confirmed that the AFRC will continue to oversee and provide counsel to the System Board as the budget materials are optimized.
26. The AFRC Chair also noted that budget execution rates across CGIAR should improve with a signed IFA, allowing allotted non-fungible transition monies to be spent, and reducing the issues of an overstretched workforce in 2023. She also noted that the AFRC approved the PwC external audit fees for the SO for 2022 and that the 2023 internal audit planning is in its final stages with the SLT with input from CGIAR and Center/Alliance/SO management, including Directors General, and the AFRC will meet to consider Internal Audit planning at the AFRC9 meeting on 12 December 2022.

Key discussion areas

27. System Board members supported the AFRC's call for additional refining of the 2023 System Organization budget to give greater specificity, depth, narrative, and visibility of results against key performance indicators.
28. Additional reflections included:
 - a. Appreciation for AFRC's rigorous monitoring and guidance;
 - b. Clarification that the US\$60M 'System Organization' operational budget for 2022 is a blend of the provisional Window 1 budget, allocated through the Centers, and the System Organization budget; the AFRC Chair underlined that 69% of the funding is committed to CGIAR-wide activities and being spent by Centers and not simply the SO;
 - c. Support for increased clarity on what is SO operating costs and One CGIAR costs from 2023, together with affirmation that the CGIAR-wide budget should reflect the aims of the integration reforms;

- d. A suggestion for a narrative of planned operational achievements to be provided with the budget (separated into staff, consultants, etc), followed up by an annual description of what was not achieved (and lessons learned along the way) to ensure the aims are feasible for 2023 and beyond;
 - e. Recognition that budgeting for a going concern and a transition process is complex, and unless the budget notes reflect the aspiration, the System Board may be approving a budget based on assumptions that are over or under ambitious; and
 - f. Recognition that many external factors impact the pace and way management may implement the budget, and a request for more dynamic reporting to enable the AFRC in monitoring the progress, beyond the finalization of the IFA and provide enabling environment, especially on the corporate services side.
29. The Global Director, Business Operations & Finance delivered a high-level update on the 2022-2024 Financial Plan and the provisional Window 1 Budget for 2023. It was emphasized that the new format of the CGIAR 3-year Financial Plan is designed to simplify the growing complexity of the formerly titled FINPLAN that had expanded in sections and concepts and moved away from its stated purpose. She explained that by April 2023, the 2022-2024 Financial Plan, Window 1 Budget, and two non-financial documents would be finalized and that in the interim the Board is being asked to approve the provisional Window 1 budget for 2023, so that funding may be shared across the System for the Initiative work beginning in the new year. She emphasized that the provisional budget did not include Window 1 carryover funds because there was a lack of clarity across Centers and Initiatives as to the accurate carry over figures (ranging from US\$20M to US\$50M). In January, CGIAR will clarify with funders where they want their funding designated and gain clarity on the precise carry over amounts before submitting the final budget to the System Board for approval consideration.
30. It was reported that while Window 1 funding had grown by approximately 30%-40%, this was below the SRG recommended levels of 50% for 2022 and 70% for 2023, marking the need for prioritizing resource mobilization. It was noted that Bilateral financing had declined at several Centers due to market conditions and some funders migrating their investments to Window 1. A summary was provided of current 2023 funding forecasts compared to the investment prospectus reviewed by the ISDC, and showed a significant gap of US\$82M, underscoring the need to prioritize fundraising efforts as One CGIAR looks ahead to 2024, and to build momentum with impact delivery of the Initiatives following implementation challenges associated with the new activities.

Additional matters under the AFRC mandate – ethics and business conduct

31. The AFRC Chair reported the recommendation that the Board approve the following core ethics policies, noting that they were developed with the input and support of several communities of practice (People and Culture in particular) and reviewed by the SLT: i) Code of Ethics and Business Conduct (Document SB25-04b1), ii) Anti-Harassment Policy (Document SB25-04b2), iii) Whistleblowing Policy (Document SB25-04b3), iv) Safeguarding Policy (Document SB25-04b4).

32. CGIAR's Senior Director, Ethics & Business Conduct, joined virtually to provide additional background, noting the proposed policies and procedures were based on existing CGIAR documents and designed to be in line with multilateral organization high standards, emphasizing that they were developed with expert advice and consultation. He noted that while the recommended policies represented general good practices, specific country or bilateral funder requirements or any other specific compliance requirements could be appropriately addressed as policy implementation proceeds. He noted that there will be a formal built-in assessment of the policies by end-2023, while promoting a standardized approach across the System.

Key discussion areas

33. Points raised included:
- a. Appreciation to the Ethics & Business Conduct team and AFRC for the consultative process, the high-quality proposals;
 - b. Questions about how these policies will be applied to board members of all CGIAR's entities and monitored — in response, the Senior Director of Ethics & Business Conduct noted that there were distinct rules for CGIAR-wide governance positions and that, similarly, the intention is to have common substantive CGIAR-wide policies for staff;
 - c. Clarification that communication and implementation of these policies will be crucial to building the ethical culture they represent – and clarification from the Senior Director of Ethics & Business Conduct that his team is working with the Communications team on the messaging, training, and cultural outreach plan aiming to implement in 2023, and will launch the ethics platform and internal communication tools to highlight these policies;
 - d. Highlighted an important issue for governing boards that relates to nationals of countries where terrorism financing and sanctions laws may apply to board members personally, even if the larger organization is not subject to the laws, and the associated risk to the organization, with a request that this be reflected and shared with board colleagues across CGIAR with mitigation training;
 - e. Affirmation that the Ethics & Business Conduct team is working on the larger cultural framework and how to best to incorporate ethical ideals, the code of ethics and other policies as an ongoing dialogue; and
 - f. Acknowledgement that the Ethics & Business Conduct team reports on ethics cases and the status of investigations in an anonymized way, and that beginning with next year's Annual Report cases will also be publicly available in a transparent and anonymized way — with a recommendation that the EMD consider sending periodic updates across CGIAR, to highlight CGIAR's commitment to operating ethically at all times.

Session outcome

34. Summarizing, the Chair acknowledged the clear progress in AFRC functions under the leadership of the AFRC Chair, expressing gratitude to the entire AFRC for their time,

careful monitoring, and thoughtful guidance; and he acknowledged the work of the Senior Director of Ethics & Business Conduct for his leadership and important steps taken over the course of the past year to consolidate, streamline and strengthen ethics and integrity processes across the System.

35. **Decision: SB/M25/DP3:** The System Board endorsed, pursuant to Articles 8.1 cc) and ee) of the Charter of the CGIAR System Organization, the 2022-2024 CGIAR Financial Plan (2023 update) and Provisional Window 1 Budget for 2023 for submission to the System Council for approval.
36. **Decision: SB/M25/DP4:** The System Board approved the preliminary 2023 budget of the CGIAR System Organization for a total use of funds of US\$59.8M; and took note that a revised budget is anticipated in Q1 2023 following full forecasting.
37. **Decision: SB/M25/DP5:** Pursuant to Article 8.1.o) of the Charter of the CGIAR System Organization, the System Board approved, and recommended to the System Council for approval, the below listed policies which are critical to maintaining the reputation of the CGIAR System:
 - The Code of Ethics and Business Conduct;
 - Policy on the Prohibition on Workplace Harassment and Discrimination;
 - Whistleblowing and Protection from Retaliation Policy; and
 - Safeguarding Policy and Protection Against and Prevention of Sexual Misconduct, Exploitation, and Abuse and Human Trafficking.

E. Agenda Item 5: Resource Mobilization

38. The Chair introduced the session and invited the Global Director, Innovative Finance & Resource Mobilization ('IFRM') to present a high-level update on fundraising, re-engaging the funding community and taking stock of the strategic expansion of funding, including innovative financing approaches and mechanisms to stabilize the flow of funds (including Bilateral funds).
39. The GD, IFRM joined the session virtually, and provided a report focused on the need to refresh and diversify CGIAR's resource mobilization prioritizing strategy. He underscored that while the IFRM outlook was optimistic, current funding remains below CGIAR's 2014 peak where funding for the agri-food system sector has doubled — meaning CGIAR must strive to double its current funding growth rate.
40. It was emphasized that CGIAR needs a campaign to mobilize the entire organization behind the unified goal of achieving US\$2B in annual investment funding with a collective, targeted, multi-channel approach that has five action areas: i) elevate System Council funders; ii) grow emerging markets; iii) tap climate funds and finance; iv) engage country partnerships and international finance institutions ('IFI'); and v) cultivate sustainable and private finance. System Board members were asked to support IFRM's strategy to 'futureproof CGIAR' by actively supporting the campaign over the next two years and investing in resource mobilization at the appropriate levels.

41. The EMD provided context about the types of investment opportunities included in the IFRM strategy, including: i) Window 1 (pooled) funding for Initiatives; ii) Window 3/Center-Bilateral (non-pooled) funding; and iii) Window 3/One CGIAR-Bilateral (non-pooled) funding, a new, middle-ground funding mechanism that is less restrictive than Window 1 funding and flows through One CGIAR science groups to country projects with many benefits, including the ability for the IFRM team to leverage multi-donor funding, better impact oversight, and Regional Directors and national convenors to provide the voice of CGIAR partners.

Key discussion areas

42. In discussions that followed, System Board members expressed appreciation for the important work being undertaken to refresh the IFRM strategy in support of CGIAR's research and innovation, and delivery. Additional reflections included the following themes:
- a. Clarification of the IFRM team's request of the System Board for:
 - i. Two to three Board volunteers to work closely with the IFRM team on refreshing the IFRM resource mobilization strategy and implementation plan;
 - ii. Board member support of relationship building with specific targets and ambitions in the funder market;
 - iii. Board member support and assistance in getting Centers to engage more fully with the IFRM strategy and to facilitate relationships;
 - iv. Commitment from the GD IFRM to assign clear, defined responsibilities to Board members to help them focus on what to do and who to contact; and
 - v. Recognition that resources and System-wide collaboration are needed to undertake a strategic IFRM campaign and break from status quo approaches to fundraising.
 - b. Recognition of the three investment opportunities: i) Window 1 ii) Window 3/One CGIAR-Bilateral, and iii) Center-Bilateral, which collectively support One CGIAR's mission and holistic IFRM strategy, including:
 - i. Acknowledgement that System Council funders remain united in their support of One CGIAR vision and initiatives, while understanding the fragility of the situation as the IFA and enabling environment still need to be implemented and refined;
 - ii. Recognition that System Council funders have a finite amount of pool-able funding and are not the primary focus of the IFRM's diversification strategy, but rather the IFRM focus is on the regional and country funder market — while at the same time affirming that the System Council funders may have access to some funding channels not yet explored;
 - iii. An inquiry about whether it would be possible to accommodate more funders on the System Council;

- iv. Support for the IFRM diversification plan that identifies new collaborations and the role of countries and regions in obtaining in-country flows and money;
 - v. Affirmation that the Centers are part of the IFRM resource mobilization strategy and resource mobilization growth targets include Bilateral investment targets;
 - vi. Recommendations to consider incentivizing Centers to help with all three types of funding investment, and agreement to discuss further the next day at the System Board retreat; and
 - vii. Affirmation to look at CGIAR's platforms in biodiversity, climate, and gender as investment opportunities in climate adaptation, mitigation, and resilience activities.
- c. Encouragement for integrating CGIAR's financial planning, (re)branding and regional work into the IFRM strategy:
- i. Acknowledgement of the Centers' call for a new funding model — and commitment from the IFRM GD to contribute to that area; and
 - ii. Support for CGIAR's (re)branding as a vital component in the IFRM campaign strategy — with the Global Director, Communications and Outreach, noting that the (re)branding effort, while in good shape, has been temporarily paused while the IFA approval process is finalized and then will be back on track, and the legal team is investigating some legal issues in protecting the rights to the CGIAR name if CGIAR evolves to a new name.
- d. Affirmation of the political engagement/external affairs/government relations components of the IFRM strategy, acknowledging:
- i. CGIAR's advocacy partners around the world, with significant engagement in the United States, has proven to be very positive in terms of building awareness and partnership with USAID, USDA and other non-ODA resources expanding to non-ODA resources;
 - ii. Affirmation that USAID has 20-30 country offices with significant resources that can be individually approached as part of the IFRM strategy and that typically are less restrictive in terms of funding investments; and
 - iii. Acknowledgement that the current priority growth opportunities are Bohn, Berlin, Brussels and London — and a recommendation to enlist CGIAR's current focal points in those cities to invest and to harness all the European focal points with help in advocating for new investment.

Session outcome

43. Summarizing, the Chair reflected the System Board's requests of the IFRM team to i) combine the five investment action areas with the strategic ways the System Council, System Board, and the rest of One CGIAR (through the SLT and matrix staff) could distinctly support the IFRM campaign; ii) create concrete detailed task requests for

the System Board members in support the campaign; and iii) consider incentives for Centers to help raise Window 3/One CGIAR Bilateral funding that is consistent with the strategy as a mechanism to bring in non-pooled funding to the global and regional science groups.

F. Agenda Item 6: CGIAR's Operational Performance

44. The System Organization, Executive Director (a.i.) delivered a high-level report on SO personnel. She noted that, per the AFRC's request, the SO budget in 2023 will be clarified and separated from One CGAIR (and transition) budget. It was emphasized that the SO team's efforts over the previous three years were demanding and taxing, but they showed tenacity and exceptional work, maintaining a high retention rate. She noted that the SO entity had the most concerning staff survey results in terms of staff morale, wellbeing, and work-life balance due to the stressors of the transition.
45. The Global Director, People and Culture, joining the meeting for this session, and delivered an update on the status and timeframes of CGIAR's active searches for five dual-hatted Centers' Director Generals/ senior roles in CGIAR's integrated operating structure, including; i) Director General AfricaRice who will also serve as CGIAR Regional Director West and Central Africa; ii) Director General IITA who will also serve as CGIAR Regional Director Continental Africa; iii) Director General ILRI who will also serve as CGIAR Senior Director Livestock-based Systems; iv) Director General WorldFish who will also serve as CGIAR Senior Director Aquatic Food Systems; and v) Director General CIP who will dual hat in a Senior Director role still to be determined.
46. It was highlighted that the process had been a great collaboration between the Center's People and Culture teams and the Global People and Culture team, and expressed deep gratitude to the EMD, who sat on each search committee and brought continuity to the process. She noted that the next steps would be to present each preferred applicant a typical zero draft employment contract and plan how best to induct the new Directors General. It was further noted that the People and Culture team is making progress toward a collaborative, pragmatic approach to assessing Directors Generals' compensation and benefits System-wide.
47. Relevant to how CGIAR is working internally, the EMD provided an update on the IFA and expressed optimism that the IFA will have a strong showing in terms of Center approvals at the end of the year. She thanked the System Board members for their steadfast support and the IFA Working Group for their extraordinary efforts and countless number of hours.
48. It was noted that the Center Board Chairs who had already been given license to sign the IFA on behalf of their respective Center boards may need to take the final updated document back to their boards for a short turnaround, reapproval or confirmation, and to respect their host countries, and therefore potentially the IFA might not be completely approved in a strict sense by the end of the year but that the teams would do everything possible to get it done as soon as feasible.

Key discussion areas

49. Discussions that followed noted:
- a. Appreciation and gratitude to Khuloud Odeh for stepping into a very complicated space as SO Executive Director (a.i.) in addition to her role as Global Director, Digital & Data;
 - b. Affirmation that the current team is serving the SO as best it can during the integration reforms and that the System Board will discuss the current structure in more detail in their retreat and reflect if it is fit for purpose as One CGIAR's integration arrangements are implemented in the coming year;
 - c. Recognition of the inherent risks for staffing – turnover, stress, and health – at times of monumental changes, and that there is a need for the Board to ensure adequate attention to these risks and support efforts to mitigate them;
 - d. Congratulations to the People & Culture team for matching each Centers' nuance and functioning as an experienced business partner in the Director General search processes; and
 - e. Affirmation of the need to maintain the momentum and efforts from the Director General search processes, including capturing insights for the ongoing strategy, capacity-building, networking, and mentorship opportunities for all CGIAR senior leaders.

Session outcomes

50. Summarizing, the Chair expressed appreciation for the tremendous efforts of the System Organization staff in helping to align and raise the quality of processes across CGIAR, and noted the Board would retain appropriate focus on staff workload. He appreciated the SO Executive Director (a.i.) for navigating the SO through a challenging transition and the GD, People & Culture and her team for their support and partnership in recruiting the next generation of leadership entering the System, with five dual-hatted Directors General.
51. As a matter of record, the Board took agenda items 6. iii) and iv) during the in-camera retreat portion of the Board's Nairobi meeting time on 9 December 2022. During those deliberations, the Board discussed the status of the IFA signature, agreeing that it would be appropriate to continue the operation of Implementing Arrangement 1 regarding the role of the EMD in the absence of the agreed procedures under a mutually signed IFA. Additionally, the Board decided to clarify the delegations between the ED (a.i.) and EMD, from the System Board. The decisions taken are recorded below.⁴
52. **Decision: SB/M25/DP6:** Pursuant to Article 12.3.a) of the Charter of the CGIAR System Organization the System Board authorized the Executive Director (a.i.) to extend the period of validity of the Implementing Arrangement (IA) No. 1 with Bioversity International.

⁴ The retreat constituted a closed session for the purpose of Article 9.9 of the Charter of the CGIAR System Organization

53. **Decision: SB/M25/DP7:** Pursuant to Article 8.2.a) of the Charter of the CGIAR System Organization, the Board:
- a. Decides to empower the EMD with the overall authority and accountability over the programmatic and financial management of Unrestricted Funds. The EMD will be accountable to the Board.
 - b. Requests the Executive Director (a.i.) to work with the EMD to put in place the necessary documents to give effect to this decision by not later than 31 January 2023, including the issuing of any required Administrative Circulars pursuant to Section 1.4.2 of the System Organization Personnel Policy Manual.

G. Agenda Item 7: Board Transition and Other Business

54. The Chair reviewed the outline for the System Board retreat to be held the next day, noting the Board would hold a two-hour discussion with the High Level Advisory Panel on its recommendations on strengthening CGIAR's engagement and partnership with the Global South; spend time on Board reflection and strategy, EMD matters, strategic risk conversations, and looking forward; and develop a communique that reflects on One CGIAR transition achievements and captures the key messages of the 8-9 December meetings (which communique as released is at the front portion of this summary).
55. The Chair thanked all members participants and staff for their exceptional efforts over the past few weeks of meetings, including with the IFA, and the System Board meeting itself.
56. There being no other business the meeting was closed.

Appendix 1: 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	In-person
Shenggen Fan	In-person

Name	Role	Participation
Non-voting ex-officio members		
Clarissa van Heerden	Independent Chair, Audit, Finance & Risk Committee of the CGIAR System Board	In-person
Khuloud Odeh	Executive Director (a.i.), CGIAR System Organization	In-person
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
Nompumelelo Obokoh	Vice Chair, CGIAR Independent Science for Development Council (ISDC), representing ISDC Chair	In-person
System Board Secretary		
Karmen Bennett	Secretary to the CGIAR System Board, and Global Director, Governance and Assurance (a.i.)	In-person

Other External Presenters, Management Representatives and Support Team

Name	Role	Agenda Item	Participation
Jo Swinnen	Managing Director, Systems Transformation	3	Virtual
Martin Kropff	Managing Director, Resilient Agri-Food Systems	3	In-person
Andre Zandstra	Global Director, Innovative Finance & Resource Mobilization	1-5	Virtual
Fiona Bourdin-Farrell	Global Director, People & Culture	6	In-person
Lotte Pang	Global Director, Communications and Outreach	All	In-person
Marion Barriskell	Global Director, Business Operations and Finance	All	Virtual
Selim Guvener	Global General Counsel (a.i.)	All	In-person
Madina Bazarova	Acting Co-Chief Audit Executive	All	Virtual

Name	Role	Agenda Item	Participation
Felipe Mendes	Senior Director, Financial Planning and Analysis	4	Virtual
Roland Sundstrom	Senior Advisor, Office of the Executive Management Team	All	In-person
Caroline Minayo	KALRO support	All	In-person
Board Secretariat members			
Christine Larson-Luhila	Deputy Director, Governance & Institutional Risk	All	In-person
Victoria Pezzi	Meetings & Events Coordinator	All	In-person
Aubrey Hasse	Interim Governance & Institutional Risk Officer	All	In-person