



Assurance and Oversight Committee
Renewal of Term of Committee Members

Purpose

This document sets out background and rationale for a proposed renewal of the term of the System Council's Assurance Oversight Committee (AOC) members. It aligns to the AOC's review of its Terms of Reference as set out in meeting document SC18-05a.

Action Requested

The System Council is requested to approve that the term of appointment of each current AOC member to be renewed to 30 June 2025.

Document category: Working document of the System Council.
There is no restriction on the circulation of this document.

Prepared by: AOC Secretary

Background

1. The AOC's Terms of Reference (TOR) provide that the AOC shall be composed of a maximum of five members with a majority of independent members. The TOR defines independence as someone who has not been involved in any capacity with the CGIAR System in the three years prior to their appointment date.
2. The AOC became inquorate in January 2022 following the stepping-down of two of its members. Two separate appointment decisions were taken by the System Council in recent months to return the AOC to quorum; first in November 2022 at SC17¹, when the System Council appointed two new AOC members nominated by Funders; and second when two new independent members were appointed by electronic decision in February 2023.
3. For administrative purposes and uniformity of the AOC members' end of terms, all members were given tenures until 30 June 2023. Article 9 of the AOC TOR provides for each member to serve for three years or until such a member resigns or is removed by the System Council; and that they may be renewed as determined by the Council.

Members' Term of Appointment

4. The AOC has completed a review of its mandate and found that its current TOR are relevant for the strategic assurance and oversight it will provide to the System Council. The AOC has also proposed that it review its ongoing role and relevance in May 2025 and to report to the System Council with its recommendation. It is appropriate that the AOC's review be undertaken by the members who proposed such a review and who have the historical knowledge and background of actions taken by the AOC.
5. It is anticipated that this will align with the implementation of the Unified Governance Review, proposed by the System Board in April 2023, which will examine, *inter alia*, the interrelationships between the System Board, the Center Boards and System Council.

Conclusion and Recommendation

6. The AOC proposes that its current members are given adequate time to prepare and develop the AOC's goals and strategy following their review of the AOC's mandate and expected deliverables as well as to provide the System Council with a comprehensive assurance and oversight report.
7. The AOC recommends that the terms of appointment of each AOC member be renewed to 30 June 2025, and that the members shall serve until their successor is duly designated or until such member's earlier resignation or removal by decision of the System Council.

¹ Action Point SC17-AP2 – see [SC17 Chair's Summary](#)