



Update on Unified Governance Review
stewarded by an ad hoc Committee convened by the Parties to the IFA

Purpose

This document sets out a status update on the work of the Ad Hoc Committee on Governance, tasked to steward a review of Unified Governance arrangements in CGIAR.

Action Requested

The System Council is requested to take note of the progress and the anticipated points of consultation and engagement in the review process – and provide guidance as appropriate.

<p>Document category: Working document of the System Council. There is no restriction on the circulation of this document</p>
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Prepared: Under the supervision of the Co-Chairs, Ad Hoc Committee on Governance

Background

1. The [CGIAR Integration Framework Agreement](#) ('IFA') was signed by the Parties¹ in early-2023, in which it was agreed that an independent review of CGIAR's unified governance arrangements will be carried out in 2023 to determine whether they achieve the intended purpose or whether adjustments need to be made.
2. An Ad-Hoc Committee on Governance was convened by the Parties to the IFA, with a membership drawn from key stakeholders. Its membership is set out in Annex 1 to this document. The Committee's Terms of Reference were adopted by the Committee during its first meeting on 14 April 2023 and are set out in Annex 2 of this document. Each member has undertaken to represent the constituencies from which they were selected and is being supported in undertaking consultation to that end with their respective stakeholder groups.
3. Separately, at the System Council's 17th meeting in November 2022, the System Council invited the System Board to provide a short memorandum² on areas for improved coherence between the two governing bodies, to inform a further System Council discussion on the proposal for re-consideration of the distribution of roles and responsibilities between the System Council and System Board. That memorandum envisions that the proposed inclusion of the roles and responsibilities of the System Council and System Board governing bodies in the scope of the unified governance review will address this request.

Current status of work and next steps

4. At the date of issue of this paper, the Committee has held two meetings, the main focus of which has been the review of a 'Zero Draft', then a 'Draft 1' of a Request for Proposals ('RfP') for an external reviewer to undertake an independent and time-sensitive review of the unified governance arrangements.
5. At the date of issue of this paper, the Committee's members, supported by the Secretariat, are seeking input from their respective broader stakeholder groups into the RfP³ to ensure that views from across CGIAR are sought on the appropriate focus areas and issues that the independent review ought to explore, and on the method/scope and reach of consultation that the reviewers should undertake.
6. The targeted delivery dates for the unified governance review are ambitious, with a final report due by end-August 2023, and a final set of recommendations submitted to the Parties and the System Council by 1 November 2023. The Committee agreed during its first meeting to adaptively manage the timetable to ensure that an appropriately thorough review can be undertaken in an assertive timeframe.

¹ The full list of Parties to the IFA is set out in its introduction.

² Circulated on 27 April 2023, and [available at this link](#).

³ On Monday 24 April, a 'Draft 1' RfP was circulated to the System Council and other stakeholder groups, inviting inputs by 28 April 2023, to permit issuing of the RfP by 5 May 2023.

Annex 1 – Membership, Ad Hoc Committee on Governance

Category	Member(s)
System Board	Neal Gutterson (Committee Co-Chair) Hilary Wild Shenggen Fan
Center Board Chairs	Kanayo F. Nwanze (Committee Co-Chair) Margaret Bath Roberto Lenton
Center Board Members appointed by Host Countries	Harry Kimtai (Kenya) Jorge Mario Diaz Luengas (Colombia) Leo Sebastian (Philippines)
System Council	Andrew Campbell (Australia)
AFRC	Anne Eriksson

Annex 2 – Terms of Reference, Ad Hoc Committee on Governance

Terms of Reference
Ad-hoc Committee on Governance

Purpose

This document sets out the Terms of Reference for the Ad-hoc Committee on Governance, as adopted by the Committee at its first meeting on 14 April 2023, and approved by the System Board on an electronic basis with effect from 20 April 2023 (Decision Reference SB/M26/EDP2).

Distribution notice:

This document may be shared without restriction.

Terms of Reference Ad-hoc Committee on Governance

Background

1. The Africa Rice Center, Bioversity International, the International Center for Agricultural Research in the Dry Areas, the International Center for Tropical Agriculture, the International Food Policy and Research Institute, the International Institute for Tropical Agriculture, the International Livestock Research Institute, the International Maize and Wheat Improvement Center, the International Potato Center, the International Rice Research Institute, the International Water Management Institute, the International Center for Living Aquatic Resources Management (together the “Centers” and each a “Center”) and CGIAR System Organization (the “SO”) entered into the CGIAR Integration Framework Agreement (the “IFA”).
2. In the IFA, the parties thereto (the “Parties”) agreed to implement a unified governance approach with the overall purpose set out in clause V.5.1 of the IFA.
3. The Parties also agreed that an independent review of the unified governance arrangements will be carried out in 2023 to determine whether they achieve the intended purpose or whether adjustments need to be made.
4. The Parties, through their board chairpersons, will participate in the selection of the external reviewer and in drafting the terms of reference of the review.
5. The Parties, through their board chairpersons, will discuss the review’s outcome and consider whether amendments to the IFA are appropriate.
6. The Ad Hoc Committee on Governance (the “Committee”) shall prepare and coordinate the unified governance review.
7. The Committee shall endeavour that host countries are consulted throughout the various steps of the process outlined below through whatever mechanisms are deemed most effective by the board chair of the relevant Party. This could be via members of the Center boards serving ex-officio as host country representatives and/or through other mechanisms of direct engagement between Center boards and appropriate host country agencies.

Roles & Responsibilities

8. The Committee shall have the following purview:
 - a. Terms of Reference (TOR) for the governance review:
 - i. Provide a draft TOR of the unified governance review for consideration by the Parties via their board chairpersons and the System Council. The TOR shall include the timeline for the review (see paragraph 9 below).
 - ii. Decide on the TOR, taking into account the comments and inputs of the Parties as set out above in sub ai.

- b. Selection of external reviewer:
 - i. Provide a list of potential external reviewers to the Parties and the System Council for review.
 - ii. Submit the TOR to the potential external reviewers with a request for proposal in accordance with SO's procurement rules.
 - iii. Provide the Parties via the board chairpersons and the System Council an overview of the proposals received with (i) a recommendation for the preferred three external reviewers to be considered, (ii) a budget proposal, i.e., costs and each Party's share in covering such costs taking into account clause 18 of this TOR, and (iii) a timeline for the review if different from the timeline set out in paragraph 9 below.
 - iv. Taking into account the feedback received from the Parties via their chairpersons and the System Council, decide on the external reviewer to engage.

- c. Liaison with the external reviewer:
 - i. Act as liaison with the external reviewer during the review, supported by a dedicated team composed of designated staff from the Parties. The designated staff will be made available by the Parties at the discretion of the Directors General and the Executive Director in the case of SO.

- d. Review Outcome:
 - i. Submit the outcome of the review to the Parties via their chairpersons and the System Council.
 - ii. Lay out scenarios with pros and cons for follow-up action by the Parties via their chairpersons and the System Council and organize discussions to agree on the best scenario.
 - iii. Take into account feedback received in making a final set of recommendations to the Parties via their chairpersons and the System Council for implementation.

Timeline

- 9. The indicative timeline for the review shall be as follows:
 - 15 Apr:** Committee finalizes a draft of the TOR for the Governance Review
 - 30 Apr:** Committee finalizes TOR after having reflected input from the Parties and the System Council
 - 5 May:** Targeted call for independent reviewers
 - 19 May:** Selection of reviewers
 - 26 May:** Review commences
 - 31 July:** Draft report
 - 31 Aug:** Final report
 - 1 October:** submission of scenarios with pros and cons for follow-up action to the Parties via their chairpersons and the System Council
 - 1 November:** the final set of recommendations to be submitted to the Parties via their chairpersons and the System Council for implementing actions.

10. The Committee may adjust the timeline provided it will aim to have the entire review, including the recommendations to the Parties and the System Council, completed by 15 December 2023.

Chair and Membership

11. The System Board shall appoint the members of the Committee, considering diversity in background and capabilities, as follows:
 - three representatives from the System Board, one of whom shall act as Co-Chair,
 - three representatives from board chairpersons of the Centers, one of whom shall act as Co-Chair,
 - three representatives from Center board members appointed by Host countries,
 - one representative from the System Council, and
 - one representative from the AFRC.
12. The CGIAR Global General Counsel shall support the Committee in an advisory capacity and will engage further support from the Common Secretariat as needed.
13. Members of the Committee shall represent the constituencies from which they were selected. They shall act in good faith and in the best interest of the Integrated Partnership as set out in the IFA.
14. Members of the Committee commit to making sufficient time available to enable the Committee to fulfill its ambitious and time-sensitive tasks.

Meetings, quorum, and decisions

15. The Committee shall meet, upon the request of any member, as often as the Committee deems necessary to function effectively and shall, in any case, meet at least once per month.
16. Meetings may take place as necessary in person, by teleconference, or other electronic means. The Co-Chairs shall schedule all Committee meetings.
17. Quorum is satisfied if at least half plus one of the Committee members is present at a meeting. Attendance at a meeting may be in-person or virtual.
18. The Committee's decisions are taken by consensus whenever possible. If consensus cannot be reached, the Committee may formally vote if requested by the Co-Chairs. A simple majority is required for a proposed decision to pass.

Reporting

19. The Committee will report on its activities, as appropriate. The Committee will maintain minutes of meetings and forward them to the Parties via their chairpersons and the System Council.

Cost sharing

20. As the independent review of the unified governance arrangements is undertaken pursuant to the IFA, each of the Parties will contribute a pro-rated share based on its 2022 annual budget of the costs of the review.

Term

21. The Committee's term shall commence from its members' appointment until 31 January 2024, provided that the Committee may decide to dissolve itself if it considers to have completed its mandate.
22. The term may be extended by the System Board after consultation of the Parties via their chairpersons and the System Council.