



Request for Proposals: Independent Expert Review of the Unified Governance arrangements of CGIAR

What we are seeking:

CGIAR seeks an independent expert review of the governance structure and arrangements of twelve of the fifteen CGIAR Centers and the CGIAR System Organization. The work is time sensitive. The expert must have a solid track record in governance relevant to public international organisations.

Context

The CGIAR System Organization and CGIAR Centers are international/intergovernmental organizations, that have been recognized as such by their host governments. Each Center is operating with privileges and immunities in specified jurisdictions. They each operate according to their own distinctive governing instruments, headquarters agreements, and establishment agreements as international organizations, each with its specific purpose in the field of agricultural scientific research. The CGIAR Centers are a global network of independent legal entities.

CGIAR's governance and management structure distributes strategic direction, governing and advisory functions among several governing bodies, reflecting the diversity of stakeholders within the CGIAR System and the critical importance of ensuring that the voices of our partners inform our actions and decisions. The governance structure has evolved over time and currently includes the following governing bodies and coordinating mechanisms: the CGIAR System Board and its committees; the System Council and its committees; the Boards of each of the CGIAR's legal entities and their committees; and the Audit, Finance and Risk Committee. In addition, the Board Chairs Network (BCN) was established as an informal representative platform.

Built on a strong partnership between CGIAR's funders and Centers, the governance and management structure focuses on enabling Centers and partners to conduct high-quality research for development based on a solid foundation of clearly defined roles, responsibilities and accountabilities. CGIAR is focused on impact at scale which will only be achieved through strong and legitimate engagement at a local and regional level. This overarching purpose has strong implications on the governance structure.

Governance

For a high-level summary of governance functions in the CGIAR System, please [click here](#).

Representatives of Funders and countries meet as a System Council, to keep under review the strategy, mission, impact and continued relevance of the CGIAR System.

The CGIAR System Organization is governed by the Charter of the CGIAR System Organization, and in collaboration with the CGIAR System Council, provides governance to the CGIAR System. The System Organization has an important role in facilitating and overseeing the development, effective and efficient implementation of the CGIAR Strategy and Results Framework. The System Organization enters into agreements with the trustee of the CGIAR Trust Fund, Funders, Centers and other relevant entities for funding CGIAR Research and other activities of the CGIAR System.

The System Organization comprises two constituent parts: the CGIAR System Board and the System Management Office. The CGIAR System Board is the governing body of the System Organization, and its composition, function and operational procedure are outlined in the Charter of the CGIAR System Organization. The System Management Office, headed by the Executive Director, is responsible for the day-to-day operations of the System Organization, its functions also set out in the Charter.

Each Center is, as a separate legal entity, governed by its own board and managed by its own Director General, and internal governance rules. They also signed with host governments their own agreements in which both parties have obligations to comply with and many of these host governments have a seat in their Boards.

Unified Governance

In 2019, CGIAR's System Council endorsed the 'One CGIAR Unified Governance' model involving establishing a CGIAR Common Board to provide a unified governance system for all CGIAR's legal entities (all CGIAR Centers and the CGIAR System Organization). The value proposition for a CGIAR Common Board includes delivering a forward-looking governance framework that empowers more efficient and effective management of bold, cross-disciplinary research, with reduced duplication in decision making on cross-CGIAR strategies, policies and processes.

Subsequent to the System Council endorsement, during both an extraordinary meeting of the General Assembly of CGIAR's Centers (12-13 December 2019), and the System Board's 16th meeting (28-29 January 2020, 'SMB16'), consideration was given to what was considered as the concept of the optimal means of delivering Unified Governance at the time.

It was determined that the System Board should have eight voting members all of whom should be appointed by the respective CGIAR Center Boards, as a minimum 2/3rd voting majority of the respective Center Boards with operational effect from 1 October 2020.

Over the course of 2020, twelve of the fifteen CGIAR Centers appointed all System Board members to their Center Boards and made other changes to their board composition so as to achieve a minimum 2/3 voting majority for System Board members in their Boards. These CGIAR Centers, together with the CGIAR System Organization (together the "**IFA Parties**"), entered into the CGIAR Integration Framework Agreement in December 2022/January 2023 ("**IFA**").

The IFA Parties recognize that enhancing their collaboration in order to act in a more unified and integrated way is critical to tackle the complex and interconnected challenges to food, land, and water systems in the 21st century, and their inter-relationships with climate change mitigation and adaptation; to successfully implement their shared CGIAR research and innovation strategy; and to better deliver on their individual mandates as described in their Governing Instruments and Host Country Agreements.

The IFA Parties' aim is to develop their collaboration so that it is more than the sum of its parts and, through shared ways of working and the deployment of integrated teams from the IFA Parties working together across institutional boundaries and action areas, delivers greater impact and more effective partnerships, with sustainable and growing investment.

In the IFA, the IFA Parties agreed to implement a unified governance approach through the common board membership, with the overall purpose of i) providing a more cohesive and unified strategic direction to the IFA Parties, and ii) promoting better alignment, understanding and cohesion of decision-making across all Center Boards and the System Board in furtherance of implementation of the CGIAR research and innovation strategy. The IFA Parties also recognized that the current One CGIAR Unified Governance is facing some challenges that have affected the efficient and transparent operation of Centers and CGIAR as a whole.

Scope of the Independent Review

The IFA Parties 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.

The review is to include assessments of:

- (a) whether the current unified governance arrangements achieve the overall purpose of (i) providing a more cohesive and unified strategic direction to the IFA Parties, and (ii) promoting better alignment, understanding and cohesion of decision-making across all Center Boards and the System Board in furtherance of implementation of the CGIAR 2030 Research and Innovation Strategy;
- (b) whether the Center Boards as currently constituted fulfil their oversight responsibilities effectively in line with good governance principles based on established relevant best practice, or whether adjustments need to be made, with recommendations of what changes might be considered and why;
- (c) the current governance arrangements with countries hosting the headquarters of the CGIAR Centers and the CGIAR System Organisation;
- (d) the roles and responsibilities of the System Council and System Board governing bodies and recommendations where appropriate; and
- (e) how effectively the standing or proposed committees of the System Board and System Council serve the governance of CGIAR.

The expert review requires a holistic view on the entire governance of CGIAR, including all its constituent bodies, their committees and their inter-relationships, with a view to assessing whether the intended purpose, as set out under (a) above, is achieved.

In forming its view, the expert shall identify and systematically record the key concerns of all relevant stakeholders, which shall be annexed to the report.

The review shall address the function and role of the System Council but shall **not** address the following issues: (i) the composition of the System Council; (ii) the selection process of its members. These are beyond the remit of the expert review requested here.

The expert review shall make recommendations for the effectiveness of the governance. The recommendations should include options and scenarios for consideration by the IFA Parties and the System Council.

The Ad Hoc Committee on Governance (the “**Committee**”) was established by the IFA Parties with broad representation from across the CGIAR system to prepare and coordinate the unified governance review and recommend implementation of its outcome. The Committee is tasked with (a) developing this Request for Proposal, (b) the selection of the external reviewer, (c) liaise with the external reviewer, and (d) review the outcome of the review, always taking into account the comments from the relevant stakeholders.

Deliverables and timeline:

The expert review will consider:

- (i) all IFA Parties’ governing instruments, the IFA and any other documents deemed relevant;
- (ii) historical documents that conceived today’s unified governance,
- (iii) documents that recorded subsequent discussions of governance matters, including communications with host country representatives and minutes of System Board and Board Chair Network meetings, and
- (iv) Conduct interviews of Board members, Board Committee members, senior management representatives and other staff of the IFA Parties, as well as with such other persons the expert deems relevant such as those involved in drafting or negotiating the documents set out under (ii) and (iii) above¹.

¹ Persons to be interviewed include all System Board members (individually and collectively), all AFRC members (likewise), all Center Board Chairs (likewise), selected Host Country representatives (likewise), members of the Executive Management Team, Executive Director System Organization, selected Director Generals together with some of their senior management, Chair, System Council and agreed representatives from major donors, and any other stakeholders that the expert deems appropriate.

Meetings on site with centers are preferable.

Estimated number of persons to be interviewed [60-70].

Request for Proposal Template (SO FN 01 PL 01 TL 02)

March 2022

In order to streamline and document the flow of documents, the expert review shall set up a virtual data room, accessible to the Committee and selected staff.

Bidders are requested to propose expeditious but achievable deadlines following the generic timeline below for the deliverables set out below, bearing mind that the Unified Governance Review, including recommendations by the Committee to all IFA Parties based on the independent review, and decision making by the IFA Parties shall take place in 2023.

1. **By not later than [xx] 2023** an operational virtual data room to collect, streamline and keep track of the documentation process, accessible to the Committee and selected CGIAR staff.
2. **By not later than [xx] 2023**, an issues and concerns inventory.
3. **By not later than [xx] 2023**, a draft review report addressing the assessments set out in Section C.
4. **By not later than [xx] 2023**, and assuming the selected expert will have received feedback on its draft report by [xx], a **final review report** addressing any comments received.

Briefings will be provided by staff of the CGIAR System Organization, and other relevant personnel from across CGIAR. It will be the responsibility of the CGIAR System Organization to provide the selected expert with relevant documents and logistic support, such as to schedule interviews and other meetings upon which to conduct the review.

During the assignment, there will be weekly calls with the Co-Chairs of the Committee to discuss progress.

Duration of the engagement

Commencing as soon as possible after the project award date of 26 May 2023. The selected expert reviewer shall submit reports as set out in the proposed timeline included in its submission.

Knowledge, skills, and abilities:

The selected expert shall bring to this engagement:

1. A team of energetic and proactive professionals who are well-versed in provision of governance advice involving complex multi-entity international organizations or partnerships based largely in the Global South;
2. Ability to draw experience and innovation from governance practices in other sectors;
3. Experience with generally accepted governance codes and models;
4. Experience in working with international organizations with host country agreements;
5. Ability to commence work immediately and meet the target deadline set; and

6. Track record of providing clear, pragmatic and unambiguous advice.

Multilingual team members would be an added advantage (with a strong preference for selected team members being able to work at the professional level – written and oral – in English, Spanish and French², and including team members from the Global South).

Required Proposal Content:

Each response to this request should address separately, **Engagement Approach** and **Engagement Cost**, and provide **Relevant Disclosures** as follows:

I. Engagement Approach

1. **Cover Page:** Include the project title ('Independent review of the unified governance arrangements of CGIAR'), primary contact name, mailing address, e-mail address, and telephone number.
2. **Detailed Approach:** A thorough description of the experience and competencies of the proposed team, and a project timeline consistent with part D above, with estimated required staffing/hours.
3. **Background on the proposed team**, including the following:
 - a. The firm (or consortium's) recent experience in providing advice in an international organization context;
 - b. Experience and skills of designated staff regarding the following qualifications:
 - i. Applicable professional background, including significant experience as an expert serving the non-profit and government-funded sectors;
 - ii. Experience in advising complex partnerships comprised of multiple legal entities built on a very diverse staff with multiple locations in the Global South and North;
 - iii. Experience with generally accepted governance codes and models;
 - iv. Understanding and experience of board level decision making in a research, development focused and/or science-based environment;
 - c. Examples of no more than three projects of similar size and complexity to the one described in this RFP, which the expert (or consortium) has completed during the past five years;
 - d. References from the project examples provided, including telephone and e-mail contact information; and
 - e. Information on the diversity and inclusion program(s) of the expert itself.

II. Engagement Cost

1. A fixed fee for the assignment with limited assumptions;

²For one CGIAR Center (AfricaRice), its official languages are both English and French. Review of materials in and capacity for stakeholder consultation in both languages will be essential.

2. Indicative expenses and the basis of calculation. Travel will only be compensated in accordance with the CGIAR System Organization travel policy and must only be undertaken with the prior approval of CGIAR.

III. Relevant Disclosures (to consider potential conflict of interest mitigation measures, if required)

1. Whether the expert currently provides, or has in the past 3 years provided, advice to any CGIAR legal entity (whether the CGIAR System Organization or any of CGIAR's Centers). If so, what is the combined value of the services rendered over the 3 years to 31 December 2022 and what was the topic involved (if confidential, please describe in general terms); and
2. Whether any member of the proposed team has a professional affiliation or personal friendship with any member of the CGIAR System Board, any Center Board or any of its committees.

IV. Contract terms

Any proposed deviations from the draft contract terms provided as Appendix 1 to this request for proposals.

CGIAR reserves the right to determine in its absolute discretion whether any proposal meets the minimum standards of a complete proposal, and whether to approach an applicant to provide additional information. No discussion on the relative merits of any application will be entered into between CGIAR and any applicant before, during or after contract award.

CGIAR reserves the right to consider proposals in whole and in part, and to propose the appointment of one or more applicants to the project in the form of a new consortium for delivery of the project with an identifiable project lead.

Evaluation Criteria:

Proposals will be evaluated by the Committee based on the following dimensions.

1. **Engagement approach and availability** (70-80% weighted)
 - The quality and relevance of the expert's proposal according to the criteria set out in Part G above (as demonstrated by client testimonials or other measurable indicators);
 - Demonstrated understanding of the CGIAR unified governance concept;
 - The work program is time sensitive and requires a start date as soon as possible after the award date of 26 May 2023.
2. **Engagement cost** (20-30% weighted)
 - Clarity and relevance of cost proposal, including any alternative fee structures (i.e., fee caps, blended rates, fixed rates, or other reduced fee arrangement, pro bono elements, etc.);

- Value for money as perceived by the CGIAR System Organization in the context of operating in a not-for-profit context.

All proposals will be evaluated on a 2-step basis with the ‘Engagement Approach’ and ‘Engagement Cost’ parts each being evaluated separately in the first round and then combined to determine best value for price. Applicants whose proposals have been short-listed may be contacted with questions for clarification during the evaluation process. The basis of CGIAR’s decision making will remain in-confidence and internal to CGIAR.

Bidders may submit requests for clarification(s) on the request for proposals by close of business Paris time on 12 May 2023. Responses to all requests will be shared with all known actual or potential bidders without disclosing the identity of the requester.

Bid Schedule and Dates:

The following schedule includes key milestones and their associated completion dates and is provided primarily for planning purposes. CGIAR System Organization may modify the project timeline at its discretion.

No	Event	Responsible party	Date
1	Issuance of Request for Proposals	CGIAR System Organization	5 May 2023
2	Last date for request for clarification(s) on the RFP	Bidder(s)	12 May 2023
3	Last date to reply to questions received/last date for amendment	CGIAR System Organization	17 May 2023
4	Deadline for the submission of proposals. Late proposals not considered	Bidder(s)	23.59 pm CEST, 21 May 2023
5	Notice of successful bidder	CGIAR System Organization	26 May 2023
6	Signing of the Agreement	CGIAR System Organization/Selected Bidder	31 May 2023
7	Issues and concerns inventory	Selected Bidder	[as per accepted bid]
8	Draft Report	Selected Bidder	[as per accepted bid]
9	Final Report	Selected Bidder	[as per accepted bid]

How to submit a proposal:

Please submit a narrative proposal and a budget proposal as two separate documents to smo-bidding@cgiar.org. Both documents can be attached to the same email.

Narrative proposal will consist of no more than 20 pages (excluding annexes) using A4 Microsoft Word or similar format, Arial font size 11pt., margins no smaller than one inch.

Budget proposal will be presented using Microsoft Excel or similar format and consist of, at a minimum, the following line items: consultant time, resources, travel. The budget will be presented in US dollars.

All proposals must be received no later than 23.59 pm CEST, 21 May 2023. Only electronically submitted proposals will be considered. Late proposals will not be considered.

Who we are:

CGIAR is a global research partnership to tackle the complex and interconnected challenges to food, land, and water systems in the 21st century, and their inter-relationships with climate change mitigation and adaptation; CGIAR science is dedicated to reducing poverty, enhancing food and nutrition security, and improving natural resources and ecosystem services. Its research is carried out by 15 CGIAR Centers in close collaboration with hundreds of partners, including national and regional research institutes, civil society organizations, academia, development organizations, and the private sector. The 15 Centers have close to 10,000 staff based in more than 50 countries.

The CGIAR System Organization, which is an international organization headquartered in Montpellier, France with approximately 60 staff, provides a governance framework and support to the CGIAR System in collaboration with the System Council. The Organization is committed to cultivating a work environment that reflects teamwork, gender equality, and respect for diversity. We endeavor to foster a multi-cultural environment that is free of any form of harassment and discrimination; and that embraces and values individuals regardless of age, ethnicity, race, gender, national or social origin, marital status or any other form of personal identity.

More information about CGIAR is available at www.cgiar.org.

All internal decision making relating to this request for proposals will be carried out by the Committee, which has requested the CGIAR System Organization to be the contracting entity for CGIAR.

The contract will provide channels of communication.