

CGIAR UNIFIED GOVERNANCE REVIEW: UPDATE ON RABAT WORKSHOP

16-17 OCTOBER 2023

Prepared by Morrow Sodali

AIMS OF THE WORKSHOP

The Ad Hoc Committee on Governance (the “Committee”) is focused on ensuring that during this workshop, (i) there is a shared understanding among the participants of the issues and concerns which have been raised during the independent review process and (ii), that an active discussion on possible solutions to these issues and concerns takes place.

These two aspects will allow the workshop, which will be facilitated by Morrow Sodali Co-Leads, to achieve its intended aims, which include:

1. To align possible solutions among CGIAR stakeholders on a clear direction for a fit-for-purpose governance model to fulfil the One CGIAR mission: end hunger by 2030 – through science to transform food, land and water systems in a climate crisis.
2. Have clarity on the questions and issues which still need to be solved.
3. Understand governance model options and their advantages and disadvantages.
4. Foster a balanced and inclusive stakeholder participation.
5. Consider other stakeholder views.

PARTICIPANT EXPECTATIONS

Participants (virtual and online) are encouraged to come prepared to engage actively, share views constructively and listen deeply to the views of others. Participant input is important to drive the workshop, especially to share and understand ideas and concerns. Likewise, active listening fosters an inclusive environment where all participants are comfortable voicing their opinions, encourages collaboration and allows participants to find common ground.

BACKGROUND ON THE UNIFIED GOVERNANCE REVIEW

Background leading up to the Unified Governance Review

The Consultative Group on International Agricultural Research (CGIAR) was created in 1971 as an informal partnership among governments, private foundations and international organisations interested in supporting agricultural research for developing countries through a small network of international agricultural research centers.¹

¹ Independent Review of the CGIAR System Synthesis Report, pg. 17.

After several reforms, in December 2009, a new framework of overarching principles was agreed between the centers and the funders² to give rise to a reformed CGIAR as set forth in the CGIAR Joint Declaration. On 2010, the Consortium of International Agricultural Research Centers (“CGIAR Consortium”) was established as a joint venture between the 15 Centers³ supported by the Consultative Group on International Agricultural Research. On 2012, the CGIAR Consortium obtained international organization status pursuant to the agreement establishing the Consortium of International Agricultural Research Centers as an international organization and operated in accordance with the rules set forth in its constitution.⁴

In 2016, the Centers and funders agreed to a CGIAR System Framework that provided for a System Council and a CGIAR System Organization. The CGIAR System Organization was to be established in accordance with the CGIAR System Charter which replaced the constitution of the CGIAR Consortium.⁵

In 2018, the CGIAR System Council decided to form the CGIAR System Reference Group⁶(SRG) which was entrusted⁷. In 2019, the SRG presented the package of recommendations listed below, that aimed to create a rapid step-change in CGIAR so that it is fit⁸:

- a) Recommendation 1: A compelling mission for One CGIAR
- b) Recommendation 2: Unified governance
- c) Recommendation 3: (a) An integrated operational structure; (b) One CGIAR policies and services; and (c) One CGIAR at the Country and Regional level
- d) Recommendation 4: A new research modality
- e) Recommendation 5: More, and pooled, funding⁹

These recommendations were approved in the System Council meeting 13-14 November 2019 in Chengdu, China and were referenced as “One CGIAR’ System Reference Group Recommendations to the System Council.”

Following the Chengdu agreements, a series of milestones were reached in the One CGIAR journey, including (i) the appointment of the System Board and their appointment as Common Board Members on Center Boards and (ii) the appointment of the Common Audit, Finance & Risk Committee. In addition, in 2020 the 2030 Research & Innovation Strategy was approved, which “presents CGIAR’s ambitious high-level approach for making a significant and meaningful contribution to the transformation of the world’s food, land and water systems”.

² Defined as “entities that contribute funding to Centers in support of the CGIAR Strategy and Results Framework and to the activities of the CGIAR System Organization, either through the CGIAR Trust Fund or through bilateral contributions.”

³ AfricaRice, Bioversity International, Center for International Forestry Research (CIFOR), International Center for Agricultural Research in the Dry Areas (ICARDA), International Center for Tropical Agriculture (CIAT), International Crops Research Institute for the Semi-Arid Tropics (ICRISAT), International Food Policy Research Institute (IFPRI), International Institute Tropical Agriculture (IITA), International Livestock Research Institute (ILRI), International Maize and Wheat Improvement Center (CIMMYT), International Potato Center (CIP), International Rice Research Institute (IRRI), International Water Management Institute (IWMI), World Agroforestry Centre (ICRAF) and WorldFish.

⁴ Charter of the CGIAR System Organization, pg 1.

⁵ Ibidem

⁶ Comprised of representatives of the System Council and all System Management Board members.

⁷ Meeting Summary 9th System Council Meeting, 13 and 14 November 2019, pg. 5

⁸ Ibidem

⁹ “By 2022, achievement of at least 50% pooled funding (through Windows 1 and 2) – with an intent to exceed this figure and achieve 70% or higher by the end of the next business plan period 2022–2024.”

In November 2022, the System Council met in Brisbane where the importance of accelerating the completion of the One CGIAR transition was emphasized, focusing on 4 key areas summarized below that required solution:¹⁰

1. Advocate to Center Boards to sign the CGIAR Integration Framework Agreement¹¹ by the end of 2022 to ensure that CGIAR staff were confident about the pathway forward.
2. Advocate for a new and increased pooled funding in support of CGIAR Global and Regional Integrated Initiatives (noting that a large share of funder investment for CGIAR research and innovation remained as un-pooled).
3. Remain patient on the pathway to realizing the expected returns of a more integrated system.
4. Support the System Board in its quest to operate with a clearer role vis-à-vis the System Council.

In February 2023, the IFA was approved and signed by the Boards of 12 CGIAR Research Centers¹² and the System Organisation. The purpose of the IFA was to “set forth the objectives and core components of the Parties’ Integrated Partnership in a way that furthers the Parties’ own mandates, and that is consistent with the Parties’ respective Governing Instruments and Host Country Agreements.”³

The IFA set out core components of the parties’ “integrated partnership”, drawing on the “One CGIAR” recommendations put forward by the CGIAR System Reference Group and endorsed by the System Council in Chengdu¹³:

1. A compelling and united in and mission underpinned by a common CGIAR research strategy
2. Operational Integration
3. Engagement with partners at the country, regional and global levels; and
4. Research delivery and funding
5. Unified Governance

To operationalize the IFA across the aforementioned components, a range of implementing instruments would be required.

Why an independent expert review and why now

According to section 5.2 of the IFA, an independent review of the unified governance arrangements would be carried out in 2023 to determine whether they achieve the intended

¹⁰ Meeting Summary 17th System Council Meeting, 2-3 November 2022, pg. 5.

¹¹ Which set out the objectives and core components of a deeper partnership among its parties (12 CGIAR centers and the System Organisation).

¹² 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.

¹³ CGIAR Integration Framework Agreement: Preliminary approach and roadmap for operationalization pg. 1.

purpose (namely, to end hunger by 2030 – through science to transform food, land and water systems in a climate crisis) or whether adjustments need to be made.¹⁴

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 was tasked to select the external reviewer, liaise with the external reviewer, and assure adequate opportunities for engagement with CGIAR stakeholders, and deliver to stakeholders the outcome of the review, always taking into account the comments from the relevant stakeholders.

According to its terms of reference, each Committee member has undertaken to represent the constituencies from which they are selected and is being supported in undertaking consultation to that end with their respective stakeholder groups. The terms of reference may be found [here](#).

Morrow Sodali was retained in June 2023 on behalf of the IFA Parties by the CGIAR to conduct the Unified Governance Review, part of which included a survey shared with different CGIAR stakeholders, as well as the carrying out of one-on-one interviews with agreed Center board members, System Council members, System Board members, host country representatives, senior management representatives, funders, partner organisations, members of the Strategic Impact, Monitoring & Evaluation Committee (SIMEC), the Assurance Oversight Committee (AOC), and the Audit, Finance & Risk Committee (AFRC), and other staff of the IFA Parties. We have also conducted group interviews with the System Board and selected System Council representatives.

As part of the review, Morrow Sodali has prepared an inventory, which aims to capture the issues and concerns raised by participants in surveys and interviews. This inventory was updated on a rolling basis, allowing the Committee to keep an overview while allowing the Morrow Sodali Team to add issues as the review and analysis evolved.

In September 2023, Morrow Sodali conducted an online seminar (i) to inform the participants on the issues and concerns that had been raised so far in the review process and (ii) to ensure that stakeholders had an opportunity to voice their concerns, as well as hear and acknowledge those of others. The online seminar was attended by a total of 113 stakeholders, who were later able to transmit their comments or impressions.

PROPOSED DESIGN PRINCIPLES

The Morrow Sodali team proposes the following design principles for discussion during the workshop. This aims to allow the participants to discuss and arrive at a refined set of design principles to guide the development of fit-for-purpose governance solutions for the CGIAR.

These design principles are anchored in vital agreements and commitments amongst CGIAR entities, reflect good governance principles and align to the key findings of Morrow Sodali's Unified Governance Review. Together, they provide both a foundation and a vision for a governance arrangement that has broad ownership and is capable of steering CGIAR to achieve its ambitions in an increasingly complex world.

¹⁴ Integrated Framework Agreement, pg. 11.

1. Enable systemic impact at scale

The One CGIAR mission aims to end hunger by 2030 through science to transform food, land, and water systems in a climate crisis. This requires all parts of CGIAR (Research Centers, System Organization and funders and partners who have stake to claim) to align and collaborate to deliver on this ambition. One CGIAR envisions: a harmonized set of policies and systems; streamlined CGIAR presence and engagement in countries and regions; large synergistic CGIAR research initiatives co-created with partners; and increased flexible funding to amplify CGIAR's work.

What does this mean for governance design? The governance arrangement must chart a clear direction, setting clear goals and expectations, making timely decisions on resources and policies, ensuring accountability for performance, providing excellent fiduciary oversight, and offering foresight and external perspective.

The governance arrangement will make visible the various contributions to impact, enable learning and act on performance that does not contribute to the global impact at scale.

2. Align and clarify interdependence and subsidiarity

The IFA reaffirms that Research Centers are independent legal entities with specific mandate as set forth in their Governing Instruments. It also recognizes that enhancing collaboration across entities to act in a more unified, integrated way is critical not only to tackle interconnected challenges to food, land, and water systems in the 21st century but also to better deliver on the individual mandates of entities.

What does this mean for governance design? Every CGIAR entity is better off working cooperatively towards its own goal and towards CGIAR's collective ambition. Research Centers have an interdependent relationship with one another and the System Organization. They must be willing to yield some autonomy for the collective good and in return see the benefit of that. Subsidiarity calls for decisions to be made closest to where the decision has impact, provided it does not undermine the collective good and that there is oversight of the risks that actions carry with them.

The governance arrangement will reflect both interdependence and subsidiarity; enable mutual accountability amongst entities; and enjoy a sense of legitimacy amongst stakeholders.

3. Define oversight roles clearly

In the CGIAR context, oversight roles are distributed amongst multiple parts of the governance arrangement: System Council, System Board, Center Boards, AFRC, AOC and SIMEC, for instance. Unless oversight roles are distinct, complementary, and well understood, the outcome will be confusion, contestation, and delay. Good governance relies, to a great extent, on clear definition of oversight roles. The more complex the organization is, the more need there is to be crystal clear about the complementarity of the roles and to have feedback systems that course correct both individual and systemic issues.

What does this mean for governance design? The governance model must answer three questions:

1. What types of oversight are more effective to conduct at the System level, advancing the collective good and ensuring good governance at the System level?
2. What types of oversight are more effective to conduct at a Research Center level, reflecting the principle of subsidiarity and ensuring good governance of each Research Center?
3. How does the leadership of the governing bodies of the CGIAR System discuss and decide on priorities and align for greater impact?

Based on the answers to these questions, how should oversight roles and responsibilities of the System Council, System Board and Center Boards be defined? And how do the AFRC, AOC and SIMEC contribute to them?

The governance arrangement will delineate, assign responsibility, and hold to account the different governing bodies of One CGIAR and get full and complete agreement from each entity.

4. Foster collective ownership and incentivize implementation

Morrow Sodali's findings, based on the unified governance review, are consistent with the principles above. Another important finding is that any governance model that is not built on shared agreement and genuine commitment of all stakeholders will unravel in the implementation because of the modus on implementation. This is the How, and not the What.

What does this mean for governance design? The governance model must not only be developed and adopted in a way that fosters collective ownership amongst stakeholders but also be accompanied by mutual accountability mechanisms that ensure that stakeholders live up to their commitments and play their roles effectively. In this regard, it would be helpful for the governance model to be based on compelling, mission-oriented positive examples of integration that inspire and incentivize all stakeholders, including the scientists who are the life blood of CGIAR, through what may be a tricky period of change and adjustment.

The governance arrangement will make clear the benefits of being part of CGIAR and the added value for, and of, each entity in CGIAR.

GOVERNANCE MODELS

At the workshop, the Morrow Sodali team will present the three governance models below to facilitate the exploration of different structures and directions to develop a fit-for-purpose governance model that addresses the underlying challenges and opportunities. Please read the descriptions of each model as explorations and reflect on:

- What features or characteristics of each/some of these models are relevant to CGIAR?
- What key underlying issues related to the CGIAR model are not addressed in any of the models below?
- What questions or ideas do these models raise that warrant further exploration at the Rabat workshop?
- What trade-offs must be considered when evaluating each of the models?

1. Federative Model

Introduction and purpose

In a federative option, there is emphasis on shared ownership of the organisation and representation from the key constituent parts. Entities are represented in the global structure. They collectively assign power and responsibility to central governing bodies to decide on the issues that should be adhered to by all entities concerned. The participation of all entities in the decision making should in principle ensure alignment. The balance of participants (with and without vote) is important to get right. This can be done by giving each entity the right to participate, or to assign seats to 'constituencies' and then allow each constituency to agree on participation.

A federative structure can be combined with representation on Center Boards by representatives from central governing bodies.

The role and remit of each constituent part must be very clearly defined and agreed.

Structure

There is typically an assembly, representative of all entities, that is the highest governing body of the 'federation'. There is a choice between a larger or a smaller assembly. If the assembly is large (more than 20?), it would be necessary to consider the appointment of a smaller, more agile Board to act on behalf of the assembly. Such a Board could include external experts and internal stakeholders or only independent members. The respective roles of the Assembly and the Board would need to be clearly defined.

If 'constituent' groups (centers, funders, host countries, partners) can, through a forum or process, agree on a representative system that results in a smaller assembly, the assembly itself could constitute the board.

There is likely a need for 2-4 technical committees to ensure that the governing bodies can carry out their role efficiently. Such committees can also be spaces for constituents to engage.

The governing body would appoint the equivalent of the Executive Managing Director and hold them to account.

Apart from the formal governance spaces, there is also a need for spaces and processes where there is exchange between different entities.

Key processes and requirements

Decision making: The decisions of the global governing body would be binding on the entities concerned, in this case the Centers and the System Organisation. It would not be able to impose decisions for host countries and funders. The decisions would be taken by vote with a fair distribution of numbers and votes between participating entities. The decision making should avoid relying on consensus and be aware of pocket vetoes and informal power. It should not be possible for a small minority to block a decision that the majority is in favour of. This means that upstream consultation is important.

Reporting and accountability: It is critical to be clear on the requirements of the entities participating, in this case this concerns mainly requirements for the centers and system org as they are the main implementers of the CGIAR strategy. The reporting against these requirements and commitments is important and there needs to be consequences of poor performance and incentives for learning and improvement. There must also be clear consequences 'before' any 'nuclear' option of expulsion.

The performance management of center DGs needs to include significant and tangible performance targets for their (and thus the centers') contributions to One CGIAR and be assessed based on those.

2. Group Governance

Introduction and purpose

A "Group Governance" model involves a global governing body, a System Board, overseeing a number of Center boards (acting in a similar manner to the board of a parent company). The System Board maintains the decision-making authority and establishes mechanisms for the effective coordination of the Centers. The Centers then operate within the frameworks established by the System Board, allowing for greater alignment.

In this model, clear guidelines need to be established to ensure coherence and effectiveness across the System Board and all Centers, ensuring not only common standards of governance and organisation, but also effective oversight of the System Board.

Structure

This model would typically have an independent System Board made up of members who are selected based on their specific expertise and background. The members should be appointed by the different CGIAR stakeholders (perhaps a System Council). The System Board would be responsible for, among others:

1. Approval and implementation of strategy and CGIAR and Center budget
2. Approval of group policies, regulations and committees
3. Supervision and evaluation of group governance practices
4. Appointment of senior management

Committees would be set up at System Board level to oversee Center risk, strategy and process, among others.

On Center level, each Center has a Board made up of experts and a representative from the System Board and host country (if required). However, these Boards must operate within the guidelines of the System Board. Center Boards would be required to regularly submit financial and activity reports to the System Board on key activities and developments.

The Center Boards would have scientific or programme committees, composed of experts and partners.

This model would also require the Center boards to have a voice in a global forum for exchange. The System Council may be a space for this (as a multistakeholder group).

Group functions across the System Board and the Centers may be directed and controlled in 3 different ways, depending on the degree of integration and direction:

1. Integrated functions, which sets out standards and norms across all entities (System Board and Centers), carried out under the responsibility of the Group entity.
2. Partially integrated functions, which also set standards and norms across all entities. Most elements of the mandate are carried out under the responsibility of the Group center. However, the implementations of some elements of their mandate might be performed under the leadership of the entity function. Partially integrated functions hold a solid reporting to the System Council.
3. Coordinated functions, have most elements of the mandate of the function carried out by entities but in regular cooperation and exchange of information with the Group centre.

Key processes and requirements

Functions and reporting: Clarity on the functions and how they are distributed/assigned across the System Board and the Center Boards.

Center performance: In a Group Governance option, there is a greater responsibility for Centers to perform, as there is a high level of interdependence between the System Board and the Centers.

Performance of Center DGs: The performance management of center DGs needs to include significant and tangible performance targets for their (and thus the centers') contributions to One CGIAR and be assessed based on those. Center DGs will also be accountable to the System Board, which appoints them with proper consultation and nomination process.

3. Modified CGIAR model

Introduction and purpose

This model builds on the current arrangement and seeks to address its weak areas and add detail to additional aspects. One of the weak areas that the vast majority of stakeholders identified was the untenable situation of the common membership. It was seen as imposed, highly impractical and rendering both system and center governance weak. However, the System-to-Center, and Center-to-System connections that it establishes was seen as a good thing. The purpose thus remains the same, but the constellation is different. Another weak area is that the distribution of roles and responsibilities between the System Council and System Board is not clear. As the role of the System Board crystallizes around system-level governance issues (given the modifications explored below), the complementarity of the System Council's role in relation to the System Board would need to be clarified in the model.

Structures

To make the current model workable, the number of common members on Center boards is reduced. This would mean that the common Board members would not have a majority of votes

on center boards and ensuring alignment on critical issues needs to be ensured by other means. The exact numbers of common board members are thus less important in terms of achieving a majority but is more important to get the right skills, to ensure availability and to ensure that there is a critical mass of common members to not be ignored or sidelined. It means that System Board members will be on a few center boards only and a strong two-way 'reporting back' format needs to be found.

There are two different versions presented here. In the first, there are 3 System Board members who serve on each Center boards. One of them would be the vice-chair which means be part of designing the agenda and also be in briefings with the Center DG. This in turn means that each System Board member would serve on 3 Center boards and the System Board would need to be composed of 13 persons, with an independent Chair not serving on Center boards. The System Board could be appointed by the System Council.

A second option would be to have a System Board composed of 12 persons, 8 independent members appointed by the System Council based on a competency matrix (including Center needs) and 4 Center Board chairs appointed by a 'center constituency body' made up of center board chairs (this could be the General Assembly of Centers). Diversity should be ensured in this by reflecting Center size, research focus and geographies. Center board chairs who serve also on the System Board do so not representing the interest of Centers but of the global CGIAR.

In addition, there is a need to establish a space for CGIAR board chairs to meet (including System Board and System Council chairs). These would be high level meetings to get agreement on future targets and commitments and a space for accountability. While not a formal governing body this is an important body to communicate agreed commitments and leadership.

Key processes and requirements

As the common board members in this option constitute a connection that will influence by conviction and consultation, the reporting system between the System Board and organisation and the Centers needs to be effective and clear. This will require support from both the System Organisation and the board support at the Centers; a governance focal point group would be beneficial for this.

The sequencing of System Board and Center Board meetings is also important so that the two-way feedback loops can be functional and ensure that key decisions are taken on time and that the set up does not delay critical developments. The consultation process is also important and must be short and effective and be clear that providing no or late feedback is not taken into account.

The common board members will need to fit both the needs of the System Board and to an extent the needs of Center boards. A clear process for appointment is needed, including the possibility for suggesting candidates. The common board members are, however, not there to fill gaps in Center board capacity. The System Board needs are primary, and that will include persons who can add value to Center boards and provide a strong connection.

The performance management of Center DGs needs to include significant and tangible performance targets for their (and thus the centers') contributions to One CGIAR and be assessed based on those.

PEER ORGANISATIONS

Annex 1 to this document includes four examples of peer organisations' governance models to offer ideas and insights on what various models look like as applied by these organisations. It is important to bear in mind that no peer organisation is fully comparable to or compatible with CGIAR, each organisation is unique. However, rather than looking at the differences one can focus on the elements that can inspire.

Further, each governance arrangement has been designed to deal with specific issues such as power sharing, global alignment, local relevance or multistakeholder collaboration. Participants are asked to consider these organisations as examples that can be associated with the governance models described above. The peer organisations here are presented for reference and inspiration.

AGENDA OVERVIEW

The morning of Day 1 will anchor participants in the purpose of this workshop and provide the opportunity for participants to explore and develop a shared understanding of the findings and conclusions of the unified governance review conducted by Morrow Sodali. Following, to guide the conversation about solutions, the Morrow Sodali team will present a set of draft design principles (see page 4) for discussion and refinement. These principles will be made visible in the physical workshop space, so they can guide the discussions that follow. The Morrow Sodali team will present three governance models (see page 6) to facilitate the exploration of various options and directions for a fit-for-purpose governance model. The team will also discuss examples of similar models being put into practice by peer organisations (see page 14). The intent is to stimulate ideas and insights that will help outline a fit-for-purpose governance model for CGIAR.

The afternoon of Day 1 will explore the ideas and questions raised by the three governance models, the peer organisation examples, and the distinctive perspectives of key stakeholder groups in CGIAR. This will be achieved through an interactive panel discussion (panellists will reflect System Board, System Council, System Organisation, Center Board, Center management, and host country views)¹⁵ that will give all participants an opportunity to share their ideas, questions, and suggestions.

The morning of Day 2 will delve deeper into what a fit-for-purpose governance model could look like in practice at CGIAR (based on the discussions of Day 1), what roles should be played at a

¹⁵ Final list of panellists has been selected by Morrow Sodali, with guidance from the Ad-Hoc Governance Committee. Panellists have been selected considering balance of gender, representation of regions, those who feel comfortable speaking in public in the workshop environment and who can exchange ideas and project their stakeholder views while also understanding the view of others.

System level and what roles should be played at a Center level, and what solutions might be possible in the short-term vs. long-term.

The afternoon of Day 2 will challenge participants to think about what it will take in terms of organisational and personal change to not only install but also to realise the benefits of a fit-for-purpose governance model. Participants will take stock of where there is convergence and agreement, what areas need to be explored and developed further, and what questions and concerns need to be addressed. These will be captured by the Morrow Sodali team in the session and subsequently shared as an outcome summary document.

OCTOBER 16

TIME	ITEM	NOTES
09:00	Welcome and aim of workshop	Introduction by Governance Committee
09:20	Introducing the key workshop elements	Morrow Sodali
09:30	Initial questions and reflections about the Review and the process	Morrow Sodali and Governance Committee
09:50	Two sections: 1. Presentation of main findings and conclusions. 2. Exploring the findings and issues: shared understanding and agreement of the issues that need to be solved.	Morrow Sodali presents an overview of Review findings and analysis. Q&A.
11:00	Break	
11:10	Design principles for CGIAR governance model	Morrow Sodali presents options for developing the CGIAR governance. Q&A.
11:40	1. Review of peer organisations 2. Review of Governance options	
13:00	Lunch	
14:00	1. Discussion to identify options and points of view of different stakeholder groups 2. What characteristics/features of these options are most important and resonate more for CGIAR? 3. Questions and comments on panel debate from the floor/screen	Panel debate on options and solutions. Six participants (SB member, Center Board chair, EMD, DG, HC rep and SC member)
15:45	Break	
16:00	Key takeaways and implications from panel debate	Morrow Sodali will guide; Attendees to participate
16:30	Summary and looking at Day 2	Morrow Sodali and Governance Committee
16:45	<i>Ends for participants</i>	
17:00	Informal reception	

OCTOBER 17

TIME	ITEM	NOTES
09:15	Introduction and discussion of overnight reflections	Morrow Sodali will guide; Attendees to participate
09:30	Aim and outline of the day	Morrow Sodali
09:40	<ol style="list-style-type: none"> 1. Unpacking the governance options and what they would look like in practice for CGIAR 2. What roles are most effectively played at System level and what at Center level (practical application of the principles) 	Interactive exercise with participants
11:45	Break	
12:00	Feedback and ideas from participants and open discussion on solutions	Morrow Sodali will lead; Attendees to participate
13:00	Lunch	
14:00	Realizing change: What will it take?	Morrow Sodali will guide; Attendees to participate
14:45	Polling on key questions	Morrow Sodali
15:00	Towards agreement on a clear direction of a future model and next steps.	Morrow Sodali will guide; Attendees to participate (brief outcomes summary will be co-created, documenting preferred path forward and questions remaining)
16:30	Reflection: What does success look like? Key takeaways and personal contributions	Morrow Sodali will guide; Attendees to participate
17:00	Summary and next steps	Morrow Sodali and Governance Committee
17:15	<i>Ends</i>	

ANNEX: PEER PRACTICE

The following overviews are shared in order to spur different ways of thinking about governance structures, stakeholder representation, distribution of roles and responsibilities, decision making and mutual accountability. Though the following peer models are not intended to be presented as direct comparators to CGIAR, they do offer useful insights to highlight features and characteristics that could be interesting for CGIAR stakeholders to consider in their own context.

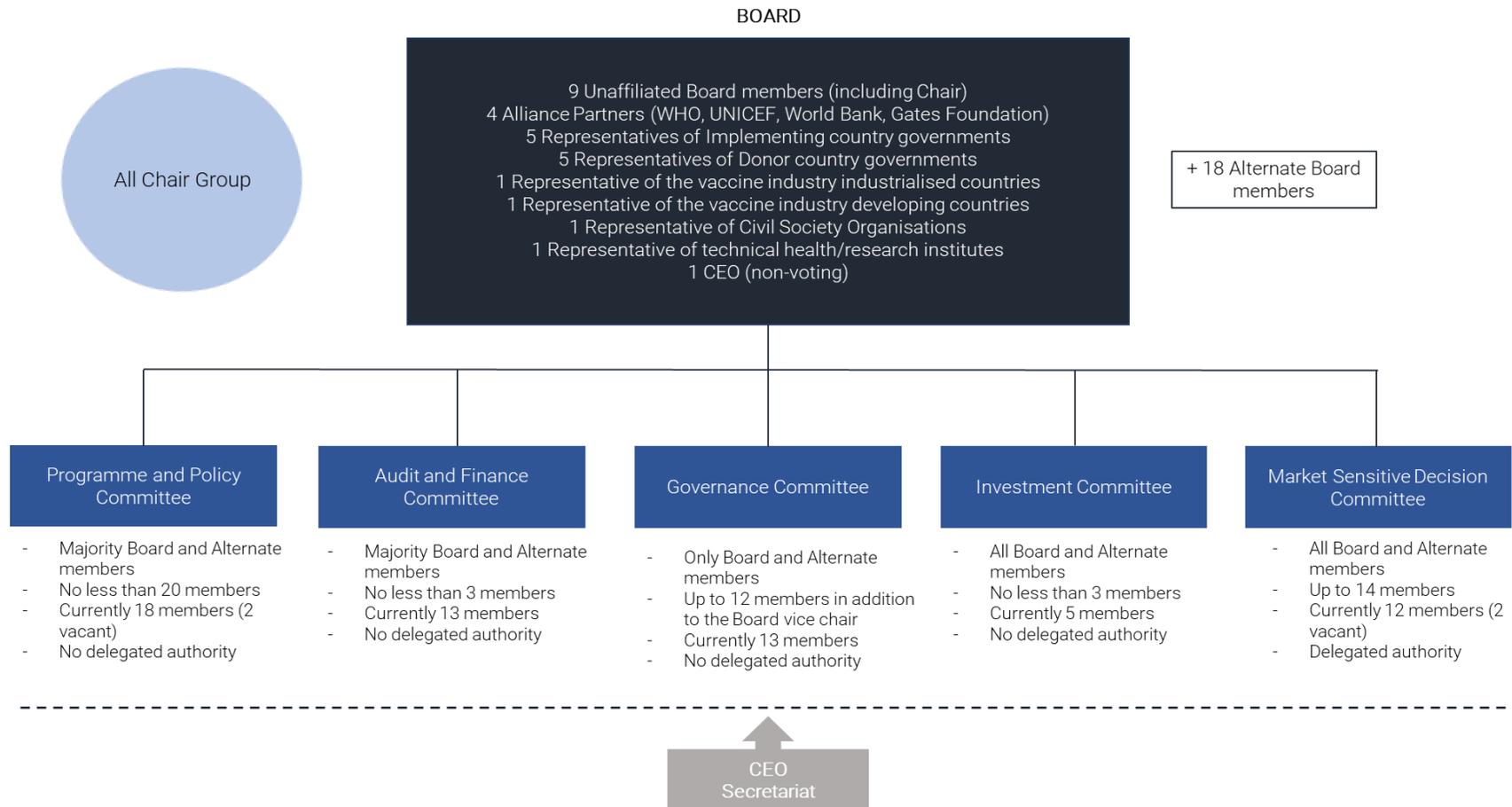
MULTISTAKEHOLDER ORGANISATION: GAVI

- Since its founding in 2000, the Gavi Alliance (“Gavi”) has worked as an international public-private partnership, which brings together various organisations and constituencies actively engaged in supporting immunisation in implementing countries. Since its inception, Gavi has helped vaccinate more than 981 million children across the world, preventing more than 16 million future deaths and helping to halve child mortality in 73 lower-income countries.
- Gavi’s unique characteristic is that it is both a self-standing organisation and an alliance between key partners and a broad swath of stakeholders in the fight to immunise key population groups. On the stakeholder side, Gavi’s governance structure brings together the sovereign donor community, the recipient (“implementing”) countries, private donors, the pharmaceutical industry, vaccine research and civil society organisations, as displayed in Exhibit 1: Gavi’s governance structure. Notably:
 - Permanent seats on the Board are held by the ‘Alliance Partners’: the Bill & Melinda Gates Foundation, UNICEF, WHO, and the World Bank. Not only do Alliance Partners provide programmatic direction and control of operations through participation on the Board, but they are also key in the delivery of Gavi’s programmatic mission at regional and individual country level.
 - Representatives of other Gavi partners serve on a time-limited basis on the Board.
 - The Board also has nine “unaffiliated” (i.e., independent) members to provide further expertise and constructive challenge to all of the Board’s deliberations, which is a relatively high proportion when compared to other multi-stakeholder constituency boards.
- Despite the complexity of Gavi’s operations, the Board meets relatively infrequently (twice per year) due to time constraints of many of its members. Consequently, the Board delegates significant responsibilities to its five committees¹ (though notably only formal delegation to one committee and informally for the others) in its effort to enhance oversight and improve the performance of the Board’s role.

¹ The Policy & Programme Committee, Audit and Finance Committee, Governance Committee, Market Sensitive Decision Committee, and the Investment Committee.

- Moreover, in order to balance representation with compositional effectiveness, Gavi allows eligible Representative Board members to nominate 'Committee Delegates' – non-Board members who can be appointed as committee members.

Exhibit 1: Gavi's governance structure



MULTISTAKEHOLDER ORGANISATION: GREEN CLIMATE FUND

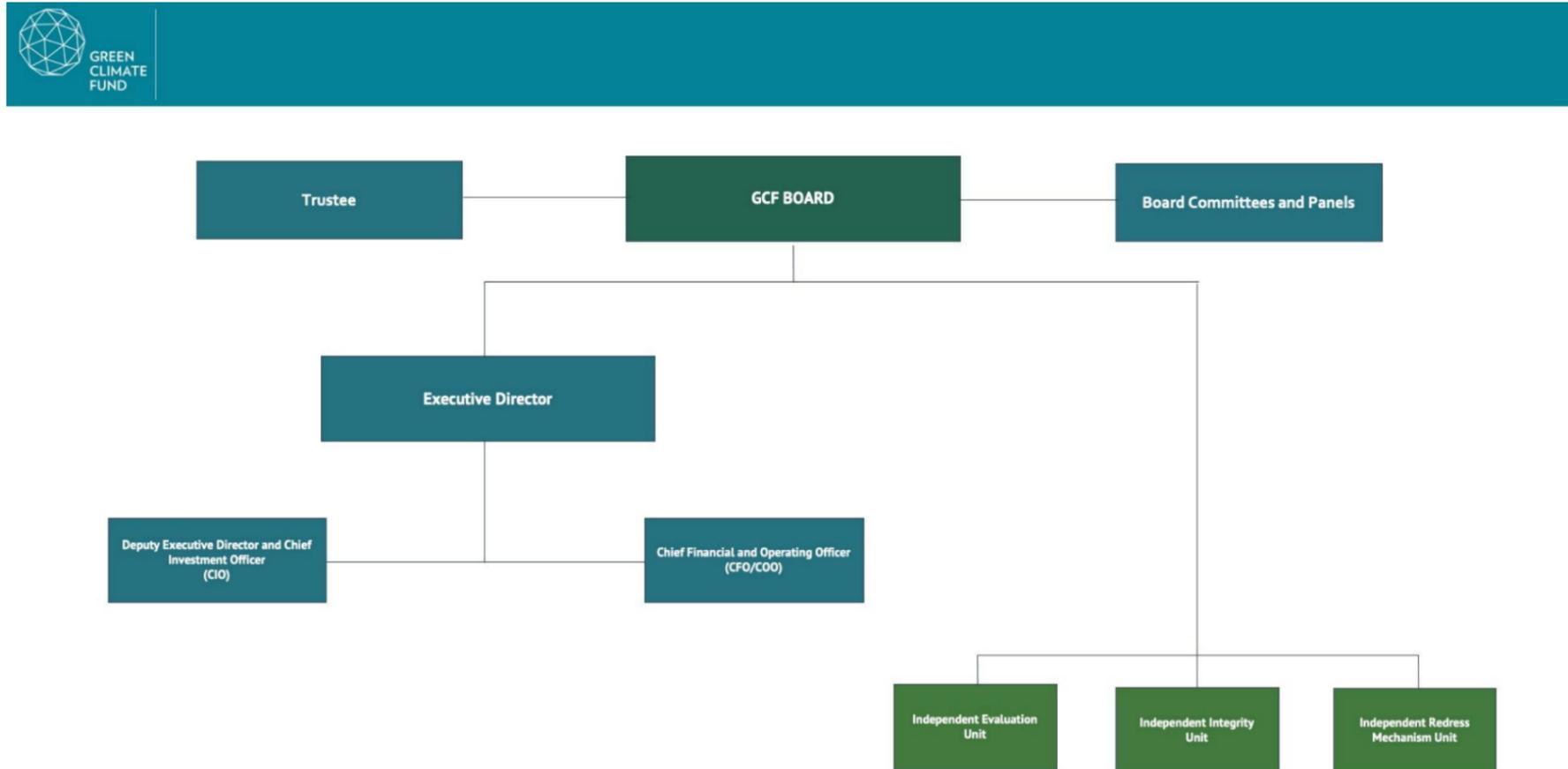
- Formed in 2010, the Green Climate Fund (“GCF”) is a fund established within the framework of the United Nations Framework Convention on Climate Change as an operating entity of the Financial Mechanism to assist developing countries in adaptation and mitigation practices to counter climate change.
- The Board has 24 members, composed of an equal number of members from developing and developed country Parties. Representation from developing country Parties includes representatives of relevant United Nations regional groupings and representatives from small island developing States (“SIDS”) and least developed countries (“LDCs”)
 - The members of the Board and their alternates are selected by their respective constituency or regional group within a constituency.
- Six committees² assist the Board in its decision-making and exercise any delegated authority under the overall authority and direction of the Board. Except for standing committees, all committees established ad hoc should have a clearly defined timeline and end date, related to the execution of its functions and should be subject to review at regular intervals.
 - The Board has established two technical and expert panels to assist it in the performance of its functions, and generally only have advisory functions. These panels may include Board members, alternate members, and external experts.
- The Fund has a Trustee with administrative competence to manage the financial assets of the Fund³ and is mandated to maintain appropriate financial records and prepare financial statements and other reports required by the Board, in accordance with internationally accepted fiduciary standards.
- The Board balances the allocation of resources between adaptation and mitigation activities under the Fund and ensure appropriate allocation of resources for other activities.
 - In allocating resources for adaptation, the Board will take into account the urgent and immediate needs of developing countries that are particularly vulnerable to the adverse effects of climate change, including LDCs, SIDS and African States, using minimum allocation floors for these countries as appropriate, as well as aim for appropriate geographical balance.

² The Accreditation Committee, Budget Committee, Ethics and Audit Committee, Investment Committee, Risk Management Committee, and Performance Oversight Committee.

³ The Trustee administers the assets of the Fund only for the purpose of, and in accordance with, the relevant decisions of the Board.

- The Board develops mechanisms to promote the input and participation of stakeholders, including private-sector actors, civil society organizations, vulnerable groups, women and indigenous peoples, in the design, development and implementation of the strategies and activities to be financed by the Fund.

Exhibit 2: Green Climate Fund's governance structure

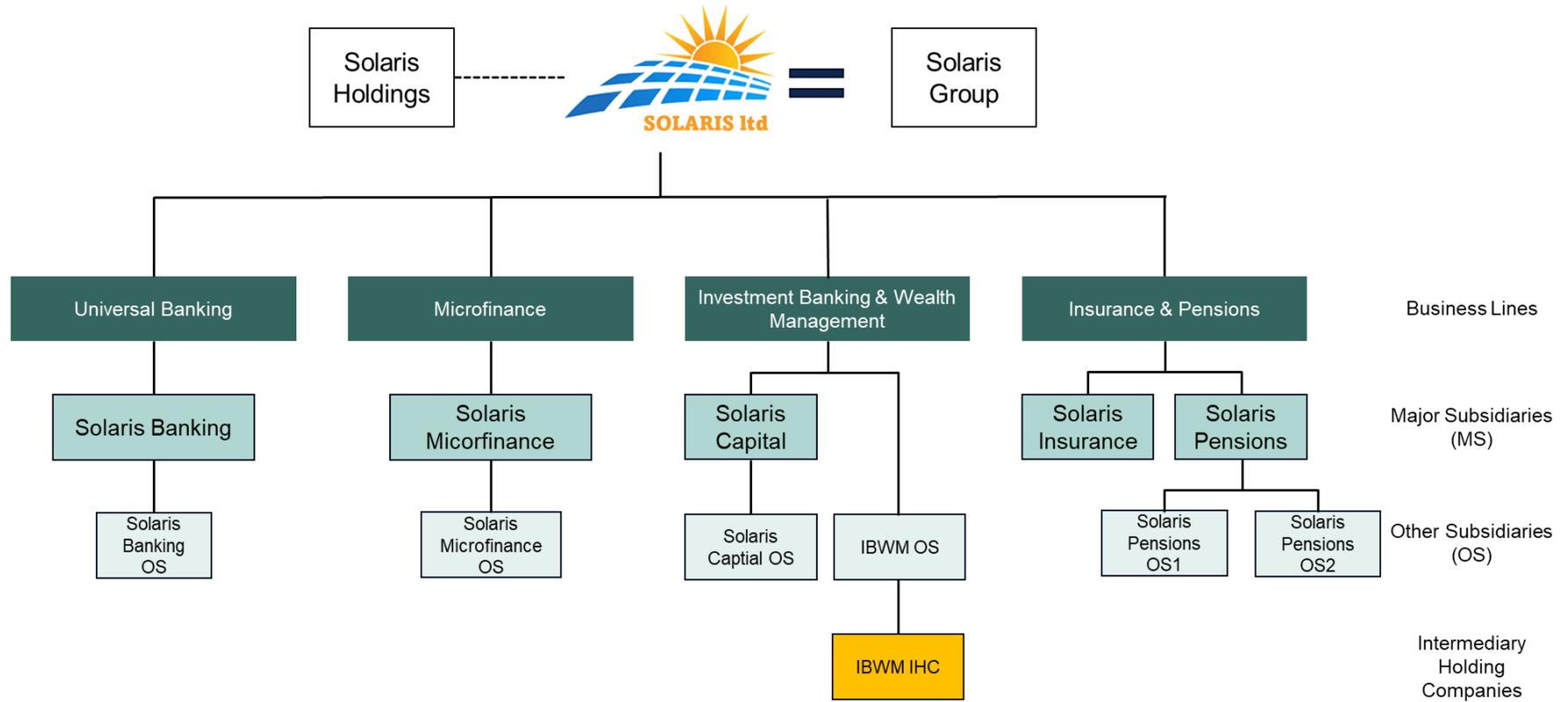


GROUP GOVERNANCE: CORPORATE GROUP

- Solaris Ltd. is the largest financial holding in its respective country and maintains a diversified business portfolio. Solaris' companies are organized into four group business lines (see Exhibit 3: Solaris' group governance structure):
 - Universal Banking, through Solaris Banking and Solaris Banking OS;
 - Microfinance, through Solaris Microfinance and Solaris Microfinance OS;
 - Insurance and Pensions, through Solaris Insurance and Solaris Pensions;
 - Investment Banking & Wealth Management, through Solaris Capital, Solaris Capital OS, and IBWM OS.
- Solaris Ltd. and Solaris Holdings are the main holding companies of the Group with identical board compositions and together act as the Solaris Group Board and has the general oversight responsibility for the Group. In addition to the Group Boards' general oversight, entities are also overseen by other boards, as per below.
- The Group comprises four types of subsidiaries⁴:
 - Solaris Banking is the main subsidiary of the Group, part of universal banking. The Solaris Banking Board includes all members of the Group Board and up to four additional members, appointed by the Group Board. It specifically oversees universal banking subsidiaries.
 - Major subsidiaries are the largest operating subsidiaries of the Group in terms of balance sheet and/or reputational weight. In addition to the legal entities they lead, major subsidiary boards specifically oversee other subsidiaries in the group business lines to which they belong.
 - Other subsidiaries are operating subsidiaries of the Group other than the major subsidiaries, overseen by the subsidiary board of the group business lines they belong to.
 - Special Purpose Vehicles are overseen under the responsibility of the Group Chief Financial Officer and the Group Chief Legal Officer. Intermediary Holding Companies that are part of a business line are the responsibility of their respective business line, while Intermediary Holding Companies that are multipurpose are the responsibility of the CFO.

⁴ The Group Board ultimately determines in which category each subsidiary belongs.

Exhibit 3: Solaris' group governance structure

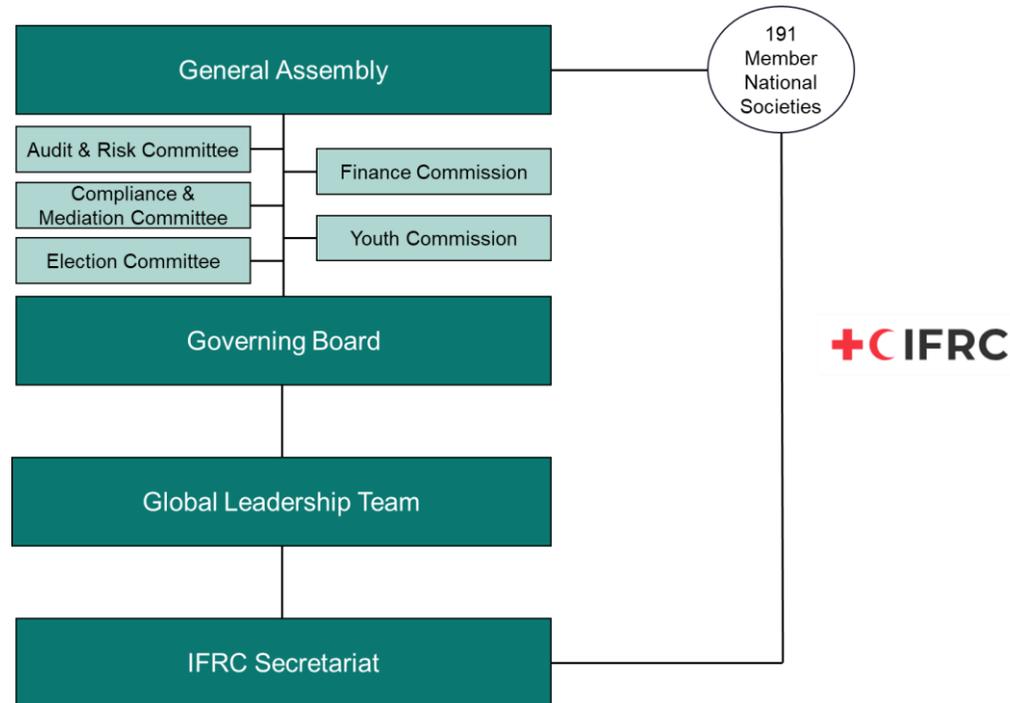


FEDERATIVE MODEL: IFRC

- The International Federation of Red Cross and Red Crescent Societies (IFRC) is the world's largest humanitarian network and acts before, during, and after disasters and health emergencies to meet the needs and improve the lives of vulnerable people. The IFRC is an international membership organisation constituted by 191-member National Societies.
- The General Assembly is the IFRC's supreme governing body and convenes representatives from all 191-member National Societies to vote on IFRC-wide strategies and policies:
 - The General Assembly meets every two years and approves a two-year budget and plan for the IFRC.
 - National Societies around the world take turns hosting the General Assembly in their home country.
 - Each National Society delegation has equal rights expressed by a single vote.
- The Governing Board governs the IFRC between general assemblies and meets twice a year and is composed by the IFRC President, five Vice-Presidents, and Representatives from 20 elected member National Societies.
 - Elections and appointments to the Governing Board are a matter internal to the IFRC and its member National Societies, including requirements for fair geographical distribution and equitable gender balance.
- The Governing Board has the authority to make certain decisions as determined by the IFRC Constitution and is responsible for appointing the secretary general. Other functions of the IFRC Governing Board include:
 - Interpreting the decisions of the General Assembly, advising the President and giving guidance and support to the Secretary General in implementing the decisions of the General Assembly.
 - Submitting advice and proposals to the General Assembly, including the provisional agenda.
 - Appointing the Secretary General and approving the selection of candidates for Under Secretaries General and Directors.
 - Reviewing and making recommendations on financial reports presented by the Commissions.
 - Provisionally admitting new National Societies within the IFRC.
 - Deciding upon sanctions, as recommended by the Compliance and Mediation Committee.

- IFRC has 3 Committees and two Commissions⁵ that have reporting lines to both the Governing Board and the General Assembly.
- The Senior Leadership Team is made up of the Secretary General, three Under Secretaries General, five Regional Directors, the Director of the Office of the Secretary General and the Director of the Office of Internal Audit and Investigations.

Exhibit 4: IFRC's governance structure



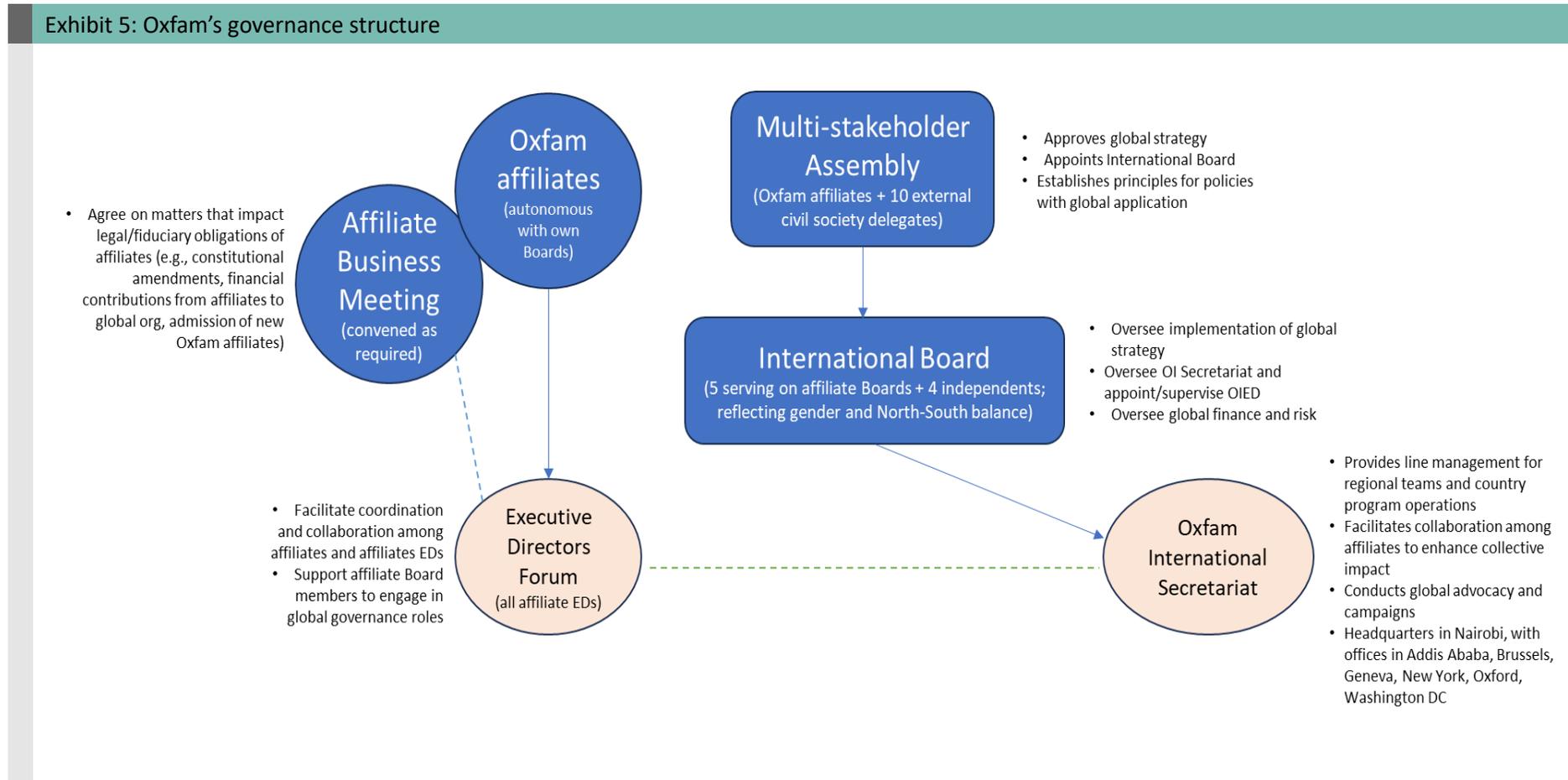
⁵ The Audit & Risk Committee, Compliance & Meditation Committee, Election Committee, Finance Commission, and Youth Commission

CONFEDERATION MODEL: OXFAM INTERNATIONAL

- Oxfam International (“OI”) is a global humanitarian charity composed by 21 independent member organizations (“affiliates”) and supported by the OI Secretariat.
 - The OI Secretariat provides line-management for regional teams and country program operations and has headquarters are in Nairobi, Kenya, and there are offices in Addis Ababa, Brussels, Geneva, New York, Oxford, and Washington DC.
 - OI also has three public engagement offices - in South Korea, Sweden and Argentina - which concentrate on raising awareness and funds for their work.
- Following several internal and external events that highlighted safeguarding weaknesses and other issues in its oversight, Oxfam embarked on a review of its global governance structure and procedures in 2017. The current governance architecture took effect from July 2021 with the dissolution of the former OI Executive Board and Board of Supervisors. The new structure has three key components:
 - The international Board is composed of nine members: four independent members (with no formal association with Oxfam, including the OI Chair and Treasurer) and five members who also serve on the boards of national Oxfam affiliates. While the latter five members serve on the Boards of Oxfam affiliates, they serve on the OI Board not with the purpose of representing their affiliates but rather to advance Oxfam’s global strategy and ambitions. Six of the members are women and five are from the Global South. The Board’s role includes: overseeing the implementation of Oxfam’s Global Strategic Framework; overseeing the OI Secretariat and appointing the OI Executive Director; and overseeing global finance and risk. It is supported by three committees.⁶
 - The global Assembly is made up of delegates from Oxfam affiliates and external stakeholder representatives from the countries and regions in which Oxfam works, each with a vote. It approves Oxfam’s global strategy, the profile and competency framework for the Board, and the appointment of new Board members; and establishes general principles and frameworks for policies with global application. The composition of the global Assembly is intended to enhance Oxfam’s accountability in broader civil society and to communities it serves.
 - Affiliate Business Meetings are convened as required and is a space in which Affiliates collectively agree on matters that will directly or indirectly impact on their individual legal and fiduciary obligations. Composed of Affiliate representatives, it decides on matters relating to constitutional amendments, financial contributions from affiliates to the global organization, and the admission of new Oxfam affiliates, amongst others.

⁶ The Finance, Risk and Audit Committee, Governance and Nominations Committee, and Strategy Implementation Oversight Committee

- Affiliate Executive Directors constitute, together with the OI Executive Leadership Team⁷ the OI Executive Directors Forum (which is chaired by the OI Executive Director).



⁷ Composed by the: Executive Director; Chief Operating Officer; Director of Advocacy, Campaigns & Engagement; Director of Strategy and Feminist Futures; and Director of Global Programs