



## Assurance Oversight Committee membership succession planning

### Purpose

The Assurance Oversight Committee (AOC) was in quorate from April 2022 to February 2023. The committee is now comprised of five members and, during the 18<sup>th</sup> System Council meeting, the System Council “*Extended the terms of all AOC members until June 2025 or until such time as a successor is appointed, with the understanding that a clear succession plan will be put into place*”. ([SC18-DP4](#))

This document therefore gives background information on the requirements for AOC membership and outlines a succession plan for approval.

### Action Requested

The System Council is requested to approve the succession plan as presented.

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Prepared by: Assurance Oversight Committee

## Background

General principles (taken from the [AOC terms of reference](#)):

1. **Composition.** Membership of the AOC shall be composed of a maximum of five (5) persons, the majority of whom shall be independent members. Other members shall be selected from amongst the Council's voting member constituencies. In line with good governance practices, independent members shall not have been involved in any capacity with the CGIAR System in the 3 years prior to their appointment date.<sup>1</sup>
2. **Term of members.** Each AOC member (including the Chair) shall serve on the committee for up to three years, and shall serve until their successor shall be duly designated or until such member's earlier resignation or removal by decision of the Council. AOC members may be renewed as determined by the Council.<sup>2</sup>
3. **Chair.** The members of the AOC shall elect a Chair from amongst their members, using a simple majority vote, for a term of three years. The Chair may be re-appointed for one additional three-year term if supported by all other members of the AOC and endorsed by the Council. Whenever possible, the AOC Chair should be drawn from the independent members of the AOC.<sup>3</sup>
4. **Rotation.** Whenever possible and to promote continuity, no more than two (2) members' terms should expire in the same year. Terms of System Council members of the AOC should not expire at the same time.

## Current membership

Member	Date appointed	Term expiration
Muriel Uzan	1 August, 2018	30 June, 2025
Sarah Schmidt	3 November, 2022	30 June, 2025
Fayezul Choudhury	15 February, 2023	30 June, 2025
Flora Mak	3 November, 2022	30 June, 2025
Rita O'Sullivan	15 February, 2023	30 June, 2025

## Proposed succession plan

5. All members to keep their terms until the existing term expiration date of 30 June 2025.
6. As the longest-serving member, Muriel Uzan's membership should expire or be renewed for an additional three-year term from 1 July 2025.

<sup>1</sup> Article C.6. of the Assurance Oversight Committee [Terms of Reference](#)

<sup>2</sup> Article C.9. of the Assurance Oversight Committee Terms of Reference

<sup>3</sup> Article C.10. of the Assurance Oversight Committee Terms of Reference

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7. One independent member (Fayezul Choudhury) and one System Council member (Sarah Schmidt) should have their terms extended to 30 June 2026. From 1 July 2026 their membership should expire or be renewed for an additional three-year term.
8. One independent member (Rita O’Sullivan) and one System Council member (Flora Mak) should have their terms extended to 30 June 2027. From 1 July 2027 their membership should expire or be renewed for an additional three-year term.
9. This proposal was endorsed by AOC members on 29 September, 2023.

### Proposed new membership terms for System Council approval

<b>Member</b>	<b>Date appointed</b>	<b>Term expiration</b>
Muriel Uzan	1 August, 2018	30 June, 2025
Sarah Schmidt	3 November, 2022	30 June, 2026
Fayezul Choudhury	15 February, 2023	30 June, 2026
Flora Mak	3 November, 2022	30 June, 2027
Rita O’Sullivan	15 February, 2023	30 June, 2027