

CGIAR memorandum on the implementation of governance recommendations

Purpose

This document sets out the CGIAR memorandum on the implementation of governance recommendations ('Memorandum'). It was developed by a Drafting Working Group under the oversight of the CGIAR Ad Hoc Committee on Governance, based on the recommendations of [Morrow Sodali's CGIAR Unified Governance Review Report](#) and the outcomes of a multi-stakeholder workshop held in Rabat, Morocco on 16-17 October 2023. Part A of the Memorandum sets out a package of texts for implementing several Morrow Sodali recommendations, as well as recommendations coming out of the Rabat workshop, which are considered as having highest priority for implementation. Part B lists follow-up action which is proposed to be addressed in 2024.

Action Requested

The System Council is requested to review the Memorandum and the supporting materials (including the advice from its Assurance Oversight Committee), and if thought appropriate, approve the following decision point:

Whereas:

- The CGIAR Integration Framework Agreement (as fully executed between all Parties on 21 February 2023) provided, in Article V, 5, that an independent review of the unified governance arrangements will be carried out in 2023; and
- The outcomes of that independent external review, overseen by the Ad Hoc Committee on Governance, have been translated through a consultative process into a set of proposals by a Drafting Working Group drawn from across the IFA Parties and the System Council – in the form of the “CGIAR memorandum on the implementation of governance recommendations”;

Now therefore, the System Council:

- **Endorses** the “CGIAR memorandum on the implementation of governance recommendations”;
- **Approves** the package of proposals set out therein; and
- **Commits to** working in good faith to take required decisions to achieve the Integrated Partnership by the dates set out in the memorandum.

<p>Document category: Working document of the System Council. There is no restriction on the circulation of this document</p>
--

Prepared by: Drafting Working Group, under the oversight of the Ad Hoc Committee on Governance.

CGIAR memorandum on the implementation of governance recommendations

Foreword from the CGIAR Ad Hoc Committee on Governance

This Memorandum represents the culmination of a year-long and highly participatory multi-stakeholder process to design and implement a fit-for-purpose governance framework for the CGIAR. The process, which began in February 2023 with the signing of the Integration Framework Agreement (IFA) by Centers and the CGIAR System Organization, included several milestone events:

- the establishment of our **Unified Governance Review Ad Hoc Committee** with representation of all key stakeholders;
- the commissioning of the **Morrow Sodali independent governance review** that involved in-depth surveys, interviews and a 200+ participants webinar with many interested parties, which further enriched an “Issues and Concerns” Inventory;
- the ground-breaking **workshop in Rabat** that brought together over 80 highly committed stakeholders in a spirit of mutual trust, openness to new ideas, and co-creation;
- and the release of a far-reaching and **comprehensive review report by Morrow-Sodali** that built on the Rabat workshop and contained a series of insightful recommendations.

The preparation of this Memorandum has continued in this same spirit of mutual trust and transparency through a Drafting Working Group with representation from key parties, who worked non-stop under significant time pressures to prepare successive drafts and incorporate multiple stakeholder comments.

Reflecting the consultative and multi-stakeholder process followed thus far, the key notion that is embodied in the Memorandum is that of an **Integrated Partnership**. Such an Integrated Partnership, we believe, provides a unifying vision under which the CGIAR can fully live up to its mission to deliver science and innovation that advance transformation of food, land, and water systems in a climate crisis. It calls for an integrated governance system characterized by mutual accountability among all parties.

Through the Integrated Partnership, the Centers recognize that they can multiply their impact by acting together on key shared issues and therefore put their trust in an Integrated Partnership Board, to which they view themselves as accountable for the fulfillment of mutually agreed Partnership-level policies and activities. By the same token, the Integrated Partnership Board views itself as accountable to the Centers for properly discharging the functions that the parties agree are best conducted at the Partnership level. This notion of an Integrated Partnership – a two-way street, as it were -- is fundamental to this Memorandum and has been the guiding principle behind each one of its proposals.

In the same spirit, the System Council relies on the Integrated Partnership Board as a single source of accountability on behalf of the Integrated Partnership of the Centers, with oversight of vision, strategic direction, impact, continued relevancy, adequate governance, and programmatic performance. The

delivery of assurance is also strengthened through an improved operating model for the Partnership AFRC and Center AFRCs.

The vision of an Integrated Partnership with an integrated governance structure as called for in the Memorandum represents a huge breakthrough in the long history of CGIAR governance reform. Indeed, through the Integrated Partnership we have a unique opportunity to carve a path forward with full ownership of all parties to bring together all components of the CGIAR – the Centers as separate legal entities plus all host countries and funders - to deliver the science and innovation the world needs to tackle the interconnected challenges of the 21st Century. We believe that this integrated governance, and the spirit of trust and co-creation from which it was born, will unleash the full capacity of the Centers to deliver together for our key stakeholders.

While we recognize that, as in any partnership, there will be differing views on points of detail, we trust that all parties will consider this Memorandum in a spirit of mutual trust and a willingness to live with some specific provisions with which they may remain uncomfortable, but which are for the greater good of the Integrated Partnership. We trust too that all parties will recognize that the adoption of the Memorandum will not, in itself, activate amendments to existing Governing Instruments, but instead simply represents a pledge to make needed changes to Governing Instruments in 2024, and to work together in continued trust to further fine-tune and implement its proposals to achieve a truly *Integrated Partnership*.

**CGIAR Ad Hoc Committee on Governance
November 2023**

Introduction

1. Following the Rabat workshop of 16-17 October 2023, the Ad Hoc Committee on Governance established a Drafting Working Group with broad membership from across the CGIAR System, reporting to the Committee, to translate the recommendations made by Morrow Sodali in its Draft Report¹, as well as the recommendations coming out of the Rabat workshop, into concrete draft texts for the Parties to the Integration Framework Agreement ('IFA'), System Council ('SC') and Host Countries² to consider.
2. Part A of this memorandum sets out a package of texts for implementing several Morrow Sodali recommendations, as well as recommendations coming out of the Rabat workshop, which are considered as having highest priority for implementation. Part B lists follow-up action which is proposed to be addressed in 2024.
3. This memorandum provides the IFA Parties and the System Council with text proposals to consider and, if agreeable, approve in order to implement Morrow Sodali's and the Rabat workshop's recommendations. Upon approval, all IFA Parties commit to work in good faith to implement the text proposals in this Memorandum to achieve the Integrated Partnership, it being acknowledged that implementation of the text proposals may require amendments to the CGIAR System Charter, CGIAR Framework and the Parties' Governing Instruments. If such amendments are required, further approvals will be required pursuant to the applicable Governing Instruments.
4. It is acknowledged that host countries play an important role in the unified governance review and the Integrated Partnership. Decision-making by host countries, which may be required for implementation of certain elements of the decisions to be taken by the IFA Parties as a result of the unified governance review, are likely to need more time than the timelines described in this memorandum. The IFA Parties approving this Memorandum do so subject to host country approval, if required. This would allow the process to proceed and at the same time respect the time that may be needed by host countries to observe their internal decision-making processes.

The numbered recommendations below refer to the recommendations of Morrow Sodali in their Draft Report (recommendations from page 48 *et seq* of the Draft Report).

Comments and rationale provided by the Drafting Working Group in order to aid interpretation are shown in light yellow boxes.

References to specific paragraphs of the Morrow Sodali Draft Report are shown in italics.

¹ As shared with stakeholders on Friday 3 November 2023.

² For the purposes of this memorandum, Host Country means a country whose government has a headquarters agreement with a Party.

Part A

This section sets out texts for implementing several Morrow Sodali recommendations, as well as recommendations coming out of the Rabat workshop, which are considered as having highest priority for implementation.

Morrow Sodali Recommendation 1

1. In the immediate term, the terms of current SB [System Board] members must be extended for a transitional period that allows for the adjustment of the current governance model.

Proposal: N/A. Recommendation to be considered by all Center Boards and the Integrated Partnership Board in accordance with applicable governance rules and principles

Priority: High. A proposed decision text has been submitted to the Board Chairs Network by the Common Board Secretariat.

Morrow Sodali Recommendations 2, 3, 4, 7 and 11

2. The number of SB members should be increased. This will allow each SB member to serve on a smaller number of CB [Center Boards]. It will also allow each CB to have fewer SB members and more space to have independent Board members with specific expertise.

3. To maintain continuity and institutional memory on the SB, the new expanded SB composition should include at least 3-4 current SB members. Additionally, the Nominations Committee should put in place a sequence of staggered SB member terms.

4. Create a Nominations Committee of the SC to identify and nominate the appointment of SB members. The composition of the Nominations Committee should include SC and CB members.

7. The SB Chair's role and attention should be focused on System-level governance. We recommend that the SB Chair not sit on any CBs.

11. Develop a nominations process and competency matrix that can support fit-for-purpose Board composition at the System and Center levels.

Proposal:

1. Composition of the Integrated Partnership Board
 - a. In order to accommodate a decrease in the number of Center Boards for each Integrated Partnership Board member to be elected on, the Integrated Partnership Board shall, subject to paragraph c below, consist of fourteen voting members, one of whom shall be appointed as Chair and one of whom shall be the Chair of the Partnership AFRC.

Paragraph (a) under composition of the System Board is based on **Recommendation 1 of the Morrow Sodali Draft Report**

Recommendation 1: The number of SB members should be increased. This will allow each SB member to serve on a smaller number of CB. It will also allow each CB to have fewer SB members and more space to have independent Board members with specific expertise.

It is proposed that the System Board be referred to as ‘the Integrated Partnership Board’ to reflect its role in governing the integrated partnership.

- b. To facilitate reporting from the Integrated Partnership Board to the System Council on its role on coordinating compliance with the principles of the Integrated Partnership, the members of the Integrated Partnership Board shall be approved for appointment by the System Council from nominations made by the Nominations Committee.
- c. The number of IFA Parties may increase or decrease in case a new party joins the IFA or a current Party withdraws from the IFA. In this case, the number of Integrated Partnership Board members may be adapted accordingly.

Paragraphs 1. (b) & (c) are based on **Recommendation 4 of the Morrow Sodali Draft Report**

Recommendation 4: Create a Nominations Committee of the SC to identify and nominate the appointment of SB members. The composition of the Nominations Committee should include SC and CB members.

Details on process of the Nominations Committee are not included at this stage. The language of ‘approval for appointment’ has been used to accommodate any legal process for making the appointments in practice.

An attempt has been made to build into the text a rationale for the appointment being made by the SC.

2. Nominations Committee:

- a. The System Council shall appoint a standing Nominations Committee and determine the terms of reference of the Committee.
- b. The Nominations Committee shall be composed as follows:
 - Three members identified by the System Council, one of whom shall act as Co-Chair;
 - Three members nominated by the General Assembly of Centers, one of whom shall act as Co-Chair;
 - Three members nominated by the Host Countries representing Africa, Asia and the Americas, respectively;
 - One external independent member appointed in accordance with the Committee’s terms of reference,

It being understood that no staff member of any Party³ can be appointed to the Nomination Committee.

³ For the avoidance of doubt, the System Council is not a Party

- c. The Nominations Committee shall present nominees to the System Council for approval for appointment, in accordance with the Committee's terms of reference.
- d. The Nominations Committee is also tasked with defining the required competencies and diversity profile of the Integrated Partnership Board with the input of the Integrated Partnership Board.

Text on the Nominations Committee is based on **Recommendation 4 in the Morrow Sodali Draft Report**

Rec 4: Create a Nominations Committee of the SC to identify and nominate the appointment of SB members. The composition of the Nominations Committee should include SC and CB members.

Three representatives of Host Countries are included to allow participation from the host countries as key stakeholders. 'Host Country' will be defined to mean a country whose government has a headquarters agreement with a Party.

The Nomination Committee (NC) can be the bridge to integrate Centers, host countries, and SC in the process of appointing the Integrated Partnership Board members and contributing to integrated governance. The above composition of the NC aims to integrate these key players in this process to build and enhance the integrated governance of the partnership. In addition, the SC, which has the mandate to establish the NC and to appoint the nominees, can focus on the assurance of the partnership. The new composition of the NC committee grants bottom-up benefits for Centers and Host Countries, and top-down benefits for the SC when this organ assures the decision on the nominees to the Integrated Partnership Board.

3. Composition of the Center Boards:

Composition of Center Boards section is based on **Recommendation 2 of the Morrow Sodali Draft Report**. Relevant conclusions from the report are indicated after each paragraph.

- a. Each Center Board shall nominate and appoint its members and determine its board size, composition and expertise requirements according to its Governing Instruments. All Parties are encouraged to be cost and carbon footprint sensitive in respect of the structure and activities of their governance bodies.

Page 47, Con 120: *Centers need more space to shape the composition of their Boards, the focus and content of Board meetings, and the establishment or dissolution of committees according to their needs – and with good governance and fiduciary oversight in mind, including alignment to global policies.*

- b. The IFA Parties agree that any relevant Governing Instruments of the Parties shall reflect (through amendment, if needed) that:
 - i. Each Center shall appoint two members of the Integrated Partnership Board and one member of the Partnership AFRC (who is also a member of the AFRC of the Center Board) as voting members of its board, provided that the Chair of the Integrated Partnership Board shall not be appointed to the board of any Center.

The Chair of the Integrated Partnership Board shall have a standing invitation for Center Board meetings as an observer.

Page 48, Con 121.2 and 121.3: *For example, in a SB of 12 members, each member serves on two CBs. This enables each SB member to dedicate the necessary time to each CB on which they serve, and provides CBs with more space to bring on independent Center-specific Board members with relevant expertise.*

On AFRC membership on Center Boards – see comments box on Page 13 below.

- ii. The members of the Integrated Partnership Board to be appointed to the board of a given Center shall be nominated by the Integrated Partnership Board in consultation with the Center having regard as is reasonably practicable to the competencies required for that Center Board and to the number of boards to which each individual has been or would be appointed. Each Center shall appoint the nominated individuals in accordance with its Governing Instruments.
- iii. The requirement for eight voting members of the System Board (now Integrated Partnership Board) as a 2/3rd voting majority on each of the Center Boards will no longer apply.

Page 47, Con 119: *The two-thirds majority approach also unintentionally weakened the quality of oversight of CB, given that the 7 (originally 8) SB members struggle to fully engage in the CB meetings and governance of all 12 Centers. Governance best practice underlines the importance of Board members being able to commit themselves effectively to their responsibilities, especially in the consideration of time constraints.*

Priority: High, to be decided by the IFA Parties in their Q4 Board meetings.

Rabat workshop: The proposal addresses part of the recommendations of Group 1.

Morrow Sodali Recommendations 5, 6, 9 and 18

5. Clarify the mandates and roles of the SC and the SB and update their corresponding TORs. This must be done to avoid duplication of efforts, ensure complementarity and synergy between the two bodies, and clarify accountability.

6. The SB should have a System-wide governance remit (rather than only oversight of the SO). The SB should account to the SC, and the CBs should account to the SB for alignment with global policies and integration requirements.

9. Consider applying the model of a 'common committee' to other areas such as science or ethics.

18. Develop a system and tools for SB and CB performance assessments and promote the performance of periodic Board assessments in alignment with global policies and best practices.

Proposal:4. Roles of System Council and Integrated Partnership Board

System Council has **overall oversight** for the vision, strategic direction, impact, continued relevancy, adequate governance, and programmatic performance of the Integrated Partnership in a rapidly changing landscape of food, land and water systems research for development.

Integrated Partnership Board provides **overall governance** and assurance, and is accountable to the System Council, with respect to the implementation of the Integrated Partnership's vision, strategic direction, governance and financial and programmatic performance of the Integrated Partnership.

In order to provide CGIAR stakeholders with a clearer governance structure and an essential line of accountability and assurances that the Integrated Partnership is achieving its intended purpose, consistently with relevant CGIAR-wide rules and standard practices, the Parties agree on the following:

- a. The Integrated Partnership Board will be the governance body of the Integrated Partnership.
- b. The Integrated Partnership Board provides assurance and is accountable to the System Council with respect to the implementation of the overall vision, strategic direction, governance and financial and programmatic performance of the Integrated Partnership.
- c. The Integrated Partnership Board will exercise its oversight role of the Integrated Partnership to ensure that all Parties are in compliance with agreed policies, agreements and procedures of the Integrated Partnership as per Governing Instruments and the CGIAR Internal Rules Framework.
- d. The System Council, and the Integrated Partnership Board to the extent authorized by the System Council, may adopt such rules and regulations and establish such subsidiary bodies as it may deem necessary or appropriate to conduct the business of the Integrated Partnership.
- e. Prior to 1 April 2024, the General Assembly of Centers together with the Integrated Partnership Board will define where Integrated Partnership Board committees and Center Board committees substantively interconnect, given the distinct role of each. Implementation shall take place prior to 1 July 2024.
- f. In addition to the Integrated Partnership Board's accountability to the System Council set out above, the Integrated Partnership Board shall report to the General Assembly of Centers with respect to its governance of the Integrated Partnership and in particular of those areas elevated by the Parties to the Integrated Partnership for integration or coordination.

Currently, as per the CGIAR System Charter, the GAC receives the reports of the Chair of the CGIAR System Board and the Executive Management Team on operations [5.6.b]. This Memorandum confirms that reporting obligation and adds the appointment of three members to the standing SC Nominations Committee.

- g. The General Assembly of Centers shall provide input to the System Council in respect of the annual performance assessment of the Integrated Partnership Board.
- h. All Parties shall operate in accordance with all applicable Integrated Partnership-level rules and the Party's own policies and procedures. All Integrated Partnership-level rules will be issued in accordance with the CGIAR Internal Rules Framework and will be made available on the Integrated Partnership's website.
- i. Each of the Center Boards and Integrated Partnership Board will continue to operate in accordance with their respective Governing Instruments, and rules and agreements that apply to the Integrated Partnership such as the IFA, as well as any agreed further integration provisions and any applicable Integrated Partnership-level rules.

Rationale: Morrow Sodali recommendation 5 and conclusion 6 highlight the requirements of alignment and accountability among governance bodies without providing clarity on how accountability should be understood. The Rabat workshop report reflects the need to provide assurances to the funders regarding the use of funds in line with their intended purpose, consistent with relevant System-wide strategies and policies and performance indicators.

Therefore, the Drafting Working Group aimed to clarify accountability in light of the discussions and recommendations.

Rationale: Morrow Sodali report paragraph 125 concludes that as the roles of SB and SC are clarified, it will also become necessary to review their respective committee structures in terms of clarity and complementarity

Therefore, the Drafting Working Group suggests that the relevant governance level committees be reviewed to achieve clarity and complementarity to reflect the updated governance structure.

5. Defining Functions & Responsibilities of the System Council and Integrated Partnership Board

The Parties agree to amend⁴ the CGIAR System Charter and CGIAR System Framework to reflect that:

- a. The System Council has overall oversight for the vision, strategic direction, impact, continued relevancy, adequate governance, and programmatic performance of the Integrated Partnership in a rapidly changing landscape of food land and water systems research for development. The System Council will ensure appropriate resources to support the delivery of the System Council approved CGIAR Strategy and Results Framework while ensuring the adequate assurance of use of funds.
- b. The System Council:
 - i. reviews the overall financial plan for CGIAR and approves the allocation of pooled funding.

⁴ It is acknowledged that changes to the CGIAR Charter and CGIAR Framework require the consent of the Integrated Partnership Board, System Council and at least a two-third majority of the CGIAR Centers as the General Assembly of Centers.

- ii. defines the key performance indicators against which the Integrated Partnership Board will report on programmatic and financial performance.
- iii. reviews the consolidated Integrated Partnership-level annual financial and programmatic reports on CGIAR Research submitted by the Integrated Partnership Board and provides feedback.
- iv. identifies selected areas and topics for Integrated Partnership-level Policies needed to mitigate Integrated Partnership-level Risks.
- v. receives from the Integrated Partnership Board assurances of compliance with all necessary Integrated Partnership Policies, procedures, guidelines, and research standards and effective use of funds for CGIAR Research and may request the Integrated Partnership Board to take appropriate corrective action when required.
- vi. receives assurances through the Assurance Oversight Committee, that arrangements for the Internal Audit Function and independent external audit and other assurance arrangements provide sufficient system-wide assurance consistent with the risk management framework of the CGIAR Integrated Partnership and that such arrangements are appropriately funded.
- vii. approves, in consultation with the Integrated Partnership Board, a cost-effective, multi-year evaluation plan proposed by CGIAR's Independent Advisory and Evaluation Service covering evaluations of the CGIAR Portfolio and endorse and recommend strategic follow-up actions.
- viii. commissions periodic independent evaluations of the effectiveness and efficiency of the Integrated Partnership to deliver on CGIAR's vision, mission, and strategy; and endorse and recommend strategic follow-up actions.
- ix. approves plans and financing of ex-post impact assessment of the CGIAR Portfolio proposed by SPIA after consultation with the Integrated Partnership Board.
- x. establishes a Nominations Committee to select the members of the Integrated Partnership Board.
- xi. establishes System Council advisory bodies (including the ISDC, SPIA and the IAES) to deliver on its oversight and assurance mandate and approves their budgets and workplans which will be part of the overall workplan and budgeting process.
- xii. appoints, suspends or terminates Integrated Partnership Board members, including the Integrated Partnership Board Chair; and determines the remuneration of the Integrated Partnership Board members and approves rules specifically for Integrated Partnership Board member's perquisites.
- xiii. undertakes the annual performance assessment of the Integrated Partnership Board with input from the General Assembly of Centers.
- xiv. exercises any other functions attributed to it as agreed by the Integrated Partnership in the CGIAR System Framework and the CGIAR System Charter.

- c. The Integrated Partnership Board shall be the governance body of the CGIAR System Organization and of the Integrated Partnership, setting the strategic direction and priorities for the Integrated Partnership.
- d. The Integrated Partnership Board:
 - i. identifies key areas of focus and oversees the development of each CGIAR Strategy and Results Framework in a participatory process that reflects inputs from CGIAR stakeholders and submits to the approval of the System Council.
 - ii. adopts Integrated Partnership-level Policies identified and developed by the CGIAR Executive Managing Director needed to mitigate Integrated Partnership-level Risks in accordance with the CGIAR Internal Rules Framework.
 - iii. oversees the governance structure and processes of the Integrated Partnership to ensure that they are effective, transparent, and accountable. This includes monitoring compliance with Integrated Partnership policies to mitigate Integrated Partnership Level Risk.
 - iv. oversees Integrated Partnership-level resource mobilization and plans and processes to allocate funding and resources to CGIAR Centers and programs, ensuring that CGIAR initiatives receive the necessary support to achieve their objectives.
 - v. promotes collaboration and coordination among the CGIAR Centers and research programs, fostering partnerships and synergies to maximize the impact of scientific research for development on global challenges.
 - vi. oversees the monitoring and evaluation of CGIAR Research to assess its effectiveness and impact, in order to ensure that CGIAR Research contributes to meeting the goals and targets of the CGIAR Research and Innovation Strategy.
 - vii. ensures and encourages inclusivity and engagement with a wide range of stakeholders, including host country governments, donors, NARES, researchers, to ensure that CGIAR research reflects the needs and perspectives of stakeholders in the agricultural and food, land and water systems sectors.
 - viii. appoints the Executive Managing Director of the Integrated Partnership (also the Executive Director of the System Organization) and evaluates their performance with input from across the Integrated Partnership.
 - ix. delivers any other function that the General Assembly of Centers defines as areas and topics for integration or coordination at the Integrated Partnership level.

Comments: Morrow Sodali report paragraph 124 recommends the TORs of the SC and SB to be less task-oriented and instead focus on areas of responsibility and decisions that each body is responsible for. The SC should be responsible for setting overall direction for the CGIAR System (vision, mission, strategy, impact expectations) and ensuring financial resources to support that overall direction.

Therefore, the Drafting Working Group reviewed the comprehensive list of tasks included in the CGIAR System Framework and the CGIAR System Charter to bring clarity to the role by elevating the description from task to function and eliminating duplication with the System Board function.

- e. The CGIAR System Framework will be amended to provide that the System Council shall be the highest-level oversight body of the CGIAR System.
- f. The Parties agree that the Integrated Partnership Board Chair is tasked to consult with the System Council on a revision of the functions of the System Council (Article 6 of CGIAR System Framework) to have only key functions and broad responsibilities, to be implemented prior to 1 July 2024.

Priority: High, to be decided by the IFA Parties in their Q4 Board meetings.

Rabat workshop: The proposal addresses part of the recommendations of Groups 1 and 2.

Morrow Sodali Recommendations 8

8. Clarify the role of the AFRC in relation to oversight, its role vis-à-vis that of the AOC, and its accountability relationship vis-à-vis the SB.

Proposal:

6. Audit, Finance & Risk Committee
 - a. The members of the Partnership AFRC shall be appointed by the Integrated Partnership Board, based on nominations received from a nominating committee comprised of two members of the Integrated Partnership Board, two Center Board Chairs, two System Council members, and one external member to be appointed by the other members of the committee.
 - b. The Integrated Partnership Board shall develop and approve the Terms of Reference of the Partnership AFRC with input from the General Assembly of Centers.
 - c. The Partnership AFRC shall have no more than eight members, one of whom shall serve as chair and be a voting member on the Integrated Partnership Board
 - d. Each Center Board's AFRC (or an equivalent body consistent with its Governance Instruments) shall be comprised of at least three voting members of the Center Board, and one independent member is also recommended to add greater objectivity to the oversight activities of the Center Board's AFRC. The competency of the members must include the areas of responsibility of the AFRC, areas related to the mandate of the

Center. One member will be appointed from the Integrated Partnership AFRC who shall serve as Chair of the Centre AFRC. The Partnership AFRC Chair shall not serve as a member of any Center AFRC.

- e. The Partnership AFRC shall nominate the members to be appointed to each Center AFRC in consultation with the Center, having regard to the number of Center AFRCs that each individual has been appointed to.
- f. In reference to section 3.b.i) above, the Partnership AFRC member serving as AFRC Chair of a Center shall also be appointed as a voting member of the Center Board.

Comments: In addition to the above recommendation (8), data from the Morrow Sodali report indicate inadequate oversight, interaction and engagement of the AFRC with the Center Boards. This proposal serves to address this latter issue, with the AFRC being redefined as the Partnership AFRC.

The above proposal builds on the current operating model of the AFRC (herein referred to as the Partnership AFRC). The Partnership AFRC refers to the AFRC appointed by the Integrated Partnership Board, which serves as the AFRC for the Integrated Partnership Boards and as the AFRC for each Center Board.

The intent of the proposal below is to strengthen the AFRC of each Center Board by allowing for fewer Partnership AFRC members to serve on a Center Board AFRC, and allowing each Center to populate their Center Board AFRC with voting board members and an independent member while maintaining an appropriate connection between Center governance and the Integrated Partnership Board Governance. This proposal also reflects an approach that is expected to contribute to a smooth transition to the new AFRC model.

The Center Board AFRC can then spend sufficient time on Center AFRC matters. The proposal that the Center Board AFRC Chair (who is a member of the Partnership AFRC) be appointed a voting member of the Center Board draws on global practice and ensures that AFRC aspects are an integral part of the governance of the Center. As a result, no new board or committee members are required with the below proposals but should result in more comfort by the Center Boards on AFRC matters and that this is accorded sufficient time.

- g. The Partnership AFRC shall act as the AFRC for the Integrated Partnership Board on common financial, audit, and risk issues that impact the collective interests of the Centers and the Integrated Partnership. The deliberations of the Partnership Board AFRC shall be communicated to Center Boards via the Center AFRC.
- h. The Partnership AFRC and Center AFRCs shall agree on fundamental requirements in AFRC Terms of Reference, which may be supplemented by Center Boards and the Integrated Partnership Board to reflect any requirements related to the mandate and risk profile of the Center or Integrated Partnership.
- i. Due consideration shall be given to the complementary skills and experience necessary to address the complex audit, finance and risk landscape of the Integrated Partnership and each of the Parties.

- j. An ad hoc committee drawn from the System Council and the Integrated Partnership Board (two members from each) shall review and propose to the System Council and Integrated Partnership Board for its adoption any amendments to the respective Terms of Reference of the Partnership AFRC and the AOC required to bring clarity to their respective roles in assurance processes.
- k. Given the changes anticipated in Center Board membership, the AFRC arrangements as presently in operation shall remain in place until the Center and Integrated Partnership Boards have been re-constituted.

Comments: Note that in the Morrow Sodali report, there is a discussion regarding the potential for appointment of an AFRC member to a Center Board as a voting member. They comment: “While it might also seem desirable for an AFRC member to serve on each CB, we do not recommend this. This could confuse the role of the AFRC in relation to CB as the AFRC performs a specific oversight function in relation to each CB and the SB.”

The proposed text above conflicts with this advice. Members of the current AFRC, who come with broad and diverse backgrounds in audit, finance, risk governance and management, have indicated their disagreement with the potential for confusion and conflict.

In fact, they note that there is not a conflict, many boards in fact have their own board members as members of their AFRCs, and even more, that being a board member deepens the engagement of the individual serving on the AFRC with the issues of the Center that are germane to the work of the AFRC committee in all aspects of their work. The inclusion of an independent member in each Center AFRC also mitigates this risk.

Further, the risk of conflict is also mitigated as not all AFRC members will serve on every Center AFRC.

Priority: High, to be decided by the IFA Parties in their Q4 Board meetings.

Morrow Sodali Recommendation 10

10. Strengthen and formalise common spaces like the GAC and BCN to foster exchange and connection across CGIAR entities, and to cultivate a spirit of belonging to the One CGIAR family united in urgent ambition. The establishment of additional common spaces for broader stakeholder interaction should be considered.

Proposal:

- 7. Operationalizing and establishing common spaces
 - a. In order to provide common spaces to strengthen shared values, foster exchange and connection across CGIAR entities, and to cultivate a spirit of belonging to the CGIAR Integrated Partnership united in bold ambition, the General Assembly of Centers as provided for under Articles 5.3 – 5.7 of the CGIAR System Charter, and the Partnership Forum, as provided for under Article 12 of the CGIAR System Framework, shall be operationalized.

- b. The General Assembly of Centers and Partnership Forum fulfil roles as set out in the CGIAR Framework and CGIAR System Charter. The Partnership Forum, on a three-year basis, will review the CGIAR Research and Innovation Strategy and Initiatives and provide feedback to the System Council through the CGIAR System Organization. This meeting will happen prior to the implementation of any new Initiative business cycle in order to allow this feedback to be taken into account in any revised strategy or research portfolio i. The General Assembly of Centers may recommend governance changes to the Integrated Partnership as and when needed, in order to allow the Research and Innovation Strategy and Initiatives funding to be properly implemented.
 - c. Based on the success of the Rabat Workshop, a similar forum shall be established for an annual event convening representatives from host countries, the System Council, Integrated Partnership Board, Center Boards, CGIAR Senior Leadership Team, and other stakeholders at a CGIAR Center.
 - d. Convening common spaces will be combined to the maximum extent possible to minimize costs and the Partnership's carbon footprint. The Partnership Forum, and other common spaces to be established, are not decision-making bodies or governing functions of the Integrated Partnership and are intended to enhance collaboration and consultation.
 - e. The Board Chairs Network will continue in its current form as an informal forum in accordance with its agreed Scope of Work to share information, discuss potential risks, and agree on the pragmatic implementation of solutions in areas of priority focus for the Integrated Partnership.
8. Overview of the functions of the General Assembly of Centers:
- a. Functions listed in the Charter of the CGIAR System Organization
 - i. From Art 5.6 of the Charter:
 - a) elect a Chair of the General Assembly of Centers
 - b) receive the reports of the Chair of the Integrated Partnership Board and of the Executive Management Team on operations
 - c) consider proposed amendments to the Charter {of the CGIAR System Organization}
 - d) approve the Center representatives to serve on the System Council
 - ii. From Article 8.3 of the Charter: decide on additional functions which can be exercised by the Integrated Partnership Board
 - iii. From Article 15.2 b of the Charter: adopt amendments to the Charter of the CGIAR System Organization by 2/3rd majority vote of the Centers (noting that amendments to the Charter also requires approval from the Integrated Partnership Board and the System Council).
 - b. Additional Functions envisaged in this Memorandum:
 - i. Appoint 3 members to the Nominations Committee (see 2b)

- ii. Define, together with the Integrated Partnership Board, where Integrated Partnership Board committees and Center Board committees substantively interconnect, given the distinct role of each. Implementation shall take place prior to 1 July 2024. (see 4g)
- iii. provide input to the System Council in respect of the annual performance assessment of the Integrated Partnership Board. (see 4b)
- iv. Provide input to the Integrated Partnership Board in the development of the Terms of Reference of the Partnership AFRC (see 6b)

Priority: Medium: Q1 2024

Rabat workshop: The proposal addresses part of the recommendations of Groups 3 and 4.

Part B

This section sets out follow-up action which is proposed to be addressed in 2024.

Morrow Sodali Recommendation 12

12. Determine functions that are integrated, coordinated, and independent in order to clarify which functions need System-level oversight and which functions should be decided by Center Boards. This should be periodically assessed for efficiency and if necessary adjusted.

Proposal:

- (a) The Morrow Sodali recommendation to correctly determine which functions Centers should decide and which are best addressed at the Integrated Partnership level is critical to the success of the Integrated Partnership.
- b) The CGIAR Executive Managing Director, in consultation with the Senior Leadership Team, shall submit a proposal for areas for integration and coordination to the Parties. The implementation of these functions shall be guided to select which of the Parties can lead its implementation under the principles of effectiveness, efficiency, and transparency.
- c) In any event, the Internal Audit function, External Audit services and the Ethics and Business Conduct function have been identified as priority areas for integration for the Integrated Partnership.

Responsible: Executive Managing Director

Priority:

- (a) High. IFA Parties shall decide on the general concept in Q4, more specific rules to be approved in Q1 2024.
- (b) Medium. Proposal shall be submitted in Q1 2024, to the Parties for decision making in Q2 2024.

Rabat workshop: The proposal addresses part of the recommendations of Group 6 of the Rabat workshop.

Morrow Sodali Recommendations 13 & 14

13. Centers should decide on Board meeting duration and agendas with efficiency, alignment and effective oversight in mind. CB meeting agendas should devote sufficient space for integration and collaboration initiatives across CGIAR.

14. Centers should constitute/disband committees with efficiency, alignment and effective oversight in mind, and avoiding duplication with common committees and in line with global policies.

Proposal: Implementation of this recommendation for the Centers and the Integrated Partnership Board to consider.

Responsible: Board Chairs and Board Secretaries, coordinated by the Common Secretariat, to ensure sufficient space for integration and collaboration across CGIAR.

Priority: Medium. Parties shall consider by Q2 2024.

Morrow Sodali Recommendation 15

15. Design and implement an agreed consultation process for the development and approval of global policies and decisions. Developing these policies is key to driving alignment and integration and, while consultation and commitment-building of Centers is important, some Centers should not be allowed to stall and derail the process.

Proposal: Implementation of this recommendation is already foreseen in the IFA (clause 2.3) which refers to the development of a CGIAR Internal Rules Framework.

Responsible: EMD

Priority: High. IFA Parties shall decide as soon as possible, ultimately in Q1 2024, on the Internal Rules Framework.

Morrow Sodali Recommendation 16

16. A clear plan of the sequencing of meetings must be developed to help integrate the various governing bodies in the system, with a time horizon of 12-18 months.

Proposal: CGIAR's Common Board Secretariat shall provide a rolling calendar with a 12 – 18-month horizon.

Responsible: Common Board Secretariat working with Board Secretaries Community of Practice.

Priority: High.

Morrow Sodali Recommendation 17

17. Develop metrics and 'score card' that can track performance and integration and facilitate mutual accountability among entities and between entity leadership.

Proposal: The Integrated Partnership Board shall develop in consultation with the Center Boards.

Responsible: Integrated Partnership Board

Priority: Medium, Q2 2024.

Morrow Sodali Recommendations 19 & 20

19. Identify what different stakeholders need from the different spaces where they are asked to (i) engage and ensure that those needs are addressed and (ii) that the outcomes are communicated in a clear and timely fashion.

20. Undertake a stakeholder analysis for the CGIAR constituencies to map their interests and help create shared understanding of what the main incentives are for each and see how they can be connected and aligned. A particular focus should be given to Center incentives, funder incentives, scientists incentives, partner incentives, and Host Country incentives.

Proposal: The Integrated Partnership Board shall oversee development by CGIAR Executive Managing Director in consultation with the CGIAR Senior Leadership Team.

Responsible: EMD

Priority: Medium, Q2 2024.

Morrow Sodali Recommendation 21

21. While it is pooled funding that is currently considered the main incentive for integration, funders should endeavour to make both pooled and bilateral funding supportive of integration. For example, funders should endeavour to make pooled funding available on a multi-year basis and CGIAR should endeavour to develop multi-year financial plans.

Proposal: The Integrated Partnership Board and the BCN shall develop in consultation with the CGIAR Senior Leadership Team and the System Council.

Responsible: EMD

Priority: High, Q1 2024.

Morrow Sodali Recommendations 22 & 23

22. Performance assessments for CGIAR staff, particularly senior leaders such as DGs, should incentivise behaviour and shape culture that reflects One CGIAR.

23. Understand CGIAR's organisational culture and create a framework for a common CGIAR organisational culture and behaviours.

Proposal: The Integrated Partnership Board shall oversee development by the EMD in consultation with the CGIAR Senior Leadership Team, in accordance with the terms of the IFA.

Responsible: EMD

Priority: Medium, Q2 2024.

Morrow Sodali Recommendation 24

24. The consideration of alliances, mergers and clusters between Centers, based on common and complementary research areas, geography and other factors deemed important by Centers, should be incentivised in alignment with global policies.

Proposal: Center Boards shall consider in consultation with the Integrated Partnership Board.

Priority: N/A

Annex 1: Reference Documents

[CGIAR System Framework](#)

[CGIAR System Charter](#)

[CGIAR Integration Framework Agreement](#)

[Composition of the System Council](#)

[System Council Rules of Procedure](#)

[Terms of Reference of the CGIAR Audit, Finance & Risk Committee](#)

[Rules of Procedure of the General Assembly of Centers](#)

Annex 2: Definitions

Note: The defined terms that are followed by * are defined in the CGIAR System Framework, as amended from time to time.

The defined terms that are followed by ** are defined in the CGIAR System Charter, as amended from time to time.

Any amendment to such definitions in the CGIAR System Framework or the CGIAR System Charter will be automatically incorporated into the table below without the need for further written agreement between the Parties.

To check for amendments to defined terms in the CGIAR System Framework, please refer to the CGIAR System Framework available [here](#).

To check for amendments to defined terms in the CGIAR System Charter, please refer to the CGIAR System Charter available [here](#).

Board Chairs Network	means an informal forum of Board Chairs of IFA Parties, whose purpose is to harness the wisdom and energy of Board Chairs to fully realize ‘One CGIAR’ - the integration of CGIAR’s capabilities, knowledge, assets, people, and global presence for a new era of interconnected and partnership-driven research towards achieving the Sustainable Development Goals (‘SDGs’)
CGIAR Integration Framework Agreement (‘IFA’)	means the agreement, fully signed and executed in February 2023 by the Parties listed therein, as well as by the International Crops Research Institute for the Semi-Arid Tropics, that sets 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.

CGIAR Internal Rules Framework	means a document approved by the boards of all the Parties that will set out the Parties' collective approach regarding the development, adoption, applicability and enforcement of common internal rules.
CGIAR Strategy and Results Framework*	means a document or set of documents, setting forth the common goals, strategic objectives and results to be achieved by the CGIAR System. The document(s) may be revised and updated from time to time.
CGIAR System*	means, when taken together as a collective whole, a reference to the Centers, the Funders, the System Council, the CGIAR System Organization, and the advisory bodies as set forth in Article 2 [of the CGIAR System Framework], and CGIAR Research.
CGIAR System Charter*	means the legal instrument governing the CGIAR System Organization.
CGIAR System Framework*	is the framework document entitled "CGIAR System Framework" that sets forth the structure of the CGIAR System, dated 17 June 2016, as may be amended from time to time in accordance with its terms.
CGIAR System Organization*	means the international organization governed by the CGIAR System Charter, with its organs being the System Board ⁵ and System Management Office.
CGIAR's Senior Leadership Team	means a group of senior leaders that spans both axes of CGIAR's Integrated Matrix Structure: the Centers and System Organization, as well as the Groups. It includes the Center Directors General and the System Organization's Executive Director, as well as CGIAR's Chief Executive and Group leaders. It is a key body that enables informed and coherent institutional decision-making across CGIAR. ⁶
CGIAR Executive Managing Director	means a person (or group of people) who sit(s) at the highest level of the Integrated Matrix Structure and who lead(s) the Integrated Partnership, or their delegate as relevant.
Funders*	means those 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.

⁵ "System Management Board" means "System Board". "System Management Board" is the name used here as, on the Effective Date of this Agreement, the CGIAR System Framework has not yet been amended to reflect that the body is entitled "System Board".

⁶ The members of CGIAR's Senior Leadership Team are listed here: <https://www.cgiar.org/senior-leadership/>

General Assembly of the Centers**	means a forum of the CGIAR Research Centers as provided for in Article 5 of the CGIAR System Charter. Rules of Procedure of the General Assembly available here . Terms of Reference for the Convener roles are available for the Board Chairs' Convener here ; and for the Directors' General Convener here .
Governing Instruments	means the legal instruments governing the operations of a Center or the System Organization (such as, but not limited to, a Constitution, Charter, Bylaws, etc.).
Host Country Agreement	means a headquarters agreement or Host Country Agreement between a Party and the government of a country.
Integrated Matrix Structure	means an organizational structure which combines Center or System Organization reporting lines, i.e., under the authority of the respective Center Directors General or System Organization Executive Director with reporting lines under the authority of the CGIAR Executive Managing Director
Integrated Partnership	means the enhanced collaboration of the Parties to the CGIAR Integration Framework Agreement, as set out therein
Integrated Partnership Board	means the governance body of the Integrated Partnership, including the CGIAR System Organization, setting the strategic direction and priorities for the Integrated Partnership. It is the proposed revised name for the System Board, as defined under the term "System Management Board" in the CGIAR System Framework as the governing body of the System Organization described in Articles 7-9 of the CGIAR System Charter.
Pooled Funding	means funds that are allocated by the System Council or other funding modality approved by the System Council.
System Council*	means the strategic decision-making body described in Articles 3-8 that keeps under review the strategy, mission, impact and continued relevance of the CGIAR System.
System Board*	is defined under the term "System Management Board" in the CGIAR System Framework as the governing body of the System Organization described in Articles 7-9 of the CGIAR System Charter.