

Terms of Reference

ICI (Integrated, Coordinated, Independent) forum.

Approved by the ICI Forum: 16 April 2024

I. Background

- a. According to the Integration Framework Agreement (IFA) signed in December 2022, the parties are each independent legal entities with their own specific mandate as set forth in their Governing Instruments.
- b. The IFA recognizes that: ‘the Integrated Partnership is built on the organizations that are Parties to the IFA, their Governing Instruments, and their Host Country Agreements noting that the Centers are the essential building blocks of the Integrated Partnership’, and that ‘The Parties’ aim is to develop their collaboration so that it is more than the sum of its parts and, through shared ways of working and the deployment of inter-Party teams working together across institutional boundaries and action areas, delivers greater impact and more effective partnerships, with sustainable and growing investment’
- c. The IFA also provides clarity on:
 - The Integrated Partnership is not a merger.
 - Each Party remains an independent legal entity.
 - All actions under the Integrated Partnership must be implemented in a way that is consistent with the Parties’ Governing Instruments.
 - Director Generals are the CEOs of their Centers.
 - Center Boards owe their respective entities full legal and fiduciary duties.
 - The labor relationships between the Parties and their staff are unaltered.
- d. Following the independent review of the CGIAR unified governance arrangements carried out in 2023 at the request of the Parties to the CGIAR Integration Framework Agreement, and carried out by the firm Morrow Sodali, a CGIAR memorandum on the implementation of the recommendation was developed (the “Memorandum”) through a consultative process overseen by the Ad Hoc Committee on Governance and presented to the IFA Parties and the System Council on November 22, 2023.
- e. The Memorandum was approved by all IFA Parties and the System Council by 21 December 2023. In their approvals, the IFA Parties committed to working in good faith to implement the proposals set out there in starting in Q1 2024 to achieve the Integrated Partnership.
- f. The UGR Memorandum stated:
 - (a) 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.”
- g. At the request of CGIAR’s Executive Managing Director, and with the support of the Directors General of the Centers, the ICI forum is established to propose which functions to be integrated, coordinated, and be kept independent ensuring collaboration and appropriate consultation, and following the principles defined in the memorandum on **effectiveness, efficiency, and transparency**, and consistent with the Parties’ Governing Instruments.

II. Roles & Responsibilities

The ICI forum shall have the following roles and responsibilities:

- a. Defining the scope of the ICI process and what is meant by “integrated, “coordinated”, and “independent” in terms of harmonization of policies, business processes (research and non-research), as well as modalities for their delivery (services), and differentiated approaches of Centers/Alliance or other groupings, when appropriate.
- b. Setting clear principles, definitions, and analyses required to make informed decisions based on effectiveness, efficiency, transparency, and value-for-money, and provide clarity and direction.
- c. Prioritizing and proposing which business processes and services within CGIAR should be integrated, coordinated, or maintained independent, and which related policies should be enacted and harmonized, while ensuring collaboration and appropriate consultation with relevant internal stakeholders as per the Memorandum. In this regard, the ICI Forum will consult with ongoing working groups and Communities of Practice as appropriate.
- d. Preparing the respective business cases¹ for those processes/services that are candidates to be integrated or coordinated to evaluate benefits, costs, and risks of alternative

¹ Business case: A justification for undertaking an effort to integrate or coordinate CGIAR business process(es) and related service delivery, stating its intended products and outcomes, expected return on investment and other indicators related to value creation, major risks and required mitigation measures and a rationale for the preferred business model. Business cases will need to meet the IFA and governing instruments of its Parties, as well as agreed ICI principles.

options and provide a rationale for the preferred solutions. These proposals should be well-documented and supported by appropriate rationale and analyses.

- e. Sharing updates on the business cases under development and overall ICI forum progress with the CGIAR Global Leadership Team (GLT)² and Integrated Partnership Implementation Sounding Board³ for information.
- f. Developing a dynamic map of business processes and services, distinguishing between strategic/policy, tactical, and operational levels within functions, to serve as a base for communication, analysis, and prioritization.
- g. Developing and updating an ICI plan to include roles and responsibilities, and timelines for functions prioritized and recommended for integration or coordination.
- h. Reporting to the EMD, and the General Assembly (GA), on a regular basis regarding delivery of the Plan, seeking guidance as required.
- i. Providing recommendations to the centers AFRC and IAPARC on the functions that were defined in the memorandum to be integrated (Internal Audit function, External Audit services and the Ethics and Business Conduct) that include authorities and roles of the boards and directors general, and where Centers can provide elements to be considered.

Overall, the ICI forum plays a crucial role in assessing, informing, and recommending which processes and related services can be integrated or coordinated within CGIAR, ensuring that functions are aligned with the organization's objectives and principles while promoting collaboration and efficiency across the partnership.

III. Co-conveners and Membership

1. The ICI forum shall be composed as follows:

- a. Directors General of the Centers
- b. Two Directors General, selected by DGs on a consensus basis, shall serve as co-conveners. The co-conveners will rotate annually in a staggered manner to foster engagement and representation across centers. In deciding the co-conveners, DGs will take into consideration their availability as well as other criteria that allows for the best possible representation within Integrated Partnership.
- c. Each DG shall have the right to nominate one staff member from their Center/Alliance to participate in ICI meetings and to support the Forum, that are expert on the subject matter. However, that staff member is not to represent his/her Director General in decision making.
- d. CGIAR Deputy EMD as an observer

² Members: EMD, all DGs, Head of Science Group, Head of Institutional Group (DEMD).

³ Transitionally until the Sounding Board may decide to dissolve itself if it considers having completed its mandate.

2. The Co-conveners may call on specific expertise/advice from across the staff of Centers and CGIAR to support the ICI'S work, when required.
3. The Co-Conveners will seek support from the different CGIAR COPs and the Legal, Governance and Risk functions of the different centers to access appropriate expertise in the development of the business cases. CGIAR COPs may also bring ICI proposals for consideration to the ICI Forum through mechanisms to be agreed.

IV. Meetings, quorum, decisions

1. The ICI forum shall meet every two weeks to carry out its work, and as often as its members deem necessary to function effectively.
2. Meetings may be held virtually or in-person.
3. Quorum to meet and discuss is achieved if at least 2/3 of the DGs are present at a meeting.
4. Decisions shall normally be reached by consensus based on the principles and criteria defined in the Forum. In the absence of such a consensus, the areas of disagreement will be brought to the attention of the GA.

V. Reporting

1. The ICI forum will report the progress of the process to the EMD monthly and to the General Assembly of the Centers at its meetings.
2. As per the UGR memorandum, the CGIAR Executive Managing Director will be the recipient of the recommendations of the Forum, namely the business cases of the prioritized business processes and services within the CGIAR Integrated Partnership that should be integrated, coordinated through appropriate business models⁴, or maintained independent; also, about which related policies should be enacted and harmonized.
3. The implementation of the Forum recommendations should be led by the EMD, follow the appropriate approval processes as per the IFA, IRF, the respective governing instruments of the Parties and be informed back to the ICI Forum.

⁴ Business model: A plan for the successful operation of CGIAR integrated or coordinated business process(es) and related service delivery, identifying its intended products and outcomes, customer base (internal and external), costing structure, and details of financing. The type of business model recommended will need to meet the IFA and governing instruments of its Parties, as well as agreed ICI principles.

VI. Term

1. The mandate of the ICI forum will begin from the appointment of its members in March 2024, the forum may decide to dissolve as per agreement of three quarters of the members, if it considers it has fulfilled its mandate.