Update on the implementation of the Integrated Governance Arrangements
Recommendations of the 2023 Unified Governance Review

Purpose

Based on the report of the independent review of CGIAR's unified governance arrangements undertaken by Morrow Sodali in 2023, the CGIAR Memorandum on the Implementation of Governance Recommendations ('the Memorandum') was developed and approved in November/December 2023 by all Parties to the CGIAR Integration Framework Agreement, and the System Council. In their unanimous approvals, the IFA Parties and the System Council agreed to work in good faith to implement the Memorandum's recommendations.

This document sets out the background to, and the overall approach to implementation of the Memorandum, as well as a status update on each of the 'three pillars' of the approach. The document is provided as a pre-read to inform discussions during SC20, noting that there may be additional updates to share during the meeting on activity since its date of issue.

Related Resources shared alongside this document:
- ICI Forum Terms of Reference
- ICI Principles

Action Requested

The System Council is requested to review the document to inform discussion during the agenda item at SC20.

> **Document category:** Working document of the System Council.
> There is no restriction on the circulation of this document

Presented by: Guillaume Grosso, Deputy Executive Managing Director, supported by the System Council Secretariat and the Co-Conveners of the ICI Forum (Essam Mohammed and Juan Lucas Restrepo)
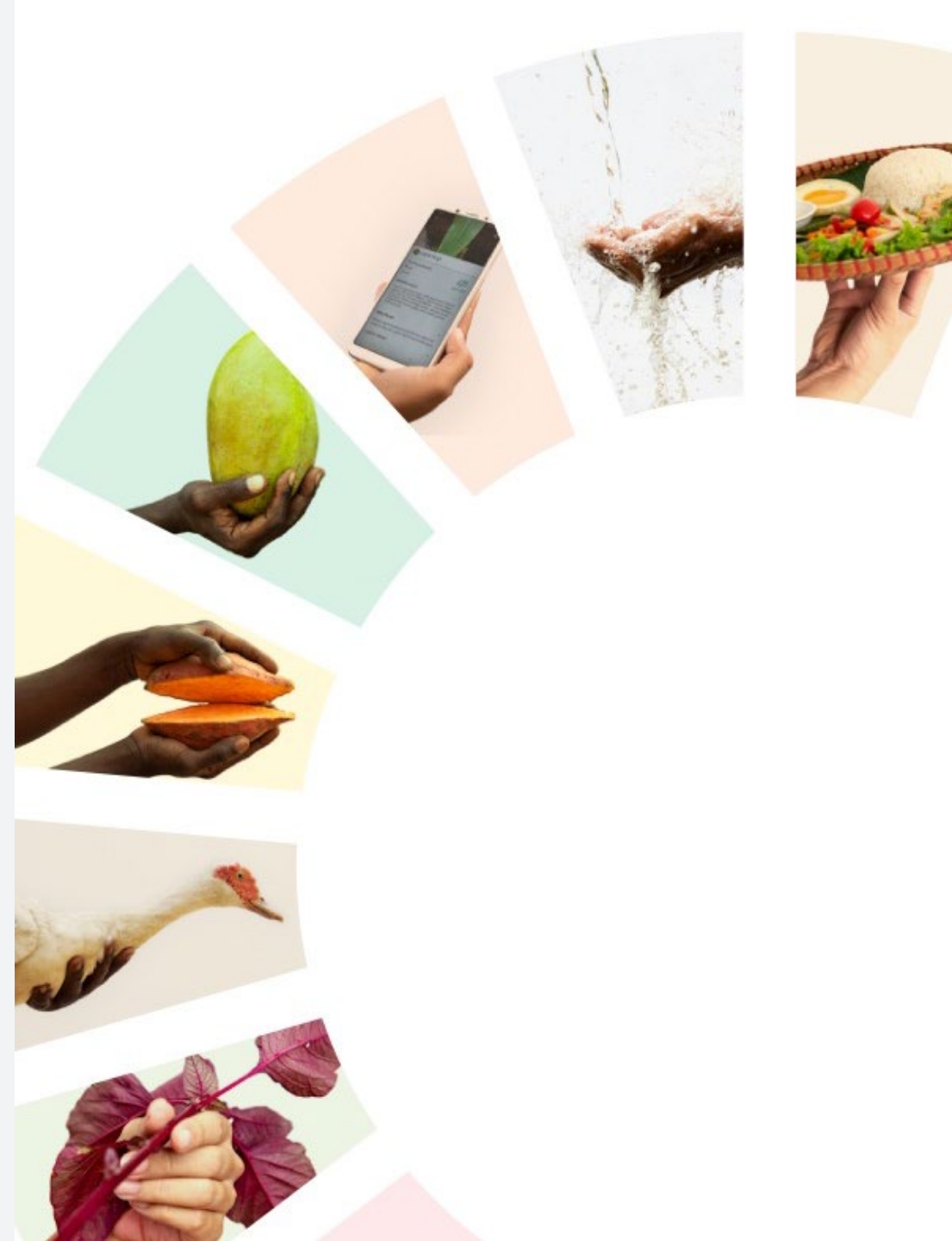
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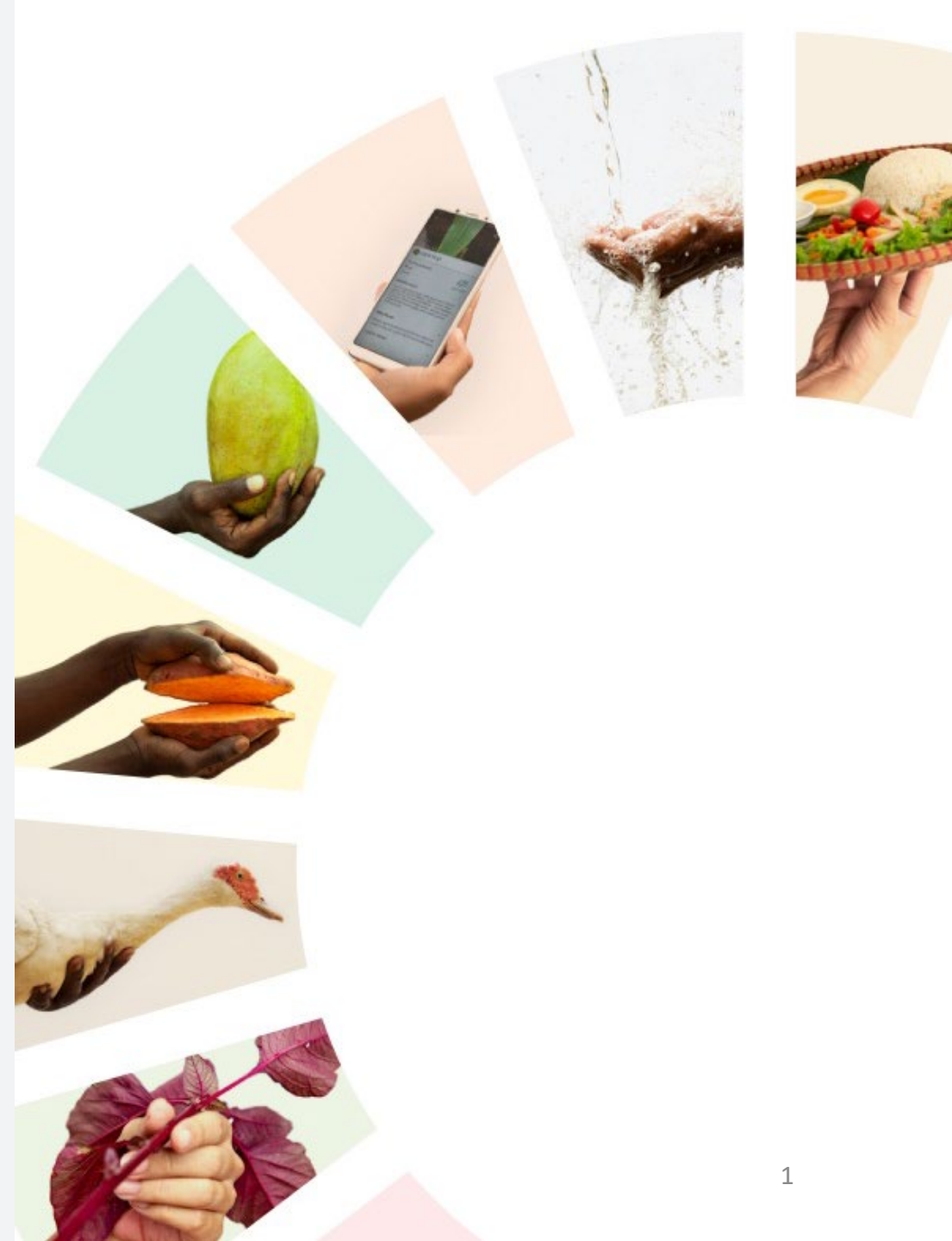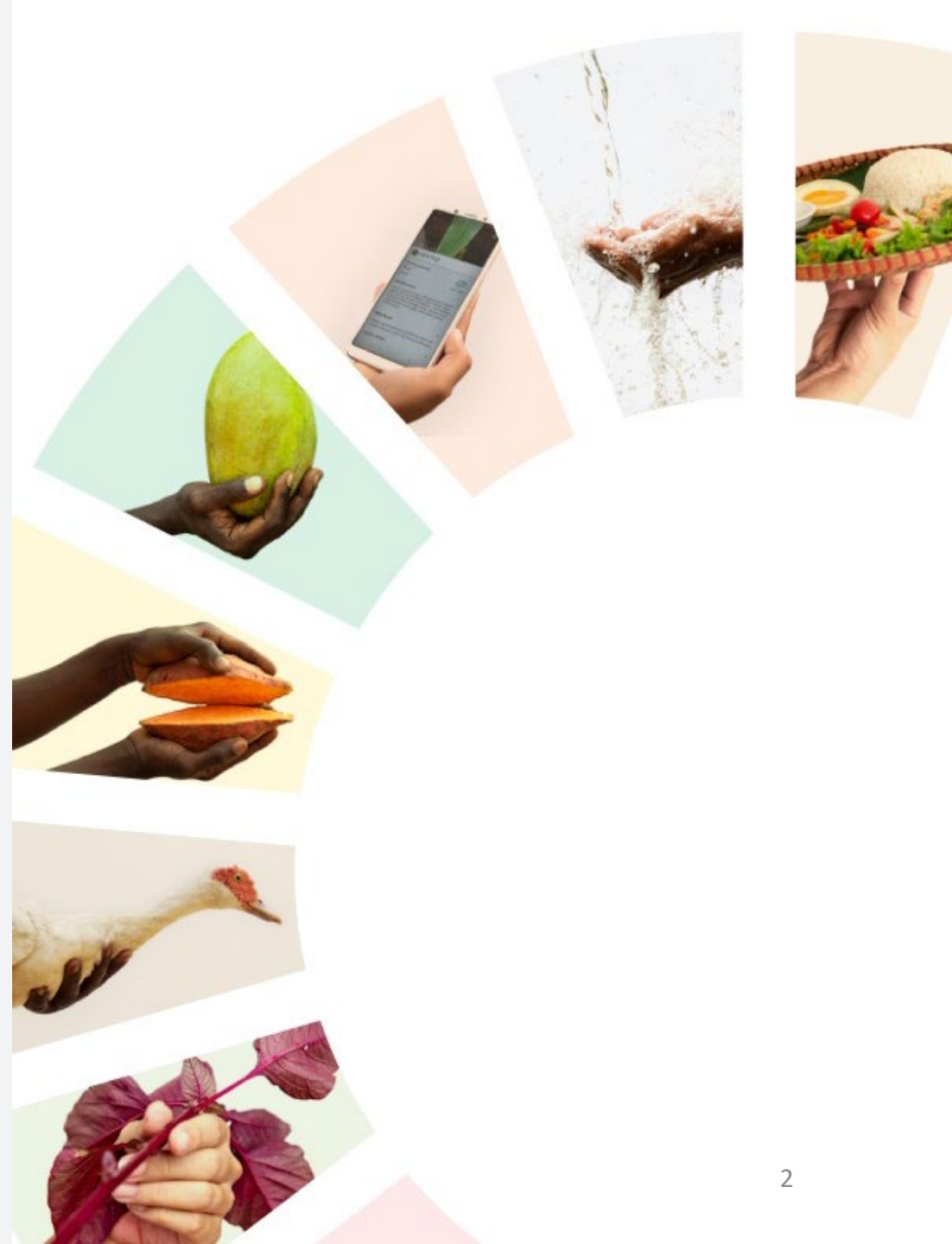
Contents

Part 1 – Background

Rabat Workshop on Unified Governance
Recalling conclusions reported to SC19

- The intent of Chengdu will be best achieved by *moving from unified governance* (with voting majority of common members) to *integrated governance,* fit-for-purpose for the integrated partnership enshrined in the IFA

- *A pragmatic way forward that can be achieved in a timely way - by refining and building on what works in current model*

- Key elements of a recommended new design:

  - A reduced number of SB members on each Center board (2 SB members, one AFRC member) along with other members including host country members as defined by their own governing instruments;

  - An expanded number of SB members with appointments made by the SC based on a nomination committee with broader representation;

  - The SB will now be the integrated partnership board, with governance of the full system, not just the System Organization;

  - Certain policies and operating agreements for the center boards will be required, with the center boards accountable to the SB for compliance;

  - The Roles of the SC and SB to be simplified, clarified, replacing a long list of tasks with few but broad roles and responsibilities taken by each;

  - Further definition of Partner Country roles in governance, such as providing input to the slate of potential SB members

Key steps towards decision-making
From the Rabat Workshop to end-2023

Date	Action	Who
24 October 2023	Circulation of Summary of Rabat Workshop conclusions/next steps	Shared by Ad Hoc Committee on Governance
24-27 October 2023	Nomination of a Drafting Working Group by all Centers/SO	EMD and Directors General
27 October through 6 November 2023	Preparation of draft Memorandum to implement Rabat outcomes/Morrow Sodali recommendations	Drafting Working Group under guidance of Ad Hoc Committee on Governance
3 November 2023	Circulation of Morrow Sodali's report	Shared by Ad Hoc Committee on Governance
7 through 13 November 2023	Series of Working Sessions to refine draft Memorandum on the Implementation of Governance Recommendations	All key stakeholders (SC, SB, Host Country Reps, Center Board Chairs, DGs and Senior Leadership) Drafting prepared by working group under guidance of Ad Hoc Committee on Governance
22 November 2023	Final Memorandum circulated for decision (alongside log of inputs on drafts)	Shared by Ad Hoc Committee on Governance
27 November through 21 December 2023	**Memorandum approved by all Center Boards, System Board and System Council in Q4 meetings**	**All IFA Parties and the System Council**

Part 2 – Implementation Approach
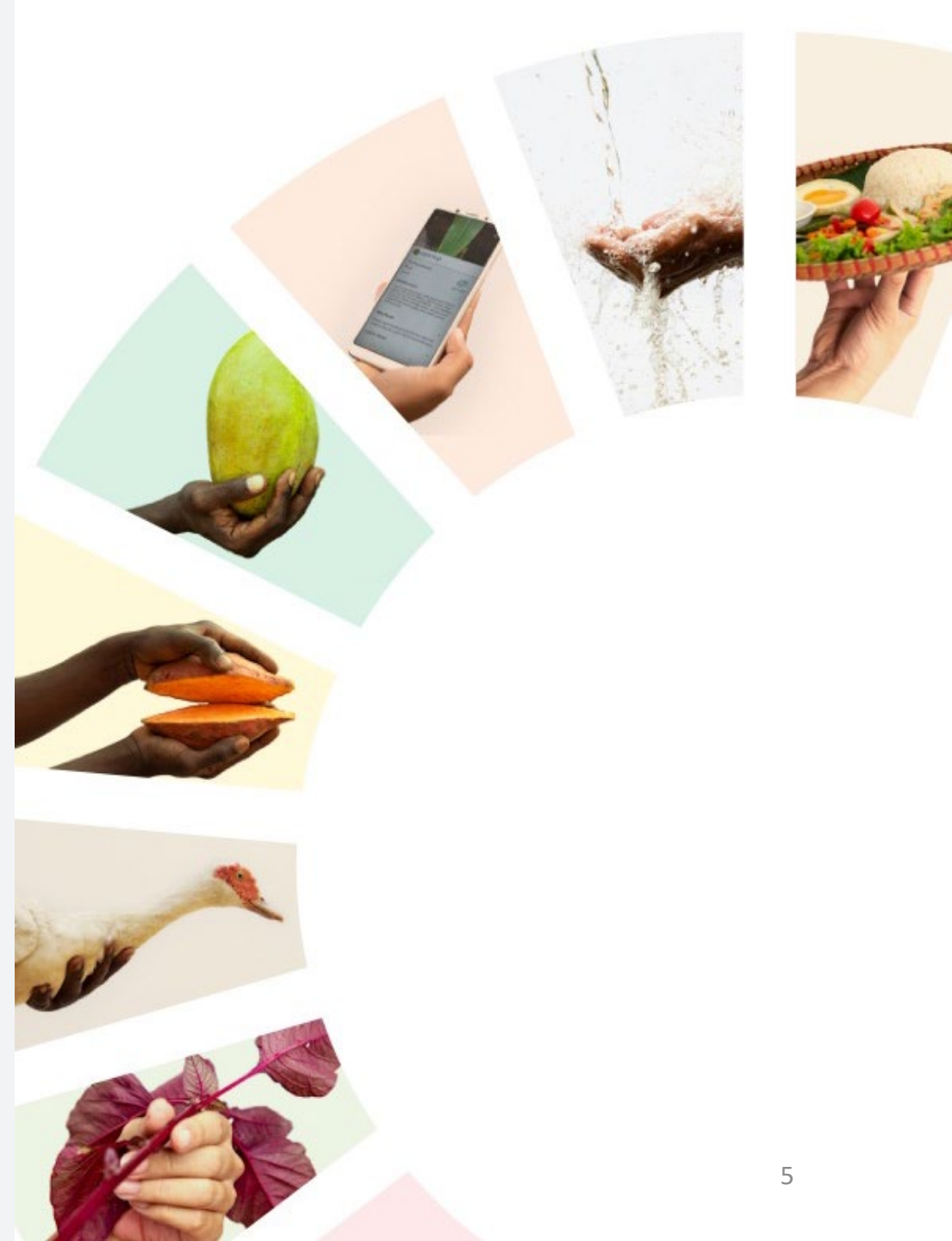
Three Pillars of implementation of integrated governance

- Implementation structured under three interconnected pillars
- All pillars overseen by a Sounding Board *(see next slide)* and guided by a plan of deliverables/decisions required

I
IPB established

Deliverable	Accountable
IPB Nominations and appointment process	System Council
Partnership AFRC nominations and appointment process	System Board
Reconstitution of Center Boards including 2 IPB and 1 P-AFRC Member	Center Boards

II
ICI (Integrate, Coordinate, leave Independent) process

Deliverable	Accountable
Establishment of Center-led process to map processes and services and identify existing efforts and opportunities for integration/coordination	DGs/EMD
Develop proposals on integration and coordination	DGs/EMD
Proposals on integration of 3 priority areas identified in Memo	AFRC (DGs/EMD for delivery of proposals)

III
Governing instruments aligned

Deliverable	Accountable
Amendments to Framework and Charter to implement the Memorandum	All IFA Parties and System Council
Clarity on delineation of roles between the System Council and the IPB	System Board and System Council
Development of an Internal Rules Framework	DGs/EMD

Oversight of the 3 Pillars – The Sounding Board

Role (summarized)
<u>Oversight of the Implementation pillars (i.e. IPB establishment, ICI, Governing instruments)</u>

- Ensure that the Implementation pillars is resourced in a representative way with the appropriate expertise
- Provide guidance and make recommendations to the Implementation pillars in relation to progress, sequencing, prioritization or other queries arising

<u>Liaison with stakeholders:</u>

- Provide guidance and make recommendations on appropriate stakeholder consultation processes in relation to the deliverables
- Raise any anticipated changes to delivery timings or prioritization with stakeholder at the earliest opportunity.
- Ensure that timely notice is provided to the relevant decision-making bodies of forthcoming decisions to enact the Memorandum's proposals.

<u>Reporting to the Parties and the System Council</u>

- Provide regular reports (at a frequency to be determined) on the progress of implementation to the Boards of the IFA Parties, the System Council and the EMD.

Sounding Board membership	
Representing	**Representative**
System Board	Lindiwe Majele Sibanda
Centers	Elsa Murano
	Roel Merckx
System Council	Rob Bertram (USA)
	Sarah Schmidt (Germany)
	Garba Sharubutu (Nigeria)
EMD's Office	Ismahane Elouafi (EMD)
	Guillaume Grosso (DEMD)
ICI Forum Co-Conveners	Juan Lucas Restrepo
	Essam Mohammed

High Level timeline of actions since UGR Workshop

2023			2024					
Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun

Rabat Workshop

Approval of Memo by all IFA Parties and the SC

'3 Pillars' approach adopted

ICI Forum established

Virtual Workshops to refine draft Memo

Governance Working Group meeting – work on drafts of revised Framework/Charter and Internal Rules Framework

SB28 meeting – guidance shared with stakeholders on approach (1 July target, single set of amendments to governing instruments)

Nominations Committee of the System Council established

IPB Nominations Process

Implementation Plan developed/updated

Sounding Board – regular meetings

Part 3 – Zoom on each Pillar

i. Pillar 1 – IPB established
ii. Pillar 2 – ICI Forum
iii. Pillar 3 – Governing Instruments aligned
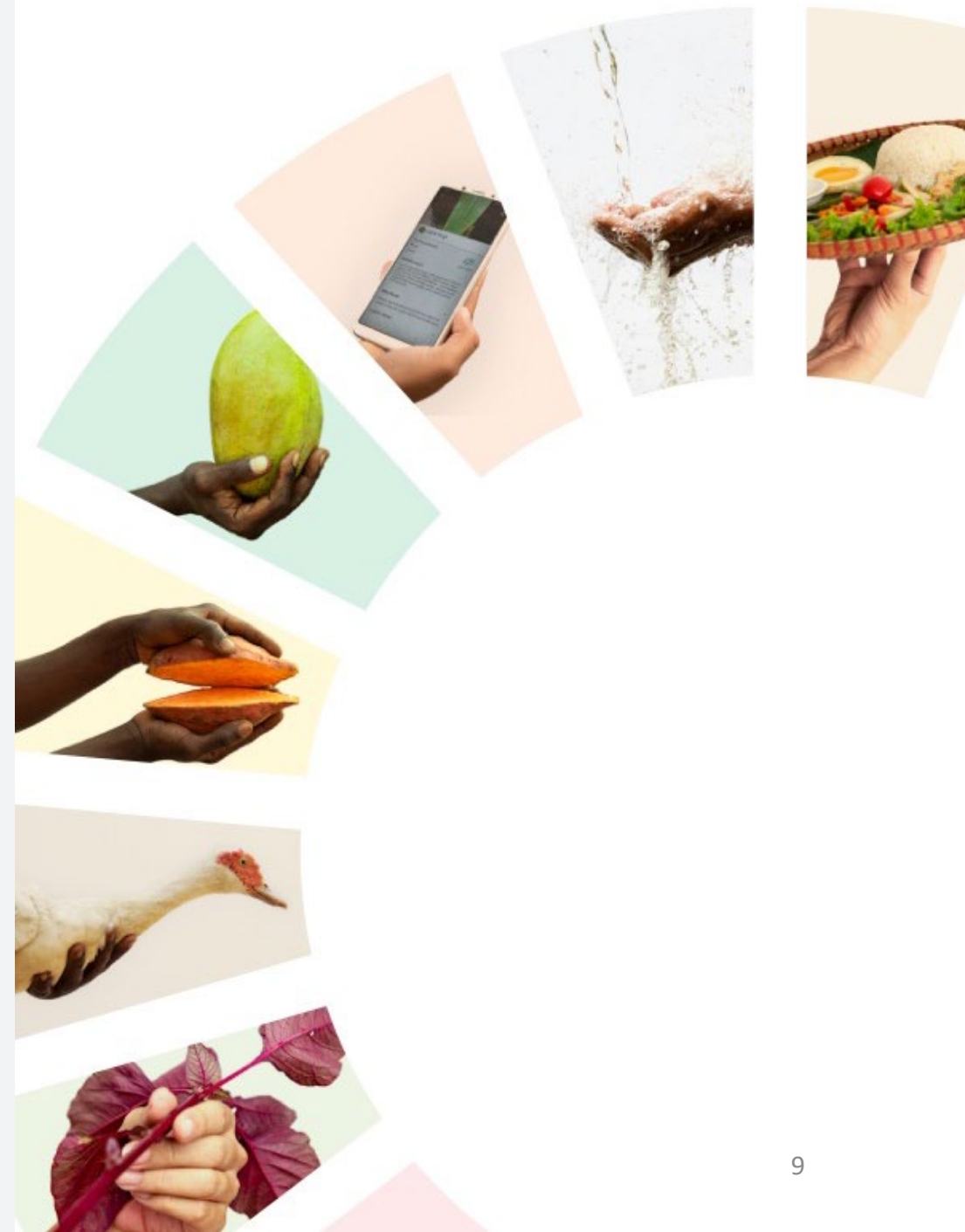
Pillar 1 – Update on IPB Nominations process

Date	Task	Status (at date of issue)
23 Jan	Draft TOR for Nominations Committee (NC) shared with SC for input	Completed
5 Feb	Final TOR issued for SC approval	Completed
5 Feb - 15 Feb	Call for members of the NC from SC, General Assembly and Host Countries	Completed
20 Mar	Approval of TOR for the NC	Completed
28 Mar	Appointment of Membership of the NC	Completed
11 April	Committee Meeting 1	Completed
19 April	Committee Meeting 2	Completed
24 April	Committee Meeting 3	Completed
8 April – 15 May	Tender process and selection of search firm to support process	Completed
8 May	Committee Meeting 4	Completed
9 May	Approval of the IPB Member profile	Completed
15 May	Committee Meeting 5	Completed
17 May	Appointment of external search firm (SRI)	Completed
17 May & 21 May	Advertisement issued and call for referrals	Completed
22 May	Committee Meeting 6	Completed
29 May	Committee Meeting 7	Completed
30-31 May	Shortlisting of candidates	Planned
4/5/6 June	Interviews with shortlisted candidates	Planned
Week of 3 June	Screening & background checks undertaken by Ethics & Business Conduct	Planned
Monday 10 June	Issue of report and proposed slate of nominees for appointment	Planned
12 June	SC decision-making on IPB appointments	Planned

Membership of Nominations Committee of the System Council

#	Category	Name
1	System Council	Ruben Echeverria
2	System Council	Gary Jahn
3	**System Council**	**Christophe Larose (Co-Chair)**
4	Host Country	Juan Bernardo Orozco Sanchez
5	Host Country	Prof. Dato Dr. Aileen Tan Shau Hwai
6	Host Country	Dr. Fikru Regassa
7	GAC	Kanayo F. Nwanze
8	GAC	Akica Bahri
9	**GAC**	**Helen Hambly (Co-Chair)**
10	Independent	Andrew Homer
11	Ex-officio non-voting member (SB Chair)	Lindiwe Sibanda

Partnership AFRC establishment

IPB established (Pillar 1)

- Adhoc Nominations Committee established by the System Board

- System Board agreed that the same firm should be used for the search process for Partnership AFRC members as for IPB members to ensure a coordinated and efficient approach

- AFRC members asked to indicate interest to continue to serve on the Partnership AFRC

- Partnership AFRC TOR developed with input from the General Assembly of Centers, the current AFRC and the Adhoc Nominations Committee

- Targeting 1 July 2024 appointment date by the System Board

Membership of Ad Hoc Nominations Committee

#	Category	Name
1	System Board	Alice Ruhweza
2	System Board	Hilary Wild
3	System Council delegate	Fayezul Choudhury (AOC)
4	System Council delegate	Rita O'Sullivan (AOC)
5	Center Board Chair delegate	Li Lin Foo (ILRI)
6	Center Board Chair delegate	Phyllis Caldwell (IFPRI)
7	Independent	Imtiaz Khan
8	Active Observer	Clarissa van Heerden (AFRC Chair)

ICI Forum TOR and Agreed ICI Principles provided separately as resource documents for SC20*
*Definitions of 'ICI' (Integrated, Coordinated and Independent) being finalized and will be shared in advance of SC20

CGIAR

ICI Process (Pillar 2)

✓ A **robust and durable approach** to identification, prioritization and implementation of integration and coordination across CGIAR

✓ A way to **bring together and systematize existing integrated/coordinated efforts** (without pausing or discouraging what is already underway)

✓ **Center-led and consensus-driven –** supported by expertise from across the Centers and by Communities of Practice, CGIAR global and ad hoc groups

✓ Structured around **business cases** to objectively assess rationale for an approach against a set of agreed principles

✓ A dynamic approach based on **continuous improvement**

✓ A clear pathway to **identification of CGIAR policy needs**

Agreed ICI Principles

i. Value for Money

ii. Transparent & Inclusive Decision-Making

iii. Accountability & Outcome-Oriented Focus

iv. Adaptive & Flexible Approach

v. Autonomy for Innovation

vi. Strategic Alignment and Complementarity

vii. Stakeholder Engagement & Synergy

Bringing together existing integration efforts
Using ICI framework to ensure alignment to Principles and drive continuous improvement

CGIAR

Digital & Data – Development of 2025-2030 Digital Transformation Strategy

AIARC – providing payroll, benefits, insurance, and retirement

Alliances and Tri-Center operational integration

Non-exhaustive examples of existing and in progress areas of integration/coordination

These cover many typologies – and will be mapped/reviewed for ICI prioritization

IT Support inc. OCS Operational support Unit, CGNET, Software Licenses

GDI *Action Plan; Training and engagement programs*

IPS (Integrated Professional Services) analysis

BMGF grant – digital/ comms/ engagement

Shared Regional Internal Audit Units
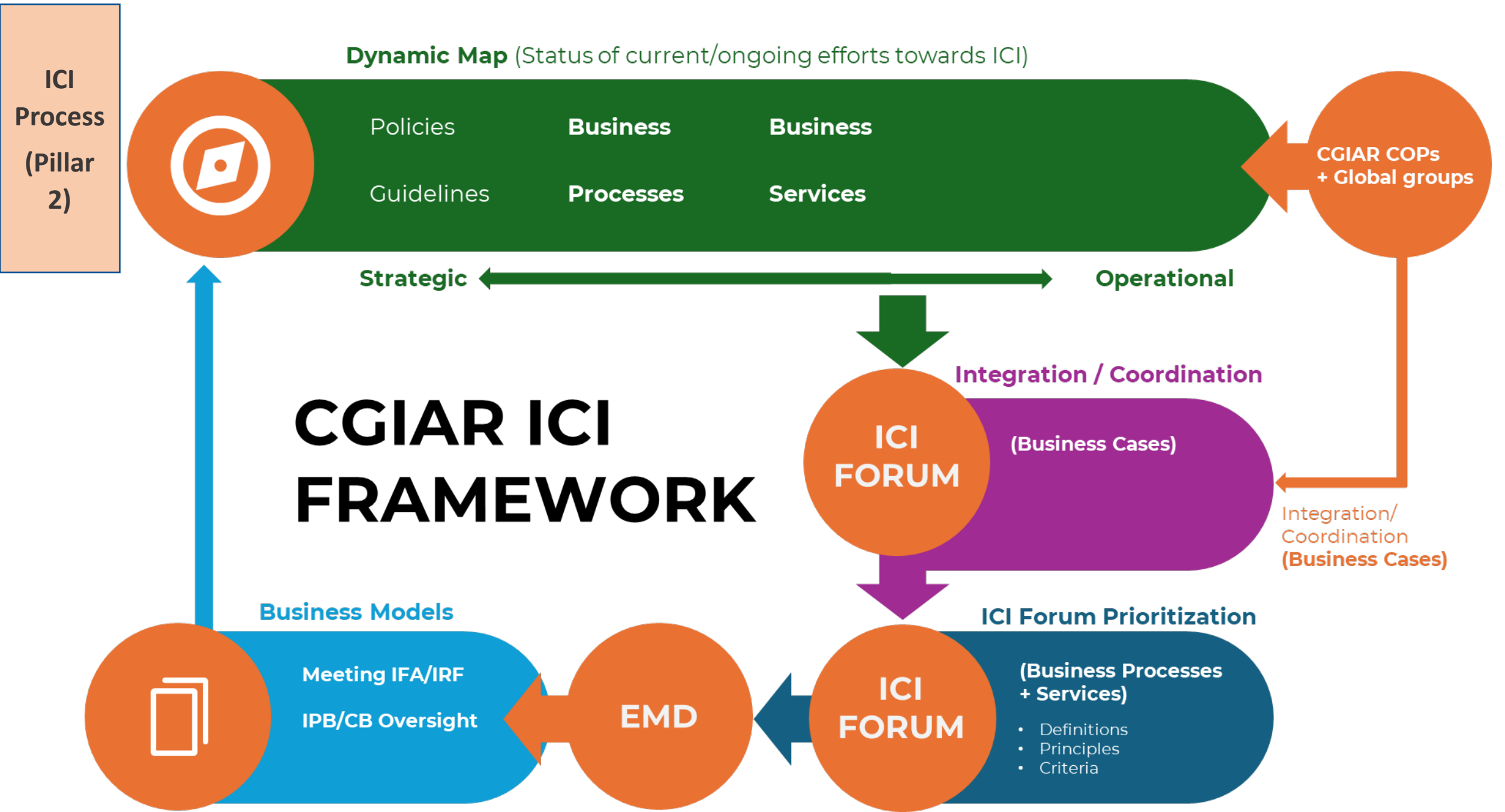
Shared Journal Subscriptions and memberships

Dynamic Map

- Interactive tool that maps business processes and services across the main functional areas of the Integrated Partnership

- Maps their current status in terms of integration or coordination efforts already in place or in development.

Purpose:

- To identify opportunities for, and facilitate prioritization of, development of business cases for integration or coordination.

- Ensure that existing efforts are well documented and valorized.

- To identify existing Integrated Partnership-level policies – or where these are required

ICI PROCESS ROLES

ICI FORUM

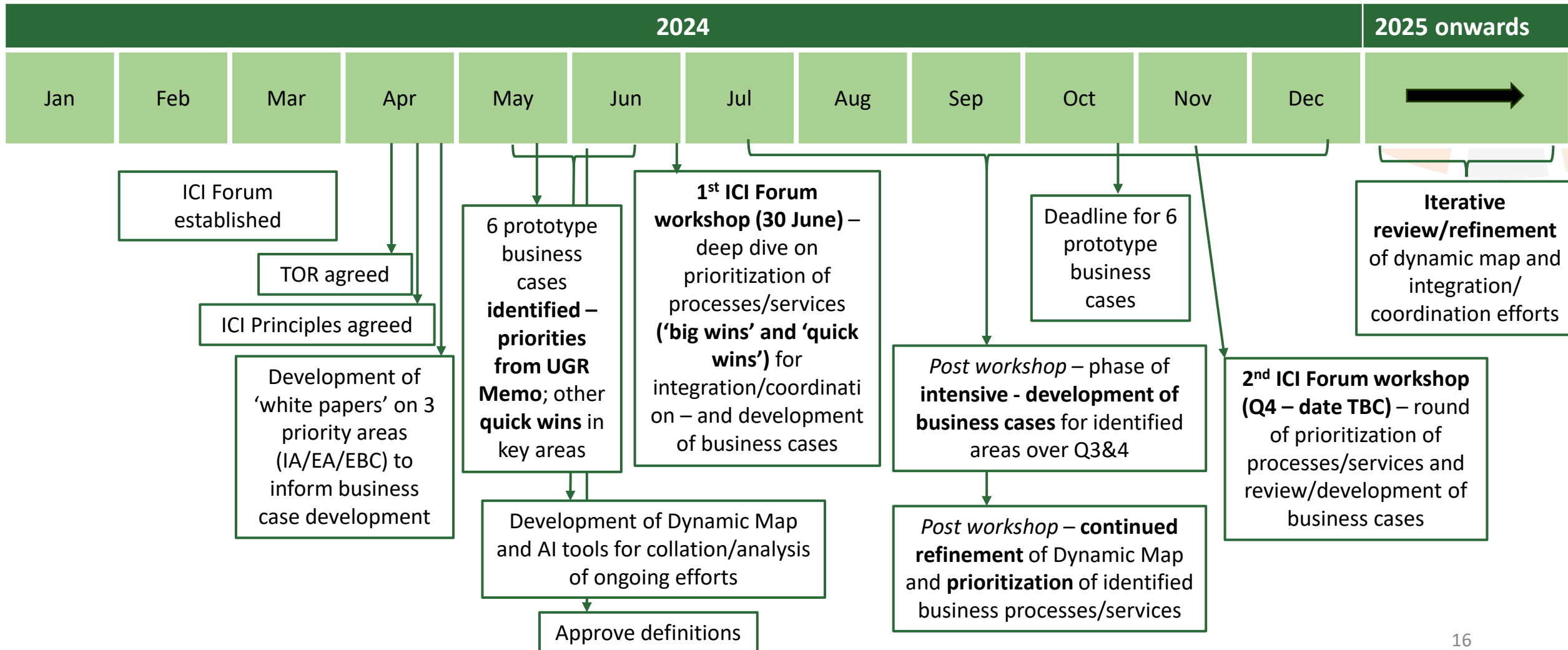All DGs, DEMD as Observer

Roles:
- Agree ICI Forum TOR, Principles, Definitions, and Criteria
- Oversee creation of Dynamic Map
- Regular meetings to review and prioritization of Business Cases
- Discussion/troubleshooting on issues if one or more Centers not in agreement
- Submission of agreed Business Cases to EMD

ICI DELEGATES

Experienced/senior staff member from each Center

Roles:
- Creation/stewardship of Dynamic Map
- Co-creation of business cases working with COPs/global/ad-hoc groups
- Modification of Business Cases as required based on ICI Forum feedback

CGIAR COPs + Global/ad hoc groups

Expertise from all across CGIAR

Roles:
- Identification of business processes/services for potential integration/coordination
- Co-creation of business cases working with Delegates

ICI Forum timeline

2024												2025 onwards
Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	→

ICI Forum established

TOR agreed

ICI Principles agreed

Development of 'white papers' on 3 priority areas (IA/EA/EBC) to inform business case development

6 prototype business cases **identified – priorities from UGR Memo**; other **quick wins** in key areas

Development of Dynamic Map and AI tools for collation/analysis of ongoing efforts

Approve definitions

1st ICI Forum workshop (30 June) – deep dive on prioritization of processes/services (**'big wins' and 'quick wins'**) for integration/coordination – and development of business cases

Post workshop – phase of **intensive - development of business cases** for identified areas over Q3&4

Post workshop – **continued refinement** of Dynamic Map and **prioritization** of identified business processes/services

Deadline for 6 prototype business cases

2nd ICI Forum workshop (Q4 – date TBC) – round of prioritization of processes/services and review/development of business cases

Iterative review/refinement of dynamic map and integration/ coordination efforts

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Identification and Prioritization of opportunities
Six business cases currently underway

Internal Audit

Championed by: Michael Gerba (COO, ILRI)

Key collaborations/input from: Internal Audit COP; AFRC

External Audit

Championed by: Syon Niyogi (COO, IWMI-WF-IRRI)

Key collaborations/inputs from: Business Ops and Finance COP/group; AFRC

Ethics & Business Conduct

Championed by: Esther Carrillo (Legal Counsel & Director of Legal, CIMMYT)

Key collaborations/inputs from: EBC; Risk Management COP; AFRC

Cybersecurity

Championed by: Victor Guardia (Alliance GD, Business Ops & Finance)

Key collaborations/input from: Digital & Data global group; ICT COP

Intellectual Property

Championed by: Sravanti Vedula (Senior Officer, Innovation Management, ICRISAT)

Key collaborations/input from: Legal/IP Focal Points

Recruitment

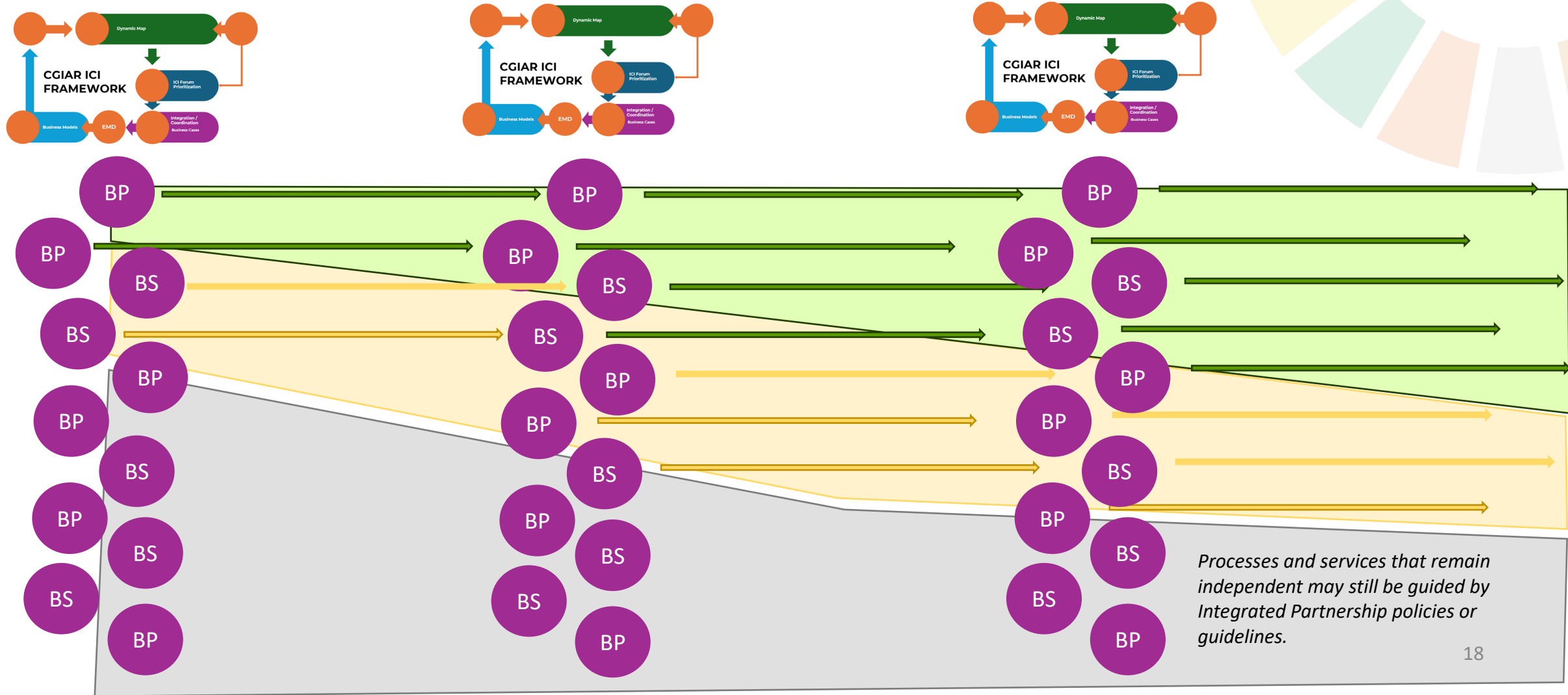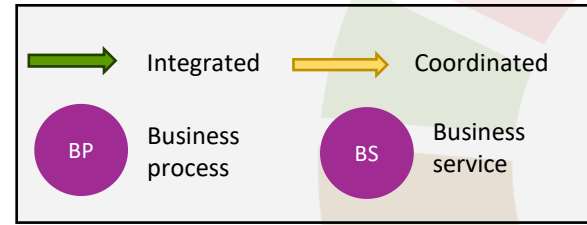*Championed by:* Anne Heese (Head of HR, IWMI)

Key collaborations/input from: People & Culture COP

Prototype: Define formats; typologies of business cases aligned to ICI Principles

Review and refinement of templates/ approaches

Continuous learning and improvement to inform future business cases and refine existing ones
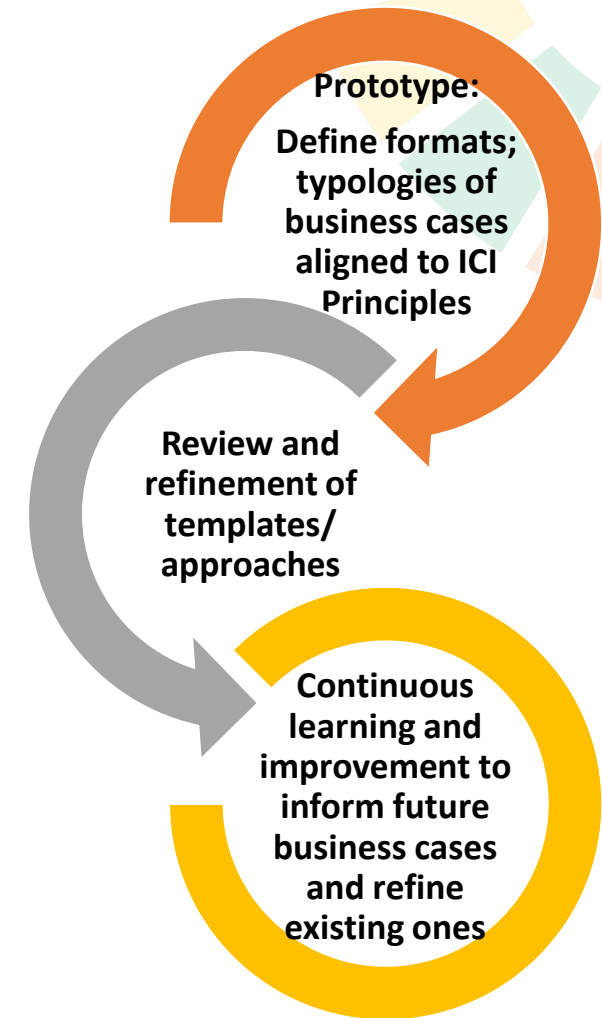
Evolution of ICI
An iterative process – Continuous improvement

Processes and services that remain independent may still be guided by Integrated Partnership policies or guidelines.

Changes to CGIAR's governing instruments

Governing instruments aligned

(Pillar 3)

- The System Board recommended that on 1 July 2024 the changes to the System Framework and the Charter of the System Organization become effective

- Initially conceived as a '2-phase' approach, the Governance Working Group followed guidance to develop a proposed single set of changes to implement the UGR Memo

- Drafts circulated on 22 May for consultation among System Council, System Board and Centers (deadline for feedback of 5 June)

- Based on inputs received, final versions to be developed by the Governance Working Group and circulated for decision (approval of changes then required by System Council, System Board and 2/3 of Centers)

- **Targeting approval ready for 1 July 2024 effective date**

CGIAR SYSTEM FRAMEWORK

CHARTER OF THE CGIAR SYSTEM ORGANIZATION

Governing instruments aligned

(Pillar 3)

From Proposal 4 of the Memo (first para, page 8) and Proposal 5a (page 9) and 5c (page 11):

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.

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.

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.

Development of Internal Rules Framework

Governing instruments aligned (Pillar 3)

- The IFA called for a "CGIAR Common Internal Rules Framework, subject to the approval of each Party, that will set out the collective approach regarding the development, adoption, applicability, and enforcement of Common Internal Rules"

- The Memo also set out that the Internal Rules Framework would be developed, in line with Morrow Sodali's recommendation on this

- At the date of issue, the Governance Working Group is finalizing a draft, setting out:
  - Principles for Internal Rules
  - A proposed process of identification, development, consultation and approval of internal rules
  - Revised roles on policy identification and approval aligned to those set out in the Memo for the SC and IPB

- Approval of the IRF will be required from all IFA Parties - targeted early Q3.