

## Terms of Reference

### Amendments to CGIAR's governing instruments and finalization of the Internal Rules Framework in 2025

#### I. Objective and approach

1. Objectives:
  - a. Approval of amendments to the CGIAR System Framework and Charter of the CGIAR System Organization by the System Council, Integrated Partnership Board (IPB) and the General Assembly of Centers (the three approving bodies).
  - b. Approval of a CGIAR Internal Rules Framework, setting out how common internal rules are developed and approved in CGIAR
2. Overall approach, roles and timeline:
  - a. May – June 2025:
    - i. Preparation of revised drafts of the Charter and Framework (based on feedback received during the 2024 amendments process, and changes required to enact the CGIAR Internal Rules Framework and the Integrated Partnership Risk & Oversight Plan) by a reconstituted **Governance Working Group** (GWG)
    - ii. Stock-take of stakeholders input on the draft CGIAR Internal Rules Framework endorsed by the Global Leadership Team, and consultation on approach to address such input; preparation of proposed revised drafting on that basis
  - b. July through September 2025: Consultation on all drafts with each of the three approving bodies and revision to drafts as required
  - c. Late-September 2025: Circulation of final versions for all required approvals

#### II. Membership

3. The membership of the GWG shall be appointed by CGIAR's Executive Managing Director (EMD) taking into consideration the need for diversity and balanced representation, and shall comprise:
  - a. The IPB Chair or their delegate
  - b. The System Council Chair or their delegate
  - c. The lead Co-Chair of the General Assembly of Centers or their delegate
  - d. A core drafting team, all of whom should bring expertise in legal and governance matters and should be familiar with CGIAR's governing and legal instruments, consisting of:
    - a. The General Counsel of the CGIAR System Organization to lead the core drafting team.
    - b. Five members from Centers from among nominations by Directors General
    - c. Two members from among nominations by members of the System Council
    - d. One member from the CGIAR System Organization

### **III. Roles & Responsibilities**

4. The GWG shall undertake the following roles:
  - a. Oversee the overall process and timeline, ensuring that key milestones are met
  - b. Propose revisions to the draft of the CGIAR Internal Rules Framework based on input from the System Council, Integrated Partnership Board and CGIAR Centers
  - c. Collate and review all feedback provided by stakeholders during the 2024 process to amend the CGIAR System Framework and the Charter of the CGIAR System Organization.
  - d. Propose revised drafts of the CGIAR System Framework and the Charter of the CGIAR System Organization that take that earlier feedback, as well as any changes to CGIAR's governance environment into account, including the CGIAR Internal Rules Framework and the Integrated Partnership Risk & Oversight Plan.
  - e. Through the respective representatives of the IPB, SC and GAC, work with their respective constituencies, undertake appropriate stakeholder consultation on drafts and on complex matters arising, and advise the core drafting team accordingly
  - f. Collate and review all feedback received from stakeholder consultation on drafts, and maintain records of how this was addressed
  - g. Report on progress to the three approving bodies at a frequency to be determined.
  - h. Propose final drafts of the CGIAR Internal Rules Framework, CGIAR System Framework and the Charter of the CGIAR System Organization and accompanying records of consultation and analysis, for submission to the System Council, Integrated Partnership Board and CGIAR Centers for approval.
5. A member of the Governance Team of the System Organization will provide Secretariat and administrative support to the GWG.
6. The GWG may call on specific expertise/advice from across the staff of CGIAR and from external legal/governance experts to support the GWG's work, if required.
7. Members of the GWG commit to make sufficient time available to deliver their role and shall act in the best interest of the Integrated Partnership.

### **IV. Operational considerations**

8. The GWG shall meet as often as required to carry out their work. Meetings shall normally be held virtually. In the event that an in-person meeting is proposed, this should be approved by the EMD, taking into consideration cost and climate impact considerations, and any venue/technical/hosting costs shall be borne by the System Organization. Any costs relating to members' participation will be for the account of their respective employer, as the case may be, having nominated such member.

### **V. Term**

9. The term of the GWG shall commence from the appointment of its members until approval of the revised CGIAR System Framework and the Charter of the CGIAR System Organization and the CGIAR Internal Rules Framework, anticipated by end-Q3 2025.

## Annex: Background

1. In 2024, a Governance Working Group, comprised of representatives from all Parties to the CGIAR Integration Framework Agreement (“IFA”) and a representative of the System Council, was formed to develop a set of proposed amendments to the CGIAR System Framework and the Charter of the CGIAR System Organization, in order to implement the changes envisaged in the ‘CGIAR memorandum on the implementation of governance recommendations’ (the “**Memorandum**”), which was approved by all IFA Parties and the System Council by the end of 2023.
2. The work of the Governance Working Group was stewarded by the Integrated Partnership Implementation Sounding Board (“the Sounding Board”). Following rounds of consultation, the amended CGIAR System Framework and the Charter of the CGIAR System Organization were approved with effect from 1 October 2024.
3. During the consultation and approvals processes for those amendments, a number of inputs were provided, which it was agreed to revisit in a further round of amendments in 2025. It was also acknowledged that there remained some anticipated amendments in order to enact changes required by the CGIAR Internal Rules Framework (not yet approved) and the Integrated Partnership Risk & Oversight Plan (approved by the System Council in December 2024, and by all Centers by January 2025).
4. At the conclusion of its mandate, the Sounding Board identified a set of actions required to complete the implementation of the Memorandum, which included that “A proposal will be prepared under the Executive Managing Director’s guidance for a revised composition of the Governance Working Group, to undertake the broader review of Charter and Framework changes by Q3 2025.”