

## Meeting Summary of the 27<sup>th</sup> CGIAR System Board Meeting 25 and 29 September 2023; Virtual

### Agenda Item 1: Opening and Agenda

1. The System Board Chair welcomed the participants to the meeting. A quorum was present.
2. The provisional agenda issued on 21 September 2023 was presented with minor adjustments:
  - a. Reordering items 4-5 for presenter convenience and items 14-15 for logical sequence; and
  - b. Reducing time for item 13, moving 13a to an in-camera session, and postponing item 13e.
3. **Decision: SB/M27/DP1**: The System Board adopted the agenda (as set out in meeting document SB26-01-1) with the minor revisions as noted.
4. The System Board Secretary referred to the declared interests per the agenda and general declarations as set out in Diligent Boards.
5. The Secretary brought to the attention of the participant the out-of-session decisions made since the last SB26 meeting (Document SB26-01-3) and the outstanding Board Agreed Actions (SB26-01-4). All actions requiring discussion have been included in the meeting agenda.

### Agenda Item 2: Message from the Board Chair

6. The Chair provided a comprehensive overview of her key activities and achievements during Q2-Q3 2023, highlighting strategic priorities and Board objectives.
7. The Chair reviewed her eight priorities since beginning her office in January, including enhancing the System Board's effectiveness, renewing the relationship with the Board Chairs' Network (BCN); delivering transformative science for land, food, and water systems in the face of climate change; enhancing system office effectiveness; deepening relationships with host countries and strategic partners; communicating and advocating for 'One CGIAR'; calibrating the relationship with the System Council, and mobilizing financial resources.
8. She recalled that approximately 61% of the issues identified at the start of her term had been addressed within her first 100 days. She provided an update on the remaining efforts, including streamlining of activities and restoring the relationship with CIFOR-ICRAF and ICRISAT.
9. The Chair reported significant progress towards key performance indicators (KPIs) related to the three key strategic roles as set out in the presentation. She highlighted the two Board retreats leading to action points and trust-building; a focus on hiring a qualified EMD; overseeing an independent unified governance review process; and supporting increased and diversified, high-quality funding.

10. She also emphasized the need for the UGR to address the unsustainable workload of System Board members whose responsibilities go far beyond the contracted days. Regarding the transition of senior leadership, she mentioned the appointment of and the plan for the incoming EMD, Ismahane Elouafi. She also mentioned visits to several host countries and the engagement with Center leadership and stressed the importance of creating a compelling investment case for 'One CGIAR'.
11. The Chair reported that CGIAR welcomed ICRISAT's publicly stated intent to join One CGIAR and recommended embracing ICRISAT's proposal for joining before Centers fully align after the governance review.
12. **Board Discussion:**
  - a. The Board expressed appreciation for the Chair's comprehensive report on activities, priorities and achievements. Members supported embracing ICRISAT's intent to join CGIAR but raised questions on ICRISAT's proposal for temporary accommodation of its governance that deviates from promises made to other Centers.
  - b. Additional discussions included seeking an early review of the investment case and related communication material to provide input before major announcements are being made.
  - c. One of the Active Observers underscored the urgency of completing a convincing investment case focused on outcomes and impacts to support the request for increased funding.

### Agenda Item 3: Setting the Scene

#### **3a. Reflections from CGIAR's Interim Executive Managing Director**

13. The interim EMD provided a report highlighting priorities and proposals for CGIAR during his interim period, including maintaining momentum on integration; shaping the research and innovation portfolio; setting out leadership and organizational options; preparations for the System Council meeting; and working towards integrating the EMD and System Organization Executive Director (ED) roles.
14. He described the unified governance review as putting CGIAR integration at a crossroads between acceleration or backwards towards fragmentation. He expressed some concerns about disconnects between integration principles endorsed in Chengdu in 2019 and some of the recent proposals.
15. The interim EMD emphasised that driving integration is very difficult with limited pooled funding. He highlighted differing perceptions between CGIAR and funders about the purpose of pooled funding. He called for a 'reset' towards the US\$ 2 billion pooled funding target and noted that now is a crucial time considering global challenges.
16. He stressed that culture and behaviours are more important than structure. He explained that efficiency needs to be considered across all of CGIAR, not just the System Organization. Working together as a system is imperative to not risk reducing overall efficiencies.

17. He expressed concerns about the short timeframe to develop an ambitious, transformative portfolio by March/April 2024. He noted risks of simply repackaging current Initiatives and having limited space for new, radical ambitions given constraints to properly analyse, prioritise, incorporate country/regional priorities and respond to investor expectations.
18. The interim EMD explained his desire to see more investment in ambitious upstream research Initiatives aligned with major global challenges. He also wants to leverage CGIAR's convening power more effectively to drive agricultural innovation.
19. He shared his idea of proposing to the System Council to extend the current portfolio by one year. This extra year would enable a radical redesign to set up a more ambitious 2025-2027 portfolio with stronger value propositions for increased investment.
20. **Board discussion:**
  - a. Members appreciated the frank insights and provocative ideas. The Board debated extending the 2025-2027 Portfolio development planning by one year. Some felt extra time would allow for a more ambitious redesign informed by evaluating the current Portfolio. However, others raised concerns about losing momentum and investments from a delay.
  - b. Members discussed the proposal to extend the portfolio development, recognizing it would require careful analysis of funding and other dependencies. This opportunity should focus on agreeing System Council-System Board priorities and funding approaches.
  - c. A phased approach was proposed as a compromise to advance simpler Initiatives and 'quick wins' while taking extra time on complex ones.
- 3b. *Operationalizing the CGIAR Integration Framework Agreement: Progress update on the 2022—24 Integration Plan***
  21. The Chief of Staff provided an update on CGIAR's 2022-2024 integration plan, initially discussed in April and endorsed by the System Council in May. This semi-annual update focused on progress made over the past 21 months, covering key achievements, adaptive management actions, ongoing work, and remaining challenges.
  22. He emphasised that while the implementation plan is deliberately set out at a very high level, underneath there is much more detail, specifically in the form of timebound objectives and key results that have now been set out by all of CGIAR's global and regional groups. Furthermore, the Senior Leadership Team (SLT) conducts quarterly reviews of progress and risks, and adaptive management actions.
  23. The Chief of Staff highlighted key achievements which included the launch of the initial portfolio of Initiatives and Action Areas, the first Science Group project, an initial CGIAR engagement framework incorporating recommendations from the High Level Advisory Panel (HLAP), increased pooled funding, a diagnostic on integration of professional services, and a review of CGIAR's financial model for the next cycle.

24. He emphasized unfinished work over the next 15-16 months to fully deliver on the three-year cycle targets across integrated research, funding, and operations. He highlighted timeline risks around finalising governance reforms and securing funding cycles.
25. Finally, he noted that, given the tight timelines and interdependencies, adaptations may be required to realise the integration vision. Work is underway on long-term partnership performance indicators capturing CGIAR's evolving impact, relevance, effectiveness and efficiency. A corporate dashboard will display trends towards systemic impact.
26. **Board Discussion:**
  - a. The Board appreciated the detailed update and discussed the integration plan's implementation challenges, focusing on the importance of timely completion of tasks to avoid delays in the next funding and research cycles.
  - b. The need for a clear, adaptive approach in response to the UGR outcomes was highlighted, underscoring its significance for the plan's success.
  - c. The Board also recognised the importance of the digital and data strategy in advancing CGIAR's goals.

#### **Agenda Item 5: 2025-2027 Portfolio Design Process**

*As agreed, agenda items 4-5 reordered for presenter convenience*

##### **5a. Progress update**

27. The three global science group Managing Directors (MDs) provided overviews of the progress and early thinking on shaping the 2025-2027 research portfolio within their respective science groups. They emphasised the need to build on existing Initiatives, integrate the portfolio across science groups, and explore new funding modalities. The MDs acknowledged the challenges posed by the tight planning timelines and the limited scope for evaluation of the current Portfolio. Despite these challenges, they expressed readiness to adhere to the existing schedule, while acknowledging that additional time could facilitate stronger priorities and a more integrated portfolio vision.
28. The MD of Genetic Innovation (GI) shared the initial thinking on the 2025-2027 priorities. She emphasised the strengths of the existing Initiatives, the need for a coherent approach and the strategic developments within GI. She outlined the future direction for GI which will focus on strategic repositioning without changing the core initiatives. She highlighted the importance of showcasing impact areas and exploring diverse funding opportunities. She also emphasised the strategic diversity of crops and the need for prioritising research investments.
29. The Interim MD of Resilient Agri-Food Systems (RAFS) discussed the priorities and emphasised the integration of the core principles across different sub-areas as well as the importance of aligning Initiatives with regional impacts. He further discussed the need to restructure Initiatives to maximise their impact and to harness digital tools and data to stimulate grassroots innovations. He also made an argument to further invest in CGIAR's infrastructure and fostering collaborations with academic institutions.

30. The MD of Systems Transformation discussed transitioning from numerous Initiatives to strategic integrated programs enabling better contribution of stakeholders. He pointed to several challenges in this respect including in funding modalities, how to move from a large number of Initiatives to a fewer number of integrated programs, how to create a better narrative about what system transformation does and how it makes a difference.
31. **Board Discussion:**
- a. Members emphasised that current Initiatives only tell a part of the story and that bigger opportunities should exist in the next portfolio using digital and data better.
  - b. Members acknowledged the exploratory talks to leverage and scale the “Capacity Sharing for Development” (“CapSha”) function in the design process.
  - c. Members recommended broadening consultation with scientific partners, in addition to other stakeholders, to achieve a global footprint and leverage CGAIR’s advantage in convening beyond national agricultural research and extension systems (NARES).
  - d. One of the Active Observers suggested documenting the alignment between pooled and bilateral funding in the new portfolio design.
  - e. One of the Active Observers raised concerns about the current timetable and design plan, noting there will not be sufficient time to develop a portfolio evolution document that really provides a solid value proposition that makes a compelling case for the science that needs to be conducted.
  - f. The Board debated extending the 2025-2027 Portfolio development planning by one year. Some felt extra time would enable a more ambitious redesign through evaluating the current Portfolio. However, others raised concerns about losing momentum and potentially investments. A phased approach was proposed as a compromise to advance simpler initiatives on schedule while taking extra time on complex ones. The Board requested an analysis of the pros and cons and recommended seeking stakeholder input.
32. **Action Point: SB/M27/AP1:** 2025-2027 portfolio development: analysis of extending the planning by one year.

**5b. Genebanks funding and Crop Trust matters**

33. The MD of Genetic Innovation highlighted the funding shortfall from the Crop Trust for essential gene bank operations. Despite a positive relationship, the Crop Trust’s funding commitments have not been fully met. She noted that the Crop Trust is expected to clarify its funding position at the upcoming System Council meeting (SC19).
34. Not fulfilling its commitments, leads to a reduction in 2024 funding from US\$6.5 million to US\$4.5 million. A specific case was noted where AfricaRice met stringent genebank standards but did not receive the promised funding.
35. Recommendations were made to bolster existing funding mechanisms as well as exploring all other funding avenues.

#### Agenda Item 4: CGIAR Rebranding

36. The Global Director of Communications and Outreach provided an overview of the rebranding proposal that is the result of an inclusive, iterative process based. She emphasised the need for rebranding because of the current name's limitations in engaging new audiences and funders. The existing brand, while valued in certain regions, faces challenges due to its niche recognition and unpronounceable acronym.
37. She recalled that the rebranding process, with the support of external expert advice, involved extensive stakeholder engagement, including funders and decision-makers. She reported that despite some critical feedback and resistance from a few key funders, most of the consulted stakeholders supported the rebranding.
38. Key points of the debate included whether to include system versus science and agricultural versus environmental in the name. The aim was to balance different viewpoints and priorities within CGIAR, ensuring that the new brand name aligns with the organization's mission and appeals to its diverse stakeholders. A majority view was adopted after thorough discussions, reflecting the preferences of Center Boards and management.
39. The timing of the rebranding aligns with upcoming major communication initiatives, including a global campaign and media collaborations, to optimize impact and cost-effectiveness. The rebranding should be seen as a symbol of meaningful reform, representing a forward-looking vision and broader mandate for the organization.
40. **Board Discussion:**
  - a. The Board expressed appreciation for the rigor of the process and external validation of the rebranding proposal.
  - b. Acknowledging the inevitability of differing opinions on brand adoption, Members also raised concerns about how the proposal will be perceived by the Centers and funders in particular.
  - c. It was agreed to continue the process by first discussing the proposal with the Board Chairs Network and the System Council before taking a final decision.
41. **Decision: SB/M27/DP2:** The System Board requested management to present the recommended name and visual identity along with relevant background to the Board Chairs' Network ('BCN') and members of the System Council as soon as possible. Subject to expressions of support by the BCN and members of the System Council to proceed with the subsequent approval procedure by the System Board, the General Assembly, and the System Council.

#### Agenda Item 6: Wrap-up for Day 1

42. The Board Secretary summarised key Day 1 discussions. The Chair thanked members and noted the meeting would reconvene on 29 September 2023.

### Agenda Item 7: Report from the AFRC

43. The Chair of the Audit, Finance and Risk Committee (AFRC) provided an overview of the activities of the AFRC over five formal meetings, informal meetings, and regular interactions between AFRC Focal Points and respective Centers.
44. She noted that the AFRC's standing agenda items covered external and internal audits; financial policies, guidelines, and processes; risk management and ethics compliance. Furthermore, significant attention has been given to budget review, especially for the Window 1 budget, along with ongoing financial and risk monitoring. The AFRC also regularly received updates on ethics and business conduct, with a particular focus on cybersecurity and compliance.
45. The unsuccessful recruitment process for a chief audit executive was noted, with the AFRC Chair stressing the importance of aligning future recruitment with the outcomes of the UGR. She praised the progress made by the internal audit community of practice towards harmonisation and improved ways of working. She flagged the need for close monitoring of internal audit coverage and assurance over programmatic areas.
46. She noted that a procurement process was underway for a common external audit service provider. She also noted that there is a good level of co-operation between the Global Business Operations and Finance Team and the respective Centers.
47. She touched on the Window 1 (W1) budgeting process, highlighting its challenges and the importance of considering funding uncertainties. She cautioned against over-reliance on the Financial Model Reference Group for resolving funding risks.
48. The need for clearer adoption and implementation of ethics-related policies across all Centers was stressed. She suggested a review of the EBC structure and the development of an independent investigation function, noting current inconsistencies in internal justice. She emphasised the importance of transparency and consistency in ethics and business conduct across the system.
49. **Board Discussion:**
  - a. The Board acknowledged the comprehensive report and raised questions on balancing risk management at Center level versus system level. It was acknowledged that the complex operating model limits full system-level oversight currently.
  - b. Members highlighted the need for the URG to address principles and consistency around ethics policies and oversight.
  - c. The urgency to update the outdated 2017 risk appetite statement was also acknowledged.
  - d. Further discussion highlighted the Board's responsibility to set the tone from the top and build a culture of high standards.
  - e. Also, the importance was stressed of ensuring that all CGIAR Board members understand the purpose and value of ethics policies.
  - f. Potential next steps were noted such as the Board periodically holding "deep dives" on key risks.

## Agenda Item 8: Finance

### **8a. Update on funding and resource mobilization**

50. The Global Director (GD) of Innovative Financing and Resource Mobilization (IFRM) presented an update on the 2023 funding outlook and 2024 projections. He highlighted that 2023 funding of US\$310 million has exceeded initial targets due to new funders, climate finance, and advance commitments. This represents an additional US\$25 million not budgeted for in the current Initiatives.
51. For 2024, he noted that a conservative baseline of US\$277 million is set, based on partial designations and funder discussions. The focus is on growing this figure through enhanced resource mobilization efforts.
52. He emphasised that 2024 is seen as a pivotal year for major funding renewal and the launch of a significant fundraising campaign. He highlighted that the diversification strategy included climate finance streams and new collaborations, such as with the World Food Programme. Notably, the funding campaign would be launched at COP28 and aimed to secure investments between US\$300 million to US\$600 million.
53. The GD also discussed risks on 2024 fund renewals such as funder fragmentation, competition, and the impact of funder country elections. He stressed that CGIAR reforms and integration are crucial for continued strong investment.
54. On the programmatic front he mentioned that there is room to better align the portfolio development and the investment case. He also noted that a delay in the next portfolio design might lead to funders opting for funding extensions rather than funding renewals, potentially impacting growth opportunities. To funders it is crucial to demonstrate tangible steps in the integration progress.

### **8b. Development Plan for 2024 Window 1 (W1) Budget**

55. The Global Director (GD) of Business Operations and Finance, briefed the Board on strategies to enhance the 2024 W1 budget process, acknowledging the challenges encountered in 2023, such as late funder designations. This led to budget adjustments and communication issues with Centers.
56. The GD underlined the key priorities of the process aimed at providing more stability, clarity, and alignment by focusing on building collaboration, detailed procedures, improved in-year stability and transparency across CGIAR.
57. The GD presented an optimistic yet cautious funding outlook for 2023 and 2024. She reported that 14 of 20 funders had provided 2024 designation estimates so far, allowing for 70% visibility and mitigating significant downward changes later. A conservative W1 budget of US\$277 million

is set, with potential upward adjustments expected in Q2 2024 as more funders confirm.

### **8c. Update from the Financial Model Reference Group (FMRG)**

58. The Board was updated on the FMRG's efforts to refine CGIAR's financial model to ensure it meets the organization's needs and supports its mission.
59. The IFRM GD announced the completion of the FMRG's terms of reference (TOR). The group, composed of members from the System Board, Center Boards, System Council, and senior leadership, is tasked with simplifying and ensuring the model's fitness for purpose, particularly in managing pooled funding effectively. The FMRG serves in an advisory capacity with a current focus on the funding modality scope of work.
60. He stressed that the FMRG's initial efforts are on creating principles and proposals for the funding model's improvement. Further elements will be addressed in sequence. FMRG has a 12-month timeline, with monthly meetings and interim sessions for information sharing.
61. The GD noted that the FMRG recently met to address varying knowledge levels among members, aimed at establishing a common knowledge baseline, and marking significant progress in the group's work. The FMRG is working towards making recommendations on integrating and improving the funding model across CGIAR.
62. **Board Discussion:**
  - a. The Board expressed cautious optimism about CGIAR's direction which is contingent upon clear demonstrations of making progress with the integration process.
  - b. The importance of linking CGIAR's investment case and fundraising efforts to science outcomes and results was highlighted. FMRG can play a key role in bridging CGIAR's financial model with the new Portfolio.
  - c. Members also highlighted the importance of strategic planning, risk management, and stakeholder engagement to be able to navigate the complex landscape of global agricultural research and innovation.

### **Agenda Item 9: Gender Diversity and Inclusion (GDI) Update**

63. The Global Director (GD) of People and Culture, along with CGIAR's new Director of Gender Diversity and Inclusion ('GDI'), presented an update on the 2023-2024 GDI Action Plan. Focus areas include examining the factors that influence female researcher retention and enhance diversity.
64. It was noted that, overall, GDI efforts continue to advance, though the pace of change remains a challenge. Concrete actions are underway to promote progress on diversity and inclusion across CGIAR.
65. The GDI Director shared recent GDI data analysis, which revealed:
  - a. A rise in women among CGIAR staff to 44.4% (excluding operational support staff).

- b. Highest-ever global workforce women proportion at 39.2%.
  - c. EMT composition shifting to 44% women by Dec 2023 with the incoming EMD.
  - d. SLT comprises of 30% women.
  - e. A slight increase in female scientists from 32.3% to 34.8%.
66. The GD outlined initiatives to broaden GDI data collection by integrating real-time databases and extending beyond gender metrics. Additional insights into CGIAR's global workforce were provided. The need for conscious leadership decisions to improve gender diversity, especially in senior roles, was emphasised to address challenges in integrating women into leadership positions. The GD also encouraged ongoing Board support for GDI efforts, highlighting the role of leadership in fostering gender diversity.
67. **Board Discussion:**
- a. The Board expressed appreciation for the extensive GDI initiatives and detailed data overview, highlighting its importance for informed decision-making.
  - b. Members recommended amplifying exemplary practices from leading Centers to inspire widespread adoption.
  - c. The Board urged addressing disparities in GDI messaging and practices across Centers and field operations. Members advocated for regular GDI engagement and data exchange with Center Boards to ensure alignment and progress.
  - d. The Board agreed that a culture shift necessitates immediate leadership action, dedicated collaboration, and uniform communication across CGIAR.
68. **Action Point: SB/M27/AP2:** Make GDI a topic for discussion at each Center board meeting in Q4, using data to ask the right questions and push for better outcomes at lagging Centers.

### **Agenda Item 10: Unified Governance Review (UGR)**

69. Neal Gutterson, the Ad Hoc Governance Committee Co-Chair, gave an update on UGR. He noted that the UGR webinar aimed to provide a platform to voice all issues, thereby ensuring that stakeholder concerns were acknowledged. The focus will now shift to developing concrete recommendations for a new governance model by mid-November 2023.
70. He noted significant differences in opinions between the System Council and System Board on their roles and responsibilities, with the former satisfied with the current setup and the latter seeking adjustments for efficiency. It was proposed to have a session for System Council and Board members to address governance issues before the Rabat meeting, alongside a possible ad hoc call for System Board members to align perspectives.
71. **Board Discussion:**
- a. Members discussed the need of a list of critical issues.
  - b. An Active Observer suggested presenting specific proposals at Rabat to encourage productive discussions.
  - c. The Board emphasised the need for actionable solutions and readiness for structural changes, rather than revisiting past complaints.

- d. The Board also urged for solutions focused on modern science delivery and stressed the need for compromise in reform efforts.

### Agenda Item 11: Risk Register

- 72. The Senior Advisor of Institutional Risk provided an update on the risk register (SB27-11) detailing current risks, ratings, and actions.
- 73. The EMT's recent review of top risks was discussed, with an upcoming update for the AFRC. The need for more engagement with SLT on risk management was highlighted. The interim EMD emphasized the significant risk between the Research Portfolio and financial model, advocating for a robust portfolio to enhance resource mobilization. He also highlighted risks from Centers' non-compliance with CGIAR policies, which could affect the integration agenda, and called for ambitious risk management.
- 74. **Board Discussion:**
  - a. An Active Observer called for management-led risk updates pointing out the gap between Center-level and CGIAR-wide risk views and the necessity of management's risk ownership.
  - b. The need for management to clearly communicate risks and strategies to the Board was stressed as it should assist in proactive risk management.
  - c. The Board highlighted the importance of open risk discussions, with management leading the communication on risks, strategies, and progress across CGIAR.

### Agenda Item 12: Ethics Matters

#### *12a. Ethics & Business Conduct Annual Report*

- 75. The interim Director of Ethics and Business Conduct (EBC) provided an update on EBC's growth and initiatives, highlighting staff expansion and efforts to enhance CGIAR's ethical framework. The discussion included EBC's role in promoting organizational transparency and ethical culture through training, outreach, and investigations.
- 76. She elaborated on EBC's key accomplishments, such as the development of EBC's second annual report, the significant growth in training and outreach activities, and the initiative to create a results dashboard. Furthermore, she pointed to the drafting of policies on conflict of interest, anti-fraud, anti-corruption, and related areas as part of EBC's advisory capacity.
- 77. Steve Korir, Head of Investigations, provided insights into the advisory and investigation functions, noting that interpersonal issues continue to be main topic. He also noted the increased demand for advice about conflict of interest.
- 78. The interim Director EBD continued and mentioned there are plans to make the ombudsperson role independent and establishing an internal redress mechanism (IRM) to comply with international standards. She also spoke about the necessity of a more unified and efficient reporting mechanism across CGIAR to enhance transparency and accountability.

79. She reaffirmed EBC’s commitment to elevating CGIAR’s ethical standards, policy coherence, and transparency. She stressed the ongoing need for improvement and engagement to maintain integrity within CGIAR operations.
80. **Board Discussion:**
- a. The Board expressed its support for the EBC initiatives and underlined the importance of clear targets and milestones for appropriate resource allocation and to track progress.
  - b. Members requested information on the obstacles that EBC faces and explored ways the Board might aid in navigating these challenges. The Board expressed support for EBC’s mission to foster an ethical culture within CGIAR.
  - c. Strong support was also voiced for the ombudsperson’s independence and establishing a separate ESG reporting function.
  - d. The Board acknowledged the value of data and insights from EBC’s investigations for preventive measures and the importance of addressing ethical concerns proactively.
- 12b. *Applicability and Enforcement of CGIAR Policies*
81. The presentation highlighted challenges in uniformly applying new system-wide policies among Centers, identifying a need for consistent enforcement.
82. The Global General Counsel emphasized the necessity for all CGIAR Centers to adhere to policies ratified under the CGIAR System Charter, stressing the System Board’s vital role in establishing clear compliance expectations across Centers.
83. **Board Discussion:**
- a. The Board agreed that there is a need for clearer communication and better transparency to address policy enforcement and for a consistent approach across the entire system.
  - b. There was consensus about a plan to use a united strategy to fix compliance issues which includes using the Board Chairs Network (BCN) and the upcoming changes in governance to promote open discussions about compliance challenges and solutions.
  - c. The Board agreed that leadership’s guidance and a cooperative effort are vital for applying policies uniformly and cultivating an ethical culture within CGIAR.

### **Agenda Item 13: System Board Matters**

84. Agenda item 13a was moved to the closed session, agenda items 13b-13c on the Board budget and 2024 calendar were noted for information. Agenda item 13e (Board Committee terms of reference) would be addressed in a future ad hoc Board meeting.
85. With respect to agenda item 13d, Host Country Agreement, the Global General Counsel recommended that when informing France of the integration of the EMD role into the System Organization Executive Director (‘ED’) role, to also request several amendments to the host country agreement as set out in the memorandum. The Board appreciated the time-sensitive briefing and agreed negotiations should start immediately.

86. **Decision: SB/M27/DP3:** The Board requested the System Organization ('SO') to enter negotiations with the Government of France to request amendments to the SO's host country agreement. These amendments include (i) granting diplomatic status to the Executive Director ('ED') of the SO, who also serves as the Executive Managing Director ('EMD') of CGIAR, and to the Deputy ED, (ii) introducing an additional condition for waiving immunities, (iii) treating the SO's official communications on par with diplomatic missions, and (iv) providing the SO's member states with privileges, immunities, and facilities equivalent to those of diplomatic envoys of comparable rank.

### Agenda Item 15: Any Other Business

*As agreed, agenda items 14-15 reordered for improved flow*

#### *Update on Rebranding*

87. The Global Director of Communications provided an update on the rebranding process and positive feedback received during the 26 September Board Chairs Network (BCN) session, as requested by the Board on Day 1.
88. **Next Steps:** She outlined next steps to engage Center Directors General and to share rebranding considerations with Center Boards to garner broader support. Pending expressions of support, subsequent formal approvals would then be sought from the System Board, Center Boards, and System Council.
89. **Board Discussion:**
- a. The Board discussed the optimal sequence to obtain approvals of all system entities. Should rebranding be endorsed, a cost-efficient implementation is important.

#### *Update on ICRISAT Onboarding*

90. The Global General Counsel presented ICRISAT's proposal for a temporary expansion of its Board to include seven System Board members and five ICRISAT Board members, excluding the DG. This would enable ICRISAT to sign the IFA in October before the UGR completion.
91. It was highlighted that this arrangement fulfils both ICRISAT's board composition criteria and the IFA's mandate for a System Board majority in voting matters. The next steps would include discussions with the Board Chairs' Network and the System Council.
92. **Board Discussion:**
- a. The Board sought clarification on the rationale for selecting five voting ICRISAT members, as well as confirmation that the DG would not be included amongst these members.
  - b. The provisional nature of this structure was highlighted, acknowledging that future governance changes might necessitate adjustments.
  - c. Overall, the Board supported this interim solution, emphasising the need for clear

communication of its temporary status to ICRISAT.

93. **Decision: SB/M27/DP4:** The System Board approved ICRISAT becoming a signatory of the Integrated Framework Agreement ('IFA') with a Board comprising of seven common members and five ICRISAT voting members, which includes the ICRISAT Chair. The System Board voting members expressed willingness to accept the role of common member of ICRISAT.

*Passing of M.S. Swaminathan*

94. The Chair requested the Board's support for CGIAR to issue a statement mourning the loss of the visionary leader M.S. Swaminathan. As IRRI's first Asian Director, Dr. Swaminathan leaves behind an unparalleled legacy of excellence in science and leadership. Management was requested to issue such statement.

**Agenda Item 14: Summarizing what will be taken from the System Board to the System Council meeting**

95. In the interest of time, the Board Secretary noted a paper summarising what will be taken from the System Board to the System Council meeting.

**Meeting Close**

96. The Chair expressed appreciation to all members, participants, and staff for their active involvement and valuable contributions during the meeting. With no additional matters to discuss, she closed the meeting.

## Appendix 1: List of Participants – Virtual Meeting

### Voting members

Name	
Lindiwe Sibanda	Chair
Patrick Caron	Vice-Chair
Alice Ruhweza	Member
Alyssa Jade McDonald-Baertl	Member
Hilary Wild	Member
Neal Gutterson	Member
Shenggen Fan	Member

### Non-voting ex-officio members

Name	Role
Clarissa van Heerden	Independent Chair, Audit, Finance & Risk Committee
Khuloud Odeh	Interim Executive Director, CGIAR System Organization

### Active observers

Name	Role
Andrew Campbell	Interim Executive Managing Director
Eliud Kireger	Sub-Saharan Africa Constituency - Kenya, Representative of System Council Voting Members
Ruben Echeverría	Bill & Melinda Gates Foundation, Representative of System Council Voting Members
Holger Meinke	Chair, CGIAR Independent Science for Development Council

### Invited Guest

Name	Role
Allison Grove Smith	Director, Independent Advisory and Evaluation Service

### Presenters, management representatives and support team

Name	Role	Agenda Item(s)
Sonja Vermeulen	Managing Director, Genetic Innovation	4
Appolinaire Djikeng	Managing Director, Resilient Agri-Food Systems, a.i.	4
Jo Swinnen	Managing Director, Systems Transformation	4
Harold Roy-Maccauley	Managing Director, Regions and Partnerships	4
Lotte Pang	Global Director of Communication & Outreach	5
Nathan Birac	Director, Campaigns, Events, and Stakeholder Communications	5

Marion Barriskell	Global Director, Business Operations & Finance	8
Luis Felipe Mendez	Senior Director, Business Operations & Finance	8
André Zandstra	Global Director, Innovative Finance and Resource Mobilization	8
Fiona Bourdin-Farrell	Global Director, People and Culture	9
Georgios Solomon	Senior Advisor, Institutional Risk	11
Michael Odhiambo	Officer, Institutional Risk	11
Alexandra Moyas	Director, Ethics and Business Conduct a.i.	12
Steve Korir	Chief Investigations Officer, Ethics and Business Conduct	12
Rutger de Witt Wijnen	Global Director, Legal and Governance, CGIAR Global General Counsel and Managing Director, Institutional Strategy and Systems (a.i.) (Global General Counsel)	All
Myra Wopereis	Board Chair Special Advisor	
Roland Sundstrom	Chief of Staff, Office of the Executive Managing Director	
Michiel Roovers	Secretary to the System Board	
Christine Larson-Luhila	Secretary to the AFRC	
Sylvia Oyinlola	Secretary to the System Council	
Jamila Ntege Madina Bazarova	Acting Co-Chief Audit Executives	