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# CHARTER OF THE CGIAR SYSTEM ORGANIZATION

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CGIAR is a global research partnership for a food-secure future. CGIAR science is dedicated to transforming food, land and water systems in a climate crisis, in order to reduce poverty and inequity, enhance food and nutrition security, and improve natural resources and ecosystem services. Its research is carried out by 15 CGIAR centers in close collaboration with hundreds of partners, including national and regional research institutes, civil society organizations, academia, development organizations and the private sector.

# CHARTER OF THE CGIAR SYSTEM ORGANIZATION

**This Charter was agreed between the CGIAR System's Funders and 15 Centers on 16 June 2016 and with effect from 1 July 2016 as the governing instrument of the CGIAR System Organization. It was last amended with effect from [15 June] 2026 as the legal instrument governing the CGIAR System Organization and establishing the CGIAR Integrated Partnership.**

# CHARTER OF THE CGIAR SYSTEM ORGANIZATION

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# CGIAR System Organization

## Preamble

1. The Consultative Group on International Agricultural Research was established as a global partnership in 1971. After several reforms, in December 2009, a new framework of overarching principles was agreed between the centers and the funders to give rise to a reformed CGIAR as set forth in the CGIAR Joint Declaration. On April 29, 2010, the then-called Consortium of International Agricultural Research Centers (which operated under the name “CGIAR Consortium”) was established as a joint venture between the 15 International Agricultural Research Centers supported by the Consultative Group on International Agricultural Research. On July 20, 2012, the CGIAR Consortium obtained international organization status pursuant to an agreement establishing the Consortium of International Agricultural Research Centers as an international organization (“International Organization Agreement”), and operated in accordance with the rules set forth in its constitution. In 2016, the Centers and Funders agreed to a CGIAR System Framework that provides for a CGIAR Council and a CGIAR System Organization. The CGIAR System Organization operates in accordance with this CGIAR System Charter which replaced in its entirety the constitution of the CGIAR Consortium. The legal name of the Consortium of International Agricultural Research Centers was changed to the CGIAR System Organization upon the amendment of the International Organization Agreement on 21 November 2016.
2. The CGIAR System Organization is part of a broader CGIAR System whose structure is set forth in Article 2 of the CGIAR System Framework. The purpose of the CGIAR System is to advance science and innovation to transform food, land and water systems in a climate crisis, in order to reduce poverty and inequity, enhance food and nutrition security, and improve natural resources and ecosystem services.

## Article 1. Legal Status

The CGIAR System Organization is an independent international organization with such international legal personality as may be necessary for the exercise of its functions and powers, and the fulfillment of its purposes, including without prejudice to the generality of the foregoing, the legal capacity:

- a) to enter into treaties, agreements, arrangements and contracts
- b) to acquire and dispose of movable and immovable property
- c) to institute and respond to legal proceedings.

## Article 2. Definitions

In this Charter, unless the context otherwise requires:

- a) “Active Observers” means those entities identified in Article 7 and which have the right to participate in deliberations of the CGIAR Board and to propose agenda items and make presentations for such deliberations. An Active Observer does not have a right to vote.
- b) “Centers” means those research organizations with legal personality that are recognized as CGIAR Research Centers contributing knowledge, technical expertise, and resources in support of the CGIAR Strategy and Results Framework. Each organization is an independent legal entity with its own governing board, governing instruments and host country agreements. As of the date of agreement of this Charter, the following 15 research organizations are recognized as CGIAR Research Centers: Africa Rice Center, also known as AfricaRice, Bioversity International, Center for International Forestry Research (CIFOR), International Center for Agricultural Research in the Dry Areas (ICARDA), International Centre for Research in Agroforestry (ICRAF), also known as World Agroforestry Centre, International Center for Tropical Agriculture (CIAT), International Crops Research Institute for the Semi-Arid Tropics (ICRISAT), International Food Policy Research Institute (IFPRI), International Institute of Tropical Agriculture (IITA), International Livestock Research Institute (ILRI), International Maize and Wheat Improvement Center (CIMMYT), International Potato Center (CIP), International Rice Research Institute (IRRI), International Water Management Institute (IWMI), and International Center for Living Aquatic Resources Management (ICLARM), also known as WorldFish.
- c) “CGIAR Board” means the governing body of the CGIAR System Organization and of the Integrated Partnership, described in Articles 7-9.
- d) “CGIAR Board Audit Finance and Risk Committee” or “CGIAR AFRC” means the audit, finance and risk committee of the CGIAR Board referred to in Article 9.
- e) “CGIAR Council” means the strategic decision-making and oversight body described in Articles 3-8 of the CGIAR System Framework.
- f) “CGIAR Executive Managing Director” or “Executive Managing Director” means the executive director of the CGIAR System Organization as described in Article 12.
- g) “CGIAR’s Independent Advisory and Evaluation Service” or “IAES” provides operational support as the secretariat for the Independent Science for Development Council and the Standing Panel on Impact Assessment, and implements CGIAR’s multi-year, independent evaluation plan as approved by the CGIAR Council.

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- h) “CGIAR Integrated Partnership” or “Integrated Partnership” means a federated group of Centers and the CGIAR System Organization, united by common values and principles, and committed to achieving, through integration and coordination, synergies that enhance the Centers’ individual and collective contributions to fulfilling the purpose of the CGIAR System.
- i) “CGIAR Internal Rules Framework” means the framework established by the Integrated Partnership that sets out its approach regarding the development, adoption, applicability, and enforcement of CGIAR Policies and Procedures, as amended from time to time.
- j) “CGIAR Office” means the office described in Article 11.
- k) “CGIAR Policies and Procedures” means all mandatory internal rules that apply across the Integrated Partnership (e.g., CGIAR frameworks, policies, procedures, etc.); for the avoidance of doubt, they do not include the CGIAR System Framework or the CGIAR System Charter.
- l) “CGIAR Portfolio” means the research and other programs carried out by the Centers and the CGIAR System Partners in support of the CGIAR Strategy and Results Framework and which are supported by (i) the CGIAR Trust Fund and/or (ii) bilateral sources contractually aligned to such programs.
- m) “CGIAR Research” means the research and innovation carried out by the Centers and the CGIAR System Partners in support of the CGIAR Strategy and Results Framework.
- n) “CGIAR Strategy and Results Framework” means one or more documents setting forth the common goals, strategic objectives and results to be achieved by the CGIAR System. The documents may be revised and updated from time to time.
- o) “CGIAR System” means, when taken together as a collective whole, a reference to the Centers, the Funders, the CGIAR Council, the CGIAR System Organization, the advisory bodies to the CGIAR Council, and CGIAR Research.
- p) “CGIAR System Charter” or “Charter” or “Charter of the CGIAR System Organization” means the legal instrument governing the CGIAR System Organization and establishing the Integrated Partnership, as may be amended from time to time in accordance with its terms.
- q) “CGIAR System Framework” means the framework for the CGIAR System, as may be amended from time to time in accordance with its terms.
- r) “CGIAR System Organization” or “System Organization” means the international organization governed by the CGIAR System Charter, with its organs being the CGIAR Board and CGIAR Office.

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- s) “CGIAR System Partners” means all organizations external to the CGIAR System that contribute to, or support the delivery of, the CGIAR Strategy and Results Framework. They include national agricultural research and extension systems, universities and advanced research institutes, policy bodies, global and regional fora, intergovernmental organizations, non-government organizations, private-sector companies, farmers/producers and consumers.
- t) “CGIAR Trust Fund” means the trust fund(s) established by the trustee for contributions from Funders to provide funding for the activities of the System Organization and for CGIAR Research.
- u) “Ethics and Business Conduct Function” means the arrangements agreed between the CGIAR Board and the Centers to foster a system-wide culture of ethics, integrity, and accountability, and that reports to the CGIAR Board through the CGIAR AFRC.
- v) “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.
- w) “Independent Science for Development Council” or “ISDC” means an external, impartial standing panel of experts in science and development subject matters (including food, land and water systems innovation matters) appointed by the CGIAR Council and accountable to it, with the responsibility of providing rigorous, independent strategic advice to the CGIAR Council and, based on decisions taken by the CGIAR Council, the broader CGIAR System as a whole.
- x) “Internal Audit Function” means the arrangements agreed between the CGIAR Board and the Centers to provide independent and objective system-wide assurance and advisory services, and reports to the CGIAR Board through the CGIAR AFRC.
- y) “Partnership Forum” means a forum for the CGIAR System and CGIAR System Partners to discuss and exchange views about the CGIAR System and the CGIAR Strategy and Results Framework within the scope set forth in the CGIAR System Framework.
- z) “Standing Panel on Impact Assessment” or “SPIA” means an external, impartial standing panel of experts in impact assessment subject matters appointed by the CGIAR Council and accountable to it, with responsibility to provide rigorous, evidence-based and independent strategic advice to the CGIAR System on (i) efficient and effective impact assessment methods and practices, including those measuring impacts beyond contributions to science and economic performance, and (ii) on innovative ways to improve knowledge and capacity on how research contributes to development outcomes.

- aa) “Unrestricted Funding” means funding from the CGIAR Trust Fund that has not been designated by a Funder for a specific Center or research program.

### Article 3. CGIAR Council

The CGIAR Board shall, in accordance with this Charter and the CGIAR System Framework, work with the CGIAR Council, which undertakes the functions set forth in the CGIAR System Framework, in order to ensure alignment of direction, strategy and resources. The CGIAR Council is supported by the CGIAR Office as set forth in Article 11.

### Article 4. Collaboration between Centers

- 4.1 The Centers recognize the benefits of collaboration in CGIAR Research in general, and specifically in the CGIAR Portfolio, and working jointly within the Integrated Partnership to achieve the goals of the CGIAR Strategy and Results Framework facilitated by the CGIAR Board. The CGIAR Board will keep under review the effectiveness of the system, its reputation for excellence, and the capacity, skills and organizational structure of the Centers with a view to their collective ability to ensure results and the continued relevancy of research for development in food, land and water systems. The CGIAR Board may recommend to a Center’s Board actions that may be considered to better respond to the evolving challenges of such research, taking into account any recommendations of the CGIAR Council.

#### Initial CGIAR Research Centers

- 4.2 The initial 15 CGIAR Research Centers are listed in Article 2(b).

#### Recognition of New Centers

- 4.3 The CGIAR Board may agree, in consultation with the CGIAR Council, to admit and recognize additional research organizations as CGIAR Research Centers, provided that:
  - a) the then-current Centers approve the proposal by a two-thirds majority vote;
  - b) the new Center meets general criteria for recognition established by the CGIAR Board, in consultation with the CGIAR Council; and
  - c) each such new Center agrees formally in writing to be bound by the provisions of this Charter, any and all applicable CGIAR Policies and Procedures and the CGIAR System Framework.

## Voluntary Withdrawal from the CGIAR System

- 4.4 Any CGIAR Research Center may choose to disassociate itself from the CGIAR System by giving at least one year's written notice to that effect to the Chair of the CGIAR Board.

## Ending recognition as a CGIAR Research Center

- 4.5 The CGIAR Board may decide to end the recognition of a Center as a CGIAR Research Center, with the agreement of two-thirds of the other CGIAR Research Centers and in consultation with the CGIAR Council, in cases where such Center has failed to:

- a) comply with funding agreements with the System Organization;
- b) comply with applicable CGIAR Policies and Procedures;
- c) perform adequately in accordance with the CGIAR System's risk management framework; or
- d) ensure results or the continued relevancy of agricultural research for development under CGIAR Research,

and it has been unable or unwilling to take the necessary remedial actions as determined by the CGIAR Board in consultation with the CGIAR Council.

- 4.6 Any admission, withdrawal or termination of recognition of a Center as a CGIAR Research Center shall be formally notified in writing to the Depositary of the International Organization Agreement. Such a Center can still be a CGIAR System Partner and contribute as such to CGIAR Research.

## Article 5. Role of Centers

- 5.1 A CGIAR Research Center shall have the following rights in relation to the CGIAR System:

- a) conduct CGIAR Research and submit proposals for CGIAR Research for consideration and potential funding from the CGIAR Trust Fund
- b) contribute to agenda setting of the CGIAR System including foresight studies, and be involved in reviewing and updating the CGIAR Strategy and Results Framework and establishing CGIAR Research
- c) propose and approve amendments to this Charter, in accordance with the process stated herein
- d) retain their own means of funding, including, but not limited to, bilateral funding
- e) individually maintain the right to discontinue voluntarily its recognition as a CGIAR Research Center of the CGIAR System by giving at least one (1) year's prior notice to allow the orderly transition of activities involving CGIAR Research
- f) raise with the CGIAR Board or with the CGIAR Council any concern as to

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whether the CGIAR System Organization is operating in accordance with this Charter or the CGIAR System Framework

- g) seek and receive funding for CGIAR Research from sources other than the CGIAR Trust Fund
- h) participate, as determined by its Board, in shared services and other related non-mandatory activities or policies
- i) identify needs for and approve CGIAR Policies and Procedures, or material amendments thereto, in accordance with the CGIAR Internal Rules Framework
- j) for the Chair of its Board to take up a seat on the CGIAR Board as an ex officio voting member

5.2 A CGIAR Research Center shall have the following responsibilities:

- a) act in accordance with this Charter, CGIAR Policies and Procedures and the CGIAR System Framework, and monitor compliance therewith
- b) without prejudice to the ability to raise concerns with the CGIAR Board or the CGIAR Council, comply with the resolutions of the CGIAR Board
- c) provide to the CGIAR System Organization all relevant information and support documentation on CGIAR Research, to facilitate the reporting requirements as agreed between the CGIAR Board and the CGIAR Council
- d) collaborate with the CGIAR Board, the Executive Managing Director and other Centers in order to achieve synergies through integration and coordination, and in all those cases where joint action is needed
- e) make all reasonable efforts to foster the purpose of the CGIAR System
- f) ensure that the Chair of its Board serves as an ex officio voting member of the CGIAR Board

## Article 6. Structure and Governance of the CGIAR System Organization

The CGIAR System Organization shall be comprised of:

- a) the CGIAR Board
- b) the CGIAR Office

## Article 7. Composition of the CGIAR Board

7.1 The CGIAR Board shall be the governing body of the CGIAR System Organization and of the Integrated Partnership.

7.2 The CGIAR Board shall consist of voting members as follows:

- a) the Chairs of all CGIAR Center Boards, who shall serve on the CGIAR Board as ex-officio members; and

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- b) six independent members who shall meet the following independence criteria<sup>1</sup>:
  - i. no material business relationships within the last two years, including as an adviser, client and/or supplier of any CGIAR Center or the CGIAR System Organization or CGIAR Funder, or Board member of a CGIAR Center or a CGIAR Funder; and
  - ii. not a former employee of any CGIAR Center, the System Organization or a CGIAR Funder within the last three years.
- 7.3 The CGIAR Board shall appoint its Chair, Vice-Chair and Chair of the CGIAR AFRC from amongst its independent members.
- 7.4 The Executive Managing Director of the System Organization shall serve on the CGIAR Board as an ex-officio non-voting member.
- 7.5 Taken as a collective whole, the CGIAR Board members shall have the diversity, skills, experience and gravitas required to enable the CGIAR Board to discharge its responsibilities under this Charter. The profile of the CGIAR Board shall be approved by the CGIAR Board following concurrence of the CGIAR Council.
- 7.6 The independent members of the CGIAR Board shall be appointed by the CGIAR Board from nominations made by the CGIAR Board's Nominations Committee.
- 7.7 Independent members of the CGIAR Board shall be appointed for a term of up to three years and may be reappointed. The maximum number of years such members may serve is six years. In the event there are extenuating circumstances that require extension beyond the six-year term, a member may be reappointed for an additional term not to exceed one year.
- 7.8 The following shall be invited by the Chair of the CGIAR Board as Active Observers at CGIAR Board meetings held for the purposes of discharging the CGIAR Board's responsibilities under Article 8:
  - a) 2 CGIAR Council voting members
  - b) 1 representative of ISDC
- 7.9 The Chair may invite other persons as relevant to attend CGIAR Board meetings in line with the CGIAR Board's Rules of Procedure.
- 7.10 All CGIAR Board members and Active Observers shall act in good faith in the interests of the CGIAR System Organization and the CGIAR Integrated Partnership as a whole. When a member of the CGIAR Board acts in that

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<sup>1</sup> **Transitional measure:** As an exception to the independence criteria set forth herein, for the purpose of the transition to the CGIAR Board on 15 June 2026, a voting member who served on the then-called Integrated Partnership Board or its committees prior to 15 June 2026, whose term continues after such date and who wishes to continue to serve on the CGIAR Board, shall be deemed to be independent even if they were a Board member of CGIAR Centers during the three preceding years, provided they step down from their role on Center Boards by 15 June 2026.

capacity, their primary obligation is to the CGIAR System Organization and CGIAR Integrated Partnership. Such obligation does not supersede the fiduciary duties that Center Board Chairs have towards the Centers whose boards they chair when acting in their board chair capacity. All CGIAR Board members shall act according to the CGIAR Board's policy on ethics and conflicts of interest and shall respect the conflict-of-interest obligations of the entities they may be affiliated with.

## Article 8. Accountability and Functions of the CGIAR Board

- 8.1 The CGIAR Board is accountable to the CGIAR Council, with respect to the oversight of the implementation of the Integrated Partnership's vision, strategic direction, partnership strategy, governance and financial and programmatic performance.
- 8.2 The CGIAR Council and CGIAR Board shall engage and communicate regularly on strategic issues, decisions taken by the CGIAR Board and the fulfillment of the CGIAR Board's functions as set forth in this Charter, as per modalities agreed between them, including structured reporting from the CGIAR Board to the CGIAR Council.
- 8.3 The functions of the CGIAR Board shall be to:

### Vision, strategic direction and advocacy

- a) identify key areas of focus, and oversee the development by the System Organization, of the CGIAR Strategy and Results Framework, in a participatory process that reflects inputs from CGIAR stakeholders, and approve the CGIAR Strategy and Results Framework following concurrence of the CGIAR Council
- b) regularly review CGIAR's strategic priorities, including partnership priorities, and approve them following concurrence of the CGIAR Council
- c) oversee the development by the System Organization and delivery of CGIAR advocacy plans, and share any advocacy concerns with the CGIAR Council
- d) support and guide the CGIAR System's contribution to the United Nations Sustainable Development Goals and other relevant global initiatives

### Governance

- e) oversee the governance structure and processes of the Integrated Partnership to ensure that they are effective, transparent, and accountable
- f) appoint and remove independent members of the CGIAR Board, and suspend CGIAR Board members from CGIAR Board operations, in line with the CGIAR Board's Rules of Procedure and any applicable CGIAR Policies and Procedures,

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noting that any change in CGIAR Board membership shall be notified without delay to the CGIAR Council

- g) assess the performance of the CGIAR Board, on an annual basis, with input from the CGIAR Council and other stakeholders, with an externally-facilitated assessment to be conducted at least every three years
- h) appoint, and if necessary remove, the Executive Managing Director, approve annual performance goals and evaluate their performance with input from across the Integrated Partnership
- i) approve System Organization policies in accordance with the System Organization's rules
- j) identify needs for and approve CGIAR Policies and Procedures, or material amendments thereto, in accordance with the CGIAR Internal Rules Framework, noting that any such approvals shall be notified without delay to the CGIAR Council.
- k) grant waivers to specific requirements set out in CGIAR Policies and Procedures, in accordance with the CGIAR Internal Rules Framework
- l) monitor compliance by the System Organization and all Centers with this Charter and all applicable CGIAR Policies and Procedures, take appropriate corrective action when required, and provide assurance of compliance with this Charter and all applicable CGIAR Policies and Procedures across the Integrated Partnership to the CGIAR Council
- m) ensure the completeness, effectiveness of external audit arrangements, the Internal Audit Function, Ethics and Business Conduct Function, and risk management across the Integrated Partnership, and that Centers are complying as required, and provide assurance of compliance to the CGIAR Council
- n) select and approve the System Organization's independent external auditor; and
- o) approve the System Organization annual audited financial statements and submit them to the CGIAR Council for information

### **Partnership engagement**

- p) ensure that a Partnership Forum is convened on a periodic basis, and consider the outcomes of such convenings for enhancing the overall effectiveness and efficiency of the CGIAR System
- q) approve the partnership strategy and engagement framework following concurrence of the CGIAR Council
- r) strategically promote the mission, reputation and activities of the CGIAR System

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- s) promote collaboration and coordination among the Centers and research programs, fostering partnerships and synergies to maximize the impact of scientific research for development on global challenges
- t) promote the active engagement of, and collaboration with, CGIAR System Partners in the delivery of each CGIAR Strategy and Results Framework
- u) ensure and encourage inclusivity and engagement with a wide range of CGIAR System Partners and other stakeholders, including host country governments and funders, to ensure that CGIAR Research reflects the needs and perspectives of stakeholders in the food, land and water systems sectors.

### Resource mobilization

- v) oversee Integrated Partnership-level resource mobilization and plans and processes to allocate funding and resources to Centers and programs, in order for the CGIAR Portfolio to receive the necessary support to achieve its objectives
- w) review and provide input on the resource mobilization strategy and plan proposed by the Executive Managing Director

### Financial and programmatic performance

- x) concur with the program proposals and indicative funding for the CGIAR Portfolio and submit them to the CGIAR Council for approval, and oversee the implementation of the CGIAR Portfolio
- y) concur with the overall financial plan for the CGIAR System and the allocation of Unrestricted Funding for CGIAR Research and other CGIAR System activities, and submit them to the CGIAR Council for approval
- z) approve and provide reports to the CGIAR Council, on an annual basis, on programmatic and financial performance
- aa) take fiduciary responsibility for, and oversee the use of, Unrestricted Funding and program specific funding from the CGIAR Trust Fund for the implementation of CGIAR Research, and account to the CGIAR Council for the use of such CGIAR funding
- bb) concur with the process and means by which the costs of CGIAR System activities (including administrative costs) are to be financed, and submit them to the CGIAR Council for approval

### Evaluations and impact assessment

- cc) oversee 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 Strategy and Results Framework

- dd) provide input on a cost-effective, multi-year evaluation plan proposed by CGIAR's Independent Advisory and Evaluation Service covering evaluations of the CGIAR Portfolio
- ee) provide input on plans and financing of ex-post impact assessment of the CGIAR Portfolio proposed by SPIA

## Article 9. CGIAR Board Operations

### Meetings

- 9.1 The CGIAR Board shall meet as often as necessary, ideally on a quarterly basis but, in any case, not less than twice per year in ordinary session. The rules of procedure of the CGIAR Board shall provide for the location and arrangements for the conduct of meetings, including the convening of extraordinary meetings.
- 9.2 CGIAR Board meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows CGIAR Board members to follow and contribute to discussions as they occur in real time.
- 9.3 The CGIAR Board may conduct business only when the following are present. For the purpose of calculating quorum, each CGIAR Board voting member who also serves as a Center Board Chair shall be counted based on the number of Centers whose Board they chair<sup>2</sup>:
  - a) at least two-thirds of the ex officio voting members, and
  - b) at least two-thirds of the independent members, including the Chair or Vice-Chair of the CGIAR Board or a temporary chairperson appointed amongst the members present, if needed.

Where a vacancy exists in the CGIAR Board's membership, that vacancy does not count towards the total voting membership for the calculation of quorum.

### Decision-making during a meeting

- 9.4 The CGIAR Board shall use best efforts to make all decisions by consensus. The Chair shall use best efforts to ascertain a consensus after consultation with other members of the CGIAR Board. For the purposes of this Charter, consensus is a procedure for adopting a decision when no voting member in the decision-making process formally objects to a proposed decision or calls for a vote. It does not necessarily imply unanimity. A dissenting voting

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<sup>2</sup> For the avoidance of doubt, if two or more Centers have a joint board of trustees, the Board Chair of such joint board of trustees shall be counted twice (or more if multiple Centers have a joint board) - for the calculation of quorum.

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member, who does not wish to formally object to a decision, nor call for a vote, may provide her/his observations by attaching a statement or note to the decision.

- 9.5 If all practical efforts by the CGIAR Board have not led to consensus, a vote may be called by:
- a) whichever of the Chair, Vice-Chair or temporary chairperson is acting as the chair of the particular session, or
  - b) any other voting member of the CGIAR Board seconded by another voting member of the CGIAR Board.
- 9.6 Each CGIAR Board voting member who also serves as a Center Board Chair shall have a number of votes on the CGIAR Board that is equal to the number of Centers whose Board they chair<sup>3</sup>. Where a vacancy exists in the CGIAR Board's membership, that vacancy does not count towards the total voting membership for the calculation of voting.
- 9.7 The Chair shall determine, after consultation with the members of the CGIAR Board, the timing for a vote. In circumstances where a vote is taken, decisions require an affirmative vote representing a minimum three-quarters majority of all potential votes. If all voting members are not present, electronic voting will be used.
- 9.8 All decisions of the CGIAR Board shall be recorded in a summary of the CGIAR Board meetings approved by the CGIAR Board, communicated, published and retained in the permanent records of the CGIAR System Organization.

### Decision-Making without a meeting

- 9.9 In the circumstances set forth in the rules of procedure, the CGIAR Board may be requested to approve a decision by electronic means in lieu of a meeting.

### Closed sessions

- 9.10 At the determination of the Chair, the CGIAR Board may conduct business in a closed (executive) session of voting members where ex-officio non-voting members may be present unless the Chair decides otherwise. Active Observers may be invited to attend the closed session unless the Chair decides otherwise. The Chair may invite others to attend as appropriate in the circumstances. The outcomes of a closed session shall be recorded in the meeting summary if a decision is taken that has a material impact on the CGIAR System.

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<sup>3</sup> For the avoidance of doubt, if two or more Centers have a joint board of trustees, the Board Chair of such joint board of trustees shall have two or more votes, as relevant, on the CGIAR Board.

## CGIAR Board Committees

- 9.11 The CGIAR Board shall establish a standing CGIAR Board Audit Finance and Risk Committee, whose Terms of Reference shall be made publicly available.
- 9.12 The deliberations of the CGIAR Board Audit Finance and Risk Committee shall be communicated to Center Boards via each Center's audit finance and risk committee.
- 9.13 The CGIAR Board shall establish a standing CGIAR Nominations Committee, whose Terms of Reference shall be made publicly available.
- 9.14 The CGIAR Board may establish other committees of the CGIAR Board, and ad-hoc working groups and task teams, as it deems appropriate to carry out its work.

## Article 10. Center Compliance with CGIAR Board Decisions

- 10.1 In the event that a Center does not fulfill its responsibilities as described in Article 5, or is not compliant with a decision of the CGIAR Board made within the scope of the CGIAR Board's functions as described in Article 8, the CGIAR Board may take such actions as it deems appropriate, within the parameters described herein, in consultation with the CGIAR Council. In any such case, the first action of the CGIAR Board shall be to consult with the Center's Board to discuss necessary remedial actions. The CGIAR Board shall allow reasonable time for the completion of remedial actions. If the two parties cannot agree, steps and procedures outlined in the dispute resolution mechanism approved by the CGIAR Board shall be followed.
- 10.2 Where the failure of a Center to fulfill its responsibilities relates to its performance in the CGIAR Portfolio, the action that may be taken by the CGIAR Board may include taking corrective actions as provided under funding agreements with Centers, as well as suggesting to the CGIAR Council to exclude such Center from the funding of CGIAR Research, and/or the withholding of current funding under the CGIAR Portfolio concerned in accordance with applicable agreements and/or request termination of recognition as a CGIAR Research Center in accordance with Article 4 hereto.
- 10.3 Where the failure of a Center relates to other matters, and the Center's Board is unable or unwilling to take the necessary remedial actions, the action that the CGIAR Board may take may include:
  - a) recommending to the CGIAR Council, the exclusion of the Center from consideration for future funding
  - b) withholding current funding (to the extent allowable within any applicable agreements or contracts)

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- c) requesting termination of recognition as a CGIAR Research Center in accordance with Article 4.

10.4 The CGIAR Board may not restrict a Center's right to secure funds outside the CGIAR Trust Fund or any other Center rights not conferred by virtue of recognition as a CGIAR Research Center. The CGIAR Board may not withhold a Center's right to discontinue recognition voluntarily.

### Article 11. CGIAR Office

The CGIAR Office, headed by the Executive Managing Director, shall be responsible for the day-to-day operations of the System Organization, for supporting the CGIAR Council, and the CGIAR Board, and for facilitating integration and collaboration within the Integrated Partnership.

### Article 12. Executive Managing Director

- 12.1 The Executive Managing Director is the executive director of the System Organization.
- 12.2 The Executive Managing Director provides coordinated leadership to the Integrated Partnership and is responsible for the System Organization's day-to-day operations.
- 12.3 The Executive Managing Director appoints staff of the System Organization. Such appointments shall be made under policies approved by the CGIAR Board, taking into account cost efficiency.
- 12.4 The Executive Managing Director shall be appointed by the CGIAR Board and may be appointed to serve a term of up to four years, which can be renewed once by the CGIAR Board.
- 12.5 The Executive Managing Director is accountable to the CGIAR Board for the fulfillment of their duties.

### Article 13. Partnership Forum

The Partnership Forum provides stakeholders who actively support the CGIAR System with a forum to express their views on CGIAR's operations. Its scope is set forth in the CGIAR System Framework.

### Article 14. Funding of the CGIAR System Organization

Funding of the CGIAR System Organization shall be made in accordance with the overall financial plan for the CGIAR System. Funding shall include:

## CHARTER OF THE CGIAR SYSTEM ORGANIZATION

- a) funding from Funders through the CGIAR Trust Fund, as approved by the CGIAR Council
- b) funding from other sources as approved by the CGIAR Board and determined to be consistent with the purpose of the CGIAR System.

### Article 15. Amendments

15.1 Amendments to this Charter may be proposed to the CGIAR Board, by any member of the CGIAR Board, by any member of the CGIAR Council or by any Center.

15.2 Amendments to this Charter shall be adopted by:

- a) the CGIAR Board
- b) two-thirds majority of Centers
- c) the CGIAR Council

### Article 16. Dissolution

16.1 The CGIAR Board, in consultation with the CGIAR Council, may determine that the CGIAR System Organization is no longer able to function effectively and may adopt a resolution dissolving the CGIAR System Organization.

16.2 The States that are parties to the International Organization Agreement shall also be consulted prior to any decision to dissolve the CGIAR System Organization.

16.3 The CGIAR System Organization shall remain operative and not be dissolved until such time as the dissolution has been agreed to in accordance with this Charter and the CGIAR System Framework and for such an additional period as might be necessary for the orderly cessation of the CGIAR System Organization's activities and the disposition of its property.

16.4 In case of dissolution, the unencumbered funds of the CGIAR System Organization, subject to conditions attached to these funds, shall be returned to the original Funders, or with the original Funders' agreement distributed to organizations having purposes similar to those of the CGIAR System Organization.

16.5 Other net assets of the CGIAR System Organization shall be distributed to the Centers or to organizations having purposes similar to those of the CGIAR System Organization, as may be determined by the CGIAR Board.