



Cover Paper – Request for approval of CGIAR Internal Rules Framework and proposed amendments to the CGIAR System Framework and Charter of the CGIAR System Organization

**Purpose**

1. This document sets out the following materials for decision-making, and the background to the request:
  - i) CGIAR Internal Rules Framework ('IRF');
  - ii) Amendments to the CGIAR System Framework ('Framework'); and
  - iii) Amendments to the Charter of the CGIAR System Organization ('Charter')
  - iv) Amendments to the Standard Provisions annexed to the funding agreements related to the use of funds from the CGIAR Trust Fund

**Decision-making requirements**

2. The IRF will become effective on 1 January 2026 subject to the following being approved:
  - a. the IRF by all parties to the CGIAR Integration Framework Agreement<sup>1</sup> (as per the terms of that agreement) and by the System Council (SC), following concurrence by the Integrated Partnership Board (IPB) (as per the terms of the currently applicable CGIAR System Framework & Charter);
  - b. proposed amendments to the Framework & Charter (to take effect from 1 January 2026) by 2/3<sup>rds</sup> of Centers as the General Assembly of Centers (GAC), the IPB and the SC (to ensure consistency with IRF); and
  - c. proposed amendments to the Standard Provisions of the agreements related to use of funds from the CGIAR Trust Fund by the IPB and SC.
3. Once the IRF is effective, any amendments to, or retirement of, the IRF will be made in accordance with the rules set forth in the IRF (i.e. approval by ¾ of Center Boards and the IPB for material amendments/retirement). SC approval will no longer be required.

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<sup>1</sup> [Link to Integration Framework Agreement \(IFA\).](#)

## Background

1. During 2024, a draft IRF was developed by the former Governance Working Group (GWG). In March 2025, that draft was cleared by the Global Leadership Team (GLT) and shared for consultation with the IPB and SC.
2. The IPB and SC's review identified two key issues with that initial version, and the IPB called for a reconstituted Governance Working Group (GWG)<sup>2</sup> to propose revisions. The GWG developed two successive consultation versions addressing the issues raised by the IPB and SC members, which were consulted with the GAC during July and August, with constructive and thoughtful feedback provided by Centers, including in a virtual meeting of the GAC on 21 August.
3. A revised IRF addressing the Centers' inputs was shared concurrently with the IPB and SC for consultation, and with the GAC for any further inputs on 1 September 2025. A final draft with minor revisions was shared for a 4<sup>th</sup> and final round of consultation on 17 October.
4. The GWG was also tasked to propose amendments to the Framework and Charter to address outstanding issues raised during the most recent (October 2024) amendments, as well as other issues that have emerged since. As an initial step, the GWG's technical group undertook an assessment, weighing how critical each issue is for CGIAR operations, and how feasible it would be to reach alignment between the SC, IPB and GAC on how to address them in 2025.
5. On the basis of this assessment, the GWG identified 3 categories of issues:
  - Category 1: Issues to be addressed in this amendment exercise;
  - Category 2: Issues to be addressed through other suggested fora or processes; and
  - Category 3: Issues to be addressed in future amendment exercise.
6. The following matters have been addressed in the proposed amendments presented for decision:
  - a. Alignment of the Framework and Charter with the IRF;
  - b. Refining roles and responsibilities relating to internal audit, external audit, ethics and risk management/internal controls to align with the Risk & Oversight Plan and addressing the AOC's comments from the October 2024

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<sup>2</sup> The Governance Working Group has 12 members, comprising: 3 leads from each constituency (IPB Chair or their delegate - Dhesigen Naidoo; SC Chair or their delegate - Wendy Umberger, SC voting member, Australia; Lead Co-Chair of the GAC or their delegate - Roel Merckx, IITA) and 9 legal/governance experts – technical team (System Organization General Counsel – Elise Perset – as lead of technical team; 5 members nominated by Center DGs – Eva Kathambana - ILRI; Esther Carillo - CIMMYT; Precious Adebajo - IITA; Mauricio Munoz - Alliance of Bioversity & CIAT; Suryamani Tripathi – ICRISAT; 2 members nominated by SC members – Anne Kristin Martinsen - Norway; Aline Flower - Gates Foundation; 1 System Organization member - Tom Moritz).

- amendments;
- c. Some course-corrections relating to the roles and responsibilities of the IPB and the SC; and
  - d. Moving IPB & SC electronic decision-making process to Rules of Procedure.
7. One other ‘Category 1’ issue was identified by the GWG, namely considering alternatives to SC appointment/removal of IPB members. An initial consultation on options was undertaken. However, this issue has been decoupled from this set of amendments, pending further discussion of IPB membership options that is currently ongoing, recognizing that it is crucial to finalize and operationalize the IRF in a timely manner.
  8. Two rounds of consultation were undertaken with the GAC, IPB and SC on the proposed amendments (19 September – 3 October, and 17-27 October).
  9. The GWG also proposed amendments to the Standard Provisions<sup>3</sup>, which call for adherence to a particular reporting standard “unless and until” that standard is replaced by a future policy on escalation. Such language, when the IRF becomes effective, would allow for the Integrated Partnership to adopt new policies, without System Council approval, that include “lower” thresholds for reporting than the status quo. The Standard Provisions are proposed to be amended by deleting the “unless and until” language, which would, in effect, lock in the minimum standards set out therein. The proposed revisions were shared for consultation with the GAC, IPB and SC on 17 October, with no feedback received, The Standard Provisions are therefore being submitted for approval to the IPB and SC as per their approval provisions.
  10. It is noted that a recommendation has recently been made by the GAC relating to the evolution of the Integrated Partnership Board model, which is currently under consideration. If endorsed, its implementation would require further amendments to CGIAR’s governing instruments. Decision-making on the set of materials set out in this document is proposed to continue to ensure that important and time-sensitive changes can take effect, in particular relating to development and approval of CGIAR policies.
  11. At its 7<sup>th</sup> meeting on 21 November 2025, the IPB concurred with the CGIAR Internal Rules Framework and recommended it to the System Council for its approval. At the date of issue, Center Boards are in the process of undertaking approvals in their Q4 2025 meetings. At its 21 November meeting, the IPB also approved the amendments

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<sup>3</sup> The Standard Provisions are a set of contractual terms annexed to the funding agreements related to the use of funds from the CGIAR Trust Fund, that are incorporated by reference into those agreements. As such, these are the common requirements that the System Organization and Centers must fulfill in connection with the administration and use of funds received via the CGIAR Trust Fund. The full set of currently applicable Standard Provisions are available [at this link](#).

to the Framework and Charter, and to the Standard Provisions.

**Request of the System Council at this time**

12. The System Council is requested to:
  - a. Approve the CGIAR Internal Rules Framework, following concurrence of the Integrated Partnership Board, pursuant to Article 6.2 i) of the CGIAR System Framework;
  - b. Approve the amendments to the CGIAR System Framework, pursuant to Article 16 of the Framework;
  - c. Approve the amendments to the Charter of the CGIAR System Organization, pursuant to Article 15.2 of the Charter; and
  - d. Approve the amendments to the Standard Provisions annexed to the funding agreements related to the use of funds from the CGIAR Trust Fund, following concurrence of the Integrated Partnership Board, pursuant to the amendment provisions set out in paragraph 17 therein;

all the above with effect from 1 January 2026, and subject to the CGIAR Internal Rules Framework and all amendments set forth above being effective on that date.

**Annex – Overview of process and key milestones on materials for approval in Q4 2025**

*(Process relating to IPB membership matters to follow revised timetable – to be agreed)*

	September				October				November				December			
<i>Week commencing:</i>	8	15	22	29	6	13	20	27	3	10	17	24	1	8	15	
<b>CGIAR Internal Rules Framework</b>																
<b>By 26 Sep</b> - Consult on draft with Centers, IPB & SC																
Refinement of draft																
<b>17-27 Oct</b> - Further consultation with GAC, IPB & SC on final adjustments																
Finalization by GWG based on feedback																
<b>3 Nov</b> - Issue for decision to all Centers, IPB & SC																
<b>Framework &amp; Charter (and Standard Provisions)</b>																
<b>19 Sep – 3 Oct</b> - Consultation on proposed amendments & options with GAC, IPB & SC																
GWG to revise documents based on feedback																
<b>17 – 27 Oct</b> – Consult with GAC, IPB & SC on proposed amendments to Framework & Charter and to Standard Provisions of funding agreements																
Finalization by GWG based on feedback																
<b>3 Nov</b> - Issue proposed amendments to Framework & Charter for decision to GAC, IPB & SC, and to Standard Provisions for decision to IPB & SC																
<b>Decision-making fora</b>																
<b>17 Nov – 19 Dec</b> - Center Boards Q4 meetings																
<b>21-22 Nov</b> - IPB Meeting																
<b>10-11 Dec</b> - SC Meeting																