

Nominations Committee of the System Council:
Advisory Note on Optimization of the CGIAR Governance Structure

Background:

The CGIAR Memorandum on the Implementation of the Governance Recommendation (UGR memo) was approved by the Boards of Integration Framework Agreement (IFA) parties and the System Council on December 21, 2024. It proposed establishing an Integrated Partnership Board (IPB) to replace the existing System Board (SB). It also called for increasing the number of IPB members to 14, with one appointed by the IPB as Chair and another as Chair of the IPB's Audit, Finance, and Risk Committee (AFRC).

Additionally, it was proposed to facilitate reporting from the IPB to the System Council regarding its role in coordinating compliance with the principles of the Integrated Partnership. The members of the IPB should be approved for appointment by the System Council from nominations made by the Nomination Committee of the System Council (NCSC), which became a standing committee of the System Council. The NCSC's terms of reference, [NCSC ToR](#), outline its composition and responsibilities, which include paragraphs 9.2 and 9.3

9.2. Review the structure, size, and composition of the IPB at regular intervals, considering the development of the Integrated Partnership, the required skills of the IPB, and its knowledge, experience, diversity, and geographic spread. Such review should be aligned to the interval of an externally facilitated assessment.

9.3. Determine a nomination process for IPB membership, which should include details of how nominations are received and reviewed and be guided by principles of merit and transparency

During the 10th meeting of the General Assembly of Centers (GAC), held on October 26-27, 2025, in Des Moines, Iowa, the GAC discussed the current IPB model and made recommendations for changes to its composition. This was followed by the GAC issuing a communique with a recommendation for the evolution of the IPB (dated 10 November 2025), shared as Annex 1, which was issued to all CGIAR System governing bodies outlining the objectives and principles for the change. Since the release of the Communique, meetings among key CGIAR governance stakeholders have been held, including one meeting of the IPB, an ad hoc meeting of the System Council, and two NCSC meetings to discuss and prepare recommendations for the System Council, as outlined in paragraph 9.2 of the NCSC terms of reference.

Nominations Committee of the System Council View:

This view is presented in response to the request for an analysis of the pros and cons received during the System Council Ad Hoc meeting on 25 November 2025.

1. The NCSC has carefully reviewed and discussed the high-level principles proposed by the GAC. The NCSC welcomed the recommendation as an evolution of the IPB to ensure a true partnership that reflects the complete representation of all constituencies of the CGIAR System.
2. The NCSC welcomes the need to acknowledge the Center Boards as key stakeholders of the partnership; consequently, their input and participation in the IPB are crucial.
3. The NCSC notes that the CGIAR System has reconstructed its Board 4 times in the course of 14 years (see figure 1), with various iterations of board members, linkages to other governance bodies, and the goal of achieving a governance model that supports the CGIAR system mission.

Board Member Appointments – History

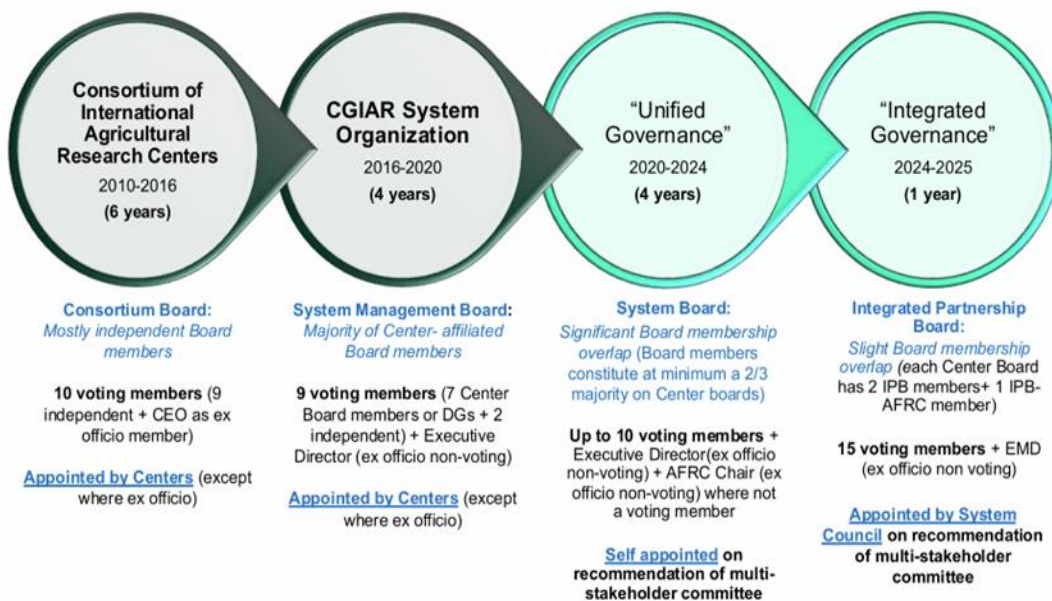


Figure 1

4. The NCSC acknowledges some convergence by the governing bodies (IPB and GAC) on the high-level principles, calling for a transition process that allows for a review of the proposed model, considering lessons learned from the one year of operation of the IPB.

Options for Appointment Decisions to take place in December 2025.

Appointment of all Board Chairs to the IPB from 1 January 2026:

5. The NCSC acknowledges the value addition of having all the CGIAR Center Board Chairs on the IPB during a transition phase of up to 6 months, as recommended by the GAC, then transitioning to a representational model for center-affiliated members of the IPB.
6. The decision process will allow for the Center Board Chairs to align with the model and potential iteration if the need arises, as well as signal to the key stakeholders that all are important to the partnership and co-creation of a model that combines the IPB and Center Board Chairs into one into one governing body, with the focus on the goal and mission of the CGIAR Integrated Partnership.
7. The process of having all the Center Board chairs on the IPB will also foster within the Centers the alignment into various groups based on various possible criteria (regional location, scientific focus, time availability of respective Board Chairs, cost sharing, etc.).
8. **Risk:** The NCSC highlights the complexity of having a large Board, noting that published research on organisational design points to smaller boards being more effective.
9. **Appointing prior to changing the legal documents:** Having all the Board Chairs on the IPB on an ex officio basis will require amending the Charter and Framework of the CGIAR System, which must have been approved by the three governing bodies—the System Council, IPB, and two-thirds of the Centers. Additionally, the current provision in the Charter of the CGIAR System Organization does not prohibit appointing all 13 Center Board Chairs. However, to make such an appointment decision prior to amending the Charter and Framework, the SC would need to do so in line with the existing provisions, and be satisfied that appointing more members beyond the 15 currently specified in the Charter's formula are necessary so that the IPB size is *“at a sufficient number to deliver on its responsibilities.”* The legal implications for the four SC members would still be a concern.

NCSC Perspective on this approach:

10. At the NCSC 18th meeting on December 1, 2025, many Committee members supported this approach. It should be noted that representatives of the host countries did not express an opinion for or against this option. Below are points supporting the appointment of the 13 Center Board Chairs to the IPB and the creation of a composite IPB:
 - a. **Strengthening the Partnership:** The Centers Board, through its Chairs, will take ownership of the entire partnership governance.

- b. Incentivize and Consolidate Collaboration with the Partnership: As a collective, the composite IPB will promote cross-center collaboration in all areas where collective bargaining can improve system effectiveness.
- c. Send a message of unity: Potential funders will be encouraged to invest in a system that is unified and speaks with one voice.
- d. Enable a stronger regional presence: With changes in global geopolitics, the new IPB will support a stronger regional presence, opening doors for more regional and national funding to W1, backed by the composite IPB.
- e. Attract independent talent with a fixed time commitment: The time commitment for independent members will be manageable and limited to 35 days per year, reducing the need for more days on Center Boards. This will attract independent members with specific skills such as fundraising, innovative finance, and governance.
- f. Distribute governance costs across the system: The expenses of governance will be shared among the partners, with the 13 Centers and SO funding the sustainability of the oversight body. This could lead to further harmonization of honoraria and governance policies.

Alternative Approach Considered by the NCSC

- 11. At the meeting on 1 December 2025, the NCSC also discussed the option of appointing only the GAC co-chair (Conveners of the Center Board Chairs) to the IPB from 1 January 2026, and noting that it falls within the purview of the System Council and aligns with the current governing documents of the CGIAR System.
- 12. This action will highlight to the GAC constituency how crucial their involvement is in jointly developing a new IPB, including decisions about its makeup, methods of operation, terms of reference, and more. This will also increase trust within the CGIAR governance space, as various stakeholders will engage in a co-creation process involving all of the Center Board Chairs, even if not all Chairs are appointed to the Board.
- 13. **NCSC View:** The NCSC views this option as aligned with its terms of reference to ensure that vacancies on the IPB are filled, considering the IPB's skill matrix, developed with IPB input. It also allows for a smaller group of key stakeholders to work on the model, its composition, and implementation within a limited period of time (not to exceed 6 months).
- 14. **Risk:** The GAC members may not accept the proposition, as their recommendation was for the participation of all Center Board Chairs on the IPB from the outset, to ensure transparency, inclusiveness, and full co-ownership of the process. It could delay the transition as envisioned, as GAC will need to secure its acceptance of the appointment. The legal implications for the four SC members, who had advised that they cannot make any IPB appointment decisions, would still be a cause for concern.

General View of the NCSC.

15. The NCSC did not arrive at a consensus view on a specific recommendation regarding appointments, but presents the key points above to support decision-making by the CGIAR System Council.
16. The NCSC developed a set of questions and comments, including some perceived risks as indicated in Annex 2. The Committee expects that the comments and points raised will be considered during the transition process, as part of its contribution to ensuring a CGIAR (Integrated Partnership) governance structure that is inclusive and focused on addressing identified gaps from the first iteration of the IPB.
17. The NCSC also shares comments and issues raised from the Committee's consultation with key stakeholders during the IPB honoraria decision window. At the same time, the recommendation may address some of the problems; some concerns should be addressed to improve the IPB's effectiveness.
18. The NCSC highlights insights raised during the IPB exiting members' exit interviews, which can guide the transition team in developing and fine-tuning the new IPB model, including
 - a. The importance of having a clear definition of performance to measure success
 - b. The importance of looking at the root causes of the challenges faced by the IPB
 - c. The need to have a smaller board
 - d. Clear roles of authority and reporting between the IPB and Management, and the relationship between IPB and SC
 - e. The incoming IPB members should have diverse professional profiles to allow effective decision-making.
 - f. The incoming IPB should have an induction and team building to build cohesion within the Board.

- Annexes: 1. Comments and Questions (with perceived Risks)
2. Stakeholder Comments from Honoraria review process.