

CGIAR SYSTEM FRAMEWORK

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.

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Contents

Introduction	1
Definitions	1
Article 1. Guiding Principles	5
Article 2. Structure of the CGIAR System	5
Article 3. Composition of the System Council	6
Article 4. Appointment of System Council voting members and alternates	7
Article 5. System Council Chair and Co-Chair	7
Article 6. Functions of the System Council	8
Article 7. System Council Operations	11
Article 8. System Council Committees	12
Article 9: CGIAR System Organization	13
Article 10. Integrated Partnership Board	14
Article 11. System Management Office	14
Article 12. Partnership Forum	14
Article 13. Trustee	14
Article 14. Effectiveness of the CGIAR System Framework	15
Article 15. Resolution of Concerns about the Operation of the CGIAR System	15
Article 16. Amendment	15
Annex A: Guiding Principles for the Governance of the CGIAR System	16
Annex B: Eligibility criteria for Funders' System Council members and alternates	20

Introduction

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 and operated in accordance with the rules set forth in its constitution. In 2016, the Centers and Funders agreed to this CGIAR System Framework that provides for a System Council and a CGIAR System Organization. The CGIAR System Organization operates in accordance with the CGIAR System Charter which replaced the constitution of the CGIAR Consortium. The legal name of the Consortium of International Agricultural Research Centers was changed to CGIAR System Organization on 21 November 2016.
2. The CGIAR System Organization is part of a broader CGIAR System whose structure is set forth in Article 2. 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.

Definitions

In this CGIAR System Framework, unless the context otherwise requires:

- a) “Active Observers” means those entities identified in Article 3 and which have the right to participate in deliberations of the System Council and to propose agenda items and make presentations for such deliberations. An Active Observer does not have a right to vote.
- b) “Assurance Oversight Committee” means the committee of the System Council described in Article 8.
- c) “Centers” means those research organizations 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 Framework, 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.

- d) “CGIAR Executive Managing Director” or “Executive Managing Director” means the executive director of the CGIAR System Organization as described in the Charter.
- e) “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 System Council.
- f) “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.
- g) “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.
- h) “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, it does not include the CGIAR System Framework or the CGIAR System Charter.
- i) “CGIAR Portfolio” means the research programs and/or platforms 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 and/or platforms.
- j) “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.

- k) “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.
- l) “CGIAR System” means, when taken together as a collective whole, a reference to the Centers, the Funders, the System Council, the CGIAR System Organization, and the advisory bodies as set forth in Article 2, and CGIAR Research.
- m) “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.
- n) “CGIAR System Organization” or “System Organization” means the international organization governed by the CGIAR System Charter, with its organs being the Integrated Partnership Board and System Management Office.
- o) “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.
- p) “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.
- q) “Ethics and Business Conduct Function” means the arrangements agreed between the Integrated Partnership Board and the Centers to foster a system-wide culture of ethics, integrity, and accountability, and that reports to the Integrated Partnership Board through the IPB AFRC.
- r) “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.
- s) “General Assembly of Centers” means a forum of the CGIAR Research Centers as provided for in the Charter of the CGIAR System Organization.
- t) “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 System Council and accountable to it, with the

responsibility of providing rigorous, independent strategic advice to the System Council and, based on decisions taken by the System Council, the broader CGIAR System as a whole.

- u) “Integrated Partnership Board” means the governing body of the CGIAR System Organization and of the Integrated Partnership described in Articles 7-9 of the Charter.
- v) “Internal Audit Function” means the arrangements agreed between the Integrated Partnership Board and the Centers to provide independent and objective system-wide assurance and advisory services, and reports to the Integrated Partnership Board through the IPB-AFRC.
- w) “Nominations Committee” means the committee of the System Council described in Article 8.
- x) “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 Article 12.
- y) “Standing Panel on Impact Assessment” or “SPIA” means an external, impartial standing panel of experts in impact assessment subject matters appointed by the System 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.
- z) “System Council” means the strategic decision-making and oversight body described in Articles 3-8.
- aa) “Strategic Impact, Monitoring and Evaluation Committee” means the committee of the System Council described in Article 8.
- bb) “System Management Office” means the office described in Article 11 of the Charter.
- cc) “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 1. Guiding Principles

The Guiding Principles of the CGIAR System are set forth in the annex to this CGIAR System Framework and are intended to guide the development of policies, procedures, guidelines and operations of the CGIAR System.

Article 2. Structure of the CGIAR System

The CGIAR System shall have the following structure:

- a) The Centers are independent and autonomous organizations with their own governance structures, which focus on effective conduct, delivery and impact of CGIAR Research when working with CGIAR System Partners within the CGIAR Strategy and Results Framework. The Centers deliver innovative research outcomes within the CGIAR Strategy and Results Framework based on resources provided by the Funders, within the institutional architecture for international development including the Sustainable Development Goals. The Centers, together with the System Organization, form the CGIAR Integrated Partnership, which is aimed at strengthening delivery of research and innovation, achieving greater impact, and operating more efficiently and effectively as a cohesive and integrated whole.
- b) The Funders provide guidance and financial resources for CGIAR Research and for agreed operations of the System Organization. Representatives of Funders and developing countries meet as a System Council to provide strategic oversight for the vision, direction, impact, continued relevancy, adequate governance, and programmatic performance of the Integrated Partnership in a rapidly changing landscape of food, land and water systems research for development. The System Council works collaboratively with the Integrated Partnership Board in order to ensure alignment of direction, strategy and resources.
- c) The governing and administrative bodies of the System Organization are the Integrated Partnership Board and the System Management Office, respectively. The Integrated Partnership Board is accountable to the System Council with respect to the implementation of the vision, strategic direction, governance and financial and programmatic performance of the Integrated Partnership. The System Organization facilitates and oversees effective and efficient development and implementation of the CGIAR Strategy and Results Framework. The System Organization enters into agreements with the trustee of the CGIAR Trust Fund, Funders, Centers and other relevant entities for funding CGIAR Research activities and other activities of the CGIAR System funded through the CGIAR Trust Fund.
- d) The System Organization, the System Council, Centers and Funders, as relevant, benefit from the advice of the following independent advisory bodies: (i) the Independent Science for Development Council, and ii) the

Standing Panel on Impact Assessment; as well as CGIAR's assurance arrangements, including the Ethics and Business Conduct Function and the Internal Audit Function.

Article 3. Composition of the System Council

3.1 The System Council shall consist of:

- a) Up to twenty voting members as follows:
 - i. up to fifteen representatives of Funders
 - ii. five developing country representatives that are either Funders, or countries hosting a Center, or countries with significant national agricultural systems.

- b) Ex-officio non-voting members as follows:
 - i. the Chair of the System Council
 - ii. the Co-Chair of the System Council
 - iii. the Chair of the Integrated Partnership Board
 - iv. the Executive Managing Director of the System Organization
 - v. two Center representatives to be appointed by the Centers
 - vi. one representative from each of the following entities, provided that if any such entity is a voting member or an alternate of the System Council, such entity may not also participate as an ex-officio non-voting member in the System Council:
 - a. Food and Agriculture Organization of the United Nations
 - b. International Fund for Agricultural Development
 - c. World Bank.

- c) Up to five temporary voting members comprising Funder representatives who meet the investment criteria set out in Annex B, paragraph 5.

3.2 The following shall have the right to appoint a representative to participate as an Active Observer at System Council meetings:

- a) Global Forum on Agricultural Research and Innovation
- b) ISDC

3.3 The following shall be invited to attend the System Council meetings:

- a) the Chair of the System Council's Assurance Oversight Committee, if that person is not otherwise a member of the System Council
- b) the host country of the System Organization
- c) the trustee of the CGIAR Trust Fund
- d) the Chair of SPIA.

- 3.4 Each voting member, non-voting member, and Active Observer may appoint an alternate that may attend System Council meetings and, if necessary, serve in their stead.
- 3.5 All System Council members and Active Observers shall act in good faith in the interests of the CGIAR System, shall act according to the System Council's policy on ethics and conflicts of interest, and shall respect the conflict of interest obligations of the entities they represent.

Article 4. Appointment of System Council voting members and alternates

- 4.1 Every three years each of the two categories of voting members set forth in Article 3 shall consult and agree upon their constituencies, which may be comprised of one or more governments or organizations, and inform the System Management Office of their agreement. The Funders have agreed on the eligibility criteria for selecting their System Council members and alternates as set forth in Annex B in this CGIAR System Framework.
- 4.2 Each constituency shall agree upon its process to select its voting member and alternate, taking into consideration the desirability of ensuring diversity, including gender, at the System Council level, and shall inform the System Management Office of the name and contact information of its voting member and alternate. Each constituency shall decide upon the rules and procedures that will guide how the members of the constituency will relate to each other.
- 4.3 A vacancy resulting from death, resignation or any other reason shall be filled in the same manner in which the original holder of the position was appointed or selected.
- 4.4 Each constituency shall endeavor to ensure that its member, or alternate in the absence of the member, can take decisions on matters before the System Council. System Council members shall not be required to take decisions or actions that conflict with the governing instruments and official rules of the entities they represent.

Article 5. System Council Chair and Co-Chair

- 5.1 The System Council shall appoint a Chair who will serve four-year terms. The World Bank has a standing invitation to nominate a senior manager in a substantive area related to the work of the CGIAR System to serve as Chair. If the World Bank declines this invitation, the Chair shall be elected by the System Council.

- 5.2 The System Council shall appoint a Co-Chair for each meeting from among its voting members.
- 5.3 The Chair and Co-Chair shall act in an impartial manner.
- 5.4 In cases where the Chair is selected from among the then-current System Council voting members or their alternates, the respective constituency represented by such person shall appoint a new System Council member or alternate, as the case may be, to fulfill the functions of the System Council member or alternate. The Co-Chair's alternate, or a temporary alternate appointed by the Co-Chair, shall fulfill his/her functions as a System Council member during the meeting for which the Co-Chair has been elected.
- 5.5 The System Council shall approve terms of reference for the Chair.

Article 6. Functions of the System Council

- 6.1 The System Council has strategic oversight for the vision, direction, impact, continued relevancy, adequate governance, and programmatic performance of the Integrated Partnership in a rapidly changing landscape of food land and water systems research for development. The System Council ensures appropriate resources to support the delivery of the CGIAR Strategy and Results Framework while ensuring the adequate assurance of use of funds.
- 6.2 The functions of the System Council shall be to:

Vision, strategic direction and advocacy

- a) review the CGIAR Strategy and Results Framework and concur with it prior to its approval by the Integrated Partnership Board
- b) review strategic priorities, including partnership priorities, taking into account the advice of ISDC and concur with them prior to their approval by the Integrated Partnership Board
- c) promote a greater recognition of the role of food, land and water systems in sustainable development in international political fora, and in particular the role of research in achieving these goals

Governance

- d) appoint the Integrated Partnership Board's voting members from nominations made by the System Council's Nominations Committee, as well as suspend or terminate their membership

- e) determine the remuneration of the Integrated Partnership Board's voting members and any rules regarding their prerequisites
- f) approve key performance indicators against which the Integrated Partnership Board reports on performance, and assess the Integrated Partnership Board's performance on an annual basis, against such indicators, with input from the General Assembly of Centers
- g) establish System Council advisory bodies (including the ISDC, SPIA and the IAES) to deliver on its oversight and assurance mandate and approve their budgets and workplans which will be part of the overall workplan and budgeting process
- h) ensure, through the Assurance Oversight Committee, that arrangements for the Internal Audit Function, independent external audit, the Ethics & Business Conduct Function and other arrangements, provide sufficient system-wide assurance consistent with the risk management framework of the Integrated Partnership, that such arrangements are appropriately integrated or coordinated, that they are appropriately funded, and that Centers are complying as required
- i) identify, as appropriate, needs for CGIAR Policies and Procedures, or material amendments thereto
- j) request, as appropriate, the Integrated Partnership Board to take corrective action following receipt of the Integrated Partnership Board's assurance of compliance with the CGIAR System Charter and applicable CGIAR Policies and Procedures across the Integrated Partnership and of the use of Unrestricted Funding and program-specific funding from the CGIAR Trust Fund for implementation of the CGIAR Research

Partnership engagement

- k) consider deliberations of the Partnership Forum for enhancing the overall effectiveness and efficiency of the CGIAR System, and decide on resolutions to partnership issues brought to its attention by the Integrated Partnership Board
- l) review CGIAR's partnership strategy and engagement framework and concur with it prior to its approval by the Integrated Partnership Board

Resource mobilization

- m) review and provide input on the resource mobilization strategy and plan proposed by the Executive Managing Director

Financial and programmatic performance

- n) receive, review and assess the Integrated Partnership Board's fiduciary assurances
- o) approve program proposals and indicative funding for the CGIAR Portfolio submitted by the Integrated Partnership Board
- p) review and approve the overall financial plan for the CGIAR System and the allocation of Unrestricted Funding for CGIAR Research and other CGIAR System activities, taking into account advice from the ISDC and following concurrence of the Integrated Partnership Board
- q) review the consolidated annual financial and programmatic reports on CGIAR Research submitted by the Integrated Partnership Board and provides feedback
- r) approve the process and means by which the costs of CGIAR System activities (including administrative costs) are to be financed, following concurrence of the Integrated Partnership Board

Evaluations and Impact Assessment

- s) approve in consultation with the Integrated Partnership Board, a cost-effective, multi-year evaluation plan, proposed by CGIAR's Independent Advisory and Evaluation Service, covering evaluations, including evaluations of the CGIAR Portfolio and the Integrated Partnership, that provide accountability, support decision-making and learning in support of the delivery of CGIAR's vision, mission, and strategy; and endorse strategic follow-up actions
- t) approve plans and financing of ex-post impact assessment of the CGIAR Portfolio proposed by SPIA after consultation with the Integrated Partnership Board

Other

- 6.3 The System Council shall exercise any other functions attributed to it in this CGIAR System Framework and the CGIAR System Charter.

Article 7. System Council Operations

Meetings

- 7.1 The System Council shall meet as often as necessary, but not less than twice per year in ordinary session. The rules of procedure shall provide for the location and arrangements for the conduct of meetings, including the convening of extraordinary meetings.
- 7.2 System Council meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows System Council members to follow and contribute to discussions as they occur in real time.

Quorum

- 7.3 The System Council may conduct business only when the following are present:
- a) a majority of its voting members;
 - b) voting members representing a majority of the contributions from constituencies calculated in the manner approved by the System Council from time to time after consultation with the Funders; and
 - c) the System Council Chair or Co-Chair.

Decision-making during a meeting

- 7.4 The System Council shall use best efforts to make all decisions by consensus. The Chair shall ascertain a consensus. For purposes of this CGIAR System Framework, consensus is a procedure for adopting a decision when no voting member in the decision-making process blocks a proposed decision. It does not necessarily imply unanimity. A dissenting voting member, who does not wish to block a decision, may state an objection or reservation by attaching a statement or note to the decision.
- 7.5 If all practical efforts by the System Council have not led to consensus, a vote may be called by:
- a) any voting member of the System Council seconded by another voting member of the System Council, or
 - b) whichever of the Chair or Co-Chair is acting as the chair of the particular session.
- 7.6 The Chair shall determine, after consultation with the System Council, the timing for a vote. In circumstances where a vote is taken, decisions require an affirmative vote representing both:

- a) a two-thirds majority of those System Council voting members present
 - b) a two-thirds majority of the contributions from Funders represented on the System Council. Each System Council voting member shall cast separately the votes of each of the Funder(s) within the constituency he/she represents. For the purpose of voting power, the contributions shall be determined in accordance with the same weighted values and time period used for the determination of eligibility for the voting seats on the System Council.
- 7.7 All decisions of the System Council shall be recorded in a summary of the System Council meetings approved by the System Council, communicated, published and retained in the permanent records of the System Organization.

Decision-making without a meeting

- 7.8 In the circumstances set forth in its rules of procedure, the System Council may be requested to approve a decision by electronic means in lieu of a meeting.

Closed sessions

- 7.9 Notwithstanding Article 7.3, at the determination of the Chair, the System Council may conduct business in a closed (executive) session where the voting members and ex-officio non-voting members may be present unless the Chair decides otherwise. Active Observers shall 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 made public in open plenary if a decision is taken that has a material impact on the CGIAR System.

Article 8. System Council Committees

- 8.1 The System Council may establish committees of the System Council, and other ad-hoc working groups and task teams, as it deems appropriate to carry out the work of the System Council.
- 8.2 The System Council shall have the following standing committees:
- a) an Assurance Oversight Committee, with a majority of independent members, the purpose of which shall be to i) provide oversight and advice to the System Council with respect to the effectiveness and adequacy of CGIAR's assurance arrangements, including the Internal Audit Function, the Ethics and Business Conduct Function, the risk management and internal control arrangements, and the independence of external audit functions; ii) provide a structured reporting line between internal and external auditors and the System Council; and iii) oversee matters and investigations on an exceptional

basis in line with applicable CGIAR Policies and Procedures; the Assurance Oversight Committee is provided reporting and information by the Ethics and Business Conduct Function and Internal Audit Functions to the extent needed to fulfill its mandate and in line with applicable CGIAR Policies and Procedures.

- b) a Strategic Impact, Monitoring and Evaluation Committee, the purpose of which shall be to assist the System Council in review of research program evaluations, oversight of the strategic direction of the Integrated Partnership and efficiency, effectiveness and impact of CGIAR Research.
- c) a Nominations Committee, the purpose of which shall be to present to the System Council nominees for membership of the Integrated Partnership Board and propose to the System Council for approval the required competencies and diversity profile of the Integrated Partnership Board, having received input from the Integrated Partnership Board. The Nominations Committee shall present nominees to the System Council for appointment, in accordance with the Committee's terms of reference.

8.3 Members of the Nominations Committee shall be appointed by the System Council. The Nominations Committee will be comprised of:

- a) Three members identified by the System Council, one of whom shall act as Co-Chair;
- b) Three members nominated by the General Assembly of Centers, one of whom shall act as Co-Chair;
- c) Three members nominated by the Host Countries representing Africa, Asia, and the Americas, respectively;
- d) One external independent member appointed in accordance with the Nominations Committee's terms of reference; and
- e) The Chair of the Integrated Partnership Board as an ex-officio non-voting member;

noting that no staff member of the Centers or the CGIAR System Organization may be appointed to the Nominations Committee.

8.4 Committees and other ad-hoc working groups and task teams shall have such authorities as delegated to each of them by the System Council and set forth in their terms of reference. The terms of reference for all committees, working groups and task teams shall include the process for appointment of committee members, including the appointment of qualified individuals or representatives other than voting members or their alternates, and attendance at meetings.

Article 9: CGIAR System Organization

The CGIAR System Organization shall be comprised of:

- a) The Integrated Partnership Board
- b) The System Management Office

Article 10. Integrated Partnership Board

The Integrated Partnership Board is the governing body of the System Organization and of the Integrated Partnership. It shall have the composition, functions and operational procedures set forth in the CGIAR System Charter.

Article 11. System Management Office

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

Article 12. Partnership Forum

12.1 The Partnership Forum provides stakeholders who actively support the CGIAR System with a forum to express their views on CGIAR's operations, including:

- a) any proposed CGIAR Strategy and Results Framework
- b) the implementation of the CGIAR Strategy and Results Framework, on which they may provide feedback to the System Council and Integrated Partnership Board
- c) ongoing trends, signals and risks in local, regional and global contexts in science and in food, land and water systems research for development.

12.2 The Partnership Forum shall be convened by the System Organization at least every three years and co-chaired by a representative of the Centers and a representative of the Funders.

Article 13. Trustee

There shall be a trustee for funds contributed to a CGIAR Trust Fund. Such trustee shall have the responsibilities agreed between the trustee and the System Organization and the Funders who contribute through a CGIAR Trust Fund, as applicable.

Article 14. Effectiveness of the CGIAR System Framework

This CGIAR System Framework shall be effective upon: (i) its approval by the Centers and Funders as reflected in the decisions of their meeting in June 2016, and (ii) the entry into force of the CGIAR System Charter as an amendment to the Constitution of the Consortium of International Agricultural Research Centers in accordance with its terms. A copy of this CGIAR System Framework shall be annexed to the agreement between the System Organization and each Funder.

Article 15. Resolution of Concerns about the Operation of the CGIAR System

The System Council, the Integrated Partnership Board, a Center or a Funder may raise with the Executive Managing Director any concern that the CGIAR System is not operating effectively and efficiently, or that the CGIAR System is not operating as intended under this CGIAR System Framework or the CGIAR System Charter. If such a concern is raised, the Executive Managing Director shall consult with the Chairs of, respectively, the System Council and the Integrated Partnership Board to address such concerns in accordance with this CGIAR System Framework and the CGIAR System Charter, and taking into account, when necessary, the agreed Guiding Principles for the Governance of the CGIAR System annexed to this CGIAR System Framework. The Executive Managing Director shall inform the System Council and the Integrated Partnership Board about the conclusion of such consultations and any recommendations as to how to address the concern that has been raised. Before action is taken on such recommendations, such action shall be approved by both the System Council and the Integrated Partnership Board.

Article 16. Amendment

This CGIAR System Framework may be amended upon the agreement of:

- a) the System Council
- b) the Integrated Partnership Board
- c) two-thirds of the Centers as the General Assembly of Centers.

Annex A: Guiding Principles for the Governance of the CGIAR System¹

Preamble

1. CGIAR is a global partnership first established as the Consultative Group on International Agricultural Research in 1971. It is the world's leading partnership for research for development of sustainable food, land and water systems in developing countries. Its vision is a world free of poverty, hunger, malnutrition, and environmental degradation.
2. The CGIAR System has unparalleled capacity to mobilize people, science, resources, and infrastructure in more than 60 countries to build capacity in, conduct and integrate breakthrough research with delivery to millions of farmers and other players in the food, land and water systems, including consumers. CGIAR's work is undertaken with the proactive engagement of CGIAR System Partners who are interested in collaborating with the CGIAR System to deliver on its research agenda, and/or benefit from the global knowledge, products, and technologies that the system generates.
3. CGIAR regards the results of its collaborative research for development activities as global public goods, and is committed to their widespread diffusion and use in line with the International Treaty on Plant Genetic Resources for Food and Agriculture² and the CGIAR Principles on the Management of Intellectual Assets³, thus delivering maximum possible access, scale and scope of impact, and sharing of benefits to advantage the poor, especially farmers in developing countries.⁴
4. CGIAR undertakes its research within a Strategy and Results Framework. Designed at a whole of portfolio level, the Strategy and Results Framework provides a framework for CGIAR research program development, priority setting, and resource development and allocation for successive periods.

¹ As agreed at the meeting of Centers and Contributors in February 2016, these guiding principles are included as they were adopted by the meeting

² The maintenance of genetic resources is at the very heart of CGIAR's work, such that CGIAR is committed to holding in trust these unique genetic resources for agriculturally significant species of central importance to advance and sustain productivity for the world's smallholders in the 21st century.

³ The CGIAR Principles on the Management of Intellectual Assets set out the Center and Funders' agreed basis for the use and management of Intellectual Assets produced or acquired by CGIAR from its research and development activities, and are incorporated into these principles by reference.

⁴ CGIAR aims to make available key research-based information and knowledge to inform high-level policy debates and advocacy work in global fora, from the United Nations General Assembly and specialized multilateral channels, to key countries and multi-stakeholder platforms.

Guiding Principles of the CGIAR System

5. Governance of the System should enable the Centers and CGIAR System Partners to conduct high quality research for development. The CGIAR System should support national development programs and their commitments to the Sustainable Development Goals in food, land and water system sectors. Effective governance should focus on strengthening and promoting an effective and efficient research-oriented partnership by creating the framework, incentives, and conditions through which high quality results and impacts can be achieved.
6. Governance practices across the CGIAR System should engender mutual respect and trust in the value of collaboration. The Centers are recognized as having the experience and capability to ensure effective conduct, delivery and impact of the CGIAR System’s research for development when working in close partnership with external (both national, regional and global) research and development partners, including the private sector. The CGIAR System’s effectiveness depends on strong, dynamic, well managed and well-resourced Centers that can attract and retain the best global talent, conduct impactful research, convene and direct collaborative programs with leading institutions around the world, and build upon accumulated “local” knowledge to design programs of research that work in the globally decentralized CGIAR System. Centers and Funders should have adequate voice and influence in the governance of the System Organization.
7. Effectiveness, efficiency, transparency, and impact should be key performance criteria for the CGIAR System. All CGIAR System entities⁵ should meet high standards of efficiency, effectiveness, transparency, and value for money. Impacts on the ground should be demonstrable and measurable. With a view to greater local coherence and alignment with national systems, the CGIAR System should strive for greater integration of its activities through joint planning and partnerships. Policies and procedures to plan, implement, and oversee the CGIAR System should be clear, unambiguous, functional, cost effective, and flexible in order to respond to changing circumstances. Policies and administrative structures should strive for simplicity in promoting the effective and efficient delivery of critical functions while avoiding overlaps and redundancies.
8. A foundational principle of the CGIAR System is collective responsibility and mutual commitment. Centers and Funders have a collective, sustained and mutual commitment for fulfilling the mission and goals of the CGIAR System. Centers and Funders should live up to commitments they respectively make.
9. The CGIAR System requires effective leadership to support the achievement of its objectives and to mobilize financial support for the CGIAR System. Effective leadership should promote a common vision and coordination of

⁵ “CGIAR System entities” refers to the Centers and the CGIAR System Organization.

functions to avoid duplication or conflict, ensure clarity, internal complementarity and coherence, and communicate consistent messages with CGIAR System and external partners.

10. The CGIAR System entities should have clearly defined roles, responsibilities, accountabilities and oversight functions. The new structure will manage potential conflicts of interest and be most effective if roles, responsibilities, accountabilities and oversight functions are defined with sufficient precision to be unambiguously interpreted and fulfilled by actors across the CGIAR System. Responsibilities should be assigned to those entities that can most efficiently and effectively fulfill them. The CGIAR System entities should demonstrate accountability to its ultimate beneficiaries.
11. A fundamental principle of the CGIAR System is that the whole should be greater than the sum of the parts. CGIAR-wide programs, such as CGIAR research programs and platforms, are especially important mechanisms to achieve this principle, as is the multi-stakeholder nature of system governance. Centers should continue to identify opportunities to collaborate in complementary ways that maximize impact.
12. The principle of subsidiarity should guide policies and implementation, and overreach must be avoided. The Centers should be responsible for system functions that can be more efficiently and effectively executed by them and by CGIAR research programs and for the use of funds provided to them. Center Boards have legal, governance and fiduciary responsibilities of their own, and these must be fully recognized and respected. While it is expected that cross-cutting and system-wide policies, procedures and guidelines can facilitate collaboration and an effective and efficient CGIAR System, the System Council decisions should allow Centers and their Boards flexibility to adapt policies, procedures and guidelines appropriate to the needs and conditions of individual Centers while achieving the goals and expected results of such cross-cutting and system-wide guidance. The principle of subsidiarity should also be respected by Centers as they cooperate with CGIAR System Partners.
13. The CGIAR System should have a strong, visible system profile based on streamlined, system-level monitoring, and impact assessment, and evaluation of programs and performance in relation to the SRF and CRPs. A robust performance monitoring system needs to be in place, which includes consolidated reporting at the system-level. There should be no redundancy in program and financial reviews and reports. Maximum use should be made of reviews conducted by CGIAR research programs and the Centers so that maximum staff time and resources can be focused on the core business of research for development. The CGIAR System will make use of independent evaluation of its programs and institutions to assess the relevance, quality, development efficiency, effectiveness, impact and sustainability.

Corrective action, when required, should be targeted. All entities funded by the CGIAR System should be accountable for the proper use of funds

provided to them and for compliance with CGIAR Policies, and Procedures applicable to them. Reporting back on compliance monitoring to the System Organization should be through regular reporting and independent system reviews and in accordance with other agreements between the System Organization and the Centers. When deficiencies or malfeasance are identified, corrective/disciplinary action should be directed at the concerned entity. Lessons learned should, however, be employed by appropriate entities to strengthen controls and other mechanisms across the system.

14. Legitimacy of action requires input from a broad range of stakeholders. System Organization governance and management structures, including at CGIAR research program level, should facilitate adequate and meaningful participation and voice of CGIAR System Partners, especially with national food, land and water knowledge and innovation systems.
15. Stable and predictable funding contributes to maximizing impact and results. Recognizing that it has not always been possible to ensure predictable funding, the CGIAR System will need to be sufficiently flexible and adaptable to respond to changing circumstances. Research for development is by nature a long-term process, and the CGIAR System requires sufficient and predictable resources to sustain research and to cover essential Center costs over time, delivered through, to the extent possible, multi-year Funder commitments and innovative finance mechanisms. Centers need to have reasonable assurance of a predictable pipeline of cash inflows to optimally plan, form reliable partnerships, and implement strategic long-term research. Discontinuities caused by abrupt funding cuts force costly adjustments, undermine research, devalue the CGIAR brand, and create uncertainties that make it increasingly difficult to attract and retain the world's best scientists. Funding mechanisms and policies that can enhance adaptability or flexibility of the CGIAR System to changing resource streams and volumes should be established to provide greater certainty of support over the short- and medium-term. Centers should have at a minimum accurate and reliable information on annual funding at the beginning of the annual cycle. The System Council must review and provide input on a Resource Mobilization Plan that fully takes into account the significant resource mobilization capability, infrastructure and incentives distributed across the CGIAR System and seeks to promote synergies, not competition, in fund raising throughout the CGIAR System. To the extent possible, funding mechanisms should be simplified, and perverse incentives eliminated.

Annex B: Eligibility criteria for Funders' System Council members and alternates

1. Funders have agreed to the following eligibility criteria for selecting their System Council members and alternates.
2. To be eligible to be a Funder representative on the System Council, a Funder must have contributed in the three-year period preceding a reconciliation moment, which itself takes place every three years, a weighted minimum of US \$10,000,000 to the CGIAR System, to be calculated as follows:
 - a) Contributions to Window 1 of the CGIAR Trust Fund shall be weighted at three times their nominal amount
 - b) Contributions to Window 2 of the CGIAR Trust Fund shall be weighted at twice their nominal amount
 - c) Contributions to Window 3 of the CGIAR Trust Fund and bilateral contributions to Centers shall be counted at their nominal amount.
3. Funders that provide the weighted minimum of US \$10,000,000 to the CGIAR System shall agree on the distribution of the System Council contributor seats amongst themselves and the formation of constituencies, if required.
4. Contributions that provide less than the weighted minimum may seek to join any of the constituencies once they are agreed.
5. Up to five additional temporary voting Funder seats on the System Council:
 - a) With a minimum threshold for those additional temporary voting seats at a USD 10 million weighted average annual commitment (or pledge subject to the operation of paragraph c. below) over a minimum of three years;
 - b) Considering only allocations to Window 1 (weighed 3x their nominal amount) and Window 2 (weighed 2x their nominal amount) in the calculation of the threshold for the additional temporary voting seats, thereby focusing the incentive on contributions to governance and engagement in CGIAR's shared agenda;
 - c) In the case of a multi-year pledge forming the basis of the original eligibility for the additional temporary voting seat for the relevant Funder (rather than a signed multi-year commitment), formally reconsider the continued eligibility for the temporary additional seat each calendar year in the intervening period and withdraw the eligibility should the minimum threshold contribution not be met;
 - d) Funders holding additional temporary voting seats would be included for consideration during any subsequent reconciliation of the fifteen System Council Funder voting seats based on actual contributions. Should they not meet the required minimum threshold, they would remain in their temporary seat as long as their commitment or pledge remains valid in line with c. above; and

- e) This additional temporary voting seat mechanism would be reevaluated by the System Council at each reconciliation moment for Funder voting seats.