

Cover Paper
Amendments to the CGIAR System Framework and Charter
to reflect the new CGIAR Board model

Purpose

1. This package of materials contains:
 - a. **A Cover Paper** (this document), setting out the background to the request to approve amendments to the CGIAR System Framework and Charter of the CGIAR System Organization;
 - b. **Annex 1: For approval**: Proposed amendments to the CGIAR System Framework set forth in tracked changes
 - c. **Annex 2: For approval**: Proposed amendments to the Charter of the CGIAR System Organization set forth in tracked changes
 - d. **Annex 3: For information/input**: Roadmap for how the matters relating to optimizing CGIAR's governance that have not yet been resolved are planned to be addressed
 - e. **Annex 4: For information**: Collation of comments received during two rounds of consultation and responses on how these have been or will be addressed.

Action requested

2. Pursuant to Article 16 of the CGIAR System Framework and Article 15.2 of the Charter of the CGIAR System Organization, the System Council, Integrated Partnership Board (IPB) and General Assembly of the Centers (GAC) are requested to approve the proposed amendments to the CGIAR System Framework and Charter of the System Organization, set forth in the Annexes 1 and 2 of the documents issued on 26 May 2026, with effect from Monday 15 June 2026.
3. Modalities of decision-making for each of the System Council, IPB and GAC will be communicated alongside this requested decision.

Note on the 15 June 2026 effective date: *The amendments are proposed to take effect from Monday 15 June to allow time for steps to be taken to appoint a new independent CGIAR Board Chair by, or as soon as possible after, 1 July 2026. The reconstituted CGIAR Board will form its Nominations Committee, which will take forward the finalization of the selection process for an independent Chair based on the recommendations of the Nominations Committee of the System Council. The new Nominations Committee will prepare a recommendation for CGIAR Board decision on the appointment of a new independent member and their election as Chair.*

Putting the revised CGIAR Board model in place – Letter from the Principals

Dear CGIAR colleagues,

Following the decisions taken at SC23 on core elements to guide the optimization of CGIAR's governance by 1 July 2026, and guided by the decisions of the System Council, IPB and GAC in March 2026 on the CGIAR Board model, an in depth process of drafting and consultation has now been concluded with support of stakeholders from across CGIAR to propose amendments to key governing and policy documents to put that model in place.

The proposed amendments to the CGIAR System Framework (Framework) and the Charter of the CGIAR System Organization (Charter), presented here for approval, will enable a reconstituted CGIAR Board, composed in the majority of all CGIAR Center Board Chairs together with six independent members (including the CGIAR Board Chair and AFRC Chair), to take effect from 15 June 2026, and transfer the authority to appoint the CGIAR Board's independent members to the CGIAR Board itself. They also reflect a small number of changes in the roles and responsibilities of the Council and Board, and the dissolution of the General Assembly of Centers, aligned to the agreed model.

Over the course of two rounds of consultation on the Framework and Charter in recent months, a significant volume of constructive input was received. As well as providing written feedback, the members of the GAC and the System Council's voting members have each convened virtually to discuss their comments. Based on these discussions, as the Transition Principals Group we aimed to find areas of agreement, and balance views in a pragmatic way so that CGIAR can advance as a collective. We commend the collegial interactions that have characterized this process, with stakeholders advocating in good faith on issues that are important to them, as well as the spirit of compromise that has been demonstrated to find a path forward that is acceptable to all.

The consultation and dialogue also surfaced several broader matters relating to CGIAR's governance that it will be important to work through once the CGIAR Board is established – as part of continuing to seek to optimize our governance. These include issues related to the respective accountabilities of CGIAR's governing bodies, their mandates, the roles and structure of the AFRC and AOC, and potential further refinement of the Board model, among other topics.

It is important that the new Board has the opportunity to reflect on these matters as it commences its mandate, drawing from its experience as it governs over the first year. Prioritization of these topics is also required, and **Annex 3** of this package sets out a register of issues raised (including from previous processes of amendments) and a potential roadmap to address them.

The full set of comments and questions received in both rounds of consultation – including responses from the Transition Technical Team on how these have been taken up, or the proposed process by which these are planned to be addressed – is provided as **Annex 4** to this package of materials, for transparency on how input was considered.

Consultation has also taken place on drafts of other documents that will guide the operations of the CGIAR Board, including the Board’s Rules of Procedure, the Terms of Reference for its Nominations Committee and a Policy and Procedures on managing Conflicts of Objectives. Guided by the input provided, finalization and approval of these documents at the earliest opportunity will be a first priority for the new CGIAR Board.

These amendments to put the CGIAR Board in place represent a significant milestone in making CGIAR’s governance fit for the structure of CGIAR as an Integrated Partnership. The new Board, working collaboratively with the CGIAR Council, will be well positioned to continue to refine our governance based on continued open and transparent dialogue, and improved structured reporting and communication.

We are therefore happy to recommend that the System Council, IPB and GAC approve these amendments and commit to continue advancing our efforts to optimizing governance going forward.

Kind regards,

Renaud Seligmann
CGIAR System Council Chair

Roel Merckx
Integrated Partnership Board Chair

Helen Hambly-Odame
General Assembly of Centers Chair

Ismahane Elouafi
Executive Managing Director