

Optimization of CGIAR Governance Structures: Initial analysis to support consideration of proposed principles and decision-making

Background

1. On 10 November 2025, the General Assembly of Centers (GAC) shared its recommendation¹ for the evolution of the composition of the Integrated Partnership Board (IPB) and other related governance changes. Following receipt of that recommendation, the GAC Chair, IPB Chair, System Council (SC) Chair, SC member for the World Bank and the Co-Chairs of the Nominations Committee of the System Council (NCSC) met and began collaborating on a proposed ‘consensus document’ (“Optimization of CGIAR governance structures”), to elaborate those principles as a shared position of that group.
2. On 25 November 2025, an ad hoc System Council virtual meeting was held, during which the NCSC Co-Chair presented an overview of work on the draft ‘consensus document’, including where outstanding questions remain to be answered. System Council members shared reflections and questions.
3. This document is prepared at the request of the group mentioned in paragraph 1 above, to accompany the emerging ‘consensus document’ and any recommendations to be made by the NCSC – to support deliberations and decision making by the System Council at SC23. It was developed by the Legal and Governance teams of the System Organization, benefiting from earlier discussions among the Governance Working Group’s technical team.

Analysis of high-level models for the composition of the IPB

4. This section sets out the key features of two high-level models for the composition of the IPB, and considers their anticipated benefits, key implications, and potential risks and how these might be mitigated. The two models are as follows:
 - a. **Model as recommended by the GAC:** IPB composed of all Center Board Chairs + a small number (at least 2) of independent members
 - b. **Model as advocated by the IPB and requested for analysis by some System Council members²:** IPB composed of a significant number of independent members and a significant number of Center Board Chairs (a subset of these)

¹ Article 5.6.f) of the Charter of the CGIAR System Organization describes the GAC’s function to “recommend governance changes to the Integrated Partnership as and when needed”.

² As requested during the System Council’s 25 November ad hoc meeting

A. Model as recommended by the GAC: IPB composed of all Center Board Chairs + a small number (at least 2) of independent members

Key features:

- **IPB Membership**
 - In the longer-term (end state), the IPB would be composed of at least 15 voting members: 13 Center Board Chairs ex officio; a small number (at least 2 - IPB Chair and IPB-AFRC Chair) of independent members
 - Upon implementation of the model, the IPB would be composed of up to 24 voting members: 13 Center Board Chairs ex officio; 2 independent members (IPB Chair and IPB-AFRC Chair); 9 current IPB members invited to continue to serve their terms³
 - Until an independent IPB Chair would be appointed, GAC Co-Chair would serve as IPB interim Chair
 - The EMD would remain as ex officio, non-voting member
- **IPB-AFRC Membership**
 - The IPB-AFRC would be composed of 14 members: Independent Chair (IPB voting member); 13 Center AFRC Chairs
 - *Remaining questions to be resolved:*
 - *Independence of IPB-AFRC if composed of only Center AFRC Chairs – AOC asked by the System Council to advise on this point*
 - *Approach regarding current IPB-AFRC independent members⁴ and timing to be considered in Q2 2026 as part of second phase evolutions*
- **Nominations Committee**
 - Becomes a committee of the IPB
 - Makes recommendations for appointment of independent members; IPB makes appointment decisions
 - Facilitates performance assessment of IPB (with input from stakeholders)
 - Smaller size (e.g. 3-5 - at least 1 IPB member, at least one member external to CGIAR, IPB Chair ex officio member, but not as Chair of the committee)
 - SC could undertake 'no objection/reference check' for longlist of independent members
- **Other roles and bodies - implications**
 - GAC to be dissolved once all Center Board Chairs appointed to IPB, noting that Center DGs already meet, together with EMD and Chief Scientist, as the Global Leadership Team
 - Centers no longer need to appoint 2 IPB voting members to their Center Boards

³ Three current IPB members' terms end on 30 September 2026. Six current IPB members' terms end on 30 September 2027.

⁴ Terms of the seven IPB-AFRC members end on 31 October 2027.

Anticipated benefits, key implications, and potential risks and how these might be mitigated⁵:

- a. **Overall governance approach:** This model represents a shift from an independent board composed entirely of members without affiliation to any Center – and whose fiduciary duty is to act solely in the interest of the Integrated Partnership as a whole – to a board comprised mostly of members who also sit on a Center Board and who therefore have a dual fiduciary duty to the Center on whose board they sit and to the Integrated Partnership as a whole.
- b. **Decision-making/conflicts of interest:** Making difficult decisions that ensure that the whole is greater than the sum of the parts is critical to the success of this model. This could include tough tradeoffs in the interest of the collective when a decision might go against the direct interests of one or more Centers. Clear rules on quorum and voting thresholds will be required to avoid the risk of gridlock. Consideration will need to be given on whether a certain number of independent members' presence for quorum and affirmative voting is also required for balance, including as a mitigation for the risk of Center Board Chair members operating as a 'bloc'. These rules should be put in place prior to implementation of the model to ensure that the re-constituted board can deliberate/make decisions from the start. Training and induction on board members' dual fiduciary role, and a clear process for recusal to manage identified potential/real conflicts will be required. The independent Chair is a key element of the model to ensure that no one Center has a more powerful voice on the IPB.
- c. **Center ownership of decisions:** Under this model, decision-making will naturally embed Center perspectives, turning the IPB into a consensus-building body rather than one whose outcomes must later be "sold" to and separately consulted with the Centers. The System Organization would no longer be an independent intermediary. This would bring efficiencies in CGIAR-wide policy approval, approval of operational integration approaches and oversight of the integrated assurance functions.
- d. **Structural considerations:** This model would naturally permit the dissolution of the GAC, as all Centers are now represented on the IPB through their Chairs, and in the Global Leadership Team (GLT) by their DGs. GLT Terms of Reference can be approved by IPB. Functions of the GAC currently set out in the Charter would either no longer be required or would be undertaken by the IPB⁶. This streamlines CGIAR's governance by removing a separate consultation forum, and the third 'approver' body for amendments to the CGIAR System Framework and Charter.
- e. **Board size:** Inviting current IPB members to continue to serve their terms allows for lessons learned and perspectives from the first year of the IPB's operations to

⁵ Noting that cost analysis is covered under a separate section

⁶ Based on an initial assessment by the GWG technical team

inform the commencement of this model. As a consequence, the IPB would be a large board for the first 1-2 years (up to 24 members, reducing down to 15 members by Q4 2027).

- f. **Skills/diversity:** The ex officio nature of 13 of the 15 board member voting roles will not allow for management of the overall skills/diversity/competencies balance. This could potentially be mitigated by the governing documents allowing for appointment of a small number of additional independent members in the future if a critical skills gap is identified (based on the profile/skills matrix to be developed).
- g. **Equity of participation:** Under this model, Centers have agreed that they would meet the additional honorarium and travel costs of their Chairs' participation in the IPB (and IPB-AFRC). It is noted that the average Center Chair honoraria rate is lower than that for IPB members at present (see cost analysis section). The additional IPB time and cost commitment for Center Chairs would be partly offset by the removal of the need to also participate in the GAC. There is a potential risk that some Centers with fewer resources would be less able to participate in IPB/AFRC proceedings given budgetary pressures, and consideration will need to be given on how to ensure a level playing field in this regard.

B. Model as advocated by the IPB and requested for analysis by some System Council members: IPB composed of a significant number of independent members and a significant number of Center Board Chairs (a subset of these)

Key features:

- **IPB Membership**
 - The IPB would be composed of a significant number of independent members and a significant number of Center Board Chairs (a subset of these). *Specific numbers of each are not proposed in this analysis, as the considerations of benefits/ implications/ risks apply to the model generally.*
 - The Center Board Chair members sitting on the IPB would need to be agreed by the Centers
 - The IPB Chair would be independent; until an independent IPB Chair is appointed, GAC Co-Chair would serve as IPB interim Chair
 - EMD would remain as ex officio, non-voting member
- **IPB-AFRC Membership**
 - [Same as under previous model]
- **Nominations Committee**
 - [Same as under previous model]

- **Other roles and bodies - implications**

- GAC would likely need to be retained, to ensure that all Centers continue to have forum for discussion and for selection of Center Board Chairs to serve on IPB
- Centers would no longer need to appoint 2 IPB voting members to sit on their Center Boards

Anticipated benefits, key implications, and potential risks and how these might be mitigated⁷:

- Overall governance approach:** This ‘composite board’ model proposes that Centers should be represented on the board, alongside independent members. This approach avoids a ‘pendulum swing’ by balancing representation of independent and Center members. It advocates that a certain level of independence of membership is essential to be able to serve the interest of the Integrated Partnership, as a principle of good governance, and to avoid risks of conflicts of interest, in particular at a time of significant budgetary pressures where difficult choices must be made that will inevitably disadvantage one/more Centers over others. Under this model, more of the members have a sole fiduciary duty to CGIAR as a whole, rather than a dual fiduciary duty to both CGIAR and their Center.
- Decision-making/conflicts of interest:** There is a potential risk of the board acting as two distinct blocs. As for the other model, clear rules on quorum/decision-making will be required including as these relate to both ‘categories’ of members so that, for example, a decision could not pass without a certain threshold of support among both the independent members and among the Center Board Chair members. For this reason, this model does not set forth which category of members should represent a majority or propose specific numbers of members for each category.
- Structural considerations:** This model would require an additional consultation step to agree the exact optimal configuration of IPB membership (i.e. how many Center Board Chairs and independent members) as well as quorum and voting rules. Once that is agreed, it would also need to be agreed how the independent members would be selected. Centers would need to agree which Board Chairs should fill the agreed number of seats. This could be via constituencies (e.g. thematic, regional or some other grouping) or a nominations process. Such a process has not yet been developed or considered. An associated risk is for an ‘insider/outsider’ divide among Center Board Chairs between those who serve on the IPB at that time and participate in decision-making, and those that do not. A ‘constituency’ approach could mitigate this, so that the member for that constituency is bound to bring the perspectives of all those in that constituency. However, this has implications in terms of efficiency if intra-constituency

⁷ Noting that cost analysis is covered under a separate section

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consultation is required for each key IPB decision item. The GAC (or another all-Centers convening mechanism) would still be required under this model to ensure that all Centers have a forum for discussion on CGIAR matters – including to agree the process for selection of Center Board Chair members on the IPB.

- d. **Board size and skills/diversity:** This model would entail a board size more in line with the current one, including during a transition period. This model gives opportunity to develop a board profile and identify specific skills and diversity needs to be filled through the significant number of independent member seats
- e. **Equity of participation:** Agreement would be needed on the source of funding for Center Board Chair members’ participation under this model.

Summary of some important trade-offs to consider:

Model A		Model B	
Pros	Cons	Pros	Cons
<ul style="list-style-type: none"> - Centers own and are accountable for the Integrated Partnership (no more independent intermediary) - Streamlines governance (no more need for GAC) 	<ul style="list-style-type: none"> - Decision-making in the interest of the Integrated Partnership could be at times challenging due to dual fiduciary duty of Center-affiliated members and risk that they defend their own Center interests - Limited ability of independent voices on IPB to influence decision-making - IPB is no longer an independent oversight body 	<ul style="list-style-type: none"> - Balance between Center-affiliated members and independent members ensures that both Center and independent voices influence decision-making 	<ul style="list-style-type: none"> - Requires a mechanism to ensure all Centers are represented (constituency, rotation, etc.) - Risk that Centers whose Board Chairs do not sit on IPB do not feel represented in practice - Likely to require retaining some form of GAC - Centers do not fully own Integrated Partnership

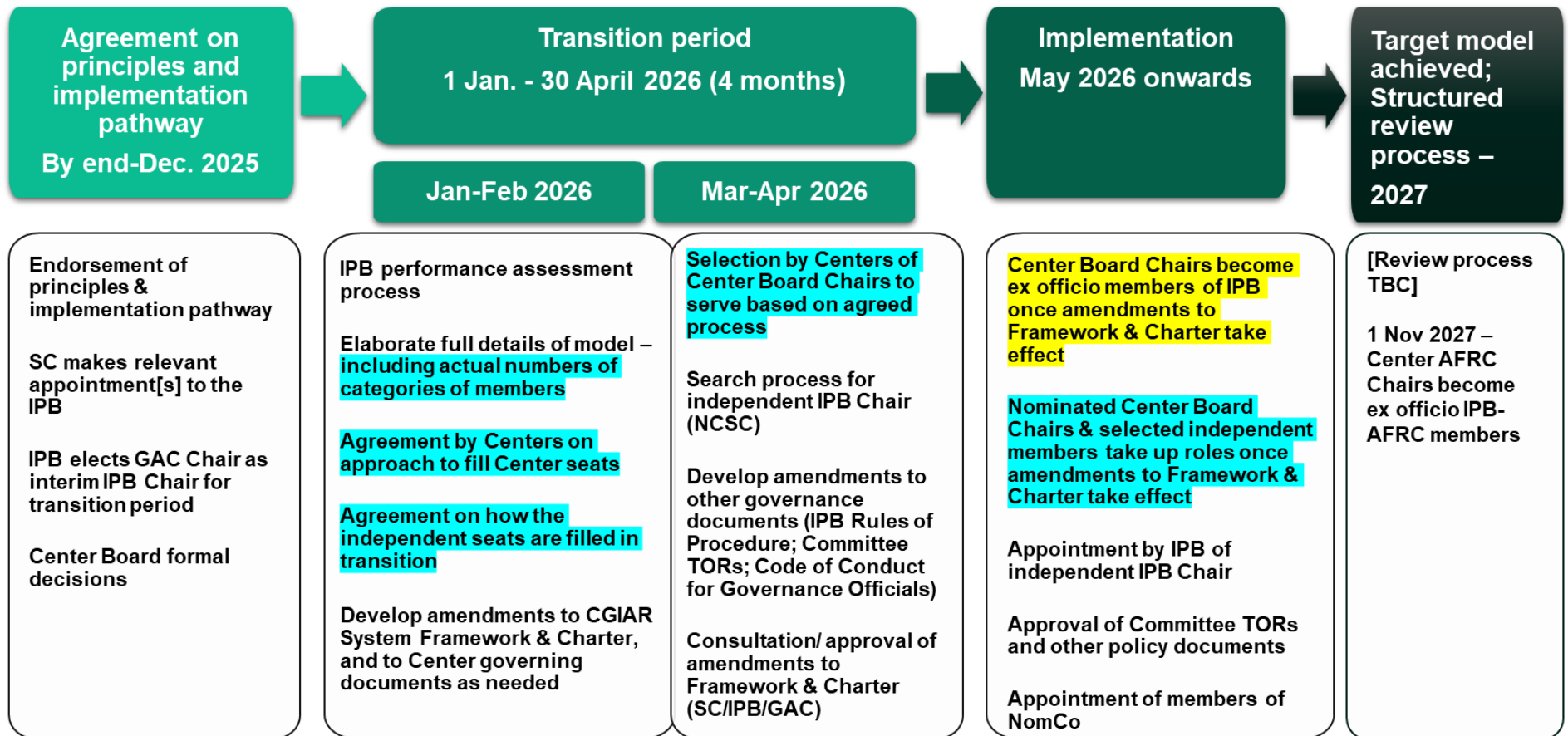
Implementation Pathway

1. The following implementation pathway represents the proposed ‘fastest possible’ timeline towards implementation of each high-level model. It includes a number of assumptions, as follows:
 - a. That there is an agreed decision by all parties on the high-level model in December 2025
 - b. The appointment of the GAC Co-Chair to the IPB by the System Council (on the recommendation of the NCSC) with effect from 1 January 2026, and their election as interim IPB Chair by the IPB with effect from that same date – such decisions to be taken in December 2025
 - c. That any changes to the IPB-AFRC take place in line with the emerging proposal in the consensus document (i.e. once the current members rotate off in Q4 2027) or during a second phase
 - d. The absence of significant challenges arising during consultation/decision-making on each task during the transition period
2. In the event that more time is required to reach agreement or take key decisions as set out above, the indicated timeline would need to be adjusted accordingly given the dependencies between the various steps.

Indicative implementation pathway (non-exhaustive)

Elements that are specific to Model A

Elements that are specific to Model B



Potential savings/cost redistribution of the models

The table below sets out a high-level estimate of savings/shifts in costs relating to member remuneration and travel for the models set out in this document compared to the current IPB structure and related budget. A full analysis of the overall cost of governance across CGIAR has not been undertaken at this time.

The assumptions underlying these estimates are set out below the table.

Key reasons for estimated savings arising:

- IPB independent members and IPB-AFRC members no longer serving on Center Boards – thus a lower annual time commitment
- The Center Board Chair average honorarium being at a lower rate
- Reduction in number of in-person meetings
- Savings in some areas offset by larger IPB-AFRC membership than current model

All figures in USD

Model	Estimated annual honoraria savings	Estimated annual travel cost savings (for formal meetings)	Total estimated annual savings	Total estimated annual cost shifted to Center budgets from SO budget
Model A – from implementation date, during initial period to Q3 2027	148,500	68,000	216,500	433,500 <i>(33,500 per Center/Alliance)</i>
Model A – ‘end state’ from Q3 2027	267,500	152,000	428,500	433,500 <i>(33,500 per Center/Alliance)</i>
Model B – from implementation date	250,500	78,000	328,500	227,500 <i>(17,500 per Center/Alliance)</i>

Assumptions:

- Estimated time commitment of IPB members = 20 days (based on actual time dedicated to IPB – not Center Board – matters by the current IPB)
- Estimated time commitment for IPB Chair (50 days), AFRC Chair and Vice Chair (40 days) at current level (based on recently approved policy)
- Estimated time commitment for IPB-AFRC members = 15 days (based on actual time commitment of current IPB-AFRC members on IPB-AFRC matters)
- A reduced number of meetings – 2 in-person IPB meetings (compared to 3 in current budget)

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- Model A assumes that all 13 Center Board Chairs (representing all 15 CGIAR Centers) participate – and that the GAC is dissolved
- In Model B, the GAC is retained
- Independent member daily rate calculated at 800USD (per current policy)
- Center Board Chair member daily rate of 500USD (based on average of current remuneration by Centers)
- The SO will assume the cost of remuneration and travel for independent IPB/IPB-AFRC members, active observers on the IPB and meeting venue and logistics costs
- In Model A, Centers will assume the cost of remuneration and travel for Center Board Chair/Center AFRC Chair participation on the IPB/IPB-AFRC
- In Model B, pending agreement on an approach, the System Organization would assume the cost of remuneration and travel for the subset of Center Board Chairs participation in the IPB