



Terms of Reference for the
Integrated Partnership Ethics & Business Conduct Function

Purpose

1. The Integrated Partnership Ethics and Business Conduct Function (“the EBC Function”) is comprised of the Ethics and Business Conduct (EBC) leads for all Centers and the System Organization (SO), led by an Integrated Partnership Ethics & Business Conduct Executive. It is responsible for collaborating and sharing information as set out in these Terms of Reference (TOR) to deliver and support implementation of comprehensive ethics policies and guidelines, ensuring consistency of approach across the Integrated Partnership and early detection of potential CGIAR-wide risks. It drives continuous improvement in ethics and business conduct by analyzing trends and risks from aggregated data on reports and investigations, developing and updating policies and providing training materials to ensure standards are upheld across the Integrated Partnership.
2. The EBC Function is integral to upholding the CGIAR’s mission, maintaining stakeholder trust, and ensuring responsible resource management. Operating in a diverse global context characterized by varying regulatory environments and cultural norms presents ethical challenges, such as conflicts of interest and misuse of resources, which can undermine credibility and hinder research effectiveness. Combined Assurance provides the CGIAR and its Integrated Partnership with a robust framework to identify, assess, and mitigate these risks through robust risk management and compliance frameworks. By embedding ethics into assurance processes, CGIAR ensures compliance with legal obligations, donor requirements, and industry standards while safeguarding against reputational damage and operational disruptions. All EBC activities and mechanisms must be fact-based, free from political agendas, and aligned with CGIAR’s operating model and governance framework, with zero tolerance for misuse or undue influence by any actor.
3. The EBC Function plays a critical role in fostering ethical awareness and accountability among staff, researchers, and partners. By embedding ethical principles into decision-making and operational practices, the EBC Function helps cultivate a culture of integrity that strengthens organizational cohesion and reinforces CGIAR’s reputation as a trusted global leader in research and innovation.

Structure and Composition

4. The EBC Function is composed of:
 - An Integrated Partnership EBC Executive, hosted by the SO, who chairs the Function, and is accountable for its effectiveness.
 - EBC leads from each Center and the SO.

Roles and Responsibilities

5. **The Integrated Partnership EBC Function has the following responsibilities:**
 - a. Develop and implement integrated activities as a collective group to enhance ethical integrity and ensure consistency across Centers and the SO, including but not limited to activities related to Research Ethics, Codes of Conduct, compliance, and management of conflicts of interest and processes for management of reported cases of potential violation of or non-compliance with any EBC policies.
 - b. Collaborate with stakeholders to develop comprehensive EBC policies and guidelines that align with legal requirements and organizational values – including consistency in disciplinary actions across Centers and the SO.
 - c. Advise on EBC policy-related matters, including but not limited to advice on potential conflicts of interest for staff and governance officials – including as part of recruitment, nominations and performance processes.
 - d. Identify and analyze trends and systemic risks that may impact the ethical integrity of the Integrated Partnership.
 - e. Enhance risk visibility by addressing gaps in coverage relating to EBC matters and highlighting any significant internal control failures.
 - f. Lead the design and implementation of training programs for all staff and governance officials on all aspects of ethics and business conduct across the Centers and the SO.
 - g. Drive continuous improvement by regularly reviewing and proposing updates to ethics policies and risk mitigation actions, and developing and enhancing EBC training materials.
 - h. Develop and deliver aggregated summary reporting across the Integrated Partnership on reported events and outcomes of investigations for governing bodies.
 - i. Ensure timely and effective implementation of the CGIAR Integrated Partnership Ethics & Business Conduct Escalation Framework (“Escalation Framework) to ensure harmonized processes for prioritizing, reporting, and addressing cases at all levels of severity, and propose amendments to this over time as required.
 - j. Advise stakeholders on appropriate communication and escalation channels in line with the approved Escalation Framework, and review and enhance these as required.
 - k. Coordinate the engagement and operation of a shared independent service provider for intake of reported cases across all Centers and the SO, and management of cases in line with the Escalation Framework.
 - l. Develop and maintain a list of pre-approved independent expert investigators and law firms in all the jurisdictions in which the Integrated Partnership operates.

- m. Through its members for each respective Center/the SO, ensure that investigations are conducted and reported on in line with the Escalation Framework.
 - n. Support and encourage effective use of the CGIAR Ombuds mechanism for mediation.
6. The Integrated Partnership EBC Executive shall be the focal point for communicating the EBC Function's activities and potential risks to the IPB-AFRC.
7. Specific responsibilities of each member of the EBC Function are set out in full detail in their respective job descriptions and are summarized here:
8. **The Integrated Partnership EBC Executive has the following responsibilities:**
- a. Chair the Integrated Partnership EBC Function.
 - b. Set and monitor the quality standards for EBC activities, which may include post facto quality assessment of selected final reports (with appropriate redaction to protect confidentiality if required).
 - c. Organize the continuous improvement program for EBC in the Integrated Partnership, including ensuring training is available and conducted on policy and processes for all staff of the SO and Centers.
 - d. Advise Board members, senior leaders, and staff with EBC roles and responsibilities in Centers and the SO as needed in the application of EBC policies.
 - e. Advise on appropriate channels of communication and escalation in line with the approved Escalation Framework.
 - f. Facilitate the development and revision as needed of CGIAR-wide EBC-related policies in collaboration with the EBC Function, ensuring consultative processes that enable the approval of policies and in accordance with the Internal Rules Framework¹.
 - g. Develop and maintain a list of pre-approved independent expert investigators and law firms for investigations in all the jurisdictions in which the Integrated Partnership operates.
 - h. Oversee the implementation and operation of a common independent service provider for intake of reported cases across all Centers and the SO, and tool for management of cases in line with the Escalation Framework.
 - i. Provide aggregated cross-partnership reporting on reported events and system-wide risks to the IPB-AFRC and Center AFRCs on behalf of the EBC Function on a quarterly basis.
 - j. Provide regular updates to the Global Leadership Team (GLT) on the progress of the EBC Function's activities and participate in relevant deliberations of the GLT in an advisory role.
9. **The EBC leads from each Center and the SO have the following responsibilities:**
- a. Advise their respective Center/the SO on EBC-related matters including appropriate channels of communication and escalation in line with the approved Escalation Framework.

¹ Once finalized and approved.

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- b. Deliver EBC training for their respective Center/the SO based on shared training materials and best practices.
- c. Share details of existing or proposed independent expert investigators and law firms for investigations in their Center/the SO's respective jurisdiction(s) for the purpose of maintaining the approved list.
- d. Ensure that investigations related to their Center are conducted and reported on in line with the Escalation Framework.
- e. Share information at the appropriate aggregated level on reported events from their Center/the SO to enable cross-Integrated Partnership reporting.
- f. Contribute to the identification of trends and systemic risks that may impact the ethical integrity of the Integrated Partnership.
- g. Regularly report to their Center's AFRC (or IPB-AFRC for the SO) on EBC matters related to their Center/the SO, in line with the Escalation Framework.
- k. Coordinate the implementation of a common independent service provider for intake of reported cases at their Center/the SO, in line with the Escalation Framework.
- l. Facilitate the development and revision as needed of CGIAR-wide EBC-related policies in collaboration with the EBC Function, ensuring consultative processes that enable the approval of policies and in accordance with the Internal Rules Framework.

Reporting Lines

10. The IPB-AFRC provides overall oversight of the work of the Function on behalf of the Integrated Partnership Board².
11. The Integrated Partnership EBC Executive reports:
 - a. Functionally to the IPB via the IPB-AFRC. The IPB-AFRC is responsible for selecting and, if required, removing the Integrated Partnership EBC Executive, setting their remuneration in line with the SO's job classification and remuneration framework, and for conducting their annual performance review, with input from other members of the Function, the EMD, and the GLT.
 - b. Administratively to the EMD as the chief executive officer of the SO as the employing entity. This reporting line encompasses administrative matters, as well as ensuring the EMD is appropriately informed of ongoing EBC-related matters and is provided with timely information in accordance with the Escalation Framework.
12. The EBC leads of the Centers and the SO report:
 - a. Functionally to their respective Center Board(s) through the AFRC(s) of those Board(s) for the discharge of their responsibilities relating to EBC, and who are responsible for conducting performance assessments. It is noted that if some Centers choose to adopt a shared EBC capacity, this may be more than one Center Board/AFRC.

² Pursuant to the Integrated Partnership Board's role in Article 8.2 j) of the Charter of the CGIAR System Organization to "ensure the completeness, effectiveness of internal and external audit arrangements and the ethics function across the Integrated Partnership, and that Centers are complying as required".

- b. Administratively to the respective Director General of the Center or the EMD of the SO as their employing entity. This reporting line encompasses administrative matters only.

Access to Information and Information Sharing Protocol

13. To enable the EBC Function to discharge its responsibilities, the following information shall be shared by its members with other members of the Function:
 - a. Examples of methodologies, best practices, tools and templates – to facilitate development of shared versions.
 - b. Details of independent expert investigators and law firms for investigations in all the jurisdictions in which the Integrated Partnership operates – for the purposes of development of the shared roster.
 - c. Summarized reporting (without details that could identify any individual and therefore expose the Integrated Partnership to further liabilities) on reported cases and investigation outcomes – for the purposes of cross-Integrated Partnership aggregated reporting, in addition to the reporting provided directly to their respective AFRCs.
 - d. Assurances on quality standards, use of shared mechanisms and tools, compliance with EBC-related policies and implementation of training programs within their Center/the SO – for the purposes of enabling reporting on the completeness and effectiveness of EBC functions across the Integrated Partnership.
14. Where management and oversight of any case is escalated in line with the Escalation Framework, the Integrated Partnership EBC Executive and the relevant governing body or committee will have access to information requested to discharge this role, in line with the provisions on sharing of information set out in the Escalation Framework.
15. In the event that any specific information is requested by any CGIAR governing body that is considered to be confidential to a Center or the SO, the EBC lead for that Center/SO shall consult with their AFRC Chair on what can be shared.
16. All information shared within the Function is to be used solely for the purposes of discharging its responsibilities and shall remain internal to the Function. The Integrated Partnership EBC Executive is responsible for ensuring that reports to the GLT, AFRCs/Boards, and the AOC that are developed based on the information shared within the Function are shared with the agreement of the Function's members and only transmitted once the agreement is obtained.
17. Information will be shared with measures in place to protect confidentiality (such as signature of non-disclosure agreements and redaction), ensuring that privileged information is not shared, the protection of the involved individuals' human rights, ensuring due process, and avoiding unwanted legal consequences and liabilities to the individuals

receiving the information, in coordination with relevant legal counsel and/or independent external investigative law firms, to prevent transfer of associated liabilities from Centers or the SO to System Council members. Any breach of confidentiality that may result from the sharing of information beyond those authorized by the legal entity where the information originated will be reported and investigated by third party independent investigative law firms and may result in disciplinary action or other legal consequences.

Budget and resourcing

18. The Integrated Partnership EBC Executive develops a budget that includes the resources necessary for the EBC Function's operation, including training and acquisition of technology and tools. The Integrated Partnership EBC Executive manages the day-to-day activities of the Function effectively and efficiently, in alignment with the budget.
19. The annual budget for the delivery of the EBC Function's role is recommended by the IPB-AFRC and approved on an annual basis by the IPB and System Council as part of the Windows 1 & 2 budget for CGIAR System Entities. Center-specific EBC capacity and delivery form part of Centers' budgets as approved by their respective Center boards. In-person meetings of the Function and time spent by EBC leads for those meetings will be covered by Centers' budgets.
20. The Integrated Partnership EBC Executive will advise the IPB-AFRC on any matters of concern related to Center/SO resource limitations that may impact the overall delivery of the Function's role. This must be done in consultation with the respective EBC lead and AFRC of the Center.

Meetings

21. **Frequency:** The EBC Function will meet at least quarterly, and ad hoc meetings may be called by the Integrated Partnership EBC Executive including at the request of any member of the Function for urgent matters.
22. **Format:** Meetings will primarily be held virtually and scheduled no less than one month in advance. Should any in-person meeting be needed it will be scheduled no less than 3 months in advance.
23. **Agenda and Documentation:** Agendas will be proposed by the Chair of the EBC Function no less than 3 weeks in advance, with one week provided for EBC Function members to comment or propose additional agenda items. All agenda items will be accompanied by supporting material (concept notes, summaries, presentations, etc.) shared no less than one week prior to the meeting to allow sufficient time for members to review and prepare for discussion. Minutes will be prepared for each meeting within 7 days of each meeting,

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recording key points of discussion, decisions, and action items, and circulated for comments within 7 days. All documentation will be stored in a centralized location accessible only to members of the EBC Function.