



# CHARTER OF THE CGIAR SYSTEM ORGANIZATION

CGIAR is a global research partnership for a food-secure future. CGIAR science is dedicated to reducing poverty, enhancing food and nutrition security, and improving 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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**This Charter was agreed between the CGIAR System's Funders and 15 Centers on 16 June 2016 and shall be in effect from 1 July 2016 as the governing instrument of the CGIAR System Organization.**

**It was last amended with effect from 1 September 2020 to include amendments relating to implementation of Unified Governance for One CGIAR. Following a decision of the CGIAR System Council (Decision Ref: SC/M16/DP5, with effect from 20 July 2022) a nomenclature change was made to amend any and all references to 'CGIAR Advisory Services Shared Secretariat' to 'CGIAR's Independent Advisory and Evaluation Service'.**

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# CGIAR System Organization

## Preamble

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 Consortium of International Agricultural Research Centers (“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 the agreement establishing the Consortium of International Agricultural Research Centers as an international organization (“International Organization Agreement”), and operated in accordance with the rules set forth in its constitution. In 2016, the Centers and Funders agreed to a CGIAR System Framework that provides for a System Council and a CGIAR System Organization. The CGIAR System Organization is established in accordance with this CGIAR System Charter.<sup>1</sup> which replaced in its entirety the constitution of the CGIAR Consortium.
2. The purpose of the CGIAR System is to advance agri-food science and innovation to enable poor people, especially women, to better nourish their families, and improve productivity and resilience so they can share in economic growth and manage natural resources in the face of climate change and other challenges.

## Article 1. Legal Status

The CGIAR System Organization is an independent international organization with such international legal personality as may be necessary for the exercise of its functions and powers, and the fulfillment of its purposes, including without prejudice to the generality of the foregoing, the legal capacity:

- a) to enter into treaties, agreements, arrangements and contracts
- b) to acquire and dispose of movable and immovable property
- c) to institute and respond to legal proceedings.

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<sup>1</sup> As a matter of record, the International Organization Agreement (*Agreement Establishing the Consortium of International Agricultural Research Centers as an International Organization*), which was signed on 13 September 2011 and which entered into effect on 20 July 2012, was modified by an amendment signed on 20 October 2016 and which entered into force on 21 November 2016. With the entry into force of this amendment, the official legal name of the CGIAR Consortium changed from *Consortium of International Agricultural Research Centers* to *CGIAR System Organization*.

## Article 2. Definitions

In this Charter, unless the context otherwise requires:

- a) “Active Observers” means those entities identified in Article 7 and which have the right to participate in deliberations of the CGIAR System Board and to propose agenda items and make presentations for such deliberations. An Active Observer does not have a right to vote.
- b) “Centers” means those independent research organizations with legal personality that are recognized as CGIAR Research Centers contributing knowledge, technical expertise, and resources in support of the CGIAR Strategy and Results Framework. As of the date of agreement of this Charter, the following 15 research organizations are recognized as CGIAR Research Centers: AfricaRice, Bioversity International, Center for International Forestry Research (CIFOR), International Center for Agricultural Research in the Dry Areas (ICARDA), 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), World Agroforestry Centre (ICRAF) and WorldFish.
- c) “CGIAR Executive Management Team” and “Executive Management Team” means the team of Managing Directors reporting to the CGIAR System Board, responsible for working with leaders across the CGIAR System to forge linkages and partnerships, in pursuit of an innovative, vital, and coherent agenda, and playing the key role of ensuring unified and coordinated leadership, decision-making and oversight of CGIAR Research. The role and responsibilities of the Executive Management Team are set out in Terms of Reference approved by the CGIAR System Board based on consultation with Center Boards, as may be revised and updated from time to time.
- d) “CGIAR’s Independent Advisory and Evaluation Service” 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.
- e) “CGIAR Policy” means a policy that is (i) a strategic, system-wide policy, which is critical to maintaining the reputation of the CGIAR System, proposed by the CGIAR System Board and approved by the System Council, or (ii) any other policy that may be adopted by the System Organization in accordance with its procedures for the adoption of CGIAR policies.

- f) “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.
- g) “CGIAR Research” means the research carried out by the Centers and the CGIAR System Partners in support of the CGIAR Strategy and Results Framework.
- h) “CGIAR Strategy and Results Framework” means a document setting forth the common goals, strategic objectives and results to be achieved by the CGIAR System. The document may be revised and updated from time to time.
- i) “CGIAR System” means, when taken together as a collective whole, a reference to the Centers, the Funders, the System Council, the CGIAR System Organization, the advisory bodies to the System Council, and CGIAR Research.
- j) “CGIAR System Board” means the governing body of the System Organization described in Articles 7-9.
- k) “CGIAR System Charter” and “Charter” means the legal instrument governing the CGIAR System Organization, as may be amended from time to time in accordance with its terms.
- l) “CGIAR System Framework” means the framework for the CGIAR System approved by Funders and Centers in June 2016, as the same may be amended from time to time in accordance with its terms.
- m) “CGIAR System Organization” or “System Organization” means the international organization governed by the CGIAR System Charter, with its organs being the CGIAR System Board and System Management Office.
- n) “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.
- o) “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.
- p) “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.

- q) “General Assembly of Centers” means a forum of the CGIAR Research Centers as provided for in Article 5.
- r) “Independent Science for Development Council” or “ISDC” means an external, impartial standing panel of experts in science and development subject matters (including food systems innovation matters that extend beyond the agricultural sector) 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.
- s) “Internal Audit Function” means the arrangements agreed between the System Council and the CGIAR System Board to provide independent and objective assurance and advisory services to the System Council and the CGIAR System Board.
- t) “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 with the scope set forth in the CGIAR System Framework.
- u) “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.
- v) “System Council” means the strategic decision-making body described in Articles 3-8 of the CGIAR System Framework that keeps under review the strategy, mission, impact and continued relevancy of the CGIAR System.
- w) “System Management Office” means the office that is responsible for supporting the day-to-day operations of the System Organization, the Executive Management Team, the CGIAR System Board and the System Council, and for facilitating collaboration within the CGIAR System in fulfilling the mission of the CGIAR System and the goals of the CGIAR Strategy and Results Framework.
- x) “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 3. System Council

The System Organization shall, in accordance with this Charter and the CGIAR System Framework, work with the System Council, which keeps under review the strategy, mission, impact and continued relevancy of the CGIAR System in a rapidly changing landscape of agricultural research for development. The System Council undertakes the functions set forth in the CGIAR System Framework.

## Article 4. Collaboration between Centers

4.1 The Centers recognize the benefits of collaboration in CGIAR Research in general, and specifically in the CGIAR Portfolio, and working jointly within the CGIAR System Organization to achieve the goals of the CGIAR Strategy and Results Framework facilitated by the CGIAR System Board. The CGIAR System Board will keep under review the effectiveness of the system, its reputation for excellence, and the capacity, skills and organizational structure of the Centers with a view to their collective ability to ensure results and the continued relevancy of agricultural research for development. The CGIAR System Board may recommend to a Center's Board actions that may be considered to better respond to the evolving challenges of international agricultural research, taking into account any recommendations of the System Council.

### Initial CGIAR Research Centers

4.2 The initial 15 CGIAR Research Centers are listed in Article 2(b).

### Recognition of New Centers

4.3 The CGIAR System Board may agree, in consultation with the System Council, to admit and recognize additional research organizations as CGIAR Research Centers, provided that:

- a) the then-current Centers approve the proposal by a two-thirds majority vote;
- b) the new Center meets general criteria for recognition established by the CGIAR System Board, in consultation with the System Council; and
- c) each such new Center agrees formally in writing to be bound by the provisions of this Charter, any and all CGIAR Policies and the CGIAR System Framework.

## Voluntary Withdrawal from the CGIAR System

- 4.4 Any CGIAR Research Center may choose to disassociate itself from the CGIAR System by giving at least one year's written notice to that effect to the Chair of the CGIAR System Board.

## Ending recognition as a CGIAR Research Center

- 4.5 The CGIAR System Board may decide to end the recognition of a Center as a CGIAR Research Center, with the agreement of two-thirds of the other CGIAR Research Centers and in consultation with the System Council, in cases where such Center has failed to:

- a) comply with funding agreements with the System Organization;
- b) comply with CGIAR Policies;
- c) perform adequately in accordance with the CGIAR System's risk management framework; or
- d) ensure results or the continued relevancy of agricultural research for development under CGIAR Research,

and it has been unable or unwilling to take the necessary remedial actions as determined by the CGIAR System Board in consultation with the System Council.

- 4.6 Any admission, withdrawal or termination of recognition of a Center as a CGIAR Research Center shall be formally notified in writing to the Depositary of the International Organization Agreement. Such a Center can still be a CGIAR System Partner and contribute as such to CGIAR Research.

## Article 5. Role of Centers

- 5.1 A CGIAR Research Center shall have the following rights in relation to the CGIAR System:

- a) conduct CGIAR Research and submit proposals for CGIAR Research for consideration and potential funding from the CGIAR Trust Fund
- b) contribute to agenda setting of the CGIAR System including foresight studies, and be involved in reviewing and updating the CGIAR Strategy and Results Framework and establishing CGIAR Research
- c) propose and approve amendments to this Charter, in accordance with the process stated herein
- d) vote as a member of the General Assembly of Centers in accordance with Article 5
- e) retain their own means of funding, including, but not limited to, bilateral funding
- f) individually maintain the right to discontinue voluntarily its recognition as a CGIAR Research Center of the CGIAR System by giving at least one

- (1) year's prior notice to allow the orderly transition of activities involving CGIAR Research
- g) raise with the CGIAR System Board or with the System Council any concern as to whether the CGIAR System Organization is operating in accordance with this Charter or the CGIAR System Framework
- h) seek and receive funding for CGIAR Research from sources other than the CGIAR Trust Fund
- i) participate, as determined by its Board, in shared services and other related non-mandatory activities or policies

5.2 CGIAR Research Centers shall have the following responsibilities:

- a) act in accordance with this Charter, any and all CGIAR Policies and the CGIAR System Framework
- b) without prejudice to the ability to raise concerns with the CGIAR System Board or the System Council, comply with the resolutions of the CGIAR System Board
- c) provide to the CGIAR System Organization all relevant information and support documentation on CGIAR Research, to facilitate the reporting requirements as agreed between the CGIAR System Board and the System Council
- d) collaborate with the CGIAR System Board, the Executive Management Team and other Centers in all those cases where joint action is needed
- e) make all reasonable efforts to foster the purpose of the CGIAR System
- f) participate in the General Assembly of Centers

### The General Assembly of Centers

5.3 The General Assembly of Centers shall be a forum for Centers, and the Executive Management Team as non-voting attendees, to discuss issues related to the CGIAR System.

5.4 When voting on matters put to the General Assembly of Centers, each Center shall have a single vote. The quorum for a meeting and decision making shall be a two-thirds majority of all the Centers.

5.5 The General Assembly of Centers shall be chaired by a Center on an annual rolling basis. The Chair shall set the time, date and place of General Assembly meetings, and the System Management Office shall support the organization of such meetings.

5.6 The General Assembly of the Centers shall include the following functions:

- a) elect a Chair of the General Assembly of Centers
- b) receive the reports of the Chair of the CGIAR System Board and of the Executive Management Team on operations
- c) consider proposed amendments to this Charter

- d) approve the Center representatives to serve on the System Council
- 5.7 The General Assembly shall have rules of procedure that provide for the location and arrangements to conduct meetings and elaborate, to the extent necessary, on the provisions hereunder. These rules of procedure shall be made publicly available for transparency purposes.

## Article 6. Structure and Governance of the CGIAR System Organization

The CGIAR System Organization shall be comprised of:

- a) the CGIAR System Board
- b) the System Management Office

## Article 7. CGIAR System Board

- 7.1 The CGIAR System Board shall be the governance body of the System Organization.

### Composition of the CGIAR System Board

- 7.2 The CGIAR System Board shall comprise up to ten (10) voting members, who, when taken as a collective whole, will have the skills, experience and gravitas required to enable the CGIAR System Board to discharge its responsibilities under this Charter. CGIAR Executive Management Team members, and other management and employees of CGIAR legal entities, including Centers, are not eligible to sit on the CGIAR System Board as voting members. At least one expert in organizational management and one expert in financial management will be voting members of the CGIAR System Board.
- 7.3 The CGIAR System Board shall appoint a Chair from amongst its voting members.
- 7.4 Where not a voting member of the CGIAR System Board, the Chair of the Audit and Risk Committee of the CGIAR System Board will serve on the CGIAR System Board as an ex-officio non-voting member.
- 7.5 Subject to Article 7.8, the Executive Director of the System Organization will serve on the CGIAR System Board as an ex-officio non-voting member.
- 7.6 The process and criteria for the selection and appointment of voting members of the CGIAR System Board shall be as defined by the CGIAR System Board and set out in terms of reference that are made publicly available for transparency purposes. Members of the CGIAR System Board may serve one or more terms if duly re-appointed, provided that no individual term shall exceed three years

in length and total service shall not exceed a period of six years. Subject to the six-year total term limit, all appointments shall be 'until a successor is appointed' to mitigate the risk of unintended vacancies. Any member of the CGIAR System Board with voting rights will be deemed to start their initial term on the CGIAR System Board from the date they commence that term, irrespective of their prior tenure on the board of any CGIAR legal entity.

- 7.7 Vacancies of the CGIAR System Board due to resignation, incapacity, removal or any other analogous circumstance, shall be filled-in as agreed by the remaining members of the CGIAR System Board. Any replacement through a vacancy shall only serve the unexpired term of the replaced member.

### Active Observers and other participants to the CGIAR System Board Meetings

- 7.8 The following will be invited by the Chair of the CGIAR System Board as Active Observers at CGIAR System Board meetings held for the purposes of discharging the CGIAR System Board's responsibilities under Article 8.1:
- a) All members of the Executive Management Team;
  - b) 1 research program leader from the CGIAR Portfolio
  - c) 2 System Council voting members
  - d) 1 representative of ISDC
- 7.9 The following may be invited by the Chair to attend CGIAR System Board meetings held for the purposes of discharging the CGIAR System Board's responsibilities under Article 8.1:
- a) the Trustee of the CGIAR Trust Fund
  - b) the Chair of SPIA
  - c) the Head of CGIAR's Independent Advisory and Evaluation Service
- 7.10 All CGIAR System Board members and Active Observers shall act in good faith in the interests of the CGIAR System and shall act according to the CGIAR System Board's policy on ethics and conflicts of interest and shall respect the conflict of interest obligations of the entities they may be affiliated with.

## Article 8. Functions of the CGIAR System Board

- 8.1 The System-wide functions of the CGIAR System Board shall be to:

### Vision, strategic direction and advocacy

- a) recommend a process for, and oversee the development of, each CGIAR Strategy and Results Framework for approval by the System Council that reflects knowledge from the CGIAR System, involves participatory processes of national, regional and global partners, and includes relevant inputs from Centers' corporate and strategic planning exercises

- b) contribute to foresight activities led by ISDC on ongoing trends and risks in science and in the field of agricultural research for development. Such foresight activities shall include inputs from Center-conducted foresight activities, program studies and knowledge of new science and regional developments
- c) submit the proposed CGIAR Strategy and Results Framework to the System Council for approval
- d) promote adequate and sustainable investment in international research on food, nutrition, agriculture and the management of natural resources
- e) support and guide the CGIAR System's contribution to the United Nations Sustainable Development Goals and other relevant global initiatives

## Governance

- f) appoint the Executive Management Team, and ensure a process for conducting annual performance reviews of the individual members of the Executive Management Team as well as their collective performance as a team, with input from across the CGIAR System
- g) establish committees as necessary and appoint the members of such committees;
- h) provide input to the System Council on the terms of reference for ISDC and SPIA that set forth their purposes and functions
- i) approve the terms of reference and process for fulfilling the Internal Audit Function, taking into account inputs from the System Council and audit arrangement of the Centers
- j) ensure the completeness and effectiveness of arrangements for the Internal Audit Function, taking into account the audit arrangements of the Centers and the risk management framework of the CGIAR System
- k) approve an annual internal audit plan and appropriate funding
- l) keep under review the capacity and quality standards for internal audits to be undertaken by the Centers in conformity with international audit standards and guidelines, including through external quality assurance to be carried out under the Internal Audit Function
- m) provide periodic assurance to the Assurance Oversight Committee of the System Council that an effective Internal Audit Function is in place that is consistent with the risk management framework of the CGIAR System
- n) facilitate provision of guidance, technical assistance, and advisory support by the Internal Audit Function when requested by a Center
- o) recommend to the System Council for approval those CGIAR Policies that are strategic, system-wide policies that are critical to maintaining the reputation of the CGIAR System
- p) adopt, and monitor compliance with, all necessary CGIAR Policies, procedures, guidelines and research standards for the CGIAR Portfolio, including those referred to in subparagraph (o) above, and take appropriate corrective action when required

- q) approve and oversee a mechanism to resolve disputes between the System Organization and Centers and between Centers
- r) recommend a proposal to the System Council for a risk management framework for the CGIAR System (including financial, reputational, legal, regulatory, operational and strategic risks) and escalation procedures
- s) approve the hosting agreements for CGIAR's Independent Advisory and Evaluation Service

### Partnership engagement

- t) strategically promote the mission, reputation and activities of the CGIAR System
- u) promote the active engagement of and collaboration with CGIAR System Partners in the delivery of each CGIAR Strategy and Results Framework
- v) convene, set objectives for and consider outcomes from partnership meetings organized by the CGIAR System

### Resource mobilization

- w) oversee the development and implementation of proposals for resource mobilization and strategic expansion of funding at the system level, including innovative financing approaches and mechanisms to stabilize flow of funds
- x) monitor provision of funding for the CGIAR System and the financial status of the CGIAR Trust Fund based on information from the trustee
- y) authorize the System Management Office to mobilize resources for the System Organization from sources other than Funders and Centers when determined to be consistent with the purpose of the CGIAR System

### Financial and programmatic performance

- z) recommend to the System Council guidelines and criteria for prioritization and for annual allocation of Unrestricted Funding across CGIAR Research based on strategic priorities and performance
- aa) recommend to the System Council proposals and indicative funding requirements for the CGIAR Portfolio
- bb) provide annually to the System Council work programs and financing plans on CGIAR Research and seek the Council's strategic guidance
- cc) recommend to the System Council the allocation of Unrestricted Funding for CGIAR Research
- dd) recommend to the System Council a process for the preparation and approval of multi-year, consolidated business plans and budget projections for the administrative costs of the CGIAR System and the means by which such costs can be financed, recognizing the collective responsibility of the System Council and System Organization for such costs

- ee) based on agreed multi-year consolidated business plans and budget projections, propose to the System Council for approval annual work programs and budgets, that include submissions by the System Council advisory bodies and other relevant entities and the trustee of the CGIAR Trust Fund, to provide resources to finance the administrative costs of the CGIAR System
- ff) approve proposals and budgets for shared services that enhance effectiveness and efficiency and the means by which such costs can be financed
- gg) recommend a proposal to the System Council for an integrated framework for a performance management system for CGIAR Research developed by the Executive Management Team in coordination with other parts of the CGIAR System
- hh) review the annual portfolio analysis and program reports on the CGIAR Portfolio prepared by the Executive Management Team and propose to the System Council strategic actions to ensure results and continued relevancy
- ii) taking in account feedback from the System Council, approve the annual portfolio analysis and program reports
- jj) review an annual report from the Executive Management Team on external relations and outreach prior to its submission to the System Council
- kk) provide recommendations to the System Council on strategic action to ensure results and continued relevancy of agricultural research for development
- ll) recommend for approval by the System Council CGIAR system-wide formats for, and periodicity of, financial reporting for the CGIAR System that accords with internationally recognized financial reporting standards
- mm) review and submit to the System Council the consolidated system-level annual financial and programmatic reports on CGIAR Research, and taking into account feedback from the System Council, approve the reports
- nn) ensure corrective action is taken in accordance with the funding agreements with Centers and the risk management framework and inform the System Council accordingly
- oo) oversee the implementation of the CGIAR Portfolio in accordance with the integrated framework for a performance management system and risk management framework
- pp) oversee the use of Unrestricted Funding and research program-specific funding from the CGIAR Trust Fund for the implementation of CGIAR Research in accordance with the performance management system and risk management framework

## Evaluation

- qq) coordinate with Center Boards and CGIAR's Independent Advisory and Evaluation Service to periodically commission governance and management reviews of Centers to complement the evaluations of the CGIAR Portfolio and submit such plans to the System Council for endorsement
- rr) review external independent evaluations of the CGIAR Portfolio, functions and structures and provide comments to the System Council for its consideration
- ss) coordinate a management response to the System Council on periodic (8-10 years) independent evaluations of the effectiveness of the CGIAR System to deliver on CGIAR's vision and mission
- tt) review plans for, and financing of, ex-post impact assessment of the CGIAR Portfolio proposed by SPIA and provide comments to the System Council for its consideration
- uu) in consultation with the System Council work toward cost-effectiveness and complementarity in the overall system of evaluations and reviews at all levels.

8.2 The functions of the CGIAR System Board relating to CGIAR System Organization-specific matters shall be to:

## Governance

- a) Unless otherwise decided by the CGIAR System Board, appoint from amongst the members of the Executive Management Team a person to serve also as Executive Director of the System Organization to ensure its effective operations, and ensure a process for conducting annual performance reviews with input from the System Council
- b) select and approve the System Organization's independent external auditor
- c) approve the System Organization annual audited financial statements and submit them to the System Council for information

## Resource mobilization

- d) authorize the System Management Office to mobilize resources for the System Organization from sources other than Funders and Centers when determined to be consistent with the purpose of the CGIAR System

8.3 The CGIAR System Board shall exercise such other functions as decided by the General Assembly of Centers to the extent that these are not conflicting with the foregoing.

## Article 9. CGIAR System Board operations

### Meetings

- 9.1 The CGIAR System Board shall meet as often as necessary, ideally on a quarterly basis, but in any case not less than twice per year in ordinary session. The rules of procedure of the CGIAR System Board shall provide for the location and arrangements for the conduct of meetings, including the convening of extraordinary meetings.
- 9.2 CGIAR System Board meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows CGIAR System Board members to follow and contribute to discussions as they occur in real time.
- 9.3 The CGIAR System Board may conduct business only when the following are present:
  - a) At least two-thirds of voting members (rounded up to the next whole number)
  - b) The Chair of the CGIAR System Board or a temporary Vice-Chair appointed by the Chair to replace her/him, if needed

### Decision-making during a meeting

- 9.4 The CGIAR System Board shall use best efforts to make all decisions by consensus. The Chair shall use best efforts to ascertain a consensus after consultation with other members of the CGIAR System Board. For purposes of this Charter, consensus is a procedure for adopting a decision when no voting member in the decision-making process formally objects to a proposed decision or calls for a vote. It does not necessarily imply unanimity. A dissenting voting member, who does not wish to formally object to a decision, nor call for a vote, may provide her/his observations by attaching a statement or note to the decision.
- 9.5 If all practical efforts by the CGIAR System Board have not led to consensus, a vote may be called by any voting member of the CGIAR System Board seconded by another voting member of the CGIAR System Board.
- 9.6 The Chair shall determine, after consultation with the members of the CGIAR System Board, the timing for a vote. In circumstances where a vote is taken, decisions require an affirmative vote representing a two-thirds majority of those CGIAR System Board voting members present.

- 9.7 All decisions of the CGIAR System Board shall be recorded in a summary of the CGIAR System Board meetings approved by the CGIAR System Board, communicated, published and retained in the permanent records of the CGIAR System Organization.

### Decision-Making without a meeting

- 9.8 In the circumstances set forth in the rules of procedure, the CGIAR System Board may be requested to approve a decision by electronic means using a no objection procedure in lieu of a meeting. CGIAR System Board members and Active Observers shall be provided with sufficient background materials and a proposed decision text for such requests. Active Observers shall be able to provide to the CGIAR System Board their concerns on such decision within seven (7) calendar days following receipt of the background materials and proposed decision text. CGIAR System Board members shall be provided with no less than fourteen (14) calendar days to state an objection. Should an objection be received from any CGIAR System Board member and not retracted before the deadline for objections, the decision shall not be considered approved. A decision that is not approved can be revised and resubmitted for consideration by the CGIAR System Board, at a meeting or electronically, at the decision of the Chair.

### Closed sessions

- 9.9 At the determination of the Chair, the CGIAR System Board may conduct business in a closed (executive) session of voting members where ex-officio non-voting members may be present unless the Chair decides otherwise. Active Observers may 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.

### Committees

- 9.10 Subject to Article 9.11, the CGIAR System Board may establish committees of the CGIAR System Board, and other ad-hoc working groups and task teams, as it deems appropriate to carry out its work.
- 9.11 The CGIAR System Board shall ensure that it appoints appropriately qualified individuals to serve as members of an **Audit and Risk Committee**, the purpose of which shall be to provide the CGIAR System Board with independent assurance of adequate internal audit capacity, system-wide governance, risk management and internal controls
- 9.12 Committees and other ad-hoc working groups and task teams shall have such authorities as delegated to each of them by the CGIAR System Board 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. Such terms of reference shall be reviewed every three years, as applicable.

## Article 10. Center Compliance with CGIAR System Board Decisions

- 10.1 In the event that a Center does not fulfill its responsibilities as described in Article 5, or is not compliant with a decision of the CGIAR System Board made within the scope of the CGIAR System Board's functions as described in Article 8, the CGIAR System Board may take such actions as it deems appropriate, within the parameters described herein, in consultation with the System Council. In any such case, the first action of the CGIAR System Board shall be to consult with the Center's Board to discuss necessary remedial actions. The CGIAR System Board shall allow reasonable time for the completion of remedial actions. If the two parties cannot agree, steps and procedures outlined in the dispute resolution mechanism approved by the CGIAR System Board shall be followed.
- 10.2 Where the failure of a Center to fulfill its responsibilities relates to its performance in the CGIAR Portfolio, the action that may be taken by the CGIAR System Board may include taking corrective actions as provided under funding agreements with Centers, as well as suggesting to the System Council to exclude such Center from the funding of CGIAR Research, and/or the withholding of current funding under the CGIAR Portfolio concerned in accordance with applicable agreements and/or request termination of recognition as a CGIAR Research Center in accordance with Article 4 hereto.
- 10.3 Where the failure of a Center relates to other matters, and the Center's Board is unable or unwilling to take the necessary remedial actions, the action that the CGIAR System Board may take may include:
- a) recommending to the System Council, the exclusion of the Center from consideration for future funding
  - b) withholding current funding (to the extent allowable within any applicable agreements or contracts)
  - c) requesting termination of recognition as a CGIAR Research Center in accordance with Article 4
- 10.4 The CGIAR System Board may not restrict a Center's right to secure funds outside the CGIAR Trust Fund or any other Center rights not conferred by virtue of recognition as a CGIAR Research Center. The CGIAR System Board also may not withhold a Center's right to discontinue recognition voluntarily.

## Article 11. System Management Office

The System Management Office, headed by the Executive Director, shall be responsible for the day-to-day operations of the System Organization, and shall undertake the following functions:

### Vision and strategic direction

- a) coordinate the development of the CGIAR Strategy and Results Framework and support the drafting process

### Governance and compliance

- b) support the System Council and the CGIAR System Board, and organize and support their respective meetings, and meetings of their committees, ad hoc working groups and task teams
- c) support the Executive Management Team
- d) support the General Assembly of Centers
- e) monitor implementation of System Council and CGIAR System Board decisions, and Executive Management Team agreed actions
- f) maintain a repository of information provided by the Centers on the Centers' financial systems and controls that are in place to ensure proper use of funds
- g) develop, in consultation with the Centers, a proposal for a risk management framework for the CGIAR System (including financial, reputational, legal, regulatory, operational and strategic risks and escalation procedures)
- h) coordinate the development of a proposal for the terms of reference and process for fulfilling the Internal Audit Function for submission to the System Council for review and input and subsequently to the CGIAR System Board for approval
- i) provide the trustee the information needed for the trustee to carry out its responsibilities, including instructions for transfer of funds for CGIAR Research
- j) develop, in consultation with the Centers, proposed policies, procedures, guidelines and research standards for the CGIAR Portfolio
- k) develop a proposal for a mechanism to resolve disputes between the System Organization and Centers and between Centers and monitor implementation

### Partnership engagement, resource mobilization and advocacy

- l) strategically promote the mission, reputation and activities of the CGIAR System;
- m) in collaboration with Centers, create, develop and expand system-level partnerships to strengthen support for the CGIAR System's mission and capacity to deliver on CGIAR Research
- n) develop and implement, in consultation with the Centers, proposals for resource mobilization and strategic expansion of funding at the system level, including innovative financing approaches and mechanisms to stabilize flow of funds

- o) develop and maintain relationships with Funders for funding CGIAR Research
- p) when authorized by the CGIAR System Board, mobilize funding for the System Organization from sources other than Funders and Centers
- q) organize and prepare for meetings of the Partnership Forum and other system-level partnership meetings in collaboration with the Active Observers and CGIAR System Partners
- r) communicate the role of the CGIAR System and carry out advocacy in international political and policy fora related to food, nutrition, agriculture and the management of natural resources
- s) collate knowledge management products as part of system-wide science communication strategy (in collaboration with Center communicators)
- t) maintain strong collaboration and communication with Centers, the System Council's advisory bodies and CGIAR System Partners
- u) negotiate necessary contractual agreements to which the System Organization is a party

### Financial and programmatic performance

- v) develop a process for and guidance on the CGIAR Portfolio proposal development, in consultation with ISDC, CGIAR's Independent Advisory and Evaluation Service and Centers
- w) coordinate, in accordance with the agreed process, the submission of the CGIAR Portfolio proposals and indicative funding for review by the CGIAR System Board prior to its submission to the System Council
- x) coordinate the annual submission of work programs and financing plans for CGIAR Research to the CGIAR System Board
- y) develop, in consultation with the Centers, Funders, the System Council advisory bodies and the trustee, for review by the CGIAR System Board, a proposal for a process for the preparation and approval of multiyear, consolidated business plans and budget projections for the administrative costs of the CGIAR System and the means by which such costs can be financed, recognizing the collective responsibility of the System Council and System Organization for such costs
- z) based on agreed multiyear consolidated business plans and budget projections, develop for review by the CGIAR System Board annual work programs and budgets, that include submissions by the System Council advisory bodies and other relevant entities and the trustee of the CGIAR Trust Fund, to provide resources to finance the administrative costs of the CGIAR System
- aa) prepare proposals and budgets for shared services that enhance effectiveness and efficiency and the means by which such costs can be financed for submission to the CGIAR System Board
- bb) develop, taking into account the advice of ISDC and input from the Centers, a proposal for guidelines and criteria for prioritization and annual allocation of Unrestricted Funding across the CGIAR Portfolio, based on strategic priorities and performance

- cc) provide an annual financial forecast on availability of Unrestricted Funding and research program specific funding from the CGIAR Trust Fund and develop, taking into account advice from ISDC and input from the Centers, a proposal for allocating Unrestricted Funding
- dd) prepare, in consultation with the Centers, the consolidated system-level annual financial and programmatic reports on CGIAR Research, building on information provided by Centers
- ee) prepare an annual report on external relations and outreach;
- ff) monitor and report on the implementation of the risk management framework
- gg) initiate corrective action as directed by the CGIAR System Board in accordance with funding agreements with the Centers and the risk management framework
- hh) prepare a proposal for CGIAR system-wide formats for, and periodicity of, financial reporting for CGIAR Research that accords with internationally recognized reporting standards

### Performance management

- ii) lead a consultative process within the CGIAR System, including with CGIAR Centers, for the development of an integrated framework for a performance management system for CGIAR Research that provides feedback on progress and results and contributes to decisions on the allocation of resources
- jj) monitor the implementation and use of Unrestricted Funding and research program specific funding from the CGIAR Trust Fund in accordance with the agreed integrated framework for performance management
- kk) prepare an annual analysis of the CGIAR Portfolio in consultation with the Centers, using an integrated set of criteria approved by the System Council

### Evaluations

- ll) coordinate preparation of a management response to the System Council on system-wide evaluations
- mm) monitor implementation of decisions arising from evaluations of CGIAR Research.

## Article 12. Executive Director

- 12.1 The Executive Director shall be appointed by the CGIAR System Board and may be appointed to serve a term of four years, which can be renewed once by the CGIAR System Board.
- 12.2 The Executive Director shall act in his or her capacity as chief executive officer of the System Organization.
- 12.3 In consultation with the Executive Management Team (including when also a member of that team), the Executive Director is responsible to:

- a) the CGIAR System Board for the day-to-day management of the System Organization, for the fulfillment of the System Management Office functions, and for the specific duties and responsibilities assigned to him or her by the CGIAR System Board in accordance with the Executive Director's terms of reference and decisions of the CGIAR System Board
- b) the System Council for the specific duties and responsibilities assigned to him or her by the System Council, in coordination with the CGIAR System Board, in accordance with the Executive Director's terms of reference and decisions of the System Council.

12.4 The Executive Director shall appoint staff of the System Organization (other than members of the Executive Management Team who shall be appointed by the CGIAR System Board). Such appointments will be made under policies approved by the CGIAR System Board, taking into account cost efficiency, and the role and functions of the System Management Office from time to time.

## Article 13. Partnership Forum

The Partnership Forum provides stakeholders who actively support the CGIAR System with a forum to express their views on CGIAR's operations. Its scope and frequency are set forth in the CGIAR System Framework.

## Article 14. Funding of the CGIAR System Organization

Funding of the CGIAR System Organization shall be made in accordance with the work plan and budget prepared by the System Management Office and approved by the CGIAR System Board and the System Council. Funding shall include:

- a) funding from Funders through the CGIAR Trust Fund, as approved by the System Council
- b) funding from other sources as approved by the CGIAR System Board and determined to be consistent with the purpose of the CGIAR System.

## Article 15. Amendments

15.1 Amendments to this Charter may be proposed to the CGIAR System Board, by any member of the CGIAR System Board, by any member of the System Council or by any Center.

15.2 Amendments to this Charter shall be adopted by the:

- a) CGIAR System Board
- b) two-thirds majority of Centers as the General Assembly of Centers

- c) System Council

## Article 16. Dissolution

- 16.1 The CGIAR System Board, in consultation with the System Council, may determine that the CGIAR System Organization is no longer able to function effectively and may adopt a resolution dissolving the CGIAR System Organization.
- 16.2 The States that are parties to the International Organization Agreement shall also be consulted prior to any decision to dissolve the CGIAR System Organization.
- 16.3 The CGIAR System Organization shall remain operative and not be dissolved until such time as the dissolution has been agreed to in accordance with this Charter and the CGIAR System Framework and for such an additional period as might be necessary for the orderly cessation of the CGIAR System Organization's activities and the disposition of its property.
- 16.4 In case of dissolution, the unencumbered funds of the CGIAR System Organization, subject to conditions attached to these funds, shall be returned to the original Funders, or with the original Funders' agreement distributed to organizations having purposes similar to those of the CGIAR System Organization.
- 16.5 Other net assets of the CGIAR System Organization shall be distributed to the Centers or to organizations having purposes similar to those of the CGIAR System Organization, as may be determined by the CGIAR System Board.