

CGIAR INTERNAL RULES FRAMEWORK

Introduction

1. CGIAR Centers and the CGIAR System Organization (“**System Organization**”) recognize that operating according to common CGIAR Internal Rules is critical to collectively realize the benefits of the CGIAR Integrated Partnership.
2. They agree that:
 - a. this Framework, which is subject to the approval of each Center and the System Organization, is needed to set out the CGIAR Integrated Partnership’s collective approach regarding the development, adoption, applicability, and enforcement of CGIAR Internal Rules;
 - b. the process for the development of such CGIAR Internal Rules will be transparent, inclusive, consultative, and collaborative, involving relevant stakeholders; and
 - c. all CGIAR Internal Rules will be approved, applied, and interpreted in a way that is consistent with Centers’ and the System Organization’s Governing Instruments, Host Country Agreements, and applicable laws.

Purpose

3. The purpose of this Framework is to set forth:
 - a. a clear typology for CGIAR Internal Rules
 - b. general principles regarding CGIAR Internal Rules, and
 - c. a common approach regarding the development, adoption, applicability, and enforcement of CGIAR Internal Rules.

Scope

4. This Framework applies to all Centers and the System Organization.

Definitions

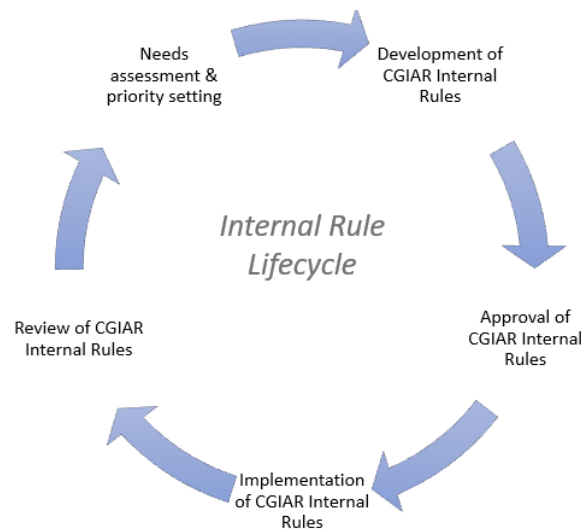
5. We use common terminology, as set out in **Annex 1**, to ensure a shared understanding across the CGIAR Integrated Partnership.

General Principles

6. The general principles set forth below are fundamental to fostering a collaborative, transparent, and adaptable environment. They not only guide the development of CGIAR Internal Rules but also promote a culture of collaboration, accountability, and continuous improvement within the CGIAR Integrated Partnership. They ensure that CGIAR Internal Rules remain relevant, fit for the intended purpose, effective, and responsive to the evolving needs and conditions of CGIAR.

7. The general principles are as follows:

- a. **Collaboration.** Centers and the System Organization commit to working together collaboratively, transparently, and pragmatically to assess the need for, develop, approve, implement and review CGIAR Internal Rules to support their shared ways of working.



- b. **Transparency and open communication.** All processes related to the development, adoption, and enforcement of CGIAR Internal Rules shall be transparent, and relevant details will be communicated openly to all Centers and the System Organization.

- c. **Inclusivity and consultation.** Centers and the System Organization shall be consulted at various stages of CGIAR Internal Rule development to gather diverse perspectives and ensure representation in decision-making. CGIAR Internal Rules shall be developed through consultation and collaboration to promote a culture of teamwork and shared responsibility.
- d. **Timeliness, agility and responsiveness.** CGIAR Internal Rules should be developed in a timely manner, flexible and, where necessary adapted in order to respond to changing circumstances.
- e. **Alignment with broader context.** CGIAR Internal Rules should take into account international best practice.
- f. **Efficiency.** CGIAR Internal Rules should maximize efficiency and effectiveness, including cost effectiveness.
- g. **Subsidiarity.** All processes shall be implemented in a way that respects the legal, governance and fiduciary responsibilities of Center Boards and the Integrated Partnership Board. CGIAR Internal Rules should be developed in a way that is broad and flexible enough to enable them to be implemented in a way that is fit for purpose for Centers' and the System Organization's own contexts and needs. Centers and the System Organization may complement CGIAR Internal Rules with entity-specific policies and/or procedures that refer to, comply with, and expand upon them. When identifying needs for and developing internal rules, the principle of subsidiarity as set out in the "Guiding Principles for the Governance of the CGIAR System" in Annex A of the CGIAR System Framework shall be taken into account.
- h. **Compliance.** Centers and the System Organization are accountable for complying with mandatory CGIAR Internal Rules, and taking appropriate governance, risk management and internal control measures in this regard. The Integrated Partnership Board is responsible for monitoring Center compliance, taking appropriate action where required, and providing assurance of compliance across the Integrated Partnership to the System Council. CGIAR Internal Rules shall be consistent with, and not contravene, the CGIAR System Framework, the Charter of the CGIAR System Organization, the Centers' Governing Instruments, applicable Host Country Agreements, and applicable laws.

Typology of CGIAR Internal Rules

8. This Framework establishes an orderly architecture for CGIAR Internal Rules, consisting of four types of CGIAR Internal Rules, i.e. CGIAR Frameworks, CGIAR Policies, CGIAR Procedures, and CGIAR Guidelines, as per Figure 1.

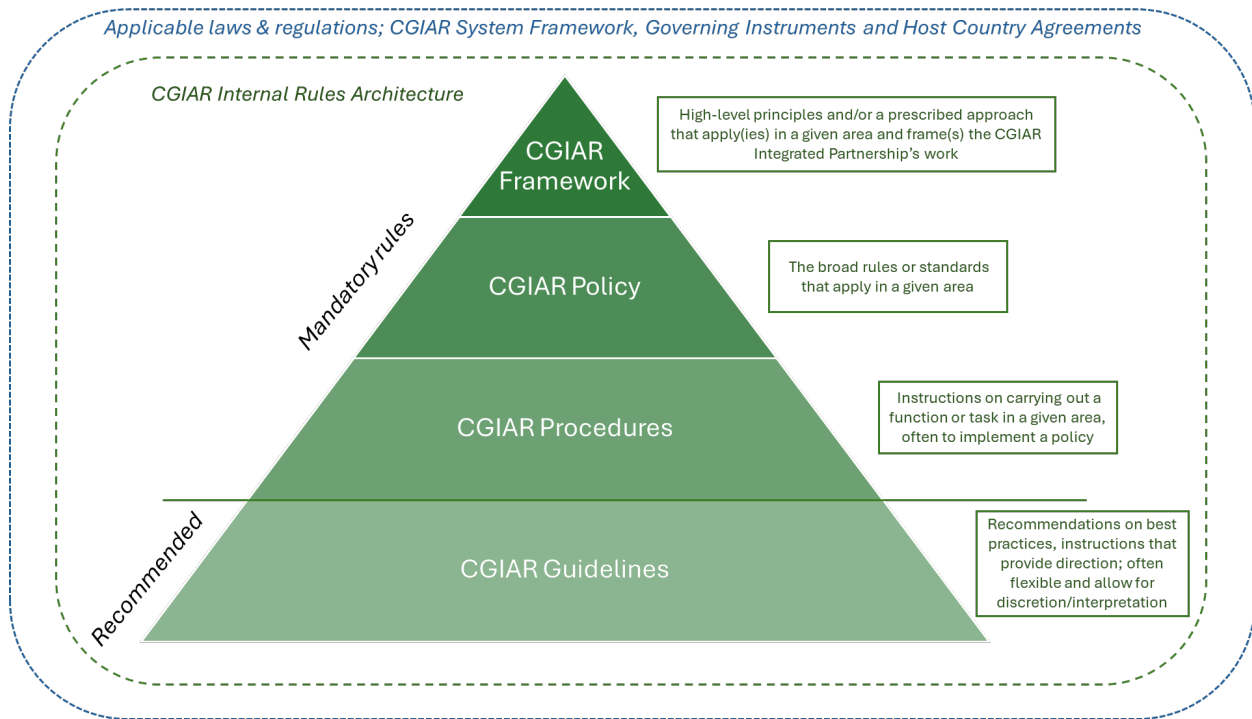


Figure 1: CGIAR Internal Rules architecture

9. CGIAR Frameworks, CGIAR Policies, and CGIAR Procedures (collectively “**CGIAR Policies and Procedures**”) are all mandatory. They are described as follows:
- a. **CGIAR Frameworks** describe high-level principles and/or a prescribed approach that apply(ies) in a given area and frame(s) the CGIAR Integrated Partnership’s work¹;
 - b. **CGIAR Policies** describe the broad rules or standards that apply in a given area;
 - c. **CGIAR Procedures** provide instructions on carrying out a function or task in a given area, often to implement a policy.

¹ For the avoidance of doubt, once effective, this CGIAR Internal Rules Framework constitutes a CGIAR Framework as defined herein and, as such, is subject to the relevant provisions herein.

10. **CGIAR Guidelines** are not mandatory but are recommended. They provide recommendations on best practices in a given area, and may refer to specific instructions that provide direction on how tasks, or processes are recommended to be carried out. Guidelines are often flexible and may allow for some discretion or interpretation based on the specific circumstances. They may or may not be associated with a specific CGIAR Framework, CGIAR Policy or CGIAR Procedure.
11. **Hierarchy between CGIAR Internal Rules.** Figure 1 sets out a hierarchy between the four types of CGIAR Internal Rules, with those at a lower level in Figure 1 being subservient to those at a higher level. A lower-level document may not contradict a higher-level document, or be waived or interpreted in a manner that would contradict a higher-level document.

Roles and Responsibilities

12. Roles and responsibilities are as follows:
- a. **System Council:**
 - i. may identify needs for CGIAR Internal Rules or Material Amendments thereto;
 - ii. receives from the Integrated Partnership Board assurance of compliance with all applicable CGIAR Policies and Procedures and may request the Integrated Partnership Board to take appropriate corrective action when required, as per the relevant provisions of the CGIAR System Framework;
 - b. **Integrated Partnership Board**
 - i. may identify needs for CGIAR Internal Rules or Material Amendments thereto;
 - ii. approves, together with Center Boards, all CGIAR Frameworks and CGIAR Policies, or Material Amendments thereto, as per Article 13 d. below;
 - iii. may grant a waiver to a specific requirement in a CGIAR Framework or CGIAR Policy as per Section 13 e.; and
 - iv. monitors compliance by the System Organization and all Centers with applicable CGIAR Policies and Procedures, takes appropriate corrective action² when required, and provides assurance of compliance with all applicable CGIAR Policies and Procedures across the Integrated Partnership to the System Council, as per the relevant provisions of the

² Article 10 of the Charter of the CGIAR System Organization discusses the process whereby the Integrated Partnership Board may implement corrective action. Examples of potential corrective actions are listed in Article 10.3 of the Charter.

CGIAR System Framework and CGIAR System Charter and relevant funding agreements, as amended from time to time.

- c. **Center Boards:**
 - i. may identify needs for CGIAR Internal Rules or Material Amendments thereto;
 - ii. approve, together with the Integrated Partnership Board, CGIAR Frameworks and CGIAR Policies or Material Amendments thereto, as per Article 13 d. below; and
 - iii. oversee compliance by their respective Center with applicable CGIAR Policies and Procedures.

- d. **The CGIAR Executive Managing Director and Center Directors General,**
 - i. as the Global Leadership Team, identify needs for CGIAR Internal Rules and decide on prioritization, which is critical to ensure appropriate planning and allocation of resources; and
 - ii. each approve CGIAR Procedures and CGIAR Guidelines below, or Material Amendments thereto, as per Article 13 d. below.

- e. **CGIAR Executive Managing Director**, in addition to the roles set out in 12 d. above:
 - i. initiates and is responsible for the development of CGIAR Internal Rules, or Material Amendments thereto, based on the prioritization decided by the Global Leadership Team, and appoints the Sponsor;
 - ii. may grant a waiver to a specific requirement in a CGIAR Procedure as per Section 13 e.

- f. **Sponsor:** appointed by the CGIAR Executive Managing Director in consultation with the Center Directors General, is responsible for overseeing the drafting of the CGIAR Internal Rule, undertaking its review, proposing amendments or retirement, and archiving, as appropriate.

- g. **Drafting Group:** convened and facilitated by the Sponsor or their designee, is responsible for i) drafting and managing the various stages of the CGIAR Internal Rule's development, including setting an appropriate timeline for development and consultation of relevant stakeholders, or ii) the review of an existing CGIAR Internal Rule and its Material Amendment as relevant. The Drafting Group may call upon subject matter experts (individuals/teams/communities of practice) who can guide in the development or Material Amendment of a CGIAR Internal Rule.

All Centers and the System Organization must have the option of participating in the Drafting Group and be given a reasonable timeline for development or review.

CGIAR Internal Rule Development Process

13. In developing a new CGIAR Internal Rule or making Material Amendments to an existing CGIAR Internal Rule, a four-step development process shall be followed to ensure the relevance, adoption, and sustainability of the CGIAR Internal Rule's objectives. The steps are as follows.
 - a. **Step 1 – Need identification** and prioritization. The Centers and the System Organization will work collaboratively to determine the areas where CGIAR Internal Rules or Material Amendments thereto are needed, which may also be identified through direction from governing and management bodies, the System Council as per Section 12 a. i) above, the Integrated Partnership Board as per Section 12 b. i), regular review, evaluation and assurance processes, stakeholder feedback, and/or emerging challenges. The Global Leadership Team will be the forum through which identified needs are considered, decided upon and prioritized, taking into account the resources required for implementation.
 - b. **Step 2 – Drafting.** The Sponsor will be responsible for overseeing the drafting of the CGIAR Internal Rule, or its Material Amendment, and will establish a Drafting Group comprising representatives from Centers and the System Organization, including, as needed, securing resources required including subject matter experts. The Drafting Group will be responsible for revising the draft based on feedback received during its consultations.
 - c. **Step 3 – Consultation.** All Centers and the System Organization shall be requested to review the draft CGIAR Internal Rule or draft Material Amendments to an existing CGIAR Internal Rule, and give their inputs, along with other stakeholders as determined by the Sponsor. The System Council's Assurance and Oversight Committee shall be given the opportunity to review and give its input on any draft CGIAR Policy or Procedure, or draft Materials Amendments to an existing CGIAR Policy or Procedure, that is /are related to ethics and business conduct, internal or external audit, risk management or internal controls. The draft review process shall ensure no contradictions to Center or System Organization governing instruments, hosting agreements, or applicable law. The Drafting Group will give appropriate consideration to all feedback received during the consultation, revise

the draft as relevant, and as needed repeat the consultation, with a view to reaching consensus where possible. Cross-CGIAR fora, such as the General Assembly of Centers or the Global Leadership Team, should be called on as needed to align positions, and drive convergence toward consensus.

- d. **Step 4 – Approval.** The finalized draft of all CGIAR Internal Rules, Material Amendments thereto, or retirement thereof shall be submitted for approval to all Centers and the System Organization.
- i. CGIAR Frameworks and CGIAR Policies: CGIAR Frameworks and CGIAR Policies, or Material Amendments thereto, or retirement thereof, must be approved by the Integrated Partnership Board following approval by 3/4 of Center boards³ in order to become applicable to all Centers and the System Organization⁴.
 - ii. CGIAR Procedures and CGIAR Guidelines: CGIAR Procedures and CGIAR Guidelines, Material Amendments thereto, or retirement thereof, must be approved by the CGIAR Executive Management Director following approval by 3/4 Center Directors General⁵ in order to become applicable to all Centers and the System Organization.

Each Center and the System Organization must provide confirmation once the approval has been given. If a Center has not given its approval, it may provide a statement of the reason for the non-approval to the Integrated Partnership Board or the Executive Managing Director, for their awareness prior to their decision to approve the proposed CGIAR Internal Rule. For clarity, even if a Center has not approved a particular CGIAR Policy or Procedure, Material Amendments thereto, or retirement thereof, it is still applicable to that Center once it is approved as per i. or ii. above.

- e. **Step 5 – Waiver.** CGIAR Policies and Procedures should be drafted in a way so that waivers are only necessary on an exceptional basis. Recognizing the need for flexibility given the diversity of operational circumstances, governance arrangements and legal frameworks that apply to Centers and the System Organization, a Center or the System Organization may, on an exceptional basis, be granted a waiver to a specific requirement set forth in a CGIAR Policy or Procedure. Centers and the System Organization may apply for a waiver by i)

³ Such approvals may be delegated in line with relevant delegations of authority.

⁴ For the avoidance of doubt, any Material Amendment or retirement of the CGIAR Internal Rules Framework shall be made as per the provisions set forth herein, and in particular Section 13.d i, and shall therefore not require approval by all Centers or by the System Council.

⁵ Such approvals may be delegated in line with relevant delegations of authority.

providing a written justification that compliance would not be feasible due to their particular circumstances; and ii) proposing a course of action for achieving compliance with the requirement or achieving its overall purpose through another mechanism. The Integrated Partnership Board has the authority to grant waivers to a requirement set forth in a CGIAR Framework or a CGIAR Policy, and the Executive Managing Director has the authority to grant waivers to a CGIAR Procedure. All waivers should: i) be based on objective reasons; ii) be granted in a consistent way to all applying Centers and the System Organization; iii) have a scope and duration that are as limited as possible. All waivers, and related justifications and course of action, shall be made publicly available, and shall be communicated to the System Council as part of the Integrated Partnership Board's assurance of compliance referred to in Section 14b. For the avoidance of doubt, waivers may be granted only for CGIAR Policies and Procedures and, therefore, cannot be used to waive obligations set forth in the CGIAR System Framework, Charter of the CGIAR System Organization, or the agreements or arrangements related to the use of funds from the CGIAR Trust Fund⁶.

Implementation

14. Implementation of CGIAR Internal Rules is a crucial phase in the rules cycle where the planned actions, strategies, and measures outlined in a CGIAR Internal Rule are put into practice.
 - a. **Compliance.** Centers and the System Organization, and their relevant personnel, must comply with CGIAR Policy and Procedures as of their effective date, and as amended from time to time. Centers and the System Organization must take all appropriate measures to ensure that CGIAR Policies and Procedures are effective and applicable in their respective entities as of their effective date. Centers and the System Organization must also ensure that any entity-specific internal rules and guidelines are consistent with CGIAR Policies and Procedures as of their effective date.
 - b. **Monitoring of compliance.** The Centers shall self-monitor the implementation of CGIAR Internal Rules and report to the System Organization on compliance on an annual basis, including any unintended consequences or irregularities identified. The Integrated Partnership Board shall monitor Centers' compliance with CGIAR

⁶ E.g., the Financial Framework Agreement, the Funding Agreement or Arrangement, and the Window 3 Side Agreement.

Policies and Procedures, take corrective action when required, and provide assurance of compliance across the Integrated Partnership to the System Council, as per the relevant provisions of the CGIAR System Framework, CGIAR System Charter and relevant funding agreements, as amended from time to time. In the event the Integrated Partnership Board determines that a Center is not compliant with a CGIAR Policy or Procedure, it shall first discuss any corrective action with the relevant Center's Board and allow reasonable time for completion of the corrective action. If the parties cannot agree, either one may have recourse to the dispute resolution mechanism as per Article 10.1 of the CGIAR System Charter.

- c. **Effective date.** In order to determine the effective date of a CGIAR Internal Rule, consideration must be given to the appropriate time and resources needed for implementation, such as the time and resources needed to make changes to other CGIAR Internal Rules or Center/System Organization-specific internal rules or to implement related organizational changes.
- d. **Legacy documents.** The CGIAR Internal Rules that are in place on the effective date of this Framework continue to apply until and unless amended, replaced or retired. Such CGIAR Internal Rules will be gradually mapped to the typology of CGIAR Internal Rules set out herein and amended to align with this Framework.
- e. **Communication.** The Sponsor will ensure that any new CGIAR Internal Rule, or amendment thereto, or retirement thereof is communicated to Centers and the System Organization. Centers and the System Organization will, in turn, ensure such approval is communicated to relevant personnel and stakeholders.
- f. **Guidance and training.** Centers and the System Organization will provide appropriate guidance and training to ensure that relevant stakeholders understand any new CGIAR Internal Rule or any Material Amendments to an existing CGIAR Internal Rule.
- g. **Accessibility and transparency.** CGIAR Internal Rules must contain inclusive language. CGIAR Internal Rules, including any waivers to requirements set forth therein that are granted as per Section 13 a), must be available on the System Organization's website⁷ and on Centers' websites.

⁷ <https://www.cgiar.org/how-we-work/accountability/policies/>

- h. **Interpretation.** References to a position, title or name of a CGIAR body, organizational unit, office or function include successors holding continuing authority in the event of organizational change.
- i. **Waivers.** To ensure flexibility so that the conduct of CGIAR activities is not unduly constrained by CGIAR Policies and Procedures, a requirement set forth in CGIAR Policies and Procedures may be waived as per Section 13 e).

Periodic Review and Amendments

- 15. **Periodic Review.** To ensure their continued effectiveness, relevance, and alignment with CGIAR's evolving needs, risks, and priorities, Sponsors are responsible for reviewing the CGIAR Internal Rules under their responsibility. In order to do so, they will undertake periodic reviews in consultation with key stakeholders, according to the review cycle set forth in each CGIAR Internal Rule. Following the review of a CGIAR Internal Rule, the relevant Sponsor determines the need to make any amendments.
- 16. **Material Amendments.** In case of Material Amendments, the Sponsor stewards the process in the same manner as for new CGIAR Internal Rules. Material Amendments require approval by all Centers and the System Organization and shall be carried out in the same manner as new CGIAR Internal Rules.
- 17. **Non-material Amendments.** The Sponsor of the CGIAR Internal Rule is responsible for making Non-material Amendments to the CGIAR Internal Rule and is authorized to do so without further approval.

Retirement and Archival

- 18. A CGIAR Internal Rule may be retired for reasons including (but not limited to) changes in applicable law, changes in the internal governance of the Centers and the System Organization, changes in CGIAR operations, and the identification of an existing CGIAR Internal Rule that overlaps or is duplicative. Retirement of a CGIAR Internal Rule requires approval as per Section 13 d).
- 19. CGIAR Internal Rules no longer in effect will be removed from the centralized policy portal location (CGIAR and Centers' websites/intranets) and archived, according to applicable record management procedures.

Annex 1: Definitions

Terms defined in the singular have the same meaning when used in the plural, and vice versa.

“CGIAR Framework”: means high-level principles and/or a prescribed approach that apply(ies) in a given area and frame(s) the CGIAR Integrated Partnership’s work; the term “CGIAR Framework” includes this “CGIAR Internal Rules Framework”, but does not include the [“CGIAR System Framework”](#).

“CGIAR Guidelines”: means recommendations on best practices in a given area, and may refer to specific instructions that provide direction on how tasks, or processes are recommended to be carried out.

“CGIAR Internal Rule”: means a CGIAR Framework, CGIAR Policy, CGIAR Procedure, or CGIAR Guideline.

“CGIAR Policies”: means the broad rules or standards that apply in a given area.

“CGIAR Policies and Procedures”: means mandatory CGIAR Internal Rules, i.e., CGIAR Frameworks, CGIAR Policies and CGIAR Procedures. **“CGIAR Policy or Procedure”**: means any mandatory CGIAR Internal Rule, i.e., a CGIAR Framework, a CGIAR Policy or a CGIAR Procedure.

“CGIAR Procedures”: means instructions on carrying out a function or task in a given area, often to implement a policy.

“Governing Instruments”: means the legal instruments governing the operations and governance structure of a Center or the CGIAR System Organization (such as, but not limited to, a Constitution, Charter, Bylaws, etc.).





“Host Country Agreement”: means an agreement between a Center's headquarters or the CGIAR System Organization and the government of a country.

“Material Amendment”: means a modification to a CGIAR Internal Rule that has an impact on:

- i) the CGIAR Internal Rule’s purpose, scope, principles, implementation requirements or outcomes; or
- ii) the rights or obligations of any person, including their roles and responsibilities.

“Non-material Amendment”: means a minor change to nomenclature, terminology, or changes made to correct minor errors that do not impact accountabilities, roles, and responsibilities in the CGIAR Internal Rule.

Annex 2: Summary of CGIAR Internal Rule typology and approval authority

| Type | Binding? | Purpose | Approved By |
|-------------------------|--|--|---|
| CGIAR Frameworks |  Yes | High-level principles and/or prescribed approach | 3/4 majority of Center Boards, and CGIAR's Integrated Partnership Board |
| CGIAR Policies |  Yes | Broad rules or standards | 3/4 majority of Center Boards, and CGIAR's Integrated Partnership Board |
| CGIAR Procedures |  Yes | Instructions on carrying out a function or task (often for Policy execution) | 3/4 majority of Center Directors General, and CGIAR's Executive Managing Director |
| CGIAR Guidelines |  No | Best practice recommendations | 3/4 majority of Center Directors General, and CGIAR's Executive Managing Director |