

Annex 1 - Advisory Note on Optimization of the CGIAR Governance Structure - NCSC comments, questions and perceived risks

#	Headings	Questions and Comments	Identified Risks
1	Governance and Composition	Clarify how new IPB Structure impacts center boards?	An oversized board may reduce efficiency, while a board that is too small may lack necessary expertise or representation.
		Define the anticipated IPB size during the transition 2026 - 2027?	
		Are there alternative governance models to be considers? Who should be proposing this?	
		What will be the process for future review of the IPB composition? What will be the responsibility of the different governance bodies?	Absence of a designated reviewing body may hinder timely adaptations to the board and reduce governance responsiveness.
2	Membership Continuity	Determine the approach for IPB members whose terms expire in 2026.	Unclear transition procedures could lead to uncertainty, loss of institutional knowledge, or perceptions of unfairness among stakeholders.
		Outline the process for removal of IPB members who are also center board chairs in the new model	Lack of clear procedures may lead to disputes, instability, or negative impacts on center governance.
3	Roles and Responsibilities	Specify oversight role of the NCSC in the transition process	Ambiguity in responsibility could delay decisions or cause confusion, potentially undermining confidence in governance processes
		Identify who should be responsible for identifying and presenting alternative models to the System.	
4	Due Diligence and Processes	Will there be two different levels of due diligence for Center Board Chairs and Independent members on the IPB?	Varied due diligence standards could compromise board integrity or expose the organization to reputational and operational risks.
		Define the process for appointing the interim IPB Chair and a contingency plan if the election process fails	If the process for appointing an interim IPB Chair and the backup plan for a failed election are unclear, the organization risks having leadership gaps, decision-making delays, and disputes over authority, which can undermine governance and reputation.

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5	Time Commitment and Costs	Clarify the expected time commitment for Board Chairs and how the cost will be covered	Insufficient support or unclear expectations may discourage participation or impact the effectiveness of Board Chairs.
6	Future Review and Assessment	Set the process for the continued assessment of the IPB's effectiveness?	Without regular evaluation, governance structures may become outdated, less effective, or misaligned with strategic objectives.
		Identify the risks, KPIs needed for IPB effectiveness	
7	Observers and Participation	Determine the structure and number of active observers?	Lack of clarity may result in either underrepresentation or overrepresentation of certain groups, affecting board dynamics and stakeholder trust.
		What will be the representation of the active observers(i.e. host countries, System Council etc)	
8	Additional Considerations	How do the proposed changes in composition of the IPB address the challenges faced by the current model?	The risk of that the IPB will continue to experience gaps in independent oversight, inefficiencies in board operations, and potential misalignment in fiduciary responsibilities
			If the transition does not ensure sufficient continuity, balance, and representation among board members, it potentially impacts the effectiveness and credibility of the IPB moving forward.