

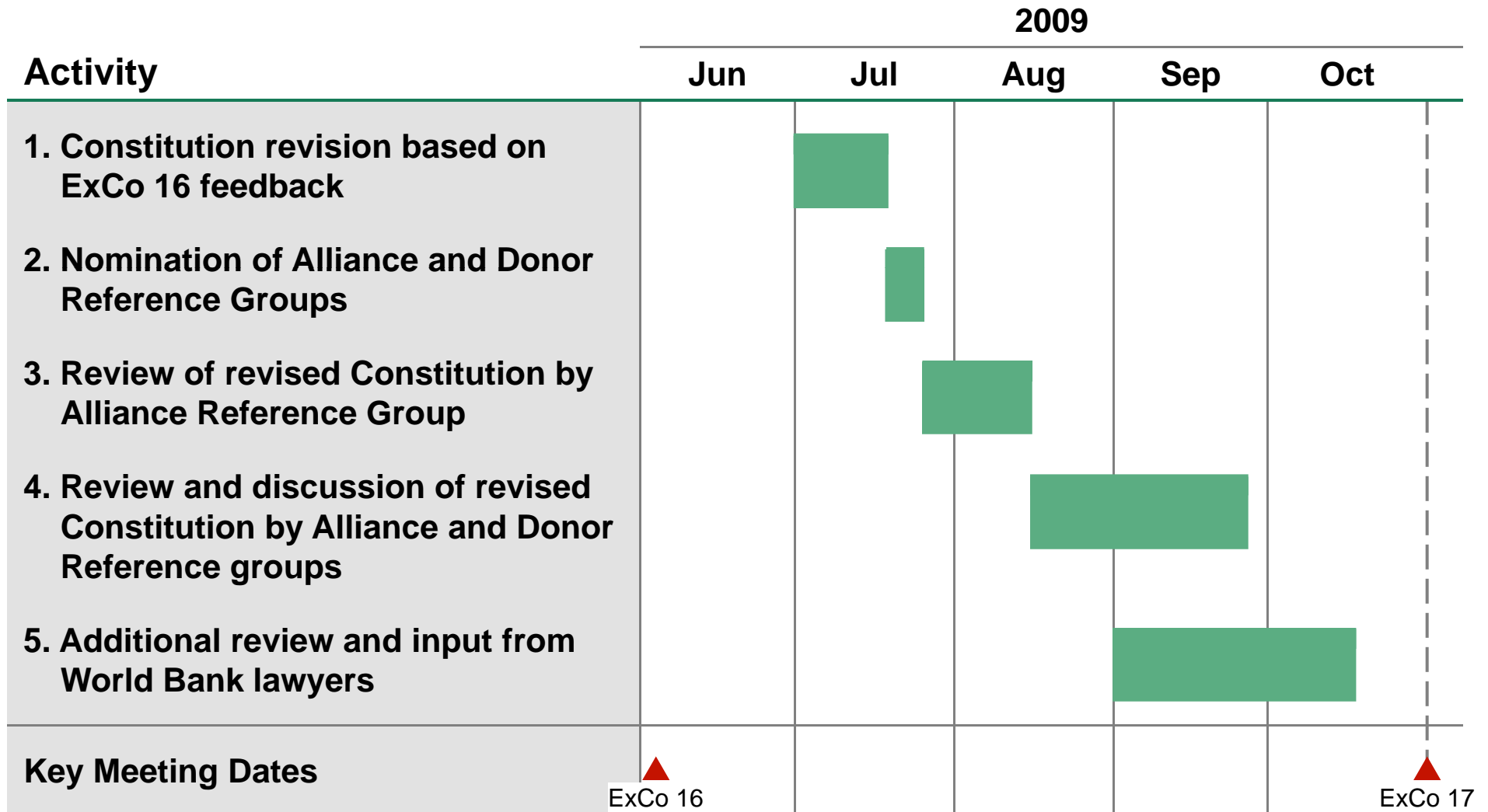


# **Design and Establishment of the Consortium of CGIAR Centers**

Constitution Update Summary

October 15, 2009

# Process for Constitution Updates since ExCo 16



# Summary of key changes made to Constitution post-ExCo

(using the process described in the previous slide)

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Change	Detail
<b>Clarified Consortium Board and CEO authority; clarified Center rights and obligations</b>	<ul style="list-style-type: none"><li>• Added new Article 9 to...<ul style="list-style-type: none"><li>– Express expectation of partnership between Consortium and Center Boards</li><li>– Clarify Member Center rights and obligations</li><li>– Specify range of potential consequences for Center non-compliance with Consortium decisions (up to removing Member Centers from membership and discontinuing funding, but not including the ability to close or merge Centers as this pertains to Centre Boards legal duties)</li></ul></li><li>• Added language clarifying Consortium "strength" per ExCo feedback, e.g., emphasizing the Consortium's fiduciary responsibility for funds passing from the Fund, specifying the Consortium Board's role in setting policies and standards</li><li>• Expanded Consortium Board and CEO roles (Articles 6.4 and 8.1, respectively)</li></ul>
<b>Simplified the document</b>	<ul style="list-style-type: none"><li>• Removed sections listing Consortium activities and Board deliverables; these were redundant with sections describing Board and CEO activities</li><li>• Reduced number of references to other parts of CGIAR; instead, these relationships are described in the CGIAR Declaration<ul style="list-style-type: none"><li>– One exception: added language in several places describing how Consortium will work together with organs of the Fund</li></ul></li></ul>
<b>Changed "Members" terminology</b>	<ul style="list-style-type: none"><li>• Removed "Members' Group" in response to ExCo concerns about creation of separate entity</li><li>• Changed "Member" to "Member Center" to avoid confusion with current CGIAR terminology (where "Member" means donor)</li></ul>