

REVISED DRAFT (9/14/04)

**THE
CONSULTATIVE GROUP ON INTERNATIONAL AGRICULTURAL
RESEARCH (CGIAR)**

ANNEXES TO THE CHARTER

Approved by the CGIAR on
Date to be inserted

EXPLANATORY NOTE

The Annexes that follow contain the Rules of Procedure and related arrangements of the main organs of the CGIAR System. The rules of procedure relating to Center governance are not included, because each Center has its own constitution.

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I. THE CONSULTATIVE GROUP

1. 1.The CGIAR meets once a year at an Annual General Meeting (AGM) usually held in the last week of October in a member country. The AGM is held in two segments: a Stakeholder Meeting, and a Business Meeting which is the decision-making segment of the AGM. The Group may reach decisions at AGM, at any other face-to-face meeting(s) organized for the purpose, or in virtual mode.

2. The AGM is conducted in English, and the language of the AGM Summary Record of Proceedings is English.

3. The purposes of the AGM are to:

- (a) enable CGIAR Members to conduct their annual business as a consultative group;
- (b) provide a forum for dialogue among key actors in international agricultural research on issues facing the CGIAR and the larger international agricultural research community;
- (c) provide an opportunity for CGIAR Centers and Members to exchange information and conduct their bilateral business;
- (d) enable the CGIAR community to observe, first hand, research conducted at the field-level by one or more CGIAR Centers and their partners;
- (e) strengthen linkages between CGIAR Centers and civil society institutions through exhibits and competitions that recognize research innovations.

4. The AGM may be preceded by the following events organized immediately before or after the AGM, at the initiative of the CGIAR, the Host Country, or a CGIAR Center(s).

- (a) Centers-Members Day, for interaction among members and centers;
- (b) Host Country-CGIAR Day consisting primarily of interactive field visits to research sites.

5. The CGIAR Stakeholder Meeting is open to all CGIAR stakeholders, and consists primarily of the following events:

- (a) Opening Policy Statement by CGIAR Chair;
- (b) CGIAR Director's Status Report on the CGIAR;
- (c) Ministerial Roundtable or a similar high-level policy dialogue forum on aspects of research and development especially relevant to the region where the AGM is held;
- (d) Distribution of CGIAR Awards recognizing excellence in research, research partnerships, and communications;
- (e) Innovation Marketplace, featuring innovative partnerships between civil society organizations and Centers or their research partners;
- (f) Reports by Partnership Committees;

(g) Crawford Memorial Lecture. The lecture honors the contribution to international development of Sir John Crawford, the distinguished Australian scientist and educator, who was a founder of the CGIAR, and the first Chair of its Technical Advisory Committee. The lecture is meant to challenge all those involved in agricultural research to confront the wider issues and trends that affect or are affected by their work.

6. The CGIAR Business Meeting is open to delegations representing CGIAR Members including Cosponsors, as well as Member-Observers, the CBC Chair and Vice Chair, the current and incoming CDC Chair, and the Chairs of the Science Council, GRPC, Partnership Committees, and GFAR. Potential CGIAR Members, the Chair of SPIA, and all Chairs and Directors General of CGIAR Centers (other than those listed above) may be present at the Business Meeting as observers. The quorum for the Business Meeting shall be one-third of the total expected attendance.

7. The established practice is for the following items to be included in the agenda of the Business Meeting:

- (a) Induction of new members;
- (b) Report on proceedings of the Stakeholder Meeting, incorporating stakeholder views on issues requiring decisions by the Business Meeting;
- (c) Information on other pre-AGM events;
- (d) Program and budget proposals of CGIAR Centers;
- (e) Financing plans for the research agenda approved by the CGIAR;
- (f) External reviews of CGIAR Centers;
- (g) Policy issues including those arising from previous AGMs;
- (h) ExCo recommendations on major agenda items;
- (i) SC perspectives and recommendations on major agenda items;
- (j) Progress reports on decisions reached at previous meetings.

8. Other items may be added at the request of CGIAR Members, or on the initiative of the CGIAR Chair or Director.

9. Between AGMs, the Chair or CGIAR Director may initiate electronic communication among CGIAR members seeking guidance or decisions on specific issues. All other business matters between AGMs will be dealt with by the ExCo.

10. In exceptional circumstances, the Chair may convene an extraordinary meeting of the CGIAR, i.e. in addition to the AGM, at the request of at least 51 percent of the Group's membership.

11. The CGIAR Secretariat organizes and stages the AGM, under the guidance of the CGIAR Director. Agendas are drawn up by the CGIAR Secretariat in consultation with the ExCo, the SC Chair, and the Chairs of CDC and CBC. The leader of the Secretariat's Governance team is responsible for overall coordination of all aspects of the AGM.

12. A Local Organizing Committee (LOC) is established by the Host Country and one or more CGIAR Centers if they are located in that country. The committee advises and assists the Secretariat in planning specific components of the AGM, such as: an information booklet, partnership booklet, local media relations, security arrangements, transportation arrangements, and identification of local invitees for events.
13. The LOC is expected to manage all logistics associated with the Host Country-CGIAR Day, including appropriate security arrangements. The LOC is responsible for providing assistance on the arrival and departure of international and regional participants and others attending the AGM. Local meeting support will be provided by a Host Country-based company, selected jointly by the LOC and the CGIAR Secretariat, and supervised by the Secretariat.
14. The Host Country usually bears the full cost of all social functions it organizes, including transportation of invited guests to and from such events; and of simultaneous interpretation at the AGM.
15. The Host Country and the CDC in general share the costs of the Host Country-CGIAR Day.
16. CGIAR Center(s) located in host country usually bear the full cost of events organized by them.
17. Centers meet a pro-rated share of the costs of exhibits at the AGM, and the full costs of any social functions organized by them
18. The CGIAR Secretariat is responsible for all other costs.

II. THE CGIAR CHAIR

1. The President of the World Bank nominates the CGIAR Chair, usually a World Bank Vice President, for endorsement by the CGIAR. The nomination is preceded by informal consultations with the CGIAR. The Chair is not appointed for a fixed term. (S)he serves until the Bank President names a new Chair.
2. The outgoing Chair announces the Bank President's nomination of a new Chair to the CGIAR as soon as possible after the nomination has been made, and seeks the Group's formal endorsement of the nomination. The new Chair assumes office following the Group's endorsement.
3. The Chair is the CGIAR System's pre-eminent leader. He/She is expected, however, to respect the sovereignty of CGIAR members and the autonomy of CGIAR Centers.
4. The Chair:
 - (a) Presides at the AGM and at ExCo meetings, helps to shape the consensus on each issue under discussion and, eventually, formulates the consensus that emerges from the discussion;
 - (b) Assists the Group in particular, and other components of the CGIAR System, to identify problems and issues, define strategies that will help in their resolution, oversee their implementation, and review progress;
 - (c) Maintains a continuing relationship with CGIAR members – senior legislators and other policy makes in Member countries/institutions, as well as heads of delegation who attend CGIAR meetings;
 - (d) Informally advises and assists other components of the System (e.g. the Science Council, and standing committees);
 - (d) Keeps in close touch with Centers supported by the CGIAR, providing them with informal guidance, and helping to maintain the morale of Center scientists;
 - (e) Guides the System's fund-raising activities and, when circumstances demand, intervenes directly to resolve funding problems;
 - (f) Works behind the scenes to solve problems that might occur at any level of the System;
 - (g) Functions as the System's ambassador at external fora and with external audiences including the media.
5. The Chair does not represent the Bank in the Cosponsor Group. Another senior Bank official is named by the Bank for that responsibility.

III. THE CGIAR DIRECTOR

1. The CGIAR Chair selects the CGIAR Director on completion of an international search process.
2. The search process contains the following key elements:
 - (a) the CGIAR Cosponsors Group serves as the Search Committee;
 - (b) an external consultant independent of the CGIAR Secretariat provides administrative support to the Committee,
 - (c) the Search Committee consults fully and transparently with the stakeholders of the CGIAR before deciding on its recommendations;
 - (d) the Search Committee presents its recommendation to the CGIAR Chair who, as the hiring manager, is responsible for the final selection;
 - (e) the selection is submitted to the CGIAR membership for endorsement on a “no objection” basis;
 - (f) the Bank’s Human Resources Department formalizes the appointment.
3. The CGIAR Director is appointed as a senior staff member of the World Bank, initially for a renewable five-year term. His/her terms and conditions of service are in keeping with established World Bank practice.
4. The CGIAR Director reports administratively to the CGIAR Chair, and to the Chair and members of the Group on all matters connected with CGIAR policy and operations.
5. The CGIAR Director functions as the Chief Executive Officer of the CGIAR System, carries out the Chair’s responsibilities when these are delegated to him/her, and complements the CGIAR Chair’s role as the leader of the CGIAR System’s external relations.
6. The CGIAR Director serves as Executive Secretary of the CGIAR Executive Council, manages the CGIAR Secretariat, and is a member of the CGIAR System Office Steering Group.
7. The CGIAR Director:
 - (a) Advises the CGIAR on matters pertinent to CGIAR policy and operations, including CGIAR governance;
 - (b) Helps to broaden and deepen global support for the CGIAR through advocacy, representation, and negotiation;
 - (c) Manages CGIAR relations with external institutions, including the relevant agencies of potential new members and institutions in the private sector;
 - (d) Strengthens CGIAR linkages with all partner institutions.

- (e) Facilitates longer-term financial planning, advises CGIAR Members and Centers on the prospects and problems of funding for research, and supports the public awareness and resource mobilization efforts of the CGIAR system;
- (f) Plans, organizes, and manages key policy meetings of the CGIAR, ensuring that CGIAR decisions are implemented effectively;
- (g) Arranges for external reviews of the CGIAR Centers to be co-managed in partnership with the Group's Science Council;
- (h) Functions as a catalyst to ensure that well-qualified candidates are recruited for short and long-term tasks in the various components of the CGIAR;
- (i) Ensures that the Secretariat performs effectively and efficiently in providing essential organizational, managerial, and administrative support to the System.

IV. THE COSPONSOR GROUP

1. Cosponsors (FAO, IFAD, UNDP, and the World Bank) provide the CGIAR with continuity, and strengthen the international character of the CGIAR System.
2. Representatives of the CGIAR Cosponsors, who are senior staff members of their respective agencies, form the Cosponsor Group. They meet periodically at the request of the CGIAR Chair, or of one or more Cosponsors. They may also conduct business by virtual means as required.
3. Members of the Cosponsor Group chair meetings of the group in rotation. The CGIAR Director nominates a senior staff member of the CGIAR Secretariat to serve as Secretary of the Cosponsor Group.
4. The Cosponsor Group serves as an advisory group to the CGIAR Chair. Cosponsors assist the CGIAR System in crisis management, should the need arise.

V. EXECUTIVE COUNCIL

Rules of Procedure of the CGIAR Executive Council

I. SCOPE

1. These rules of procedure shall apply to the conduct of business by the Executive Council (ExCo) of the Consultative Group on International Agricultural Research (CGIAR, or the Group).

II. DEFINITIONS

1. For the purposes of these rules:
 - (a) “CGIAR” means the Consultative Group on International Agricultural Research.
 - (b) “Cosponsor” means the representative of the Food and Agriculture Organization of the United Nations (FAO) the International Fund for Agricultural Development (IFAD), the United Nations Development Programme (UNDP), and The World Bank.
 - (c) “Council” means the Executive Council of the CGIAR.
 - (d) “CGIAR Members” means all donors (countries and institutions) attending the first meeting of the CGIAR, and those who have been admitted to membership by acclamation at a subsequent CGIAR meeting.
 - (e) “CGIAR Member-Observers” means at the beginning of each calendar year, the membership status of any CGIAR member that has not paid its minimum contribution for the previous two calendar years will change to Member-Observer.
 - (f) “CGIAR ExCo Members” means Members of the Executive Council of the CGIAR.
 - (g) “Centers” means the 15 international agricultural research centers supported by the CGIAR.
 - (h) “CGIAR Chairman” means the Chairman of the CGIAR, appointed by The World Bank, usually at a vice-president level.
 - (i) “CGIAR Director” means the Director of the CGIAR, appointed by the CGIAR Chairman.
 - (j) “Stakeholders” means the broadest possible group of individuals and organizations that have a stake in agricultural research for development.
 - (k) “Elected Meeting Co-Chairman” means a CGIAR ExCo Member elected as Meeting Co-Chairman for the duration of the meeting.
 - (l) “Systems Office” means the corporate office of the CGIAR.
 - (m) “Attend” means that a CGIAR Member shall be permitted to be present in the Council meeting room and, at the invitation of the Chairman or elected Meeting Co-Chairman, may address the Council.
 - (n) “Observer” means a representative of a country, international, regional, or national agricultural research institution, or civil society organization who shall be permitted to observe the Council proceedings, and at the invitation of the Chair,

- or elected Vice-Chair, may address the Council, but may not participate in any consensus decision.
- (o) “CGIAR Annual General Meeting” means the once-a-year meeting organized by the CGIAR to review and implement business decisions
 - (p) “Meeting” means any regular or special meeting of the Council.
 - (q) “Session” means a period of a meeting.
 - (r) “Closed Session” means a session of the Council that is closed to observers other than CGIAR members. (*adopted September 19, 2003*)

III. COUNCIL

1. Functions and responsibilities are defined in Attachment 1 of the *Interim Executive Council’s Draft Recommendations on CGIAR Reform – An Integrated Proposal*.

2. Composition: 21-member ExCo where all members are full members, and decisions are based on consensus, not voting. Chairman plays a strong “consensus forging” role among all participants. The composition will be as follows:

Non-rotating ExCo Members:

CGIAR Chairman	1
Cosponsors (FAO, WB, UNDP and IFAD)	3 ¹
CBC, CDC and SC Chairs	3
GFAR	1

Rotating ExCo Members:

<i>OECD/DAC Country Representatives</i>	5
Americas	1 member
Asia and Pacific	1 member
Europe	3 members
<i>Developing Country Representatives</i>	5
Americas	1 member
SSA	1 member
Asia and Pacific	1 member
CWANA	1 member
Regional Fora	1 member
Foundations	1
Civil Society/NGOs/ Farmers’ Organizations	1
Private Sector	1
Total	21

¹ Cosponsors hosting a System governance unit (such as the Science Council Secretariat and the CGIAR Secretariat) would maintain a continuous membership on the ExCo. Rotation would apply to Cosponsors not hosting such a mechanism.

The CGIAR Director will serve as Executive Secretary of the ExCo. Rotating ExCo members will have a term of two years. Each constituency will agree on rules defining its alternates.

3. Selection of members: Selection will be by consultation, not voting. Only CGIAR Members will be eligible for selection to the ExCo. Rotating members will have a term of two years, with the proviso that initial members should be appointed to terms of varying length to ensure a balance between continuity and orderly rotation. ExCo members should represent diverse perspectives rather than fixed constituencies or countries. A balanced representation of perspectives (e.g., regional) should be sought in the selection and rotation of ExCo members.

4. The matrix below suggests how responsibilities should be shared among the various elements of System governance.

Product	Timing	Stakeholders	CGIAR	Executive Council	Science Council	System Office	Centers and Challenge Programs
Planning Context	5 Years	Collaborate	Approval	Oversight	Prepare	Facilitate	Collaborate
Planning Guidance	3 – 5 years	Collaborate	Approval	Oversight	Collaborate	Prepare	Collaborate
Medium Term Plans and Project Portfolio	Rolling 3-year plan reviewed annually	Collaborate	Approval	Oversight	Review of Science	Consolidate	Prepare
Annual Operating Plan						Consolidate	Prepare and Approve
Annual Financing Plans	October		Approval	Oversight		Consolidate	Prepare
Evaluation & Impact Assessment	Periodic	Collaborate	Decision	Oversight, follow-up	Commission programmatic jointly with System Office	Commission management jointly with Science Council	Collaborate
Annual Ex-post Report	April			Oversight		Consolidate	Prepare

IV. MEETINGS

1. Nature: The Council shall meet in regular mode or through virtual modes (i.e. through video or audio conferencing or via the Internet).
2. Frequency: Semi-annual, or as frequently as necessary to enable it to discharge its responsibilities especially when decisions have to be made that cannot await adoption in a regular meeting. Adequate notice (at least four weeks) will be given before a meeting is held.
3. Location: Preferably, hosted by a CGIAR Member or Center.
4. Agenda: A provisional agenda is to be made available by the CGIAR Director at least two weeks prior to an ExCo meeting, and a final agenda one week prior to the Council meeting. The agenda will be simultaneously available to ExCo members as well as all other CGIAR members. ExCo and CGIAR members may propose additions to the provisional agenda. The documentation for the meeting should be available at least a week before the meeting. The Council shall, at the beginning of each meeting, adopt the agenda for the meeting. Any item included on the agenda for a meeting of the Council, consideration of which has not been completed at that meeting, shall, unless the Council decides otherwise, be automatically included on the provisional agenda for the next meeting. The Council may decide to review and decide on such items in virtual mode, where appropriate.
5. Transmittal of documents: All documents are to be mailed to Council at least seven working days in advance of a regular meeting and as soon as possible before a special meeting. To facilitate speedy dissemination, the documents will be simultaneously made available on the CGIAR website www.cgiar.org
6. Attendance: Council meetings shall be open to all CGIAR Members, as observers. The CGIAR Chair, or the elected Meeting Co-Chair, may invite representatives of other organizations and entities to participate in Council meetings as observers.
7. Secretary: The CGIAR Director shall serve as the Executive Secretary of the ExCo.
8. Quorum: Two-thirds of the CGIAR ExCo Members shall constitute a quorum.
9. Elected Meeting Co-Chair: At each meeting, the Council shall elect a Co-Chair from among the CGIAR ExCo Members for the duration of that meeting. To ensure broad representation, the position of elected Co-Chair shall change from one meeting to another. The elected Meeting Co-Chair will not relinquish any right.
10. Languages: Interventions shall be made at the Council meetings in English. Language assistance will be provided whenever required by a Council Member.

11. Interventions: Debate shall be confined to the question before the Council and the Chairman and elected Meeting Co-Chair may call a speaker to order if his/her remarks are not relevant to the subject under discussion. With the consent of the Council, the Chair or elected Meeting Co-Chair may limit the time allowed to speakers and the number of times a speaker may speak on any question.

12. Closure of list of speakers: During the course of a debate, the Chair may announce the list of speakers and, with the consent of the Council, declare the list closed. When there are no more speakers on the list, the Chair shall declare the debate closed.

13. Closed Sessions: The CGIAR Chairman, under special circumstances, could declare a session of the meeting closed. Each CGIAR Member of ExCo can be represented at such a meeting by a maximum of two persons. (*adopted September 19, 2003*)

V. ESTABLISHMENT OF COMMITTEES

1. The ExCo will have two committees: a Committee on Programs and a Committee on Finance. These committees could have membership beyond the membership of the ExCo and their terms of reference should be aligned with those of other CGIAR committees (such as the Science Council). ExCo members may volunteer to serve on either of the two Committees, or nominate other CGIAR members to serve on them. Based on these soundings, the Chairman will propose the membership of each committee for review and appointment by the ExCo. The terms of reference of both committees require the approval of the ExCo.

2. In addition to setting up its Program Committee and Finance Committee, the ExCo should examine the adequacy of the existing committee structure of the CGIAR, consider ways in which the CGIAR could improve its dialogue with civil society organizations, review the work of existing committees and, where appropriate, propose changes. Action on such changes will require approval of the Group.

VI. DECISIONS OF THE COUNCIL

1. The CGIAR does not have formal statutes, instruments, or agreements. It is a consensual body, and consensus-based decisions are to be used as the regular way of conducting business.

2. Decisions without a meeting: Whenever, in the judgment of the Chair, a decision must be taken by the Council which should not be postponed until the next regular meeting of the Council but does not warrant the calling of a special meeting of the Council, the CGIAR Director shall transmit to each Member by any rapid means of communication a proposed decision with an invitation to approve the decision on a “No Objection” basis. The objection period will be not less than four weeks.

VII. RECORD OF THE MEETING

1. Before the end of each meeting, the Chair and elected Meeting Co-Chair shall present a brief joint summary of the main discussions and conclusions of the meeting. The System Office will thereafter provide the CGIAR ExCo Members with a draft of the minutes recording decisions taken, for comment, indicating comments must be received within seven working days. The final record of the meeting, to be issued as a public document, will be sent to CGIAR Members and posted on the CGIAR website, following adoption by ExCo members, within 30 days of the meeting's completion. Summaries of closed sessions will not be posted.

VIII. AMENDMENTS TO THE RULES

1. These rules may be amended by consensus of the Council.

VI. FINANCE COMMITTEE OF THE EXECUTIVE COUNCIL

1. At its 2001 Annual General Meeting (AGM01) the CGIAR decided that its Executive Council (ExCo) should be supported by a Program Committee (PC) and a Finance Committee (FC).
2. The Finance Committee's overall purpose is to facilitate ExCo's business by providing specialized and focused attention to CGIAR's financial matters, including advice and recommendations for managing the Group's finances efficiently. FC will report to the ExCo.
3. The ExCo will ensure that the findings and recommendations of FC are aligned with actions and recommendations of other System components such as the Science Council, the Centers and the ExCo Program Committee.
4. The FC will assist ExCo in:
 - (a) ensuring (in cooperation with the PC) that due care and diligence are exercised in the operations of the CGIAR and CGIAR Centers through a set of policies and instruments, including decision making processes, that are conducive to an effective and efficient operation; when warranted, propose to ExCo changes in existing policies and instruments;
 - (b) considering and making recommendations on CGIAR financial policies and procedures, including such issues as: types of funding; practices regarding auditing, cost structures, indirect costs, Center financial management and control; procedures governing the administration of financial flows to centers, and overheads;
 - (c) following-up to the findings of CGIAR-commissioned evaluations of Centers and CPs, monitoring their implementation and recommending action that should be taken, if any;
 - (d) commissioning management or financial reviews of Centers or CPs at the Request of ExCo and in cooperation with the PC;
 - (e) providing oversight of the System's long term financial planning and associated resource mobilization efforts;
 - (f) carrying out any other activities requested by the ExCo.
5. The FC will consist of eight members, including the committee's Chair. Membership will rotate every two years. The World Bank should be asked to chair the ExCo Finance Committee on a two-year renewable basis, with the Chairship subject to review at the end of each two-year period. Each FC will select one of its members as Vice Chair to serve for two years.
6. At least five of the FC members would come from within ExCo. FC members would be appointed as follows:

- (a) Members of ExCo would be asked to indicate their own interest to serve on FC and nominate others from the CGIAR membership;
- (b) Taking into account the nominations and the need for diversity and balanced representation, the CGIAR Chair would propose a committee for endorsement by the ExCo;
- (c) The Chair would then propose the ExCo-endorsed committee for approval by the CGIAR.

7. FC members are expected to inform the committee of any conflict of interest concerning any matters considered by the FC, and to recuse themselves from discussions or decisions pertaining to all matters in which they have a direct or indirect interest.

8. The CGIAR Director will nominate a member of the CGIAR Secretariat to serve as the FC Secretary.

9. The FC will meet at least once a year, in conjunction with ExCo meetings. The quorum for such meetings will be five (5).

10. All other FC business may be transacted, as appropriate, through electronic communication, with the support of the System Office/CGIAR Secretariat.

11. To ensure transparency, the FC will utilize the CGIAR web site to seek and share views with CGIAR shareholders and stakeholders.

12. The FC will submit a report, following each of its meetings, containing its findings and recommendations for consideration by the ExCo. Each such report will be posted on the CGIAR web site.

VII. PROGRAM COMMITTEE OF THE EXECUTIVE COUNCIL

1. At its 2001 Annual General Meeting (AGM01) the CGIAR decided that its Executive Council (ExCo) should be supported by a Program Committee (PC) and a Finance Committee (FC).
2. The Program Committee's overall purpose is to facilitate ExCo's business by providing specialized and focused attention to CGIAR's programs, to ensure their effectiveness and relevance. PC will report to the ExCo.
3. The ExCo will ensure that the findings and recommendations of the PC are aligned with actions and recommendations of other System components such as the Science Council, the Centers and the ExCo Finance Committee.
4. The PC will assist ExCo in:
 - (a) ensuring (in cooperation with FC) that due care and diligence are exercised in the operations of the CGIAR and the Centers through a set of policies and instruments, including decision making processes, that are conducive to an effective and efficient operation; when warranted, propose to ExCo changes in existing policies and instruments;
 - (b) maintaining a watching brief on CGIAR efforts (carried out through Centers, Challenge Programs, Science Council, System Office) to assess the continuing relevance of the CGIAR's vision and strategy;
 - (c) providing oversight of the planning guidance given to the Centers and Challenge Programs;
 - (d) ensuring that effective evaluation and impact assessment instruments are in place and functioning effectively in the System;
 - (e) carrying out any other activities requested by the ExCo.
5. The PC will consist of eight members, including the committee's Chair. At least five of the PC members would come from within ExCo. Membership will rotate every two years. Each PC will, at its first meeting, elect one of its members from among those who are ExCo members as Chair, and another PC member as Vice Chair, to serve for two years. The Vice Chair need not be an ExCo member.
6. PC members would be appointed as follows:
 - (a) Members of ExCo would be asked to indicate their own interest to serve on FC and nominate others from the CGIAR membership;
 - (b) Taking into account the nominations and the need for diversity and balanced representation, the CGIAR Chair would propose a committee for endorsement by the ExCo;
 - (c) The Chair would then propose the ExCo-endorsed committee for approval by the CGIAR.

7. PC members are expected to inform the committee of any conflict of interest concerning any matters considered by the PC, and to recuse themselves from discussions or decisions pertaining to all matters in which they have a direct or indirect interest.
8. The CGIAR Director will nominate a member of the CGIAR Secretariat to serve as the PC Secretary.
9. The PC will meet at least once a year, in conjunction with an ExCo meeting. The quorum for such meetings will be five (5).
10. All other PC business may be transacted, as appropriate, through electronic communication, with the support of the System Office/CGIAR Secretariat.
11. To ensure transparency, the PC will utilize the CGIAR web site to seek and share views with CGIAR shareholders and stakeholders.
12. The PC will submit a report, following each of its meetings, containing its findings and recommendations for consideration by the ExCo. Each such report will be posted on the CGIAR web site.

VIII. SCIENCE COUNCIL AND SECRETARIAT

1. The Science Council (SC) is an independent scientific body of the CGIAR System. The SC consists of its Chair and six members.

2. Specifically, the activities of the SC and its Chair will be to:

- (a) Constitute panels of world-class experts for peer review/evaluation of the CGIAR Centers' activities and the Challenge Programs and for conducting specific studies;
- (b) Conduct periodic assessments of global and regional trends, scientific challenges and research opportunities and prepare the planning context at the System level;
- (c) Provide a critical review of System-level strategic plans and the CGIAR project portfolio;
- (d) Review Challenge Program proposals; mount peer review mechanisms, as necessary for review of the proposals;
- (e) Coordinate the CGIAR's science monitoring and evaluation (including oversight of the peer-review and other quality assurance mechanisms used by the Centers);
- (f) Coordinate System-level impact assessment activities;
- (g) Undertake independent and authoritative policy-oriented studies on issues of global concern to international agricultural development;
- (h) Issue short and timely statements on research and policy issues of interest to the general public; and
- (i) Maintain, in partnership with leading scientific organizations, a global inventory/directory of world-class experts in agricultural sciences and related areas.

3. To facilitate its work, the SC will appoint four Standing Panels, respectively, on:

- (a) Strategies and Priorities;
- (b) Monitoring and Evaluation;
- (c) Mobilizing Science; and
- (d) Impact Assessment.

4. Each panel would have two members and a Chair. The first three panels listed above will be chaired by a member of the SC. The fourth, i.e. the Standing Panel on Impact Assessment (SPIA) will have three external members, including a Chair. The SPIA Chair shall function *ex officio* as a member of the Science Council. The SC will also convene *ad hoc* panels for highly focused functions, as needed.

Meetings of the Science Council

1. The Council shall meet in regular session at least twice a year and as frequently as necessary in regular mode or through virtual mode. Four members of the SC and the Chair shall constitute a quorum. In the event that the SC Chair is not able to Chair the meeting, he/she shall designate a member to act on his behalf.

2. The venue and dates of the meeting of the SC shall be determined by the SC Chair after consultation with Members of the Council.
3. The agenda for the regular meeting shall be planned by the Chair, in close collaboration with the SC Secretariat Executive Director, and will be distributed to Members at least one month prior to the meeting.
4. The Executive Director of the SC Secretariat shall serve as Secretary of the SC meetings and shall be responsible for drafting the minutes of the meeting and sending them to council members within two weeks for comments and final approval by the Chair.
5. The Standing Panels shall meet as necessary, either in regular or virtual mode.
6. The meetings of the SC and those of its standing panels shall be open to CGIAR members as observers. However, the SC Chair/panel chair has the right to close a session if the Council/panel needs to discuss an issue in camera. The Council shall develop specific rules for observers' participation in virtual meetings.
7. The SC Chair will report directly to the CGIAR, at the Group's Annual General Meeting (AGM), and between AGMs to the CGIAR Chair and the Group's Executive Council (ExCo).

Selection and Appointment of SC Chair and Members

1. The Chair and Members of the SC shall be appointed through an open, transparent and global selection process based on a clearly defined selection criteria.
2. Candidates for selection as SC Chair shall meet the following criteria:
 - (a) Familiarity with the CGIAR System;
 - (b) Eminence in a field of biological, physical or social science;
 - (c) International recognition of research achievements;
 - (d) Experience with a cross-disciplinary approach to scientific research;
 - (e) Understanding of policy dimensions in development, including relationships between developing and developed countries and their institutions;
 - (f) Broad knowledge of agriculture (crops and livestock), natural resource management, fisheries and forestry in the context of sustainable development, poverty reduction, and the global environment;
 - (g) Management experience, particularly in directing high level scientific talent, and setting priorities;
 - (h) Capacity to lead the SC and provide guidance to its secretariat.
3. Candidates for selection as SC members should meet the following criteria:

- (a) familiarity with the CGIAR System;
- (b) experience in research management, having to make judgments on competing priorities and objectives;
- (c) be drawn from diverse disciplinary backgrounds (biological, physical and social sciences, economics, etc.);
- (d) have a range of experience, especially relating to agricultural and natural resources research for international development;
- (e) professional and personal attributes compatible with the operational needs and global nature of the SC.

4. Nominations for the Chair and/or Members of the SC, when vacancies arise, can be made by individuals and leading scientific organizations world-wide, including in particular, Academies of Science, National Research councils, Universities, Centers of Excellence and professional Societies. An open, web-based approach as well as a targeted search process should be adopted for receiving nominations.

5. The CGIAR Executive Council shall appoint a Search Committee of eminent persons to evaluate the nominations received and recommend to it a list of candidates. The appointment of the Chair and/or Members of the SC shall be made by the CGIAR on the recommendations of the Executive Council.

6. The Chair of the SC shall be appointed for a period of three years and can be extended up to a total term of five years. Members of the SC shall be appointed for a period of two years and can be renewed up to six years without further extension.

Selection and Appointment of Science Council Secretariat Executive Director:

1. The procedure for selection and appointment of the CGIAR Science Council Secretariat Executive Director will be conducted in accordance with FAO's legal requirements as host of the Science Council Secretariat. The elements of this procedure are as follows:

- (a) A call for applications will be posted on the FAO website, with a link created from the CGIAR website, and advertised in leading pertinent international scientific journals. The CGIAR Secretariat will invite CGIAR members to propose candidates.
- (b) A panel will be constituted to search for and recommend candidates for appointment to the post of SC Secretariat Executive Director. The panel will be co-chaired by the SC Chair and the FAO Assistant Director-General responsible for the CGIAR. Other members of the panel will include two SC members and three CGIAR Members.
- (c) The Co-Chairs may agree to select additional panel members from among CGIAR stakeholders within or outside of the CGIAR System. The search process will be

open, transparent, and global. The panel will select from applications received a list of candidates meeting the essential qualifications.

- (d) Through an iterative process the panel will arrive at a pool of highly qualified candidates to be interviewed. The panel Co-Chairs, in consultation with the panel, will jointly submit a ranked short-list of up to three candidates to FAO's Director-General for appointment. The appointment will be made from this short list, unless a legal impediment intervenes, or the proposed appointment is not consistent with the provisions of FAO's Administrative Manual.

2. The CGIAR Chair will inform the CGIAR membership, through ExCo, of the outcome of the selection process and appointment.

Selection and Appointment Procedure for Professional Officers of the SC Secretariat:

1. The following procedures will apply to selection and appointment of professional staff to the SC Secretariat:

- (a) The SC Chair and SC Secretariat Executive Director will establish a selection panel. Posts will be advertised according to established FAO rules and regulations, with proper linkages to FAO and CGIAR websites.
- (b) The selection panel will select and interview suitable candidates. The SC Chair and SC Secretariat Executive Director will jointly submit a ranked list of up to three candidates to the Director-General for appointment (P-5 and above); or Assistant Director-General responsible for the CGIAR (P-4 and below).
- (c) The appointment will be made from this short list, unless a legal impediment intervenes, or the proposed appointment is not consistent with the provisions of FAO's Administrative Manual.

2. The SC Chair will inform the CGIAR membership, through ExCo, of the outcome of the selection process and appointment.

Administrative and secretarial support

1. FAO agrees to make available the secretarial and administrative support staff judged by the Science Council Secretariat Executive Director to be qualified to meet the needs of the secretariat.

IX. SCIENCE COUNCIL CHAIR

1. The Science Council Chair will be expected to have the following scientific expertise and experience:
 - (a) Eminence in a field of biological, physical or social science;
 - (b) International recognition of research achievements;
 - (c) Experience with a cross-disciplinary approach to scientific research;
 - (d) A good understanding of policy dimensions in development, including relationships between developing and developed countries and institutions therein;
 - (e) Broad knowledge of agriculture (crops and livestock), natural resource management, fisheries and forestry in the context of sustainable development, poverty reduction, and the global environment;
 - (f) An understanding of the CGIAR System.

2. The SC Chair will have the following leadership and management attributes:
 - (a) A visionary leader, with global perspective and outstanding communication skills;
 - (b) The ability to think strategically and analyze complex issues;
 - (c) Management experience, particularly in directing high level scientific talent and setting priorities;
 - (d) Capacity to lead the SC and provide guidance to its secretariat.

3. The SC Chair will manage the SC's work with the help of a Secretariat located at FAO, Rome, including planning and chairing SC meetings, effectively guiding the SC and Secretariat staff, and maintaining a close working relationship with the CGIAR Chair and Director. The Secretariat will be headed by an Executive Director.

4. The Chair will also convey effectively to appropriate audiences the independent advice and judgments of the SC on strategic issues, research priorities, and quality of the scientific programs, including Challenge Programs, supported by the CGIAR.

X. THE INTERNATIONAL AGRICULTURAL RESEARCH CENTERS

1. The Centers are independent (but interdependent for their well-being on other independent parts of the CGIAR System – the Members and the Science Council) and as such, each Center has its own Host Country Agreement and its own Constitution.
2. The Center Board carries the *ultimate* responsibility for all aspects of Center strategy, financial integrity, risk management, human resource policy, and delivery of agreed outcomes. It may use various review processes and consultants to assist in its discharge of these responsibilities.
3. The Board appoints the Director-General and holds him/her accountable for the operation of the Center. The Director-General is delegated wide discretionary powers to enable him/her to achieve the mission and goals of the Center.
4. The Director-General is a Board member.
5. The Board has Rules of Procedure and Operation and a Code of Conduct.
6. The Board, in consultation with Members and stakeholders, appoints board members.
7. The Board members appoint the Board Chair.
8. The Board Chair (or in some instances the board – depending on the Center's Constitution) appoints the chairs of the sub-committees of the board, the number and composition of which are described in the Constitution of each board. Most boards have committees on Programme, Finance/Audit, Human Resources (who may also act as the nominations committee for new board members). The Board may appoint additional ad hoc committees for particular issues confronting the Center.

XI. THE COMMITTEE OF CENTER DIRECTORS (CDC)

1. The CDC has a Code of Conduct for the execution of its business.
2. The Chair of CDC is appointed on the basis of an agreed formula based on seniority.
3. The decisions of CDC that may impact on the responsibilities of the board are not binding on the Center until approved by the individual boards.

XII. THE COMMITTEE OF BOARD CHAIRS (CBC)

1. The CBC has Rules of Procedure for the conduct of its business.
2. The Chair and vice-Chair of CBC are identified by a nomination group within CBC based on a clear set of criteria, including their ability to serve for a maximum of two (2) years.
3. The decisions of CBC are not binding on any Center until the individual Board has approved them.

XIII. GENETIC RESOURCES POLICY COMMITTEE

1. The GRPC is an advisory committee of the CGIAR, consisting of 11 members, providing perspectives of a diversity of interests and constituencies. Each committee member serves in his/her personal capacity. Expertise in genetic resources science, management, and policy issues are key criteria in identifying the Chair and members of the GRPC. The Chair and each member will serve for a term of three years with the possibility of a single renewal.

2. The GRPC Chair and members are appointed by the CGIAR Chair who will seek nominations for the following positions:

- 1 Chair
- 2 CGIAR members (nominated by the CGIAR membership)
- 1 NARS genetic resources institution leader (nominated by GFAR)
- 1 NGO member (nominated by the NGO community)
- 1 farmer member (nominated by farmers' organizations)
- 1 private sector member (nominated by private sector organizations)
- 1 SC member (nominated by SC)
- 1 Center Board Chair (nominated by CBC)
- 2 Center Directors (one of whom is the Director General of IPGRI who will also serve as the Secretary of the Committee; the other to be nominated by CDC)

3. In addition, an FAO representative will participate as an observer in the Committee.

4. The GRPC Chair will normally be identified from among the GRPC members and appointed by the CGIAR Chair, following consultations with relevant constituencies.

5. The Committee is expected to meet at least once a year for approximately two days, and to conduct business electronically between meetings. The Committee may invite to its meetings resource persons from within and outside the CGIAR, based on the business at hand.

6. The GRPC will:

- (a) organize workshops and commission studies as required by its Terms of Reference, subject to availability of funds;
- (b) participate in international fora on genetic resources as and when necessary.

7. The Committee will submit annually a work program and budget to the ExCo. The budget will cover operating expenditure of the GRPC, including honorarium and travel expenses for the Chair. Expenses incurred by GRPC members for participating in the committee activities will normally be covered by their respective constituencies.

8. The GPRC budget will be funded through an allocation of CGIAR funds contributed by the World Bank and other CGIAR members.

XIV. PARTNERSHIP COMMITTEES²

NGO Committee

1. The objective of the NGO Committee (NGOC) is to improve mutual understanding and collaboration between the CGIAR and NGOs on issues of common concern, building on recognition of the knowledge and capacities of farmers, pastoralists and fisher folk and their organizations.
2. The eight-member committee is expected to provide policy inputs to the CGIAR from NGO perspectives relating to environmentally, socially and economically sustainable agricultural development and research, as well as to serve as a mechanism for facilitating two-way communication between CGIAR members and the NGO community. The NGOC Chair is supported by a focal point in the CGIAR Secretariat.
3. The NGOC meets at least twice a year in virtual mode or face-to-face and reports to the Group at its mid-term and annual meetings. It formulates and undertakes its own annual work program. The CGIAR finances the activities and operations of the NGOC.
4. Activities include—but are not limited to—visits to the centers, holding of workshops and consultation meetings with NGOs and other stakeholders, elaboration of position papers on various research and policy issues, and encouraging concrete collaborative partnerships between NGOs and the Centers.
5. Committee members interact with various components of the System, particularly the Science Council, the Private Sector Committee, and the Centers.

Private Sector Committee

1. The mission of the Private Sector Committee (PSC) is to provide a private sector perspective to the CGIAR regarding the current status and future needs of global agricultural research. Through its membership the committee reflects the views of national and international for-profit enterprises of varying scales and with direct interest in agricultural research.
2. The eight-member PSC serves as a link between the CGIAR and the private sector at large and aims to forge new alliances for improving food security and the quality of the environment. It helps identify collaborative research opportunities of mutual benefit.

² In October 2002, the NGOC announced that it would be dormant for a period, in order to re-examine its relationship with the CGIAR, and decide how best this relationship could be strengthened. The CGIAR, at that time, mandated an external group of experts to review the role and work of the partnership committees. The structure, role, and responsibilities of the Partnership Committees are likely to be re-drawn when the CGIAR has discussed the report of the external group.

3. It develops strategies to foster and develop new programmatic partnerships which exploit fully the respective strengths, network of relationships, and comparative advantages of the CGIAR and the private sector.
4. PSC members are drawn from the principal subsectors that are of particular interest to the CGIAR, *viz.*: agribusiness, fertilizers and crop protection, seeds/biotechnology, animal health/biotechnology, animal production, forestry, and fisheries. Committee members serve in their personal capacity.
5. The Committee meets at least twice a year in virtual mode or face-to-face and reports to the Group at its mid-term and annual meetings, and communicates frequently in virtual mode. The PSC Chair is assisted as required by a staff member of the CGIAR Secretariat who serves as secretary to the committee.
6. The PSC creates its own annual work program. The CGIAR finances the activities and operations of the PSC, supported by in-kind contributions from PSC members.

XV. SYSTEM OFFICE

Organization:

1. The System Office is composed of and integrates the activities carried out by the entities providing common services to the CGIAR System. As of January 2004, the System Office consists of the following nine units:

- (i) Central Advisory Service - Intellectual Property (CAS-IP);
- (ii) CGIAR Secretariat;
- (iii) Chief Information Officer's Unit (CIO);
- (iv) Future Harvest Alliance Office (FHAO);
- (v) Gender and Diversity Program (G&D);
- (vi) Internal Audit Unit;
- (vii) Science Council Secretariat;
- (viii) Strategic Advisory Service on Human Resource (SAS-HR).

2. The number of units may be increased or decreased over time.

3. The System Office will operate in a "virtual" and decentralized mode, with its components located where it makes the most business sense. Relations among the components may be defined through contracts or agreement memoranda.

Clients:

1. The System Office is expected to serve the following key clients:

- (a) *The CGIAR System, as a whole* – e.g., by facilitating the development of processes for refining and implementing a common vision, strategy and integrative programs; and by developing and implementing public awareness and resource mobilization strategies;
- (b) *CGIAR Members (The Group)* – e.g., by facilitating a better understanding of (and accountability to) their interests and of changes in the global environment; and by helping craft suitable responses by the CGIAR System to emerging threats and opportunities;
- (c) *The Executive Council* – e.g., by facilitating follow-up of its decisions and recommendations, serving as its secretariat and supporting the Annual General Meeting and other assemblies of System stakeholders.
- (d) *The Science Council* – e.g. by providing it with scientific, technical, and administrative support, and ensuring that its decisions are efficiently implemented; and

- (e) *The Centers, as a group* – e.g., by facilitating the harmonization of policies, capacity building for learning and adaptation, and greater cost-effectiveness in the delivery of common services.

Main Functions:

1. The work of the System Office covers four functional categories:
 - (a) Strategic Planning and Development;
 - (b) Monitoring and Evaluation;
 - (c) Public Awareness and Resource Mobilization;
 - (d) Management Services.
2. Under each of these functional categories, the System Office is expected to reach four goals:
 - (a) To help the CGIAR formulate strategies on a macro level.
 - (b) To support system-wide organizational excellence.
 - (c) To enhance Center capacity.
 - (d) To further develop internal and external partnerships.

Guiding Principles:

1. The System Office is expected to abide by the following guiding principles:
 - (a) Suitability, quality and cost-effectiveness should be prime determinants of where and how any given activity would be implemented.
 - (b) Subsidiarity: the role adopted, and where in the System Office it is performed, should be specific to each function.
 - (c) Avoid duplication of effort and create synergies for better cost-effectiveness.
 - (d) The relationships between the System Office and the components of the System should be collegial rather than coercive, combined with a clear designation of authorities and accountabilities.
 - (e) Increasing adaptiveness and progress towards becoming a learning system.

Working Procedures:

1. Overall oversight of the System Office is provided by a Steering Committee, which is composed of the CGIAR Director, the Science Council Chair, and the CDC Chair of the previous year.³ The governance structure may be periodically reviewed and redesigned by the Steering Committee in consultation with all components of the System Office.

³ The Chair of CDC holds office for one year.

2. The System Office shall produce an *Integrated Operating Plan* (IOP), which an annual reporting and planning document that provides a single and coherent view of the System Office and its units.
3. The IOP is a vital element of the System Office concept. This document serves as a form of contract among the entities, organizing and integrating their work. It would also provide a means for the Executive Council to monitor the Office and subsequently exercise influence over its activities.
4. The IOP:
 - (a) Highlights the expected outputs/deliverables, indicators/milestones for monitoring progress, and the budget available for the year for each entity/set of key activities;
 - (b) Is prepared in a participatory manner using inputs from all entities, with decisions made in a transparent and collegial manner; and
 - (c) Enables the CGIAR Director to report to the Executive Council and the CGIAR, on the basis of succinct reports, using a common format, from the respective heads of the entities.