Summary

Committees and Working Groups
of the System Management Board at 1 September 2016

Purpose

This document sets out a summary of the overall purpose and the respective membership of the System Management Board's ('Board') Committees and Working Groups, as determined by the Board at its 1st Meeting[1], and discussed and refined by virtual means thereafter.

Where a working group Chair is yet to be agreed by the Board, the Interim Chair has identified an 'initiator' to support the relevant working group getting off to a start, as agreed by the Board via electronic means after the 1st Board meeting. The decision on an on-going chair for a relevant working group being determined as that working group's operations proceed. Typically, the Chair or Initiator role is held by a voting member of the Board, by reason that each group is a working group appointed by the Board.

Action Required

This document is proposed to be ratified pursuant to the Consent Agenda provisions of Article 7.1.a) of the System Management Board's Rules of Procedures. Should any voting member wish to remove this item from the Consent Agenda, that should be communicated to the System Management Office at smb-secretariat@cgiar.org by Friday 16 September 2016.

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[1] Refer decision point SMB/M1/DP8 and SMB/M1/DP9, as set out here:
http://cgiarweb.s3.amazonaws.com/wp-content/uploads/2016/07/SMB1-19_1stMeeting-DecisionPoints.pdf

Background

1.   Article 9.11 of the Charter of the CGIAR System Organization ("Charter") states that the System Management Board ("Board") shall have two Standing Committees as follows:

     a.   Audit and Risk Committee; and
     b.   Strategic Impact, Monitoring and Evaluation Committee.

2.   Article 9.10 of the Charter articulates the authority of the Board to also "establish committees of the System Management Board, and other ad-hoc working groups and task teams, as it deems appropriate to carry out its work."

Sections within this paper

3.   **Part A** of this document records the status of formation of the Board's standing committees. The term of each standing committee is ongoing.

4.   **Part B** of this document records the ad-hoc working groups that have been agreed to be formed by the Board, including two additional working groups that were discussed by the Board electronically after its 1st meeting, and which shall be the subject of a consent agenda decision at the 2nd meeting to formally ratify their formation. The term of each ad-hoc working group is proposed to end on 31 March 2017 unless otherwise agreed by the Board.

5.   **Part C** of this document records, in table format, the respective membership of committees and ad-hoc working groups, together with the proposed timetable for work to be undertaken.

Part A – Standing Committees

1.   Audit and Risk Committee (appointed at SMB1)
*The purpose of which shall be to provide the Board with **independent assurance**[2] of adequate internal audit capacity, system-wide governance, risk management and internal controls* (Charter, Article 9.11(a))**.**

Members: Bushra Naz-Malik, Gordon MacNeil, and Eugene Terry (Board members); Bob Semple[3] (Center representative).
Chair: Bushra Naz-Malik.

a.   Key initial organizational step
- Development of a Terms of Reference ("TOR") for the ARC. The System Management Office has been requested by the ARC Chair to develop a proposal for consideration by the ARC and presentation to the Board for consideration as soon as possible.

b.   Suggested priority areas of work, strategic level:
- Oversee and provide input into the development of a comprehensive proposal for a CGIAR System risk management framework and the Internal Audit Function, linking with the System Council's Audit and Risk Committee;
- Oversee the development of a proposal for a CGIAR system-wide ethics policy with relation to science integrity and ethical conduct of research, based on a review of the System Management Office database of related policies, and building on input from the ISPC; and
- Oversee the development of a proposal for a process for the preparation and approval of multi-year, consolidated business plan and budget projections for the administrative costs of the CGIAR System, and the means by which such costs can be finances, recognizing the collective responsibility of the System Council and System Organization for such costs.

Status update at 1 September 2016
1.   1st ARC meeting held virtually on Tuesday 16 August 2016.
2.   Members agreed to meet again on an in-person basis in October 2016.
3.   As reflected in the 1st ARC Meeting Summary, the ARC has determined that:
    i.   It will use, as a working draft, the preliminary draft Terms of Reference distributed with this paper as an operational guide; and
    ii.   Before finalizing the formal TOR, it will be important for work to progress on the formulation of a "RACI/RASCI" matrix, as that will more fully inform the scope of and appropriate risk and assurance mandate for the ARC.

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[2] By reason that the ARC provides independent assurance, membership of the committee is planned to be restricted to only independent members of the respective Boards of Trustees, and not Directors General
[3] Audit Committee Chair, CIMMYT Board.

2.   Strategic Impact, Monitoring and Evaluation Committee

The purpose of which shall be to assist the Board in the review of research program evaluations, oversight of the strategic direction of the CGIAR System Organization and efficiency, effectiveness and impact of the CGIAR Research according to a robust and rigorous results based management framework (Charter, Article 9.11(b)).

Members: To be appointed after consultation amongst the Board on composition, engagement of external independent subject matter experts etc)

a.   Key initial organizational step
- Development of a Terms of Reference ("TOR") for the committee.

b.   Suggested priority areas of work, strategic level:
The Charter sets out a number of strategic responsibilities that would ordinarily fall within the scope of such a committee, some of which are more relevant to the 2016 – 2017 year than others. More relevant strategic items from the Charter include:

- Framing the Board's input into the TOR of the ISPC and IEA that set for their purposes
- Oversee and provide inputs into the System Management Office led consultative process 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
- Oversee the development of guidelines and criteria for prioritization and annual allocation of Unrestricted Funding across the CGIAR Portfolio, based on strategic priorities and performance

Status update at 1 September 2016

1.   The System Management Office has been requested to prepare a preliminary draft Terms of Reference for input by the Board at its 2nd meeting, on 26 September 2016. A 2nd consultation draft of the TOR would be circulated for inputs after that meeting, and for electronic approval by the Board according to the timeline discussed at the Board's 2nd meeting.

2.   It is proposed that the members of the Committee be appointed by the Board according to the scope of the final approved Terms of Reference.

Part B - Ad Hoc Working Groups of the System Management Board

This part sets out the six (6) ad-hoc working groups that have been identified as important support groups, to kick-start the Board's thinking on key issues.

After consultation with the Board members on other possible members of the respective working groups, the material in the pages that follow set out the proposed additional members, and, as relevant, 'initiators' proposed by the Interim Chair of the Board for those working groups where a Chair was not already identified at the 1st Board meeting.

Index of Working Groups

1. Ad Hoc Working Group on Resource Mobilization

Purpose: *To identify mechanisms for system-level resource mobilization and the strategic expansion of funding, including through innovative financing initiatives and mechanisms to stabilize the flow of funds, with a focus on both traditional and non-traditional funding sources, and building on the work of the former Senior Steering Group on funding.*

Members: Catherine Bertini, Shenggen Fan, Martin Kropff*, Jimmy Smith, Eugene Terry, Margret Thalwitz, Ann Tutwiler*, and Nick Austin* (Board members); and Karen Brooks (CRP representative); and Tony Simons (Center DG).

Chair: Eugene Terry
Vice-Chair: Jimmy Smith

Priority areas of work:

- Develop a plan for economic stabilization, given recent declines on Window 1 and 2 funding, and the potential for ongoing pressures into the near, and potentially longer term, future;
- Identify potential high-level "CGIAR ambassadors" to champion and support resource mobilization efforts;

Status update at 1 September 2016

1. Interim Board Chair's email message of 12 August proposed RM was a priority topic for the 2nd Board meeting
2. Interim Chair proposed a RM-WG in-person meeting in Mexico City on Sunday 25 September 2016
3. RM-WG Chair has since held a preliminary discussion with the System Management Office on planning for the in-person RM-WG meeting
4. A proposed TOR for the RM-WG and proposed agenda for the Sunday 25 September meeting will be circulated to WG members by 14 September

To note: *Each of the people marked with an * above are people that will be in attendance at the System Council meeting on Sunday 25 September, and unable to attend the RM-WG meeting on that same day.*

2.   Ad Hoc Working Group on Rules of Governance

Purpose   *To strengthen the Rules of Procedure of the System Management Board and support the development of the Rules of Procedure for the General Assembly.*

Members: Margret Thalwitz (Board member); Yvonne Pinto (Board of Trustee member); and Bruce Coulman, Lindsay Falvey, Jim Godfrey, Cristián Samper, (Center Boards of Trustee Chairs).

Chair: *To be identified*
Initiator: Margret Thalwitz (as proposed by Interim Chair to take the work forward)

Additional Resource: Maggie Gill (Chair, ISPC)

Task-teams to contribute to the Working Group's work outputs:

The Ad Hoc Working Group shall have the following task teams:

a.   Task Team on Governance Rules and Procedures of the Board.
- Provide inputs into strengthening the Board's Interim Rules of Procedure and a mechanism to keep the rules under review for ongoing relevance;
- Develop a proposal for remuneration levels for the situations were independent persons or a member of a Center Board serves as a member of an official committee of the Board, but such person is not also as a System Management Board member;
- Develop a proposal for a mechanism by which the Board can review its collective performance and effectiveness;
- Develop a proposal for determining the composition of DG and Board representatives on the Board;

b.   Task Team on Conflicts of interest for System Management Board members.
- Develop a mechanism to mitigate the potential for conflicts of interest to arise with regard to the discharge of the Board's role to recommend to the System Council the guidelines and criteria for prioritization and for annual allocation of Unrestricted Funding across CGIAR Research, or other conflicts as may arise;
- Develop a proposal for appropriate confidentiality to be maintained for Board members and participants in meetings and activities, including a comprehensive approach and relevant provisions for mitigating potential and actual conflict situations that arise;

c.   Task Team on <u>Nominations Processes by the General Assembly of Centers</u>, to include the following:

- Drawing on the work of the nominations committee for the inaugural Board members, identifying options for the nominations process to be utilized by the General Assembly for Board members;
- Identify options for the nominations process to be used by the General Assembly for System Council representatives;
- Develop a proposed terms of reference for Board members, including proposals for length and staggering of terms across the membership;
- Prepare a preliminary draft set of rules of governance for the General Assembly to take to the General Assembly as a basis for the assembly's formulation of its rules to take matters forward.

Status update at 1 September 2016

1.   Interim Rules of Procedure for the System Management Board were adopted by the Board at its 1st meeting on 11 & 13 July 2016, as accessible here: http://library.cgiar.org/bitstream/handle/10947/4417/CGIAR_SMB-Rules-of-Procedure_July2016.pdf?sequence=1

2.   Additionally, at the Board's 1st meeting, a number of inputs were received from Board members on potential enhancements to the Rules. These have been collated by the System Management Office, for contribution to the deliberations of this group.

3.   It is proposed that a draft timetable for the work of this ad-hoc working group be discussed with the proposed initiator during the Mexico meetings, and that the group be convened on a virtual basis during October 2016 to advance key topics according to the agreed prioritization.

4.   Additional experience may be called upon on an as-required basis.

3. Ad Hoc Working Group on Cost-sharing for Host Centers

Purpose: *To identify opportunities for shared corporate services and other means of improving financial efficiency where multiple centers operate in a host country.*

Members: Gordon MacNeil (Board member); Matthew Morell and Barbara Wells (Center DGs); Syon Niyogi[4] and Siboniso Moyo[5] (Center representatives).

Chair: *To be identified*

Initiator: Gordon MacNeil (as proposed by Interim Chair to take the work forward)

Priority area of work:

• Identify feasible locations and priority areas of corporate services for implementing a shared services approach drawing the various reviews and external studies that already exist within the CGIAR System, including the following:

   i. Accenture Development Partnerships August 2009 Review
      https://drive.google.com/file/d/0B5fuEIKrAdcpSzhGTkJYbW9tVU0/edit
   ii. CGIAR Consortium 'Thinking like a Billion Dollar Organization"; and
   iii. Accenture Development Partnerships, May 2013, Case studies of Ethiopia and Bangladesh;
   iv. Consortium Board discussed Shared Services Strategy, 2014:
   v. 2014 ICT case study:
      https://library.cgiar.org/bitstream/handle/10947/3460/CGIAR%20Consortiu m%20think%20piece%20on%20ICT%20Shared%20Services%20Way%20Forw ard%20October%201%202014.pdf?sequence=1

Status update at 1 September 2016

1. The System Management Office has been collating the various reports and studies and preparing a work-site for working group member engagement.

2. It is proposed that a draft timetable for the work of this ad-hoc working group be discussed with the proposed initiator during the Mexico meetings, and that the group be convened on a virtual basis during October 2016 for the purpose of both agreeing its work plan, and identifying key next steps.

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[4] Director of Corporate Services at IWMI
[5] ILRI Director General's representative in Ethiopia

4.   Ad Hoc Working Group on Funding System Actions and Entities

Purpose: *To work with the Interim Executive Director on identifying the actions and entities to be supported through system-level investments, and a fair mechanism with the appropriate incentives for distributing responsibility for system costs.*

Members: Nick Austin, Jimmy Smith, Eugene Terry (Board members); Barbara Wells, Tony Simons, Matthew Morell (Center Directors General)
Chair: Nick Austin
System Council engagement: Eric Witte & a representative of FAO as sounding boards

Priority areas of work:

- Identify a forward-looking draft proposal for discussion with the System Council:

    i.   the functions that are minimally necessary to run the CGIAR System and facilitate the System from the office for the phase moving forward based on the principle "form follows function"; and
    ii.   the most appropriate financial mechanism or processes to meet those needs to maintain the right incentives in the System (requiring consideration of the appropriate basis for application of the proposed model: on the CRPs; on the whole budget; or other); and

- Develop CGIAR-wide guidelines on the basis for decisions on whether a bilateral project is formally aligned to a CRP or Platform.

Status update at 1 September 2016

1.   The Chair is developing a working paper for discussion with working group members through electronic/virtual meetings.

2.   It is proposed to take early thinking from those discussions to the Board's 2nd meeting on Monday 26 September and day 2 of the System Council's 2nd meeting (also 26 September), to seek early reflections and provide clarifications.

3.   Based on additional working group deliberations thereafter, it is proposed that the Board present a formal proposal to the System Council at its 3rd meeting (planned for the first half of November 2016).

5.   Ad Hoc Working Group - Site Integration

Purpose: *To review and make a proposal for improving the implementation of the site/ country integration process.*

Members: Matthew Morell, Nteranya Sanginga, and Tony Simons (Center Directors General), Siboniso Moyo[6] and Tom Randolph (Center/CRPs Representatives)

Chair: *To be identified*

Initiator: Matthew Morell (as proposed by Interim Chair to take the work forward)

Priority areas of work:
- Review the results to date of the CGIAR country and site integration processes, and develop, on the basis of the results, a proposal for improving implementation.

   Some of the areas for specific Board input:
   (i)   Which other Board members would wish to be included on this group?
   (ii)   How should it interact with the CRP directors/ partnerships work on the site integration processes;
   (iii)   How to incorporate the views of funders into the process?

Status update at 1 September 2016

1.   Taking note of the nomination of 4 additional members by end-August 2016, it is proposed that the initiator (Matthew Morell) take the lead on bringing the working group together on an electronic/virtual basis in early October to identify areas for priority for the working group, including reporting back to the Board on the three specific areas that are noted above (noting that this working group does not yet have Board membership).

2.   A key output of the working group will be the presentation to the Board of a proposal for improving implementation, including a suggested approach to ensuring take-up by all Centers (*e.g. whether a formal Board-approved "CGIAR Policy" will be required under Article 8.1(r) of the Charter of the CGIAR System Organization to ensure up-take of any improved implementation arrangements*).

3.   It is proposed that the System Office's Partnership Manager serve as a secretariat to the group.

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[6] It was disclosed during the nomination process that a potential Conflict of Interest exists because of Siboniso Moyo's role leading the site integration work in Africa.

6.   Ad Hoc Working Group – Positioning and engagement on genetic resources

Purpose: *To work with the Centers on identifying appropriate system-wide engagement modalities in regard to the Global Crop Diversity Trust ('GCDT'); International treaty frameworks; and improved policy coordination on germplasm issues.*

Members: *To be identified*
Chair: *To be identified*

Priority areas of work:
 i.   Overseeing the development of memorandum of understanding with the GCDT and CGIAR, to further clarify the relationship between CGIAR/Centers and the GCDT, and developing, as required, agreements that deliver on the principles outlined in the MOU
 ii.   Guiding the formation of a multi-stakeholder Plant and Genetic Resources Policy Group ("PGR Policy Group") in respect of the Genebank Platform that was submitted as part of the proposed 2017 – 2022 CGIAR Portfolio, with a clear Terms of Reference, and which is able to support the work of the CGIAR System Organization and ensure more effective engagement with the GCDT;
 iii.   Identifying the appropriate accountability framework for the proposed PGR Policy Group, committee oversight, routine reporting, and performance considerations;
 iv.   Reviewing and providing input into a proposed framework of how to develop CGIAR System Organization positions on behalf of the Centers to feed into critical international treaty frameworks on an ongoing basis.

Status update at 1 September 2016

1.   The System Management Office proposes that the Interim Chair reach out to the following persons, to invite them to consider joining the working group, taking note that many of the Centers will themselves have internal staff serving on the CGIAR Germplasm Policy Group (once formed):

   a.   Ann Tutwiler (Board member)
   b.   Bram De Jonge, Post-Doctoral Fellow in IP Rights, Law & Governance Group of Wageningen University;
   c.   Carlos Correa, University of Buenos Aires/South Centre, and former past Chair of the CGIAR Genetic Resources Policy Committee (GRPC) as formed by former CGIAR Executive Council in 2012;
   d.   Geoff Hawtin, Board Chair of CIAT, and former CGIAR Director General, and former Executive Secretary of the Global Crop Diversity Trust;

e. Such other members of Center Boards of Trustees who are interested in the mandate of this working group, and who bring demonstrated experience in genetic resources governance, policy and/or strategic management.

2. Noting the nature of the outputs, it is proposed that a senior representative of the GCDT be invited to join relevant discussions as an additional resource, but not formal member. This facilitates an informed discussion, but addresses conflict of interest questions that arise.

3. It is proposed that the System Management Office provide secretariat services to the group, with the Chair of the group (once appointed), setting a strategic agenda and work plan, for end 2016/early 2017 deliverables to the Board.

Planning tool - System Management Board Committee and Working Groups
Last updated: 5 September 2016

Key   * Availability to join group to be confirmed
             ** Not present in Mexico City
             Red name = scheduling conflict

Sunday 25 Sept 2016 9am - 1pm Mexico (same time as SC2)	Monday 26 Sept 2016 10am-1pm Mexico (same time as SC2)	Friday 21 Oct 2016 In person, Paris	October 2016, Virtual meetings (TBC) Dates to be set with the Chair/Initiators after consultation with membership				October/ November 2016 for 1st meeting
WG 1 Resource Mob.	**WG 4** Funding system actions and entities	**Audit and Risk Committee**	**WG 2** Rules Governance	**WG 3** Cost Sharing for HostCenters	**WG 5** Site Integration	**WG 6** Genetic Resources	**Strategic Impact, M&E Committee**
Alain Vidal (remote for Mexico)	**Albin Hubscher** (reprsenting Nick Austin)	TBC	**Karmen Bennett** (Senior Advisor, Governance)	**Albin Hubscher** (Director of Finance & Corp Services)	**Nadia Manning-Thomas** (Partnerships Manager)	**Elise Perset** (General Counsel)	*Proposal to identify members only after TOR is approved by Board*
System Management Board participants							
1 **Eugene, Chair**	Nick, Chair (at SC2)	**Bushra, Chair**	**Margret, Initiator**	**Gordon, Initiator**		Ann Tutwiler*	
2 **Jimmy, Vice Chair**	Eugene	Eugene					
3 Ann (at SC2)	Jimmy	Gordon					
4 Catherine		Nick, Invited guest					
5 Margret							
6 Martin (at SC2)							
7 Shenggen							
8 Nick (at SC2)							
Other participants in committees and working groups (including Resource contacts and Sounding Boards, who are not formal members)							
1 Karen Brooks**, CRP	Matthew Morell	Bob Semple	Bruce Coulman*	Matthew Morell	**Matthew Morell, Initiator**	Carlos Correa*	
2 Tony Simons, DG	Tony Simons		Lindsay Falvey*	Siboniso Moyo*, ILRI	Siboniso Moyo*, ILRI	Bram De Jonge*	
3	Barbara Wells **		Jim Godfrey	Syon Niyogi, IWMI	Tom Randolph*, CRPs	Geoff Hawtin*	
4	FAO (at SC2) - sounding board		Yvonne Pinto*	Barbara Wells	Nteranya Sanginga*	Michael Halewood* *(if Ann Tutwiler is unavailable)*	
5	USA (at SC2) - sounding board		Cristian Samper		Tony Simons*		
6			Maggie Gill - Resource				
7							