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Consortium Constitution^{1,2}

Article 1: Establishment, name and legal status

1.1 Establishment [To be tailored to legal and host country requirements]

The Consortium of CGIAR-supported (Consultative Group on International Agricultural Research) Centers (hereinafter referred to as “the Consortium”) shall be established and shall operate as an autonomous organization, international in character, in accordance with the provisions of this present Constitution.

1.2 Name [To be tailored to legal and host country requirements]

The Consortium shall, by the aforesaid name, be a body corporate with perpetual succession and a common seal.

1.3 Legal status [To be tailored to legal and host country requirements]

The Consortium is organized exclusively for charitable, educational and scientific purposes. It has international status and shall be operated and maintained as a non-profit, autonomous international agency, non-political in management, staffing and operations.

The founding members of the Consortium (hereinafter referred to as “Members” or “the Members”) are:

- ...[list of founding members]

Article 2: Vision, purpose and activities

2.1 Vision and purpose

The vision of the CGIAR is to reduce poverty and hunger, improve human health and nutrition, and enhance ecosystem resilience through high-quality international agricultural research, partnership and leadership³.

The purpose of the Consortium is to provide leadership to the CGIAR system and coordinate the activities among Members, to enable them to enhance their individual and collective contribution to the CGIAR vision through:

¹ Note: This draft constitution represents guidelines and recommendations for the Consortium governance structure, but may not conform to the final legal standards that govern the Consortium. The final constitution should be reviewed and prepared in conjunction with appropriate legal counsel.

² Terminology for specific entities (e.g. , "CGIAR") may be adapted based on future changes to names and structures in the system

³ From the Maputo reform proposal, 2008

- 41 • Fostering a more conducive international policy environment for
42 agricultural research for development and increasing CGIAR relevance
43 and effectiveness within the international development institutional
44 architecture
- 45 • Enhancing Member research impact through strategic and programmatic
46 convergence, concerted action and fostering innovation
- 47 • Significantly expanding the financial resources available to the Members
48 to conduct their work
- 49 • Improving the cost-efficiency of each Member and of the CGIAR system
50 as a whole through the provision of advice, world class shared services
51 and other means
- 52 • Identifying and promoting to the Members opportunities to achieve gains
53 in relevance, efficiency and effectiveness

54

55 **2.2 Activities**

56

57 In order to accomplish its purposes, the Consortium shall engage in the
58 following types of activities:

- 59 • Developing and refining, together with the Members and with the input of
60 a broad range of Partners, a unified strategy to execute to meet the
61 vision and purpose set forth in article 2.1, and a Strategic Results
62 Framework⁴ to translate the strategy into measurable impact targets
- 63 • Engaging and managing relations with Donors and the CGIAR Fund
64 (hereinafter “the Fund”), in order to:
 - 65 ○ Gain their input in the ongoing development and refinement of the
66 strategy and Strategic Results Framework as described above
 - 67 ○ Gain approval and funding of Consortium efforts
 - 68 ○ Consolidate reporting of system wide and programmatic progress
69 and operations
 - 70 ○ Otherwise further the Consortium purposes
- 71 • Approving and managing performance of the portfolio of Mega
72 Programs⁵, integrated research activities to meet development impact
73 needs as defined in the strategy and Strategic Results Framework.
74 Mega Programs shall be led by Members; the Consortium’s performance
75 management role shall address development impact as well as financial
76 and operational performance
- 77 • Reviewing regularly the efficiency and optimal organizational structure
78 among the Members and any organizational redesign opportunities, and
79 making recommendations aimed at significantly improving efficiency and
80 effectiveness
- 81 • Developing, managing and operating shared services and functions to
82 support Members and increase operational efficiency

83

84 **Article 3: Consortium Office, shared services units, offices [to be refined** 85 **and detailed in Phase II]**

⁴ Here and elsewhere in this document, “Strategic Results Framework” should be interpreted to include any such framework with similar purposes

⁵ Here and elsewhere in this document, “Mega Programs” should be interpreted to include any such programmatic efforts with similar purposes

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- The principal location of the Consortium Office shall be at ..., ..., or at such other place in ... as may be mutually agreed upon by the Government of ... and the Consortium
- Nothing in the preceding provisions of this Article shall preclude co-operation and collaboration in a less formal manner between the Consortium and other countries or organizations

Article 4: Financial means [To be tailored to legal and host country requirements]

It is envisioned that the Consortium shall seek funding by donations, contributions and commitments from the Fund. It may accept other funds from third parties as the Consortium Board determines are consistent with the purpose of the Consortium, as defined in Article 2.1.

Article 5: Structure and governance

The bodies of the Consortium are:

- The Consortium Board (the “Board”) including its Officers (Chair, Vice-chair)
- The Board Committees
- The Members' Group
- The Consortium CEO and Consortium Office
- The Members, locus of research expertise and management

Additionally, bodies with which the Consortium will work in close coordination include:

- The Fund, major financial contributor to the Consortium
- Partners, parties outside of the system with which the Consortium and its Members can cooperate to further the Consortium purpose, as defined in Article 2.1

Article 6: Board

6.1 Objectives

The Consortium Board will have ultimate authority over the actions of the Consortium, which follow from the roles and responsibilities as defined in Article 6.4. It shall provide leadership and strategic direction in areas of common interest among the Members, as defined in this document. The Board will review and approve the Consortium strategy, Strategic Results Framework, and Mega Programs, and will, supported by the Consortium Office, manage performance as agreed in performance contracts.

6.2 Membership and eligibility

6.2.1 Nominations of Board members:

Initial Board members will be selected by the Search and Selection Committee following a process approved by the existing Alliance of CGIAR-supported

136 Centers. Subsequent Board members will be selected via a nomination
137 process described herein:

- 138 • If a Board seat is known to be coming open with any timing other than
139 the expiration of a normal term, the Chair shall give notice of the vacancy
140 to the Nominations Committee
- 141 • Once a Board vacancy is posted, the Nominations Committee shall seek
142 nominations from Board members, Members, Partners, and the
143 Fund/donors in an open and transparent process.
- 144 • Advised by the Nominations Committee, the Board shall propose
145 nominee(s) (one per unfilled position) to the Members' Group
- 146 • Each Member shall have one vote for or against each nominee;
147 nominees are elected by a 3/4 super-majority of the Member in favor
- 148 • If a nominee fails to gain the required number of votes in favor, the
149 Nominations Committee must propose a new nominee for that vacancy
- 150 • If 3 subsequent nominees for a given vacancy each fail to gain the
151 required number of votes in favor, any following nominees are elected by
152 a simple majority of the Members voting in favor, following the process
153 as above. Nominees who were rejected by 3/4 super-majority vote may
154 be, at the discretion of the Consortium Board, proposed again for the
155 simple majority vote

156
157 Initial Board members will serve two or three-year terms to ensure a staggered
158 transition, with a maximum of six years of consecutive service. Subsequent
159 Board members will serve three-year terms, with a maximum of six years of
160 consecutive service.

161 162 **6.2.2 Composition**

163 The Consortium Board composition will be competency-based, ensuring a
164 balanced skill set and with regard to gender and diversity. It will consist of 10
165 independent members and 2 observers:

- 166 • 9 voting members selected on individual merit and not to represent
167 certain bodies or organizations:
 - 168 ○ Membership should reflect policy, science/research and
169 financial/managerial backgrounds
 - 170 ○ No voting members may concurrently be an officer, trustee or an
171 employee of a CGIAR-supported Center, office, or program
 - 172 ○ No voting members may concurrently be an officer, trustee or an
173 employee of any organ of the Fund
 - 174 ○ At least 4 voting members at any given time must not have been
175 affiliated with the CGIAR in the 3 years prior to joining the
176 Consortium Board
- 177 • 1 voting *ex officio* member: the Consortium CEO
- 178 • 2 non-voting observers: one representative of Member leadership, as
179 appointed by the Members' Group, and one representative of the Fund,
180 as appointed by the Fund Council

181 182 **6.2.3 Officers (Chair, Vice-Chair)**

183 In the inaugural Board, the Chair and Vice-chair shall be selected by the Search
184 and Selection Committee following a process as approved by the existing
185 Alliance of CGIAR-supported Centers. Subsequent Chairs and Vice-chairs will

186 be selected by the Board, by a simple majority vote among the Board's
187 members.

188

189 The primary role of the Chair is to further the vision and purpose of the
190 Consortium in close collaboration with the Board and the CEO.

191

192 The Chair shall determine, in consultation with the Consortium CEO, the
193 agenda for each Board meeting, and preside over each meeting. The Vice-
194 Chair shall perform these duties in the event that the Chair is absent.

195

196 The terms of the Chair and Vice-Chair will begin at the meeting in which they
197 are elected. The term will last for a minimum of a two-year period, unless
198 decided otherwise by the Board for exceptional reasons.

199

200 **6.2.4 Secretary**

201 The Secretary of the Board shall be designated by the Chair.

202

203 **6.2.5 Voting**

204 Board decisions will be made by consensus to the maximum extent possible.
205 As a last resort, where a clear decision is required and consensus is not
206 achievable, the voting members on the Board shall each have one vote. In
207 case of a tie, the Chair shall cast the deciding vote. Vote by proxy via another
208 Board member is possible, if communicated to the Chair prior to the meeting/
209 teleconference. Decisions will be made by simple majority vote unless
210 otherwise specified and provided a quorum is present.

211

212 **6.2.6 Secret ballot**

213 The Chair will propose to conduct an open ballot by default. The Board may
214 decide to conduct a secret ballot without restriction.

215

216 **6.3 Meeting frequency and interaction**

217

218 **6.3.1 Frequency**

219 The Board shall meet and interact as deemed necessary to function effectively.
220 At a minimum, there should be two in-person Board meetings per year. It is
221 anticipated that, next to the aforementioned in-person meetings, there will be at
222 least bi-monthly additional conference calls and regular email updates as
223 requested by the Chair. Board members are expected to adequately prepare for
224 all Board and relevant Committee meetings; a significant time commitment is
225 expected. Beyond the commitment of Board members, the Chair will be
226 expected to devote as much additional time as is necessary to ensure the
227 effective functioning of the Board.

228

229 A meeting of the Board will be convened by written notification from the Chair,
230 or by the Consortium CEO at the direction of the Chair.

231

232 **6.3.2 Special meetings**

233 Special meetings may be called by request of the Chair, 3/4 of the Board
234 members or 3/4 of the Members.

235

236 **6.3.3 Participation**

237 Board members shall make every reasonable effort to participate in all
238 meetings. Members may not appoint an alternate to serve in their stead. In the
239 event a Board member does not attend more than two consecutive meetings,
240 the membership of such a Board member may be reassessed by the Chair.

241

242 **6.3.4 Quorum**

243 A Board meeting shall not be held unless over one half of all voting members
244 are present. This rule applies to teleconferences as well as regular meetings of
245 the Board.

246

247 **6.3.5 Notice and communications**

248 The Consortium Office, in collaboration with the Chair, shall prepare the
249 agendas and materials for Board meetings. The agenda and materials shall be
250 circulated to Board members at least two weeks prior to each regular meeting
251 and one week prior to any special meetings. All advice and recommendations of
252 the Board will be recorded in minutes of the Board meetings, which shall be
253 copied to all members of the Board, to be approved and retained in the
254 permanent records of the Consortium Office. Minutes of each meeting will be
255 communicated to all members of the Members' Group and the Fund Council
256 and made available to the general public within 10 business days of each
257 meeting. The Consortium Office shall support the Board by providing the
258 required documents and by coordinating communications as required.
259 Communication with Board members and the Consortium Office may be
260 conducted by mail, fax, e-mail, or other appropriate means.

261

262 **6.4 Roles and responsibilities**

263

264 Concerning strategy development and funds allocation the Board will:

- 265 • Review and endorse the CGIAR strategy, Strategic Results Framework
266 and portfolio of Mega Programs
- 267 • Develop a framework for funding, in cooperation with the Fund, to
268 structure funding flows to address programmatic and structural financing
269 needs
- 270 • Develop proposals to funders regarding allocation of funds across Mega
271 Programs, on the basis of proposals submitted by the Mega Program
272 participants
- 273 • Review and approve fund allocation within Mega Programs, on the basis
274 of a proposals submitted by the Mega Program participants
- 275 • Decide on allocation of funding across Members and programs, in any
276 case where funds are given to the Consortium for allocation
- 277 • Review the performance and efficiency of Members
- 278 • Review current and potential organizational structures and advise and
279 assist Members on appropriate actions

280

281 Concerning Mega Programs the Board will:

- 282 • Appoint lead Members as delegated managers of Mega Programs,
283 taking into account proposals by participating parties

- 284 • Review and endorse Mega Program proposals including budget, project
285 structure, performance measures, progress-tracking and reporting
286 process
- 287 • Enter into performance contracts with all Members involved in execution
288 of the Mega Programs
- 289 • Monitor Mega Program performance and decide on (dis)continuance
290 accordingly

291

292 In addition, the Board will oversee the Consortium CEO and Office, and in so
293 doing, will:

- 294 • Select, hire, conduct performance reviews, and determine the continued
295 employment or removal of the Consortium CEO
- 296 • Review, endorse plans for, and, together with the CEO, oversee shared
297 services and strategic and policy functions [\[to be detailed in Phase 2\]](#)
- 298 • Advise Members on policies and best practices in areas of common
299 interest, including governance, risk management and supporting
300 functions
- 301 • Support the Consortium CEO and Consortium Office in advocacy, public
302 relations, and communications efforts

303

304 Finally, in its governance role, the Board will:

- 305 • Review and approve such additional governance and organization
306 policies as are needed to operate and further the purposes of the
307 Consortium
- 308 • Initiate external reviews of the Consortium functioning and performance
309 periodically
- 310 • Propose amendments to this Constitution to the Members' Group

311

312 Board members will have fiduciary responsibility for the Consortium's
313 performance on Mega Programs and for the operations of the Consortium
314 Office and shared services.

315

316 Although the Board is ultimately responsible for all roles and responsibilities
317 stated above, it may delegate tasks to the Consortium CEO and Office as it
318 sees appropriate.

319

320 **6.5 Deliverables**

321

322 Board deliverables will include:

- 323 • Final approval of Consortium objectives, strategy, Strategic Results
324 Frameworks, Mega Programs and fund allocation within Mega Programs
- 325 • Final approval of shared services and strategic and policy functions [\[to](#)
326 [be detailed in Phase 2\]](#)
- 327 • Analysis of Member consolidation and other organizational redesign
328 opportunities
- 329 • Annual report on (financial) performance, in a form as chosen by the
330 Board. The annual report will be distributed to the Members, Fund and
331 Partners and shall be made available to the general public
- 332 • External evaluations commissioned as necessary

- 333 • Meeting minutes, which shall be made available to all involved parties,
334 including the Members and the Fund Council, and the general public
335 within 10 business days of each meeting
336

337 **6.6 Compensation**
338

339 Board members shall receive reimbursement of expenses incurred in the
340 performance of their duties. They may also receive compensation for their
341 services as proposed by the Consortium Board and approved by the Members'
342 Group.
343

344 **6.7 Resignation and removal policies**
345

346 Any Board member may resign at any time by delivering written notice to the
347 Chair, or by giving oral notice at any meeting of the Board. Any such
348 resignation shall take effect at the time specified therein, or if the time if not
349 specified, upon delivery receipt by the Chair or CEO.
350

351 Attendance at annual meetings is mandatory (without a compelling reason to be
352 absent). If a Board member has two consecutive absences from meetings, the
353 Chair will discuss with that member the viability of his or her continued
354 involvement on the Board.
355

356 Board members may be removed from their post for gross negligence of duties, fraud,
357 or criminal activity. A unanimous vote of the other Board members or a 3/4 super-
358 majority vote of the Members' Group is provision for removal.
359

360 **Article 7: Committees**
361

362 The Board shall establish a Nominations and an Audit Committee and may
363 establish as well such other Committees, working groups, advisory panels and
364 other similar groups it deems necessary to advise and carry out the business of
365 the Board efficiently and effectively. These bodies may be composed of Board
366 members and/or non-Board members. Committees will be established with
367 defined terms of reference and deliverables. Committees will operate under this
368 Constitution and any specific committee rules and regulations as may be
369 adopted and amended by the Board.
370

371 The Chair shall recommend a qualified candidate to chair a Committee, taking
372 into account the purpose and mandate of the Committee, and present the
373 candidate to the Board for approval.
374

375 **8 Members' Group**
376

377 The Members' Group shall be convened by the Members. Its roles and
378 responsibilities shall include:

- 379 • Being consulted by and providing advice and feedback to the
380 Consortium Board

- 381 • Approving Consortium Board members, as nominated by the Board
382 Nomination Committee, by a 3/4 super-majority vote (or if 3 subsequent
383 nominees are rejected, a simple majority vote)
- 384 • Electing from the Members' Group a non-voting observer to the
385 Consortium Board
- 386 • Convening special Board meetings with a 3/4 super-majority vote
- 387 • Casting a "no confidence in the Consortium Board vote" by a 3/4 super-
388 majority to publicly express severe disagreement with Consortium Board
389 performance, decisions and/or behavior
- 390 • In exceptional cases, removing Consortium Board members with a 3/4
391 super-majority vote
- 392 • Approving amendments to the Consortium constitution, as proposed by
393 the Consortium Board, by a 3/4 super-majority vote
- 394 • Admitting and removing Members by a 3/4 super-majority vote
- 395 • Approving Consortium continuity per the sunset clause, as defined in
396 Article 15.3

397

398 Each Member shall be represented in the Members' Group by its Board Chair
399 and Director General. Each Member will have a single vote. A Chair and Vice-
400 Chair of the Members' Group will be selected by the Members, by a simple
401 majority vote, to facilitate discussions and lead meetings.

402

403 The Members' Group will meet at least annually, either in-person or by
404 telephone or video conference. A meeting will be convened by written
405 notification from the Members' Group's Chair, the Consortium Board Chair, or
406 the Consortium CEO, or by a 3/4 majority of Members.

407

408 The Consortium Office will provide support services to allow the Members'
409 Group to execute its roles and responsibilities effectively.

410

411 **Article 9: Consortium Chief Executive Officer (CEO) and Consortium** 412 **Office**

413

414 **9.1 Consortium Chief Executive Officer (CEO)**

415

416 The Chief Executive Officer of the Consortium shall be selected by the Board.
417 The CEO will be both a public face of the Consortium and the leader of the
418 Consortium Office organization, which will be recruited and appointed by the
419 CEO. The performance of the CEO shall be reviewed by the Board annually.

420

421 The roles and responsibilities of the CEO include:

- 422 • Supporting and advising the Consortium Board and liaising regularly with
423 its Chair and members to ensure alignment
- 424 • Coordinating implementation of the Consortium strategy
- 425 • Overseeing day-to-day business of the Consortium, including fund
426 allocation, Mega Program execution and performance
- 427 • Conducting advocacy, public relations, and communications efforts,
428 including representing the CGIAR at major international fora and other
429 relevant meetings, in collaboration with the Board Chair

- 430 • Supporting the Members' Group to enable it to execute its roles and
431 responsibilities effectively
432 • Such other activities as the CEO may find necessary to further the
433 Consortium's purposes
434

435 The Board may authorize the CEO to appoint one or more deputies to perform
436 the functions and duties of the CEO in his or her absence.
437

438 **9.2 Consortium Office**

439
440 The Consortium Office shall consist of a professional staff responsible for
441 carrying out the day-to-day operations of the Consortium. The powers, duties
442 and processes for the Office shall be defined in directions as shall be provided
443 by the Board and CEO.
444

445 The CEO shall manage the Consortium Office and shall report on its activities to
446 the Board as and when required by the Board, but at a minimum twice per year,
447 as determined in directions as shall be provided by the Board.
448

449 The Consortium Office shall not directly conduct agricultural research.
450

451 **Article 10: Consortium Members**

452
453 The Consortium Members are the locus of research expertise and research
454 management within the CGIAR system. Within the framework of this
455 Constitution, the Consortium should aim to support the Members' autonomy and
456 flexibility in fulfilling these roles. Correspondingly, the Members empower the
457 Consortium Board and CEO to execute their roles and responsibilities, as
458 defined in Articles 6.4 and 9.1 of this Constitution, and consequently shall
459 accept the authority of the Consortium Board and CEO in decisions regarding
460 these roles and responsibilities. Additionally, Members are advised to take
461 action upon the advice of the Consortium Board on areas of common interest,
462 including organizational structures.
463

464 The responsibilities of Members include:

- 465 • Adherence to this Constitution
466 • Execution of high-quality research in accordance with performance
467 contracts as may be entered into with the Consortium
468 • Operating in alignment with the Consortium's overall strategy and
469 Strategic Results Framework
470 • Operating efficiently
471 • Reporting on research impact and efficiency to the Consortium, as
472 described in this document, any by-laws, or any performance contracts
473

474 The collective rights of Members are listed in Article 8 describing the Members'
475 Group. The rights of Members individually include:

- 476 • Making funding proposals to the Consortium
477 • Leading Mega Programs, if designated a lead Member by the
478 Consortium Board

- 479 • Receiving a copy of all required reporting from the Consortium Board and
- 480 Office to the Fund
- 481 • Securing bi-lateral funding
- 482 • In extraordinary circumstances, leaving the Consortium
- 483 • Other rights as included in individual performance contracts
- 484

485 Members may be added or removed by a 3/4 super-majority vote of the

486 Members' Group.

487

488 **Article 11: Other bodies**

489

490 **11.1 Fund**

491

492 It is anticipated that the Consortium will collaborate closely with the Fund and

493 the Fund Council as its governing body, as the Fund is envisioned to be the

494 Consortium's major financial contributor. It is anticipated that funding transfers

495 from the Fund to the Consortium will be governed via performance contracts. In

496 addition, the Fund will be consulted on relevant issues, which may include the

497 Consortium strategy and Strategic Results Framework, the portfolio of Mega

498 Programs and Board member selection. In addition, the Fund will have a non-

499 voting observer to the Board.

500

501 **11.2 Partners**

502

503 Partners are parties outside of the Consortium and the Fund, with which the

504 Consortium will cooperate to further its purposes, as defined in Article 2.1.

505 These can include national agricultural research systems (NARS), regional fora,

506 advanced research institutions, private sector organizations, non-governmental

507 organizations, and donors.

508

509 **Article 12: Conflicts of interests [To be tailored to legal and host country**

510 **requirements]**

511

512 **12.1 Definitions**

513

514 *A Conflict of Interest* will be deemed to exist whenever a Board member, Officer

515 or Committee member (the "Conflicted Person") is in the position to approve or

516 influence Consortium policies or actions that involve a transaction to which the

517 Conflicted Person or a member of his or her immediate family is a party or that

518 could ultimately harm or benefit a Material Financial Interest of the following: ...

519

520 *A Material Financial Interest* means a financial interest in a transaction that

521 would reasonably be expected to impair the objectivity of the Conflicted Person

522 when participating in action regarding the transaction...

523

524 *A Disqualified Board member* means a Board member who, directly or through

525 an immediate family member, has a familial, financial, professional or

526 employment relationship with a Conflicted Person that would reasonably be

527 expected to impair the objectivity of the Board member's judgment when

528 participating in the action to be taken...

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12.2 Disclosure of Conflicts of Interest and Disqualifying Relationships

A Conflicted Person who has or learns about a Conflict of Interest shall disclose promptly the material facts surrounding the Conflict of Interest: ...

12.3 Approval of Transactions Involving Conflicts of Interest

Following receipt of information concerning a Conflict of Interest and any disqualifying relationships...

12.4 Validity of Transactions

No transaction involving a Conflicted Person shall be either void or voidable for this reason alone or by reason alone that the Conflicted Person...

Article 13: Relationship with other organizations

In order to achieve its objectives in the most efficient way, the Consortium may enter into agreements for close cooperation with relevant national, regional or international organizations, foundations and agencies. Members will retain autonomy to engage in any agreements with third parties.

Article 14: Rights, privileges and immunities [To be tailored to legal and host country requirements]

- The Consortium shall make arrangements with its host country to ensure that the Consortium, its staff members and official visitors shall enjoy in the territory of the host country the same rights, privileges and immunities as customarily accorded to other international organizations, their officials, staff and official visitors. Such rights, privileges and immunities shall be specifically defined in a Consortium office Agreement with the host country
- Similarly, the Consortium may enter into agreements with other countries in which it works for the purpose of granting the Consortium, its officials and staff such privileges and immunities as are required for such work
- The privileges and immunities referred to in the preceding paragraphs are to be provided solely to ensure in all circumstances the unimpeded functioning of the Consortium, and the complete independence of the persons to whom they are accorded.

Article 15: Amendment, bylaws and dissolution [To be tailored to legal and host country requirements]

15.1 Amendment

[It is envisioned that any amendments to this Constitution must first be approved by 3/4 of the members of the Consortium Board, and then by 3/4 of the Members' Group. Specific language will be tailored to legal and host country requirements.]

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15.2 By-laws

The Board may adopt By-laws and other internal guidelines which will include financial and audit regulations and which shall be subject to ...

15.3 Sunset clause

Ten years after the formal establishment of the Consortium, the Board is obligated to commission a review of the value and sustainability of the Consortium. The Members, Fund, and Partners should be consulted as part of this review. The Board shall present the review findings and its conclusion to the Members' Group and the Fund Council. The Consortium will be dissolved if the Members' Group approves the both dissolution of the Consortium and a transition plan, each by a 3/4 majority.

15.4 Dissolution and Liquidation

If the Consortium is unable to continue its activities, the Board shall notify the Members' Group of the situation of the Consortium.

The Consortium may be dissolved in accordance with Civil Code. The Board shall carry out the liquidation unless it designates another party to act as a liquidator.

In the event of liquidation of the Consortium, its remaining assets shall [...destination of assets...].

606 **Glossary**

607

608 *Alliance of CGIAR-supported Centers:* Current coalition of the 15 Centers
609 supported by the CGIAR

610

611 *Board:* Board of the Consortium (unless otherwise specified)

612

613 *CGIAR-supported Centers or Centers:* The independently-chartered international
614 research institutions (currently 15) which are the locus of research expertise and
615 research management within the CGIAR system. Also referred to as “Members” of the
616 Consortium

617

618 *CGIAR system or CGIAR or system:* The global network of donors and international
619 agricultural research Centers, including all governing and advisory bodies

620

621 *CGIAR Fund or Fund:* A multi-donor fund that serves as a strategic financing facility
622 for the Consortium programmatic and structural financing needs

623

624 *Chair:* Chair of the Consortium Board (*unless otherwise specified*)

625

626 *Consortium CEO or CEO:* Chief Executive Officer of the Consortium

627

628 *Consortium:* Legal entity established by the CGIAR-supported Centers to
629 provide leadership to the CGIAR system and coordinate the activities among
630 Member Centers

631

632 *Consortium Members or Member Centers or Members:* Research institutions
633 that form the Consortium

634

635 *Consortium Office:* The broader office of the Consortium CEO and support unit
636 of the Consortium

637

638 *Fund Council:* The decision-making body for the CGIAR Fund acting on behalf of the
639 Fund donors

640

641 *Mega Programs:* Integrated research activities to meet development impact
642 needs as defined in the strategy and Strategic Results Framework

643

644 *Members' Group:* The convening of the Members to determine and express
645 their collective interests

646

647 *Nominations Committee:* Consortium Board Committee charged and
648 empowered by the Consortium Board to advise it on the nomination of Board
649 member candidates

650

651 *Partners:* Parties outside of the Consortium and the Fund with which the
652 Consortium will cooperate to further its purposes

653

654 *Performance contracts*: Binding agreements between the Consortium and
655 Members and Partners on Mega Programs that define mutual obligations,
656 expectations and terms
657
658 *Strategic Results Framework*: A framework to translate the Consortium’s
659 strategy into measurable developmental impact targets

Organization: Consortium of CGIAR (Consultative Group on International Agricultural Research) –supported Centers
Position: Inaugural CEO

Organization description

CGIAR

The CGIAR, established in 1971, is a strategic partnership, whose 64 donors support 15 international Centers, working in collaboration with many hundreds of government and civil society organizations as well as private businesses around the world. CGIAR donors include 21 developing and 26 industrialized countries, four co-sponsors as well as 13 other international organizations. Today, more than 8,000 CGIAR scientists and staff are active in over 100 countries throughout the world.

The Centers supported by the CGIAR generate science and technologies to reduce poverty and hunger, improve human health and nutrition, and enhance ecosystem resilience through-high quality international agricultural research, partnership and leadership. This results in the following strategic objectives:

- *Food for People:* Create and accelerate sustainable increases in the productivity and production of healthy food by and for the poor
- *Environment for People:* Conserve, enhance and sustainably use natural resources and biodiversity to improve the livelihoods of the poor in response to climate change and other environmental challenges
- *Policies for People:* Promote policy and institutional change that will stimulate agricultural growth and equity to benefit the poor, especially rural women and other disadvantaged groups

Consortium

To respond more effectively to changing development needs, in 2008-2009 the CGIAR donors, CGIAR-supported Centers and stakeholders have initiated the founding of the Consortium of CGIAR-supported Centers. Its purpose is to enable the Member Centers to enhance their individual and collective contribution to the achievement of international development goals. As such, the Consortium will provide its Members with leadership and strategic direction in areas of common interest, including "Mega Programs," the large-scale research programs executed by the Members and selected partners. In addition, the Consortium will provide its Members with shared functions, research platforms and policies to improve overall CGIAR effectiveness and efficiency. As a newly founded organization, the Consortium will be further developed by its inaugural Board and CEO.

Job description and responsibilities

The CEO will be both a principal representative of the Consortium and the leader of the Consortium office. Under the general direction of the Consortium Board and in cooperation with the Members, the CEO will lead the development of the CGIAR's impact targets, strategic positioning, and, at a high level, its programmatic portfolio of Mega Programs. The CEO also will work closely with the CGIAR Fund to secure and agree on the funding of the Mega Programs. The CEO will be responsible for the success of the portfolio in producing the desired impact. At the same time, the CEO will manage a high-quality shared services organization which will provide superior customer service to Members and increase system efficiency and effectiveness, in order to preserve resources for research. Finally, the CEO will represent the CGIAR in international fora and will

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represent the Consortium as it seeks to build relationships with Members, donors, and partners.

The CEO's primary responsibility is to lead the Consortium as it seeks to achieve its purpose through:

- Fostering a more conducive international policy environment for agricultural research for development and increasing CGIAR relevance and effectiveness within the international development institutional architecture
- Enhancing Member research impact through strategic and programmatic convergence, concerted action and fostering innovation
- Significantly expanding the financial resources available to the Members to conduct their work
- Improving the cost efficiency of each Member and of the CGIAR system as a whole through the provision of advice, world class shared services and other means
- Identifying and promoting to the Members opportunities to achieve gains in relevance, efficiency and effectiveness

As the Consortium organization is still being developed, the CEO will have an integral role in further designing the Consortium's role to achieve its purposes.

The CEO reports directly to the Consortium Board, which has ultimate responsibility over the Consortium of CGIAR-supported Centers.

The CEO will have the following responsibilities:

Internal

- Contribute to the development of and implement the overall CGIAR strategy and portfolio of Mega Programs, in close cooperation with Members and partners
- Lead the realization, further development of the Strategy and Results Framework, a framework of agreed impact targets and resulting performance measures to monitor Mega Program performance and account for donor and other stakeholder investments
- Manage the development of Mega Program proposals, budgets and performance contracts with involved Members and partners
- Manage directly or through staff the Consortium Office functions, such as overarching HR and finance functions and development of best practices to advise Members on common areas regarding governance, HR, financial management and risk management
- Manage directly or through staff the shared service organization:
 - Identify and set up such shared functions and research platforms as needed to optimize Consortium effectiveness and efficiency
 - Engage Members to identify most value adding services and ensure their continuing involvement
 - Recruit, manage and review managers of the shared service organization
- Develop an annual Consortium office budget for Consortium Board approval, ensure adherence to this budget and prudent spending as is deemed appropriate for a development organization
- Establish an effective system for liaising with Members to ensure coordination and alignment
- Support and advise the Consortium Board and liaise regularly with its Chair and members

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External

- Represent the Consortium in negotiations with and reporting to the CGIAR Fund and, as needed, individual CGIAR donors, which include governments, NGOs, and foundations. This includes coming to agreement with them on the CGIAR strategy, negotiating funding and performance contracts, and keeping them informed and involved in CGIAR performance and achievements.
- Build strategic collaboration and relations with external partners, including private sector, institutions and relevant NGOs, ARIs and national agricultural research systems, to enhance the CGIAR development impact
- Conduct advocacy efforts to expand the CGIAR's positioning and brand, including representing the CGIAR at top-level international fora and other relevant meetings

Qualifications

Education

- Advanced degree in a relevant field

Experience

Candidates should have:

- Substantial work experience in senior executive leadership and management positions in large, international and multicultural organizations
- An excellent track record of strong and successful decision making and significant impact from senior executive leadership positions

While it is not expected that qualified candidates will have all of the following, consideration also will be made for:

- Successful experience as a senior leader of a substantive change process (e.g., merger, restructuring)
- Executive leadership experience in a research or research-for-development organization
- Experience in a development organization and/or in developing countries
- Expertise, degrees, and/or experience in field, laboratory, and/or policy research

Skills

A leading candidate will be:

- An inspiring leader and effective networker with a world-class reputation
- An effective people manager with strong results orientation
- An exceptionally strong team player and consensus builder who excels in a dynamic international and multicultural environment
- Excellent in interpersonal and communication skills
- Politically astute and sensitive, and an excellent negotiator
- Strong in analytical skills and strategic capabilities to ensure effective management and decision making

Candidates should have a clear passion and commitment to the Consortium vision and purpose.