

## **Statement of the IFPRI Board of Trustees on the Draft CGIAR Consortium Constitution**

**Washington, D. C. - May 26, 2009**

The IFPRI Board of Trustees reviewed the draft CGIAR Consortium Constitution at its meeting May 25-26, 2009 and hereby shares the following commentary.

### **General concerns:**

1. Clause 1.3 Legal Status : The draft does not name the Founding Members, it is assumed that these are confined to existing CGIAR Centers (lines 26-28)
2. The current draft lacks clarity in language and terminology. It needs early review and editing for clarity throughout with legal advice.
3. The emerging new structures of the CGIAR incl. the “consortium” and the “fund” entails additional administrative and transactions costs. The Constitution should be designed in such a way that structures and procedures can be flexibly adjusted to a consortium of different funding sizes, as only a much larger CGIAR would justify more administrative structure. In general the additional funds raised for the Fund must cover the costs and transactions costs of any new administrative structures and procedures.
4. The role of the CEO should be defined by the Consortium Board and the Constitution should not do more than merely mentioning the option for the Board to appoint a CEO. As the CEO will report to the Consortium Board – delineating his or her position logically flows from the Board’s roles and responsibilities. Thus, the IFPRI Board asks that lines 421-436 and Appendix 2 be deleted from the Constitution.
5. Regarding Board Consortium Composition as mentioned under 6.2.1 and 6.2.2 this involves a complete set of proposals for the nomination and composition of the Board. We see difficulties in the process for appointment of the initial Board. Any danger of a destabilizing, politicized process should be avoided.
6. The constitution has the Members establishing the Consortium Board while at the same time line 277 has the Consortium Board reviewing the performance and efficiency of Members. This arrangement would not allow for independent review of the Members. IFPRI’s Board recommends that an independent entity (Science Council) be maintained that can operate outside of the Consortium, reporting to the Fund, to monitor Member performance.
7. The Consortium Board (and CEO) should not establish competing fundraising functions versus the Members (Article 4 – delete the second sentence). The Consortium should focus on fundraising for the Fund only.

8. The document has insufficient clarity on monitoring, measuring, and enforcing the performance contracts. For example, what will be the penalties for underperformance in the mega-programs and how will this be sanctioned?
9. The Consortium board should not be reviewing and approving fund allocation *within* mega-programs (line 273) – but should be focused more broadly on negotiating the mega-program choices and strategic directions of the Consortium. Specific implementation issues should be left to the mega-program participants.
10. Consortium Members should only be removed from the Members’ Group based on performance issues as defined by the Board and monitored by the SC, not based on a vote of the Members’ Group.
11. Clause 10 Consortium Members (Lines 456-462): The Members “shall accept the authority of the Consortium Board and CEO etc’. This wording refers to the wide ranging Roles and Responsibilities of the Consortium at Clause 6.4, including the review and performance of Members i.e. Centers. This could not be accepted as currently drafted.

**Specific Comments:**

12. Article 6.2.3, line 196 – recommend that the chair and vice-chair of the board be extended to 3 years – with an option to renew one time.
13. Clause 6.3.5 Notice and Communications (Lines 247-260) : We suggest that the requirement to make minutes of all meetings “*available to the general public* “ is unnecessary (line 256 and later at line 334) and that this section (Lines 247-260 ) would ultimately be part of the Consortium’s By Laws rather than the Constitution.
14. Article 6.4, line 270 – The Consortium Board should not be tasked to develop proposals to funders regarding the allocation of funds across the Mega-Programs.
15. Article 6.5, line 325 – should read “Final approval of shared services and *administrative* functions”
16. In Article 10 –under the section on the responsibilities of the Members, the IFPRI board recommends that lines 465 and 468-69 be modified to take into account that the Consortium members are independent legal organizations with separate Boards. It needs to be clarified regarding line 465 that centers are typically mandated to follow their own constitution.
17. Article 11.1, line 494 delete the word “major” – as other sources may play a key role in funding the Consortium.
18. To ensure the value of the Consortium to international agriculture research, it should be reviewed after five years of operation to assess whether the Institution has increased funding to agriculture research and efficiency of research (Article 15.3.)