

REQUEST FOR PROPOSAL FOR ICRISAT GOVERNANCE REVIEW

Request for proposal
For GOVERNANCE REVIEW

1. Context

- a) The International Crops Research Institute for the Semi-Arid Tropics (ICRISAT) is a non-profit, non-political organization that conducts agricultural research for development in the drylands of Asia and sub-Saharan Africa. Covering 6.5 million square kilometers of land in 55 countries, the semi-arid or dryland tropics has over 2 billion people, and 644 million of these are the poorest of the poor.
- b) ICRISAT and its partners help empower the poor people of semi-arid tropics to overcome poverty, hunger and a degraded environment through better agriculture.
- c) ICRISAT is headquartered in Hyderabad, Telangana State, in India, with two regional hubs (Nairobi, Kenya and Bamako, Mali) and country offices in Niger, Nigeria, Zimbabwe, Malawi, Ethiopia and Mozambique.
- d) ICRISAT conducts research on five highly nutritious drought-tolerant crops: chickpea, pigeon pea, pearl millet, sorghum and groundnut.
- e) ICRISAT envisions a prosperous, food-secure and resilient dryland tropic. To achieve this, its mission is to reduce poverty, hunger, malnutrition and environmental degradation in the dryland tropics. It approaches this through partnership-based international agricultural research for development that embodies Science with a Human Face.
- f) ICRISAT was founded in 1972 by a consortium of organizations convened by the Ford and the Rockefeller foundations. Its charter was signed by the FAO and the UNDP. Since its inception, host country India has granted a special status to ICRISAT as a UN Organization operating in the Indian territory making it eligible for special immunities and tax privileges.
- g) ICRISAT is managed by a full-time Director General functioning under the overall guidance of an international Governing Board.
- h) ICRISAT is a member of the CGIAR System, which unites organizations engaged in research for a food-secure future.

2. Purpose of this Request for Proposal

This Request for Proposal is commissioned by the Governing Board of ICRISAT to invite potential external independent reviewers to submit proposals to conduct an independent

governance review (GR) of the effectiveness and efficiency of the Governing Board of ICRISAT. (see Annex 1 for the description of the scope of work and timeline for GR)

3. Duration of the assignment

It is anticipated that proposals will be received by 02 February 2019, that a decision will be made to select the reviewer by 06 February 2019, and that the contract with the selected contractor will be effective as of 08 February 2019. The desired dates for the selected contractor to submit its final draft report and its final report are respectively 16 March 2019 and 30 March 2019.

4. Qualification and Expertise

The assignment will require a high level of technical competence in Organizational Development, Administrative Rules and Procedures, Human Resources Management, Conditions of Service, Financial Management Systems and Corporate Governance preferably at regional and/or international level and in complex organizational environments. Therefore, Bidders should ensure an appropriate mix of the following skills and experience:

- a. Advanced university degree in finance, business administration or law, or other relevant discipline
- b. Demonstrated track record (minimum 15 years' post-qualification experience) in undertaking reviews and assessments of organizational performance and efficiency for complex organizations in public-sector organizations and/or complex organizational environments, preferably at the regional and/or international level;
- c. High technical skills in corporate governance, organizational development and financial management systems, preferably at the regional and/or international level;
- d. Experience with the CGIAR or other Global governance regulatory bodies.
- e. All consultants shall have excellent written and oral English.

5. Proposal Details

The Proposal should include the following:

- a. Details of the individual or consultancy firm;
- b. CV of the individual(s) who will be assigned to carry out the work;
- c. Details of the experience of the firm and individual relevant to this assignment;
- d. Brief work plan and the proposed methodology, which shall include justification for procedures to be adopted;
- e. Financial proposal in US\$ for total cost and detailing fees, travel and incidental; and
- f. Two contacts for references on recent relevant work by the firm or/and individual.

6. Language

The Review and all correspondence and documents exchanged with the selected contractor shall be in English.

7. Input

The Governance Review consultancy input is expected to be for a approximately 25 working days as well as travel and incidental costs of the Reviewer(s).

8. Manner of operation

The ICRISAT Governing Board (GB) assumes that IIA standards will apply to the work performed. For instance, the reviewees will be given an opportunity to correct errors of fact before any final reports are submitted. In addition to interim consultations with the GB and submission to it of draft reports, it is also further anticipated that the penultimate draft reports will be submitted to the ICRISAT's Governance, Risk and Compliance Committee for review and input which will be taken into consideration by the GB prior to the submission of the final reports by the independent reviewer.

It is emphasized that the ICRISAT Governing Board (GB) is more concerned to receive a series of actionable and prioritized recommendations with analysis, rather than an extensive report.

9. Award of Contract

Proposals could form the basis for a contract between you/your institution and ICRISAT. This letter is not to be construed in any way as an offer to contract with you/your institution. ICRISAT reserves the right to accept or reject any Proposal and to annul the solicitation process and reject all Proposals at any time prior to the awarding of the contract, without incurring any liability to the Bidder or any obligation to inform the Bidder or Bidders of the grounds for its action. ICRISAT will award the contract to the qualified Bidder whose Proposal, after being evaluated by ICRISAT, is considered by ICRISAT to be the most competitive and appropriate for the needs of Governance Review.

10. Submission of Proposals

Proposals must be submitted by email on or before 02 February 2019 to:
Tan Renerose, Secretary of Governing Board ICRISAT
Email: T.Renerose@cgiar.org.

Annex 1

Description of ICRISAT Governing Board Governance Review

1. Scope of Work of Governance Review

The overall objective of the Governance Review (GR) is to identify a concise, prioritized list of 15-20 pragmatic actionable items, and include as:

- (i) Board enablers: Recommendations around board composition, succession plans, information governance, behaviors and cultures, and use of combined assurance as the model for ensuring adequate assurance of risks and opportunities;
- (ii) Operational enablers: Recommendations around scope of delegated authority, frequency of board meetings, quality of agenda setting, role of the Board Secretary, and whether the right topics are coming to the Board at the right time.

The recommendations should be separated into the near term (first 6 months), mid-term (within 12 months) and medium term (within 2 years). With the goal of supporting the GB to become ever more effective, the GR will take stock of the current and past events in the organization and consider the effectiveness of:

- i. The GB's self-diagnosis in 2018 of the root causes of the ICRISAT's governance and management challenges, and
- ii. Steps taken since June 2018 to improve the GB's governance framework considering that diagnosis, with those steps being benchmarked against best international practices.

The review will focus on the actions of the GB as a collective of members who are charged with the responsibility for overseeing the strategic director of ICRISAT and obligations related to the accountability of ICRISAT, and not the role of any specific GB member or other individual.

2. Outputs from Governance Review

- 1) Executive summary with key findings and recommendations (5 pages)
- 2) A clear and concise report (maximum 50 pages excluding references and annexes) with analysis of the problems identified, the key findings and main recommendations; The report should cover:
 - Identified specific inadequacies, gaps and/or overlaps in governance structures, processes or controls, including those from GB's self-diagnosis in 2018;
 - Specific areas of failed or inadequate compliance with Governance Structures and Systems, best practices in corporate governance, and funding agreements;

- Risks posed by the inadequacies, gaps, overlaps and failure to fully comply with governance structures, systems as well as best practices;
- A range of options for addressing weaknesses above and specific recommendations arising from the analyses, including common policies and guidelines (internal to the CGIAR Consortium or for inclusion in the Common Operational Framework), best practices, board composition and appointment guidelines, control mechanisms, and minimum standards for investment and other policies.

3. Independence, Access and Confidentiality

To satisfy the test of independence, the Reviewer(s) must not:

- a. Be a current or past member of the ICRISAT Governing Board (GB) or CGIAR Systems Management Board (SMB);
- b. Have been, within the two years immediately prior to commencement of the GR:
 - i. A member of any CGIAR Center Board of Trustees, committee or other oversight mechanism, including the Independent Steering Committee/ Advisory Committee of any CGIAR Research Program or Platform;
 - ii. Employed in any capacity by ICRISAT or any other CGIAR Center; or
 - iii. A principal of a material professional adviser, material consultant, or donor/Funder to ICRISAT, or an employee materially associated with the service provided.

Access: The Reviewer(s) will have access to all GB Members and members of the ICRISAT senior management team, and all relevant documents, papers and presentations.

Confidentiality: The Reviewer(s) will treat information, documents in an appropriate confidential manner.

4. Timeline for the Governance Review

The Governance Review will be conducted over a period of approximately 45 days, from approximately 07 February 2019 to 30 March 2019. The tentative date for the final report for Governance Review, including the recommendations, to be finalized and submitted by the reviewer to the ICRISAT Governance Board is 30 March 2019.

5. Review timeline, communication

Action	Timeline	Responsibility
Identification and selection of Independent Reviewer(s) by a panel comprising membership of the ICRISAT ARC and the SMB ARC	By 06 Feb 2019	ICRISAT ARC Chair and SMB ARC Chair
Review undertaken – according to	Between 07 Feb – 15	Reviewer(s)

Action	Timeline	Responsibility
methodology presented by successful bidder	March 2019	
Presentation of Draft GR Report to GB ICRISAT for fact checking (copied to SMB Chair on an un-redacted basis)	15 March 2019	Reviewer(s)
Fact checking window	18 to 22 March 2019	ICRISAT GB and Director General
Presentation of completed GR Report to GB ICRISAT (copied to SMB Chair on an un-redacted basis and open invitation to SMB Chair to attend meeting)	27 March 2019	Reviewer(s)