

ANNEX VI: TERMS OF REFERENCE FOR AN INCLUSIVE SEARCH COMMITTEE FOR TRANSITION SUPPORT TO ONE CGIAR

This annex sets out proposed terms of reference for an ad hoc committee of the System Management Board, to be established for the purpose of recommending a firm to provide program and change management support towards the transition to One CGIAR.

A. Purpose

1. The Search Committee (“the Committee”) is an ad hoc committee of the System Management Board (“SMB”), which shall be:
 - a. Created upon approval of these terms of reference by the SMB; and
 - b. Dissolved upon determination by the SMB that it has fully discharged its mandate.
2. Acting in the context of the process to transition to One CGIAR, the Committee’s mandate is to advise the SMB and System Organization management on the selection of a firm to establish a Transition Program Management Unit.

B. Membership

3. Subject to the provisions below, the Committee shall comprise six members, four of whom are identified by the SMB and two identified from among the System Council’s voting members, on the recommendation of the System Council Chair.
4. The ideal attributes of Committee members are:
 - Willing to review materials prior to meetings and come prepared
 - Willing to listen respectfully to other points of view
 - Comfortable raising difficult issues and respectful airing of points disagreement, but also willing to accept and support the prevailing view
 - Able to attend both day and evening (and potentially weekend) meetings and conference calls
 - Dependable and reliable with following through on commitments and responding to emails in a timely manner
 - Committed to upholding the highest of ethical standards and ensuring that the confidentiality of the Committee’s discussions and deliberations
5. The SMB shall ensure that Committee membership collectively reflects CGIAR’s commitment to diversity and offers a geographically balanced and representative international perspective.

6. The Committee will agree on a Chair from amongst their group ('Chair').
7. The ideal attributes of the Committee Chair include a strong listener who actively seeks inputs from all perspectives, someone who actively manages the search timeline, calling for key decisions to be made in the face of potential disagreement; someone who seeks unanimity and consensus, but is willing to move forward without it.
8. Committee members are expected to serve until the Committee's dissolution. If the need arises, replacements shall be appointed in conformance with clauses 3 and 4.

C. Operations

9. **Meetings:** The Committee shall meet as often as deemed necessary by the Chair, acting in consultation with other members. Meetings may, if practicable, take place in person, but are expected to take place on a virtual basis.
10. **Quorum:** A simple majority of Committee members shall constitute a quorum for the transaction of Committee business, provided the Chair – or another member designated by the Chair to act in her/his place – is in attendance.
11. **Declarations of interests:** Any Committee member who has an actual or potential conflict of interest on a specific topic under discussion will make the circumstances of the conflict known to the Committee, to ensure that discussions proceed in an open and transparent manner. A Committee member is entitled to raise the prospect that another Committee member has a conflict of interest. If the non-conflicted Committee members resolve that there are no reasonable actions able to be taken to mitigate a serious conflict of interest, the member with the conflict shall recuse themselves from the discussion at hand.
12. **Technical experts:** Technical experts may be invited to participate in Committee proceedings, to inform Committee deliberations, on such basis as may be agreed by the Chair in consultation with the other members.
13. **Delegation of authority:** The Committee shall have the power to delegate responsibility for activities falling within its mandate to the Chair, any other individual member, or any sub-group of members, as it deems appropriate.
14. **Reporting:** The Committee will provide periodic updates on progress to the SMB towards full discharge of its mandate.
15. **Agreement on formal inputs into the deliberations of the SMB:** The Chair should aim for consensus on all inputs to be put forward to the SMB. If consensus cannot be

reached, that the recommendation was a majority view shall be reported on an in-confidence basis into the deliberations of the SMB.

16. **Conduct:** In relation to Committee proceedings, Committee members shall always exercise their independent judgment in the interests of CGIAR and treat information received in such capacity with due discretion and solely to the ends for which it was provided.
17. **Secretariat support:** Secretariat support services to the Committee shall be provided by a suitably qualified System Organization staff member as identified by the Executive Director. Responsibilities of the secretariat shall include:
 - a. Preparation of a draft agenda in consultation with the Chair and collation of briefing materials in advance of meetings;
 - b. Circulation of meeting summaries (which, for reasons of confidentiality, will not be made more widely available); and
 - c. Provision of other additional inputs as may from time to time reasonably be requested by Committee members via the Chair.

D. [Remuneration and expenses](#)

18. **Honorarium:** No honorarium shall be payable to Committee members, other than as already provided to cover activities undertaken in their capacity as members of, respectively, the SMB or System Council (if applicable).
19. **Travel expenses:** If any, these expenses will be reimbursed under the applicable travel policy of the System Organization.

E. [Amendments](#)

20. **Amendment:** Any revision to these terms of reference requires the approval of the SMB.