

Terms of Reference for Convener of the Chairs of the Board of Trustees of the CGIAR Centers

Purpose

This document sets out the Terms of Reference for the role of Convener of the Board, updated to reflect decisions taken at the Extraordinary General Assembly of the Centers on 12-13 December 2019 relating to costs and compensation for participation in representative meetings other than the General Assembly of the Centers.

Distribution notice:

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Part 1: Terms of Reference

Appointment

1. The Convener of the Board of Trustees Chairs (“Convener”) shall typically be appointed for a one-year term and may be eligible for re-appointment.
2. The Convener is nominated through a process agreed by the Board of Trustees Chairs. A formal appointment decision based on prior nomination is required at a General Assembly meeting.
3. The Convener must not be a current serving member of the System Management Board. The Board of Trustees Chairs will determine other eligibility to serve as necessary.

Mandate

4. The Convener’s role is one of facilitation and representation of the group which it is elected to convene for the identified time period, typically annually.
5. The Convener chairs the General Assembly of the Centers along with the appointed Convener of the Directors General, both serving as Co-Chairs.
6. The Convener acts as the key liaison and the primary representative between the Board of Trustees Chairs and the System Council, the System Management Board, and the management of the CGIAR System Organization.
7. As Convener, he/she is to primarily serve the interests of the CGIAR System and not the interests of his/her Center.

Functions

8. The Convener has the following functions:
 - a. *Center representative on CGIAR System Council*
 - i. Serve as an ex-officio non-voting Center representative on the CGIAR System Council. If the Convener cannot attend a Council meeting, they may work amongst their fellow Board Chairs to select a delegate and notify the Chair of the System Council and Secretary of the System Council (in the System Organization).
 - ii. Engage with Board of Trustees Chairs on System Council matters, particularly in advance of System Council meetings, collating their

contributions to provide meaningful input from a Center perspective to the System Council on key matters and/or by suggesting agenda items.

b. *Invited participation of System Management Board*

- i. Attend all System Management Board meetings under a standing invitation unless determined otherwise by the System Management Board Chair. The System Management Board invitation is non-delegable to another Board Chair, as is the case for System Management Board members themselves.
- iii. Engage with Board of Trustees Chairs on System Management Board matters, particularly in advance of System Management Board meetings, collating their contributions to provide meaningful input from a Center perspective to the System Management Board on key matters and/or by suggesting agenda items.

c. *Co-Chair of General Assembly*

- i. Co-chair the General Assembly of Centers with the Convener of the Directors General;
- ii. Ensure at least one General Assembly meeting is held annually;
- iii. Support the General Assembly to meet its mandate as a forum for Centers according to the functions set out in the Charter of the CGIAR System Organization at Articles 5.1 and 5.6¹.
- iv. Ensure the Rules of Procedure of the General Assembly of Centers² are relevant and up to date, proposing amendments when necessary.
- v. Provide General Assembly perspectives to the Chair of the System Management Board on the performance of the System Management Board and its members.
- vi. Recommend the formation, continuation and/or dissolution of any ad hoc working groups of the General Assembly as may be necessary to support the General Assembly's effective operations, and provide counsel as relevant.

d. *Co-Convening of General Assembly meetings with Convener of Directors General*

- i. In consultation with Board of Trustees Chairs and Directors General:
 - a. Set the time, date and place of the General Assembly meetings;

¹ Charter of the CGIAR System Organization is available at:

<https://cgspace.cgiar.org/bitstream/handle/10947/4370/Charter%20CGIAR%20Organization.pdf?sequence=11>

² Rules of Procedure of the General Assembly of the Centers is available at:

<https://storage.googleapis.com/cgiarorg/2020/01/Rules-of-Procedure-General-Assembly-revised-13-December-2019.pdf>

- b. Develop the agenda for General Assembly meetings ensuring appropriate topics are addressed in a forward-looking and strategic manner.
 - ii. Ensure appropriate papers are made available before each meeting as per the Rules of Procedure, or as otherwise communicated or agreed amongst the Board Chairs group.
 - iii. Preside over General Assembly meetings, managing the meetings in a transparent and effective manner, ensuring Rules of Procedure are followed and addressing conflicts and ethics questions as they arise.
 - iv. Ensure that the recommendations of any ad hoc working groups are discussed with the General Assembly and decisions are taken and implemented.
 - v. Publish a record of the conclusions and decisions reached at each meeting in a timely manner.
 - vi. Liaise with the System Management Office in their role to provide support for the General Assembly meetings.
- e. *Contributing to other groups and processes*
- i. Participate, as necessary, in other strategic groups or processes as a representative of the Centers.
 - ii. Coordinate the collection of inputs and feedback from a Center perspective to contribute to development of initiatives and resources.
- f. *Reporting-back*
- i. Providing a brief annual report-back to the General Assembly on activities during the Convener's term.
 - ii. Providing a 'report-back' to General Assembly members and sharing relevant materials on meetings, decisions and plans from the Convener's functional areas on an ongoing basis.
- g. *Monitoring Performance*
- i. Guide the General Assembly in ensuring an appropriate process for conducting regular self-assessments of its operations is in place.

Effective CGIAR System working relationships

- 9. Collaborate with the Chair of the System Council, the Chair of the System Management Board, the Executive Director, and the Convener of the Directors General to ensure effective decision-making and communication throughout the CGIAR System.

Facilitating access to information

10. In collaboration with the Chair of the System Council, the Chair of the System Management Board, the Executive Director, and the Convener of the Directors General ensure necessary information is provided to Center Boards.

Personal conduct, ethics and conflicts of interest

11. Recognizing the potential for conflict of interest situations to arise, the Convener shall act in good faith in the interests of the CGIAR System (as all SMB members must also do) and according to the CGIAR Framework on Declarations of Interest.
12. If the Convener determines that she/he is in a position of conflict of interest with an item, the Convener will recuse herself/himself from engaging on the item. In such a case, the Convener of the Directors General will act in her/his stead, unless it is agreed to take an alternative approach.

Indemnification

13. The System Organization agrees to: (a) indemnify and hold harmless the Conveners from any and all claims, demands, losses, causes of action, damage, lawsuits, judgments, including attorneys' fees and costs, arising out of or relating to the work of the System Organization, other than acts or omissions that are deliberately dishonest or fraudulent, and (b) procure reasonably adequate insurance to cover any such liability.

Part 2: Key Terms of Engagement

14. The nature of the role makes it impossible to be specific about the time commitment. However, in the normal course of her/his duties, and when taken as a whole, the Convener may expect to be 10 to 20 calendar days' equivalent service.
15. In accordance with section D6 of the Rules of Procedure of the General Assembly³, appropriate contractual arrangements will be put in place between the CGIAR System Organization and the Board Chairs' Convener for covering the time commitments of the Board Chairs' Convener for in-person attendance at all representative meetings other than meetings of the General Assembly of the Centers (being a Center/Alliance own-cost event), with the rate of compensation being tied to the affiliated-Center's own rate for compensation of the in-person time commitment of the relevant official.

³ As revised by the General Assembly of the Centers at its Extraordinary Meeting on 12&13 December 2019, Rome, Italy (GA/M3A/DP4) – available at: <https://storage.googleapis.com/cgiarorg/2020/01/Rules-of-Procedure-General-Assembly-revised-13-December-2019.pdf>

16. Travel and hotel costs incurred in carrying out the role can be covered from the General Assembly budget that is recommended by the System Management Board and approved by the System Council, including reasonable travel and hotel costs related to attendance of in-person meetings of the System Council, System Management Board or other meetings required of the role, following the relevant policies of the System Organization.
17. The System Management Office will seek to facilitate the work of the Conveners through the provision of administrative support for System-related work.