

## Terms of reference for CGIAR common board members

### 1. Introduction

- 1.1 A fundamental aim of the One CGIAR unified governance approach is to provide the level of integration and collaboration needed for CGIAR as a research for development partnership to more effectively tackle and respond to the complex and inter-connected challenges to food, land, and water systems in the 21st century, reducing institutional boundaries and barriers to more impactful and aligned CGIAR operations, and providing clearer, unified and empowered management and governance.
- 1.2 This vision is to be advanced by the same eight persons (**'CGIAR common board members'**) serving as voting members of, respectively:
- The governing body of the CGIAR System Organization (the **'CGIAR System Board'**); and
  - The governing body of each CGIAR Research Center<sup>1</sup> (each a **'Center Governing Body'**), on which the CGIAR System Board voting members will comprise a minimum 2/3<sup>rd</sup> of voting members.
- 1.3 The common membership of the governing bodies of CGIAR's legal entities gives rise, from an operational perspective, to a **CGIAR common board** that is able to take whole-of-CGIAR decisions.

### 2. Overarching role of the CGIAR System Board

- 2.1 The overarching role of the CGIAR System Board is to:
- Provide dynamic leadership, governance and strategic direction for One CGIAR in the delivery of its mission of ending hunger by 2030 – through science to transform food, land and water systems in a climate crisis) and related outputs, outcomes and impacts<sup>2</sup>; and
  - Appoint, direct and oversee an Executive Management Team (**'EMT'**).<sup>3</sup>

### 3. Responsibilities of CGIAR common board members

- 3.1 The responsibilities of each CGIAR common board member are to:
- Act within their powers under the governing instruments of the entities on whose governing bodies they serve (i.e. the Charter of the CGIAR System

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<sup>1</sup> As may be defined from time to time

<sup>2</sup> The One CGIAR vision includes five impact areas: (i) Nutrition & food security; (ii) Poverty reduction, livelihoods & jobs; (iii) Gender equality, youth & social inclusion; (iv) Climate adaptation & greenhouse gas reduction; (v) Environmental health & biodiversity

<sup>3</sup> Role as set out in the Charter of the CGIAR System Organization; Article 8.1 f.

- Organization, and Center governing instruments), and when considering a Center-specific issue, ensure due consideration of the other members of that governing body, whether voting or non-voting;
- b. Act according to the Guiding Principles of the CGIAR System Framework;
  - c. Promote the success of One CGIAR, anchored in excellent scientific research for development around a compelling mission, unified governance, institutional integration and stronger country engagement, and more funding;
  - d. Apply their objective judgment in relation to all deliberations and decision-making, free from any institutional bias or other undue influence;
  - e. Exercise due and reasonable care, skill and diligence; and
  - f. Avoid, and if unavoidable, declare any existing or potential conflicts of interest.
- 3.2 In doing so, CGIAR common board members will apply their acumen and experience at a strategic level to a wide range of often complex issues that confront a global partnership in a rapidly changing context faced with an emerging climate crisis, promoting better coordination of programs and activities across the CGIAR System Organization and Centers to fulfil their common purpose.
- 4. Conduct**
- 4.1 All CGIAR common board members:
- a. Serve in their personal capacity only;
  - b. Shall at all times adhere to the highest standards of professional and ethical conduct, acting honestly, legally and in good faith in the interests of the CGIAR System and the individual entities on whose governing bodies they sit, in compliance with all applicable codes of conduct, policies and procedures, including those relating to disclosure of interests and the management of any related conflicts arising; and
  - c. Shall comply with all reasonable requests for input and information and use information they receive in their capacity as CGIAR common board members with due discretion and solely for the purpose provided.
- 5. Appointment mechanism and term lengths**
- 5.1 CGIAR common board membership derives from appointment as a CGIAR System Board voting member and each such appointment shall be made by the CGIAR System Board, on the recommendation of a committee established by it to that end.
- 5.2 Appointments shall be coterminous, such that:
- a. Appointment as a CGIAR System Board voting member shall entail appointment to each Center Governing Body, as provided for in Center governing instruments; and
  - b. Expiry or termination of any appointment as a CGIAR System Board voting member shall automatically entail expiry or termination (as the case may be) of appointment to each Center Governing Body.
- 5.3 Re-appointment of any CGIAR System Board voting member at the end of any term shall be subject to:

- a. A satisfactory assessment undertaken at the direction of the CGIAR System Board or a committee appointed by it for that purpose; and
  - b. The member's eligibility to serve at least a further year upon re-appointment (i.e. without exceeding the maximum total service limit).
- 5.4 The rotation process will target 1 September in any given year as the effective date for new/re-appointments.
- 6. Termination**
- 6.1 Any CGIAR System Board voting member's term (and thus term on each Center Governing Body) shall come to an end as a result of:
  - a. Mid-term death, resignation or a decision by the CGIAR System Board to remove a member for cause, including persistent or repeated failure to fulfil their responsibilities; or
  - b. End-of-term retirement, ineligibility or failure to be re-appointed.
- 7. Time commitment**
- 7.1 CGIAR common board members will be expected to contribute actively and constructively to all CGIAR System Board and Center Governing Body proceedings. Further details of estimated time commitments are provided in Annex 1.
- 8. Assessment**
- 8.1 The CGIAR common board shall undertake a periodic self-assessment of its effectiveness, according to good governance standards.
- 9. Honorarium and expenses**
- 9.1 The annual honorarium for CGIAR common board members shall be set in accordance with applicable governing instruments. Further details relating to the honorarium are provided in Annex 1.
- 9.2 The honorarium represents the full amount payable for the contribution of time by a CGIAR common board member in that capacity (including for the discharge of their role as a member of the System Board and all Center Governing Bodies). No additional attendance fees for in-person meetings or business undertaken in their CGIAR common board member capacity are payable (including when discharging the legal requirements of a Center Governing Body).
- 9.3 Actual necessary expenses shall be reimbursed at cost under applicable CGIAR System Organization rules. CGIAR common board members are responsible for complying with all applicable national tax laws and no tax-equalization or other facilitative payments will be provided.
- 10. Insurance**
- 10.1 CGIAR will provide Directors and Officers' liability insurance cover. Travel insurance will also be provided in relation to travel undertaken on behalf of CGIAR.

**11. Engagement letter, induction and periodic training**

- 11.1 CGIAR common board members shall sign an engagement letter in their capacity as CGIAR System Board members and participate in an induction process.
- 11.2 CGIAR common board members shall participate in periodic training aimed at ensuring current knowledge of best practices, including a focus on risk management, compliance, ethics, safeguarding and diversity and inclusion.

**12. CGIAR standing committees and groups**

- 12.1 The CGIAR common board may provide for whole-of-CGIAR standing committees or advisory groups, whose membership may include independent individuals who are not members of the CGIAR System Board or a Center Governing Body. The CGIAR common board will establish committees and advisory groups with such terms of reference and delegated authority as it considers appropriate for the discharge of the responsibilities entrusted to them.

**13. Secretariat**

- 13.1 The CGIAR System Board and Center Governing Bodies will be supported by a CGIAR Common Secretariat that shall streamline Board registry, electronic voting and document management and delivery systems across the CGIAR System Board, and all Center Governing Body-specific business, maintaining a rolling three-year governance roadmap.

**14. Amendments**

- 14.1 These terms of reference may be amended by decision of the CGIAR System Board.

## **Annex 1**

### **Estimated time commitment**

1. The target commitment of time of each CGIAR common board member is estimated to be approximately 30 full-time equivalent days annually (excepting the CGIAR System Board Chair), including two series of meetings a year (at least one of which in-person if practicable), at which, to the extent possible, formal business of the CGIAR System Board and Center Governing Bodies is expected to be conducted.

### **Honorarium (as at 1 September 2020)**

2. The honorarium for CGIAR common board members (for all elements of their CGIAR engagement as a member of the CGIAR System Board and membership of all Center Governing Bodies) other than the Chair shall be set at a rate of:
  - a. USD 35,000 per annum, payable on a pro rata basis in quarterly installments;
  - b. plus a daily rate of USD 800 for any day over 35 days, up to a maximum of 50 days annually.