

Appointment of
CGIAR System Board/common board member
2020/Q4

Purpose:

This documents sets out:

- Terms of reference for an ad hoc CGIAR System Board Nominations Committee; and
- A candidate profile.

Approved by the CGIAR System Board with effect from 25 November 2020
(Decision Reference SB/M18/EDP1)

Terms of reference
CGIAR System Board ad hoc Nominations Committee
for CGIAR System Board/common board member

1. **Name:** The CGIAR System Board ('the System Board') ad hoc Nominations Committee ('the Committee').
2. **Purpose:** Assist the System Board, by identifying and recommending a suitably qualified candidate to take up membership of the System Board as soon as practicable.
3. **Accountability and responsibility:** Report directly and exclusively to the System Board. The Committee's scope of authority is set out in this document. The System Board is the decision maker on appointments of System Board members, which decision shall be taken in accordance with its rules of procedure, including the management of conflicts of interest.
4. **Size:** Three members appointed by the System Board on the recommendation of the Chair of the System Board, including at least two System Board members, one of whom shall chair the Committee.
5. **Chair:** As designated by the System Board. In addition to their membership role, the Committee Chair will act as convener, and prepare reports to the System Board on behalf of the Committee.
6. **Member competencies:** Familiarity with the requirements and expectations of CGIAR common board membership.
7. **Diversity principles:** The Committee shall, to the extent possible, be formed according to the principles set out in the Framework for Gender, Diversity and Inclusion in CGIAR's Workplaces ('GDI Framework')¹. Without limiting other dimensions of diversity, a maximum of two Committee members may be of the same gender identity.
8. **Impartiality:** Committee members serve impartially, and in good faith in the interests of the CGIAR System. No member shall look for or receive instructions about their individual performance or decision-making. The Committee Chair may seek clarifications from the System Board on behalf of the Committee.
9. **Confidentiality:** To ensure the integrity of the process, safeguard the privacy of the persons under consideration, and promote open and frank deliberations, proceedings of the Committee remain in-confidence to Committee members, voting members of the System Board, the Committee secretariat (as appointed by the Chair of the System

¹ <https://www.cgiar.org/research/publication/framework-for-gender-diversity-and-inclusion-in-cgiars-workplaces/>

Board), and any professional advisers to the Committee.

10. **Modalities of working:** All Committee interactions will be via electronic or virtual means. Members should ensure that they have access to effective communications arrangements to ensure frequent, high-quality engagement.
11. **Appointment criteria:** The Committee shall apply the appointment criteria set out in the Candidate Profile attached hereto.
12. **Timetable and workplan:** The Committee will make recommendations to the System Board on a rolling basis as suitable candidates are identified and will continue to function until an appointment is made by the System Board, on the understanding that the intention is for such appointment ideally to be made by the end of January 2021.
13. **Authority to secure professional advice:** The Committee may decide to seek the services of external advisers to support any aspect of its activities. If so, external advisers shall be appointed under current CGIAR System Organization policies, guidelines and operating practices, from amongst pre-qualified suppliers. The Committee Chair shall select external advisers on the Committee's behalf.
14. **Decision-making method:** By consensus when possible and by simple majority if not.
15. **Formal recommendation to System Board:** Any recommendation to the System Board shall be accompanied by information on the Committee's reasons for its recommendation, which shall include the extent to which it believes the candidate fulfills the appointment criteria and is able to function effectively as a System Board member. This report will be an in-camera record of the System Board, supplied only to the voting members of the System Board.

Appointment of CGIAR System Board/common board member 2020/Q4 Candidate profile

Introduction

1. Under CGIAR's unified governance structure, CGIAR common board members serve in their personal capacity as:
 - a. The voting members of the CGIAR System Board, which is the governing body of the CGIAR System Organization; and
 - b. A minimum 2/3rds voting membership of CGIAR Center governing bodies.

Requirement

2. The new System Board member will ideally be appointed before the end of January 2021, whose term of office would run until 31 August 2023.
3. The appointee is expected to be non-male, from CGIAR's implementing partner countries and able to contribute expertise, skills and experience that complement those of existing CGIAR common board members and enhance the collective leadership and oversight capabilities required in a dynamic and rapidly changing context for achievement of the One CGIAR mission and goals.

Terms of reference

4. Terms of reference for CGIAR common board members, covering role, responsibilities and other matters relating to appointment, are as approved by the CGIAR System Board effective 3 November 2020.¹

Required profile

General

5. The appointee will:
 - Be strongly aligned to the One CGIAR mission and goals, and able to contribute meaningfully with an open mind, and offer strategic perspectives and insights to discussions/actions within CGIAR and beyond about the purpose, effectiveness, impacts, viability, credibility and legitimacy of the CGIAR System going forward.
 - Be able to function effectively as a director in an international context.

¹ https://storage.googleapis.com/cgiarorg/2020/11/Common-Board-Mrbs-ToR_Approved-3Nov2020.pdf

- Demonstrate standing, gravitas and moral character commensurate with the fiduciary duties, responsibilities and other demands associated with the role.
- Be able to act responsibly and ethically in their capacity as members of CGIAR System entity governing bodies, contributing actively and constructively to deliberations at a strategic level across a wide range of issues, at all times exercising objective judgment.
- Be a constructive problem solver and able to contribute effectively to the CGIAR common board member team dynamic.
- Be fluent in English (with knowledge of other languages – notably French or Spanish - an advantage), with a relevant academic and/or professional qualification.

Competencies and sectoral experience

6. The appointee will demonstrate competencies and sectoral experience relevant to achievement of the One CGIAR mission and goals gained in one or more internationally active leadership roles, whereby:
 - **Competencies** include, for example, relevant expertise in one or more fields such as:
 - *Natural and/or social sciences*, including (but not limited to) food, land and water systems, and climate resilience; genetics and biochemistry;
 - *Policy development* relevant to CGIAR and/or international development issues and Sustainable Development Goals relating to its mission;
 - *Strategy and organizational management*, including business management; governance, risk management, financial management and/or auditing; organizational design and change management; monitoring and evaluation, impact assessment and performance management; resource mobilization, including with innovative financing mechanisms; and/or complex, transnational activities;
 - *Systems thinking* capabilities and an understanding of “21st Century” fields, such as data and information technology, artificial intelligence and new innovations systems.
 - **Sectoral experience** includes time spent in leadership roles in one or more of the following sectors: international organization; government; public sector; regulatory; corporate sector; non-governmental organization; civil society; academia; entrepreneurship.

Eligibility

7. CGIAR common board members may not - at the time of appointment, or at any time during their service as a CGIAR common board member - have any management/employment responsibilities or be a consultant to any CGIAR legal entity (paid or honorary).

8. The Committee will use its judgment to determine whether funding provided by any organization to one or more CGIAR entities is sufficiently material to preclude any individual associated with such organization from appointment as a CGIAR common board member.