



Terms of Reference for Chair of the System Board

Purpose

This document sets out the Terms of Reference for the Chair of the System Board, as approved by the Board with effect from 24 October 2022.

Board authority:

Article 7.6 of the Charter of the CGIAR System Organization

Document owner:

Secretary of the CGIAR System Board

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Appointment

1. The Chair of the System Board (the “Board”) shall be appointed for a term of up to two years in accordance with the Charter of the CGIAR System Organization (“Charter”) and may be eligible for re-appointment. Should the Chair step down before the end of their term, the newly-appointed Chair would begin a new term of up to two-years as determined by the Board.
2. The criteria for appointment of the Chair, as may be amended by the Board from time to time, are set out in Appendix 1.

Mandate

2. The Chair acts according to these terms of reference. The Chair serves as one of the eight voting members of the Board in their personal capacity and not as a representative of any other stakeholder or employer.
3. The Chair’s role is one of facilitation and strategic leadership. The Chair is responsible for enabling the Board to effectively carry out its obligations and responsibilities, and for performing the functions assigned to them by the Charter, the Board’s Rules of Procedure, and the Board.
4. The Chair acts as the key liaison between CGIAR’s executive management and the Board, and as the primary representative and spokesperson for the Board, which responsibility may be delegated in special circumstances.

Functions

5. The Chair shall provide the following:
 - a. *Leadership of the System Board*
 - i. Lead the Board in the full discharge of its functions, ensuring that major initiatives have proper and timely Board understanding, consideration, oversight and approval;
 - ii. Encourage active and effective contributions by all members of the Board and Active Observers, and maintain a culture within the Board for strategic decision making that is in the best interests of the CGIAR System;
 - iii. Communicate effectively between meetings in a manner that facilitates transparency in respect of the Board’s operations;
 - iv. Steward relevant processes to set terms of employment for, select, and appoint or dismiss CGIAR’s Executive Managing Director (who may or may not also hold the title of the Executive Director of the CGIAR System Organization at the decision of the System Board) and conduct an annual evaluation of their performance in line with a transparent robust process;

- v. Establish and maintain on-going communications with CGIAR's Executive Managing Director, the Chairs of the Board's standing committees and working groups in a way that ensures alignment of the Board's work with priorities agreed by the Board for management;
- vi. Demonstrate commitment to advance the five principles of Gender, Diversity and Inclusion as set out in the Framework for Gender, Diversity and Inclusion in CGIAR's Workplaces; and
- vii. Ensure and steward periodic self/facilitated external third-party assessments of the Board's performance and culture, with appropriate follow up action on insights gleaned.

b. *External representation*

- i. Serve as the primary spokesperson of the Board, unless the Chair decides to delegate this responsibility for a specific period on a specific issue;
- ii. Serve as a key spokesperson of the CGIAR System to the public on strategic matters;
- iii. Undertake high-level outreach to governments, international institutions, advanced research institutes, private sector and civil society to advance the purpose of the CGIAR System, in consultation with CGIAR's Executive Managing Director and other members of the Executive Management Team as relevant on specific subjects/topics;
- iv. Work with the Board and Center Boards on strategic expansion of funding for CGIAR, including representing the Board at key events; and
- v. Maintain on-going communications with and among other key stakeholders¹ of the CGIAR System.

c. *Facilitation of Board meetings*

- i. In consultation with Board members, the Executive Managing Director and the Secretariat, set a strategic multi-year rolling Board calendar that ensures that appropriate topics are addressed by the Board in a forward-looking and strategic manner;
- ii. Ensure that the Executive Managing Director allocates adequate resources to the work of the Board Secretary and Secretariat to meet the Board's reasonable expectations on operational support;
- iii. Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- iv. Propose the agenda for each Board meeting and ensure the co-ordination of information packages and related events for Board meetings in conjunction with the Executive Managing Director and the Board Secretary;

¹ 'Stakeholders' in this context includes, variously, but not limited to: Chairs and members of Center Boards including representatives of host countries in consultation with Center Board Chairs; the System Council Chair and members, One CGIAR management."

- v. Preside during Board meetings, and managing the business of the Board in a transparent and effective manner, addressing conflicts and ethics questions as they arise;
- vi. Summarize all decisions taken by the Board; and
- vii. Guide the Secretariat to publish a record of the conclusions and decisions reached at each meeting in a timely manner.

d. Support the Board's standing committees and adhoc working groups

- i. Recommend committee Chair appointments to the Board for approval; and
- ii. Recommend to the Board the formation and/or continuation of such additional working groups or committees as may be necessary to support the Board's effective operations.

Effective CGIAR System working relationships

- 6. Serve as a source of strategic guidance to the Executive Managing Director on the leadership and stewardship of CGIAR's multi-year plans in a matrix-based operating environment.
- 7. By virtue of the Chair's role as a voting member of Center Boards, proactively facilitate reciprocal information flows and communication on CGIAR-wide matters with Center Board Chairs, to support realization of CGIAR's strategic and operational goals, including by serving as the Board's representative on the Board Chairs' Network as the Network's Co-Convener.
- 8. In liaison with the Executive Managing Director, collaborate with the Chair of the System Council and with members of Center Boards, including Directors General in their capacity as non-voting members, to ensure effective decision-making and communication throughout the CGIAR System.

Facilitating access to information

- 9. In collaboration with the Common Secretariat, ensure information requested by Board members or committees or working groups of the Board is provided and meets their needs.

Personal conduct, ethics and conflicts of interest

- 10. Recognizing the potential for conflict of interest situations to arise, the Chair shall act in good faith in the interests of the CGIAR System and according to the [CGIAR Code of Conduct for Governance Officials](#).
- 11. If the Chair determines that there is a situation which can create them being in a position of conflict of interest with an item before the Board, the Chair will recuse

themselves from chairing or engaging in other expected activities of a meeting chair regarding that item. In such a case, the Vice Chair, should one have been appointed, will be asked to act in place of them, unless the Board agrees to take an alternative approach.

Indemnification

12. The System Organization agrees to procure insurance to provide a reasonable indemnity for the Chair 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 Chair, other than acts or omissions that are deliberately dishonest or fraudulent.

Appendix 1 Board Chair selection criteria

- *Visionary, strategic thinker and leader with capacity to steer and implement change in complex environments*
- *Communication skills and charisma to act as primary representative and spokesperson for the Board with the ability to simplify and elucidate complex problems and situations*
- *High-level outreach capacity to interact with governments, international institutions, advanced research institutes, private sector, and civil society*
- *Facilitation, communication, negotiation and conflict management skills and experience in a cross cultural and diverse environment focused with the System Council, Center Board Chairs, external partners, and Funders*
- *Facilitation, communication and articulation skills and experience, to steer System Board discussions and decision-making processes, to engage with the Executive Managing Director and senior leadership team, and to communicate with CGIAR staff*
- *Familiarity and working experience with CGIAR and its constituent, awareness for the situation of the Research Centers and a thorough understanding of the reform process*
- *Experience leading complex international organizations, preferably with a decentralized and integrated matrix organizational form*
- *Operate with a global mindset, able to think and act both globally and locally and be a strong spokesperson for the Global South*
- *Be a champion of CGIAR's values and required standards of conduct for governance officials*
- *Able to meet the required time commitment and travel requirements*