

Summary

System Board Chair Succession Decision 2022

Purpose

This document serves as the public record of a decision taken by the Board of the CGIAR System Organization (“Board”) on 26 October 2022 during a special purpose closed session of the Board to appoint a successor in the role of Board Chair with effect from 1 January 2023¹.

Decision text - SB/M24A/1, 26 October 2022

The CGIAR System Board:

- Pursuant to Article 7.6 of the Charter of the CGIAR System Organization **re-appoints** Prof. Lindiwe Majele Sibanda as a voting member of the System Board for an additional term of 16 months from 1 September 2023 through to 31 December 2024 or until a successor is appointed; and
- Pursuant to Article 7.3 of the Charter of the CGIAR System Organization **appoints** Prof. Lindiwe Majele Sibanda as Chair of the System Board for a two-year term commencing on 1 January 2023, or until a successor is appointed.

¹ This aide memoire is provided pursuant to Articles 9.7 (decision making during meetings) and 9.9 (decisions taken in closed sessions) of the [Charter of the CGIAR System Organization](#) with the deliberations by the System Board regarding the succession of the Board Chair taken in closed session of the Board.

A. Governing instrument references and related documents

1. Article 7.3 of the [Charter of the CGIAR System Organization](#) provides that the decision to appoint the Chair of the System Board (“Board”) rests exclusively within the remit of the voting Board members: *‘The CGIAR System Board shall appoint a Chair from amongst its voting members’*
2. The standing practice of the Board has been to ensure clarity around the role of the Chair through Board-approval of a Terms of Reference (“ToR”) as may be refreshed by the Board from time to time.
3. Pursuant to prior decisions taken by the Board, which are publicly accessible on the CGIAR.org website:
 - a. the term of the incumbent Chair ends on the latter of 31 December 2022 or such time as his successor is appointed², having first been appointed as Chair with effect from 1 September 2017; and
 - b. the incumbent Chair has served since 1 December 2021 pursuant to the TOR set out in Appendix A to this paper.³

B. Board process and timetable to consider a successor to incumbent Chair

4. The Charter and Rules of Procedure are silent as to how the selection process should proceed, in the context that the Chair serves as a ‘connector’ across CGIAR by virtue that the responsibilities of the System Board Chair include serving as:
 - a. A non-voting member of the CGIAR System Council (with the right to formally table agenda items and participate fully in all deliberations of the System Council); and
 - b. The co-convenor of the Board Chairs Network (again with the same rights as for the System Council role).
 - c. The direct supervisor of the Executive Managing Director for and on behalf of the full Board.
5. Across July and August 2022, the Board’s voting members discussed the Chair role in the context of the incumbent Chair having served five years, at a time of particularly profound and important change for CGIAR arising from the deliberations of CGIAR’s System Reference Group, and the Group’s recommendations being [unanimously endorsed](#) by the System Council at its 9th meeting in Chengdu in November 2019.

² Most recent decision reference: SB/M23/EDP11, effective 29 August 2022.

The System Organization’s decision register is publicly accessible here: <https://www.cgiar.org/how-we-work/governance/system-organization/system-board/board-decision-register/>

³ Decision reference: SB/M22/DP6

6. In August 2022, the Board appointed three of its voting members (Alyssa Jade McDonald-Baertl, Alice Ruhweza and Patrick Caron) to serve as an adhoc Board sub-group (“sub-group”) to consider the Board Chair succession process and timetable, and present a proposal to the System Board for consideration and relevant decision-making.
7. Appreciating the work of the sub-group, in early September 2022, the Board agreed to the following steps, with as many steps being undertaken concurrently as possible. At the date of release of this paper, the deadlines column represents the dates as met, rather than target ones:

Step	Item *	Deadline <i>(earlier if possible)</i>
1	System Board discuss in closed session the approach to sourcing expressions of interest to service as System Board Chair (<i>internal to SB, across CGIAR, external to CGIAR</i>) and decide	17 September
2	Prepare revised Chair TOR for consultation across stakeholders	20 September
3	Concurrent with 2, Expressions of Interest (‘EOI’) to Secretary for any System Board voting member interested in serving as Chair	22 September
4	Sub-set of Board consult across Center Board Chairs, System Council/SB Committee Chairs; CGIAR Executive Managing Director to and other partners regarding draft proposed revised Chair TOR and selection criteria in advance of Board consideration, given the ‘connector’ nature of the Board Chair role.	27 September
5	Concurrent with 4, EOIs for Chair role considered by CGIAR’s Ethics and Business Conduct team regarding time availability, and potential conflict of interest considerations vis-à-vis the Code of Conduct for Governance Officials and CGIAR Common Rules of Procedure.	27 September
6	Legal Counsel review and clear the proposed updated Terms of Reference (after inputs from step 4) against the Charter of the CGIAR System Organization and the CGIAR System Framework to ensure compliance with the core governing documents of the System Council and System Board in advance of a Board decision request.	Early October
7	Board approval of the amended Terms of Reference and selection criteria for the Chair (SB/M24/EDP1).	24 October
8	Board in-camera discussions pursuant to Article 7.9 of the Charter of the CGIAR System Organization (SB24A, extraordinary meeting of the Board during a closed session) to consider EOIs against criteria.	26 October
9	Announcement of Board’s unanimous decision regarding its incoming Chair publicly, with letters to all Board Chairs	24 November
10	Term commencement	1 January 2023

* System Board members who submitted an expression of interest at step 3, thereafter recused themselves from all steps involving decision making on the Chair successor role.

Appendix A – Terms of Reference of System Board Chair Dec 2021-Oct 2022

As revised by the Board on 30 November 2021 (Decision Reference SB/M22/DP6)

**** This document is superseded by the new [TORR](#) and is provided for transparency purposes as the immediately past terms of reference ****

Appointment

1. The Chair of the System Board (the “Board”) shall typically be appointed for a term of up to two years, and may be eligible for re-appointment. Should the Chair step down before the end of their term, the newly-elected Chair would begin a new two-year term.

Mandate

2. The Chair is appointed by the voting members of the System Board (“Board”), in accordance with the Charter of the CGIAR System Organization (“Charter”). The Chair acts according to these terms of reference.
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 Rules of Procedure and the Board.
4. The Chair acts as the key liaison between management of One CGIAR and members of entity Boards, and as the primary representative and spokesperson for the Board, which responsibility may be delegated in special circumstances.
5. 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.

Functions

6. 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 with the Board and its stakeholders between meetings in a manner that facilitates transparency in respect of the Board's operations.

b. External representation

- i. Serve as the primary spokesperson of the CGIAR System 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. Perform 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 the One CGIAR Leadership on specific subjects/topics;
- iv. Works with the Board on strategic expansion of funding for CGIAR, including representing the Board at key events;
- v. Maintain on-going communications with and among other key stakeholders of the CGIAR System.

c. Facilitation of Board meetings

- i. In consultation with the Secretariat, Executive Management Team and Board members, 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. Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- iii. 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 Management Team and the Board Secretary;
- iv. Preside over Board meetings, managing the Board in a transparent and effective manner, addressing conflicts and ethics questions as they arise;
- v. Summarize all decisions taken by the Board; and
- vi. Guide the Common 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 the 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

7. Provide regular counsel to the One CGIAR Executive Management Team; and
8. In liaison with the Executive Management Team, collaborate with the Chair of the System Council and with members of the entity Boards of Trustees 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 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 in regard to that item. In such a case, the Vice Chair 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 Vice 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 Vice Chair of the Board, other than acts or omissions that are deliberately dishonest or fraudulent.