



Terms of Reference for Vice Chair of the System Board

Purpose

This document sets out the Terms of Reference for the Vice Chair of the System Board, as approved by the Board on 20 March 2023, Decision SB/M25/EDP4.

Distribution notice:

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Part 1: Terms of Reference

Appointment

1. The Vice 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 Vice Chair step down before the end of their term, any newly elected Vice Chair would begin a new two-year term.
2. The Vice Chair is appointed by the voting members of the System Board (“Board”), in accordance with Paragraph 4.2 of the CGIAR Rules of Procedure.¹ The Vice Chair acts according to these terms of reference.
3. The Vice Chair’s role assists the Chair in their role of 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 Vice Chair acts as a key liaison with management of One CGIAR and Center/ Alliance Board Chairs and members.
5. The Vice Chair may act as representative and spokesperson for the Board when so delegated by the Chair.
6. The Vice 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

7. The Vice Chair shall provide the following:
 - a. *Leadership*
 - i. Drawing on the scope of expertise within the Board, steward relevant conversations in periods of the Chairs’ absence or as directed by the Chair;
 - ii. Champion effective delivery of our core business, science and partnership, providing leadership to re-focus the discussion on science agendas that respond to the current challenges in nourishing the people and protecting our planet; and

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[Rules of Procedure of the CGIAR System Board](#), Para 10.2. Functions of the Vice-Chair a) The Board may appoint a Vice-Chair to perform the functions assigned to them by these rules of procedure or by the Board, as well as those delegated to them by the Chair.

- iii. Champion adherence to best practice governance standards for the Board and its operations in a manner consistent with the Board’s mandate from the Charter of the CGIAR System Organization.

b. *External representation*

In close collaboration with the Chair,

- i. Serve as a spokesperson of the CGIAR System on strategic matters and represent the Board at key events as delegated by the Chair;
- ii. 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 Executive Management Team on specific subjects/topics; and
- iii. Maintain on-going communications with and among other key stakeholders of the CGIAR System in consultation with the Chair.

c. *Facilitation of Board meetings*

- i. Work with the Chair to set 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.

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

In close collaboration with the Chair,

- i. Acts as the link between the Board and its standing committees and adhoc working groups;
- ii. Ensure that the recommendations of any standing committee or other advisory bodies are discussed with the Board and decisions are taken and implemented; and
- iii. Lead special projects and initiatives as assigned by the Chair or the Board.

e. *Monitoring Performance*

In close collaboration with the Chair,

- i. Mentor new appointees to the Board, and provide oversight, coaching and advice with a view to ensuring quality, consistency and accountability;
- ii. As delegated by the Chair, guide the Board in ensuring an appropriate process for conducting an annual performance review for the Executive Managing Director that includes the inputs of System Council members, Center/Alliance Boards and leadership and other stakeholders; and
- iii. Guide the Secretariat in the establishment of a process to ensure periodic evaluations are undertaken of the Board, its officers, members and Committees.

Effective CGIAR System working relationships

8. In liaison with the Chair and other System Board members, ensure effective collaboration with members of the Center/Alliance 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. Support the Secretariat in ensuring a mechanism by which Board members and the Center/Alliance Board Chairs are kept apprised of issues and information as relevant.

Personal conduct, ethics and conflicts of interest

10. Recognizing the potential for conflict of interest situations to arise, the Vice 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 Vice 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 Vice Chair will recuse themselves from any activities in regard to that item.

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.

Part 2: Key Terms of Engagement

13. The nature of the role makes it impossible to be specific about the time commitment. However, in the normal course of their duties as both System Board member and Vice Chair, and when taken as a whole, the Vice Chair may expect to contribute approximately 60 calendar days' equivalent service.
14. For their services to the Board, the Vice Chair is entitled to receive a gross annual honorarium of USD\$12,000 during their term as Board Vice Chair, in addition to the honorarium amount payable for services as a CGIAR common board member. Such honorarium covers all duties in respect of the role of Vice Chair, including attendance at System Board and Center/Alliance Board meetings, attending meetings of adhoc working groups, committees, together with all other necessary representational events.

15. Travel costs related to the Vice Chair's discharge of their role and responsibilities for the Board will be met by the CGIAR System Organization in accordance with the organization's travel policy.
16. The Secretariat will seek to facilitate the work of the Vice Chair through the provision of administrative support for Board-related work.