

TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE OF THE SYSTEM COUNCIL¹

1. Mandate

The Nominations Committee is a standing committee of the System Council. It is tasked with presenting nominees to the System Council for membership of the Integrated Partnership Board (IPB). It is also tasked with proposing to the System Council for approval the required competencies and diversity profile of the IPB, taking into account input from the IPB.

2. Membership

2.1. Members of the Nominations Committee shall be appointed by the System Council. The Nominations Committee will be comprised of:

2.1.1. Three members identified by the System Council, one of whom shall act as Co-Chair.

2.1.2. Three members nominated by the General Assembly of Centers (GAC), one of whom shall act as Co-Chair.

2.1.3. Three members nominated by the Host Countries² representing Africa, Asia, and the Americas, respectively.

2.1.4. One external independent member who shall be identified and proposed by the System Council Secretariat, and brings one or more of the following experience and skills:

- Corporate governance
- Ethics and compliance
- Risk management

2.2. Membership of the Committee will bring diversity in skills and expertise, and will be in line with CGIAR's commitment to advancing gender equity diversity and inclusion by ensuring that at least 40% of the committee identifies as female. It will also include appropriate geographic representation in line with the countries and communities

¹ Approved by the System Council with effect from 20 March 2024 (Decision Reference SC/M19/EDP6)

² Host Country means a country whose government has a headquarters agreement with a CGIAR Center or the CGIAR System Organization.

served by CGIAR. Diversity dimensions will also be considered when selecting the Co-Chairs.

- 2.3. No staff member of any CGIAR Center or the CGIAR System Organization, nor any IPB (or predecessor of the IPB) member or any former staff or IPB (or predecessor of the IPB) member within the last three years may serve as member on the Nominations Committee with the exception of the IPB Chair (or predecessor of the IPB) who will be an ex-officio non-voting member of the Nominations Committee , but should recuse themselves for any matters relating to the Chair role itself.
- 2.4. Nominations Committee members shall be appointed for a term not exceeding three years, which may be renewed. No member shall serve on the Committee for more than six years in total.
- 2.5. A modest honorarium may be claimed by the external independent member, in line with existing honorarium arrangements for the standing committees of the System Council.

3. Committee Leadership

The Committee shall select two Co-Chairs from among its members, one of whom must be from among the members identified by the System Council, and one from among the members nominated by the General Assembly of Centers.

4. Committee Secretariat and support

- 4.1. The System Council Secretary or their nominee shall act as the Secretary of the Committee and will ensure that Committee members receive information and papers in a timely manner to enable full and proper consideration to be given to issues.
- 4.2. The Secretariat will also develop, with appropriate consultation with Centers and technical specialist staff, proposed materials for the Committee to consider in order to carry out its duties.
- 4.3. Staff from the CGIAR Global People & Culture Team will provide technical support to the work of the Committee.

5. Quorum

The quorum necessary for the transaction of business shall be five members, including at least one of the two Co-Chairs, one member identified by the System Council, one member nominated by the GAC, and one member nominated by the Host Countries.

6. Frequency of Meetings

The Committee shall meet at least twice a year, before a System Council meeting, and as required to develop the nomination slate for System Council approval. Given the nature of the Committee's mandate, virtual meetings are envisaged as the primary mode of business, with in-person meetings considered only on an exceptional basis.

7. Notice of Meetings

- 7.1. The Secretary of the Committee shall call Committee meetings at the request of either of the Committee Co-Chairs. Committee members may request a meeting through the Co-Chairs.
- 7.2. Unless otherwise agreed, a notice of each meeting confirming the time, date, and mode of virtual meeting shall be sent to each member of the Committee and any other persons required to attend no later than 14 days before the date of the meeting. An agenda and supporting documents shall be shared with the Committee members and other attendees sufficiently in advance to permit review before meetings.

8. Records of the Committee

- 8.1. The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those in attendance.
- 8.2. Draft minutes shall be circulated to all members of the committee for approval.
- 8.3. The Secretary to the Committee shall maintain a rolling roster of potential IPB candidates for review by the Committee as required.
- 8.4. The Committee shall review and approve reports on its proceedings to the System Council on an annual basis and as required for proposed System Council decision-making. These may be made public, in all or in part, in line with the System Council's Rules of Procedure.
- 8.5. All records of the Committee relating to confidential candidate information or internal deliberations will be treated strictly as confidential and maintained in line with General Data Protection Regulation (GDPR) regulations. Committee members will be required to comply with the confidentiality guidelines as set out in section 12 below.

9. Duties

The Committee shall carry out the following duties:

- 9.1. Propose to the System Council the skills criteria for IPB membership based on a skills matrix for the IPB developed by the Secretariat.
- 9.2. Review the structure, size, and composition of the IPB at regular intervals, considering the development of the Integrated Partnership, the required skills of the IPB, and its knowledge, experience, diversity, and geographic spread. Such review should be aligned to the interval of an externally facilitated assessment.
- 9.3. Determine a nomination process for IPB membership, which should include details of how nominations are received and reviewed and be guided by principles of merit and transparency.
 - 9.3.1. The Committee may decide to openly advertise and/or use external service providers to facilitate the search.
 - 9.3.2. In the event that external service providers are used to support the nominations process, the Nominations Committee will approve the appointment of a service provider on the recommendation of the EMD, selected in accordance with the System Organization's procurement policies and procedures.
- 9.4. Propose to the System Council, for decision making, candidates for appointment to the IPB, including:
 - 9.4.1. The proposed term required for appropriate staggering of terms in line with the IPB's Terms of Reference.
 - 9.4.2. The potential extension of the term of existing IPB members, having reviewed the member's skills, expertise, knowledge, and performance assessment on the IPB. Existing IPB members eligible for reappointment must indicate to the Committee in writing their interest in reappointment at least six months before the end of their tenure.
 - 9.4.3. Ensuring that when a vacancy arises, proposed candidates are presented to the System Council for consideration three months in advance (unless in the event of a vacancy arising unexpectedly).
- 9.5. Develop a process for IPB performance assessment, including:
 - 9.5.1. Developing, with inputs from the GAC, the metrics and key performance indicators to measure the performance of IPB members, individually and as a Board.
 - 9.5.2. Ensuring that the assessment of the IPB is conducted on an annual basis, and that an externally-facilitated assessment is conducted at least every three years.

- 9.6. The Committee will also recommend to the System Council for approval the remuneration and travel policies of the IPB and its committees, and advise on any other IPB-related protocols, as requested by the System Council.
- 9.7. The Committee shall make recommendations to the System Council for succession planning of the IPB, considering the IPB Board Profile and skills matrix.
- 9.8. The Committee shall ensure that a rolling roster of potential candidates for the IPB is maintained to support effective succession planning.
- 9.9. The Committee may consult with other stakeholders, including the IPB Chair or selected staff, for the conduct of its business.
- 9.10. The Committee will after its first year of operation and then periodically review its structure, composition and mandate and reconfirm with System Council that these remain fit for purpose or propose changes as required.

10. Responsibilities of individual members

- 10.1. Each Committee member shall serve in the best interest of the Integrated Partnership as a whole, while representing the views of the stakeholder groups from whom they were nominated.
- 10.2. The Committee Co-Chairs shall be responsible for ensuring that reporting to the System Council takes place as set out in paragraph 13 of these TOR.

11. Decision Making Process:

- 11.1. The Committee shall reach its decisions on issues by consensus, where the two Co-Chairs will work to arrive at a consensus decision. One of the Chairs will articulate the consensus view.
- 11.2. In the event of an impasse, a vote will be called, and majority rule will apply. Minority opinion can be requested to be included in the Committee's report to the System Council.

12. Reporting Responsibilities:

The Committee shall report to the System Council during each System Council Meeting. Such report shall include any ongoing changes in the IPB that require the attention of the System Council.

13. Ethics, Confidentiality and Management of Conflict of Interest:

- 13.1. All members of the Committee shall act in good faith in the best interest of the CGIAR System.
- 13.2. All member of the Committee shall abide by the CGIAR Code of Conduct for Governance Officials³.
- 13.3. The Committee shall conduct itself at all times in a manner that respects the privacy and personal reputation of candidates and potential candidates and will keep (i) all personal information of candidates and potential candidates, (ii) internal deliberations of the Committee, and (iii) all documents marked “Confidential”, strictly confidential.
- 13.4. All members of the Committee will be required to comply with the Council’s policies on disclosure of interests, and a register of the Committee’s members’ interests will be accessible to all Committee and System Council members. Where a Nomination Committee member has a perceived or actual conflict of interest on a specific topic under discussion, they would make the circumstances known, to ensure that discussions proceed in an open and transparent manner.

³ <https://cgspace.cgiar.org/server/api/core/bitstreams/88e752f3-0fcb-45a0-8690-e13339511007/content>