Consent Agenda: System Management Board's adhoc Working Group on Rules of Governance

Purpose

Based on support expressed for the continuation of this cross-Center/SMB group at the 3rd General Assembly of the Centers in January 2019 and the Centers Audit Committee Chairs meeting in February 2019, this document sets out a proposed revision of the terms of reference for the System Management Board's adhoc Working Group on Rules of Governance to provide for continuity of function aligned to governance matters concerning the Board and the System.

Revisions have been made with respect to the following items and are identified in the main text of the TOR through <mark>yellow highlight</mark>:

1. <u>Purpose</u>: Updating the purpose to take up proposals from the General Assembly and Audit Committee Chairs' meetings.

2. <u>Mandate length</u>: Working Group term extended until decided otherwise by the Board.

3. <u>Composition</u>: Adopt the model of the terms of reference setting out a maximum membership number, but not specifying the identify of specific members. This gives the Board flexibility to update the membership as required, as for another committee or working group. An appointment mechanism has also been included.

Action requested

The System Management Board is invited to consider, and if thought appropriate, approve the revised terms of reference for its Rules of Governance Working Group.

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<u>Revision 2[1]</u>: Terms of Reference
System Management Board adhoc
Working Group on Rules of Governance

A.   Purpose

1.   The Rules of Governance Working Group ('Working Group') is established by the System Management Board ('Board') to provide advice and support to strengthen governance, rules and procedures primarily of the Board, as well as for other elements of the CGIAR System that relate directly to the Board's mandate and operation.

2.   The Working Group is an adhoc advisory group formed by the Board to provide inputs to assist the Board in the discharge of its functions. The Working Group does not have any executive authority, and as such, does not make decisions.

B.   Operational context

3.   Words and expressions used in these Working Group Terms of Reference ("**TOR**") shall, unless the context requires otherwise, have the meaning attributed to them in the Charter of the CGIAR System Organization ("**Charter**").

4.   The Working Group has been formed to deliver inputs for the benefit of the CGIAR System as a whole and shall remain a Working Group of the Board until the Board decides otherwise.

C.   Role of the Working Group

5.   Taking into consideration the provisions of Article 5 of the Charter, and the broad functional responsibilities of the Board as set out in Article 8 of the Charter, the Working Group shall have functions in the following areas:

   a.   <u>Governance Rules and Procedures of the System Management Board</u>
      i.   Supporting the ongoing performance of a mechanism to mitigate the potential for and/or actual occurrence of conflicts of interest which might arise as the Board discharges of its functions
      ii.   Advising on an ongoing basis on the appropriateness of methodology for confidentiality to be maintained for Board members and other participants in meetings and activities
      iii.   Supporting a mechanism to keep the Board's Rules of Procedure under review for ongoing relevance

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[1] Revision 1 of the terms of reference of the Rules of Governance working Group were approved in SMB/M9/EDP4

      iv.   Supporting mechanisms by which the Board can review its collective performance and effectiveness

   b.   <u>Functional responsibilities of the General Assembly regarding the System Management Board</u>

      i.   Providing additional clarity on the accountability lines between the SMB and the General Assembly, and potentially exploring additional rules of procedure to enhance transparency and effective relationships, for consultation with the General Assembly in advance of formal adoption by the Board

      ii.   Recommending options to strengthen the Nominations Processes of the General Assembly for rotation of System Management Board members

      iii.   Providing recommendations for strengthening membership matters of the System Management Board, including but not limited to term lengths, appropriate staggering of member terms, and optimal composition

      iv.   Providing ongoing guidance to the conveners of the General Assembly on the Rules of Procedure of the General Assembly and amendments that may be proposed from time to time that may have particular relevance to the operations of the System Management Board

   c.   <u>Advice on cross-System governance processes and approaches</u>

      i.   On request of the System Management Board to carry out tasks or provide advice on wider matters related to governance

      ii.   Oversee a review of the 'CGIAR Guidelines on Center Governance' (2007)[2], for the purposes of supporting updated policy and guidance documents being approved by the System Management Board and utilized across the System

      iii.   Where a need or opportunity emerges for understanding governance options or better working of the CGIAR System, the Working Group may offer counsel.

6.   In discharging its functions, it shall be the responsibility of the Working Group to maintain regular and open communication among its members and with the Chair of the System Management Board.

D.   Composition and Chair

7.   **Composition:** The Working Group will be comprised of **between 4 to 6 members** representing the following groups considered relevant to the functions of the Working Group, with the membership being comprised of at least one member from each of the following groups:

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[2] https://cgspace.cgiar.org/bitstream/handle/10947/5068/bg_guidelines_center_governance_rra_200711.pdf?sequence=1&isAllowed=y

a.   Center Boards of Trustees group
b.   Center Directors General group
c.   Center Audit Committee Chairs group
d.   And at least one member of the System Management Board, who may also satisfy any the criteria in a., b. or c.

8. **Membership**: Members will be appointed by a no-objection decision of the Board for a two-year term based on a recommendation of the Secretary to the Board after seeking nominations and discussing membership proposals with the Working Group Chair. Working Group members are eligible to serve for up to 4 years in total. Up-to-date information on membership of the Working Group will be made available on the webpage for the Board's Working Groups[3].

9. **Additional resources**:
    a.   Chair of the Independent Science for Development Council (ISDC);
    b.   Director, Board and Council Relations, CGIAR System Organization

10. **Chair**: The Working Group will be chaired by a member of the Working Group as selected by the Working Group members.

E.   Operations

The Working Group shall operate according to the following guidelines:

11. **Meetings:** The Working Group shall meet virtually as determined by the Chair in consultation with the other group members.

12. **Disclosing conflicts of interest**: Where a member has a conflict of interest on a specific topic under discussion, they will make the circumstances of the conflict known to the Working Group, to ensure that discussions proceed in an open and transparent manner.

13. **Quorum:** A majority of members shall constitute a quorum for the transaction of business.

14. **Meeting support**: The System Management Office carries the responsibility for:

    a.   Preparation of a draft agenda and meeting materials in advance of discussions;
    b.   Timely circulation of meeting summaries; and
    c.   Preparation of Working Group information and advisory outputs.

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[3] The webpage for the adhoc Working Groups of the System Management Board can be found at:
https://www.cgiar.org/how-we-work/governance/system-organization/system-management-board/system-management-board-ad-hoc-working-groups/

15. **Arriving at agreement on matters to be provided as formal inputs:** The Chair should aim for consensus on inputs that are proposed to be put forward to the Board or other groups and entities. If consensus cannot be reached, both the majority and minority positions shall be reported.

16. **Access to expertise:** The Working Group in fulfilling its duties under this TOR will draw on expertise of the Centers, those working on CGIAR Research, the Funders, the System Management Office, and others as appropriate.

17. **Delegation of Authority:** The Working Group shall have the power to delegate on an exceptional basis its authority and duties to the Chair or individual Working Group members as it deems appropriate.