



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

Distribution notice:

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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 CGAIR 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.