THE ROLE OF THE BOARD CHAIR

Reference Guides for CGIAR International Agricultural Research Centers and their Boards of Trustees

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Guides in this Series:

1. The Role, Responsibilities, and Accountability of Center
   Boards of Trustees
2. The Role of the Board Chair
3. Creating a Well-Balanced Board
4. Building Effective Board Committees
5. Choosing a Director General: The Search and Selection
   Process
6. Evaluating the Director General: The Assessment Process
7. Board Self-Assessment
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Foreword

Each CGIAR center is an autonomous, international institution governed by an independent board of trustees. The effectiveness of the trustees in discharging their fiduciary responsibilities, and in setting and overseeing center policies, is essential to the continued success of individual centers and of the CGIAR system as a whole.

For over two decades the boards have benefited from the dedicated service of many individuals who have brought rich experience and insights to their task. In the recent past they have also benefited from CGIAR guidelines and papers on the role of center boards, in particular those prepared by Professors Lowell Hardin ("Report on the Roles, Relationships, and Responsibilities of Trustees of International Agricultural Research Centers") and John Dillon ("Some Thoughts Toward Ensuring the Successful Performance of Boards in the CGIAR System").

Over time, the context within which the centers function has become more complex and challenging, as have the expectations of internal and external stakeholders. In response, center boards have been seeking new and better ways to discharge their basic obligations to their center and the system.

The idea of preparing a new set of reference guides on the role and operations of CGIAR center boards, taking into account new principles and practices of institutional governance, was advanced by the CGIAR Oversight Committee and the Committee of Board Chairs. The project was implemented by the National Center for Nonprofit Boards (NCNB), located in Washington, DC, and the CGIAR Secretariat, by a team made up of Selçuk Özgediz (coordinator), Maureen Robinson, and Pammi Sachdeva.

The seven guides in the series are based primarily on NCNB materials and CGIAR reports on center governance, and were reviewed by the Oversight Committee and the Committee of Board Chairs. In addition, the first guide, entitled The Role, Responsibilities, and Accountability of Cen-
The CGIAR Secretariat is pleased to make these reference guides available to the CGIAR centers and other interested institutions. They will be updated when necessary. We welcome reactions on their usefulness, and invite suggestions for improvement.

Alexander von der Osten
CGIAR Executive Secretary
The Role of the Board Chair

An Overview of the CGIAR Board
Leadership Structure

The Need for Effective Leadership

A strong Board Chair can help an organization move successfully toward its goals, anticipate its future course, and lead a board and membership to accept challenges formerly unseen or ignored. It has been said that a good leader inspires others with confidence in him or her, while a great leader inspires others with confidence in themselves. Strong board leadership within the CGIAR system is essential. The Chair of a CGIAR center board has a rare opportunity to influence the course of events in the global battle against hunger. This is a position of high responsibility. The Board Chair guides policy development, and policy, as much as program and finance, determines the fate of the organization.

The position of Chair brings with it significant demands and requires a substantial commitment of time, energy, and attention. The position may involve making some difficult decisions and managing challenging interpersonal conflicts within the board or staff. Even given the challenges, the work can be tremendously rewarding. If the Chair can energize the board and establish a harmonious and productive relationship with the Director General, much is possible. When staff and board work together to serve the center’s mission, objectives may be established, met, and even exceeded.

The Officers of the Board

The board’s officers typically consist of the Chair, Vice Chair, the chairs of standing committees (and pro tem the officers of any ad hoc committees), the Director General (as chief executive officer), and the Secre-
tary to the board. Within this leadership structure each officer plays a distinct role.

- **The Chair of the board.** The Chair presides at all meetings of the board and supervises all matters with which the board is concerned. He or she is responsible for providing leadership to the center.

- **The Vice Chair of the board.** Not all boards have the position of Vice Chair, particularly smaller boards. When the position exists, the Vice Chair is often a senior board member who is qualified to assume full Chair responsibilities when required. The Vice Chair is often a likely successor to the Chair, and the position is considered a way to build the continuity of the board’s leadership. This position should not be regarded as a sinecure, nor as a position which must be occupied by a host-government nominee; indeed, it is probably best held by an elected member of the board. To be effective the Vice Chair needs to maintain continuing liaison with the Chair to ensure smooth functioning of the board.

- **The standing committee Chairs.** Relevant professional background and proven capacity to lead are both important considerations in the choice of chairs for the standing committees, and for those who will lead ad hoc committees as needed. A full discussion of the qualities and responsibilities of committee chairs may be found in the document *Building Effective Board Committees.* Many of the leadership qualities essential for the Board Chair, which are discussed later in this document, should also be possessed by those who will lead the board’s committees.

- **Secretary to the board.** Each CGIAR board should have a designated Secretary, who will maintain the full set of official documents pertaining to the board, including the official records of board and executive committee meetings. Given the Secretary’s responsibilities, he or she need not be a member of the board. This role is usually assigned to a management team member who has the confidence of both the Chair and the Director General. In addition to maintaining the records of the
board, the Secretary will usually also be responsible for preparing the minutes of board and executive committee meetings, and for notifying board members of the meetings of the board and its committees, for coordinating the preparation and distribution of board meeting agendas and relevant documentation, and assisting with meeting logistics.

The Secretary to the board may also serve as Secretary to the Nominating Committee, in which capacity he or she maintains the files of the Nominating Committee and serves as liaison with the CGIAR Secretariat in the CGIAR-nominee process, and has the responsibility for maintaining the center’s board handbook.

- **The Director General.** Appointed by the board as the center’s chief executive officer, the Director General is responsible for operating the center on a day-to-day basis in accordance with policies determined by the board. The Director General has a unique role on the board; he or she serves both as a full member (*ex officio*) of the board and as its agent. The selection and evaluation of the Director General is one of the board’s most critical responsibilities.

The Relationship between the Board Chair and Director General

The Board Chair and the Director General must have mutual trust and respect. Building and maintaining such respect requires a recognition by each of the key role and responsibilities borne by the other. The Chair is responsible for guiding the board’s policy development. The Director General reports to the board, works under the board’s direction, and is responsible for carrying out the board’s policies. While the Director General often advises the board on policy options and is critical to the success of a center’s operation, the board has the final authority for determining policy.

Because of the difficulty boards sometimes face in distinguishing between setting policy and managing the center, the Chair has a critical responsibility to manage the board’s work in this area. In keeping the board focused on its substantial role in setting center direction, evaluating the
effectiveness of programs and overseeing the development and allocation of resources, the Chair can facilitate a strong working relationship between the board and the Director General, and reduce the potential for conflict.

The rapport between the Chair and the Director General affects the board’s functioning in significant areas: first, in the development of agendas and documentation for meetings of the board and its standing committees; and second, in the formal and informal exchange of information about the status of a center’s programs and finances. The Director General should contribute to the development and preparation of meeting agendas, and should ensure that the board never wants for accurate information pertinent to its decisionmaking.

An effective relationship between the Chair and the Director General requires open communication. Relevant information needs to be shared by both; neither the Chair nor the Director General should be caught short or be surprised by developments in the center or within the board. Rather, they should work to have a sound rapport, be willing and able to talk openly and candidly to each other, to air problems or grievances, and share constructive criticism in the interest of a strong center and more effective board.

The Chair of the Board

Specific Responsibilities

It is not a part of the Chair’s role to manage the center. That is the Director General’s job. The role of the Chair is to focus on internal matters of policy and practice that involve the board and the center, and those external matters that affect the center’s participation in international bodies and its standing in the donor and scientific communities.

Major internal matters include:

- *presiding over meetings of the board* so that they are expeditious, productive, and engaging;

- *serving as liaison with management* to ensure the board’s understanding of management perspectives and needs;
• serving as liaison with management to facilitate the implementation of board decisions;

• consulting with board committee Chairs and the Director General to facilitate committee productivity and to plan and prepare agendas for meetings of the board;

• managing the board's workload to ensure that it is appropriate and that responsibilities are distributed among board members to make the best use of their talents and limited time;

• keeping board members up-to-date on the deliberations of the CGIAR, the work of the CGIAR Secretariat, and of TAC;

• issuing invitations to and providing orientation for new board members;

• communicating privately with board members about their performance and, when occasion warrants, conducting exit interviews with departing members;

• assessing the effectiveness of the board and consulting with the Nominating Committee and the Director General about how to improve its performance (see Creating a Well-Balanced Board and Board Self-Assessment for more detail); and

• overseeing the hiring of, determining appropriate compensation for, and evaluating the performance of the Director General, and communicating to the Director General in as much detail as possible the results of the annual evaluation (see Evaluating the Director General for more detail on this process).

External responsibilities of the Chair help ensure continuing stakeholder confidence and interest, and facilitate communication and understanding among all elements of the CGIAR system. These responsibilities include:

• representing the center as appropriate to external constituencies, in consultation and coordination with the Director General;
• participating in CGIAR meetings, in which the Chair joins the Director General in representing the center;

• participating in meetings of the Committee of Board Chairs, an important venue for facilitating communication among Board Chairs; and

• assisting the Director General in developing and maintaining good relations with CGIAR members, TAC, the Secretariat, and other partners of the center.

Qualifications

In addition to the general list of personal characteristics for effective leadership which is described in a later section, a Chair needs certain specific attributes in order to lead the board of a CGIAR international research center successfully. They are:

• the respect of fellow board members by virtue of qualifications, experience, common sense, and personal integrity;

• the ability to run multinational meetings effectively, en-gendering a broad and collective, rather than narrow and representative, approach to decisionmaking, and ensuring adequate opportunities for discussion by all members and observers;

• the diplomacy and presence to handle internal and external matters effectively;

• an appreciation of the board's role vis-à-vis that of the Director General, and that of other elements of the CGIAR system;

• a personality and style compatible with that of the Director General, who should be canvassed in this regard by the Nominating Committee, and

• the capacity to retain objectivity and independence in the relationship with the Director General.
Time Commitment

To be effective, the Chair must be able to dedicate the time required to do the work adequately. Depending on the size and complexity of the center, the Chair may need to devote thirty to sixty working days in an ordinary year. Much more than this might suggest an impulse to interfere with management. In external review years, the time commitment may grow by perhaps another 30 percent. Before the board elects a Chair, and certainly before a candidate accepts the position, both must be sure that the proposed Chair has the necessary time available to meet the demands.

In some cases, the board should be prepared to pay for release time to enable the right person to take on the obligations of Chair. This may be particularly necessary if the proposed Chair is self-employed. Far better to provide such reimbursement to the best candidate than to accept a less suitable candidate who has the convenience of time to spare or an employer willing to bear the cost.

Tenure

A one-year term offers barely enough time for a new Chair to get a grasp of the role, even if he or she has been a board member for a number of years and understands the mission of the center. A two-year term is probably the minimum, and three years might be better. Under very exceptional circumstances, a Chair might serve for a longer period. In that situation, the board must be alert to signs that the Chair is becoming too perfunctory in carrying out duties, or is having such a personal impact on the organization that the center and the board are failing to entertain new ideas and concepts.

To avoid overdependence on a single individual, which is often signaled by longer than usual terms of office, leadership development among board members needs to be sustained. Effective Board Chairs are the product of substantive experience with the work of the center, and confidence in the role of Chair. These are the result of time spent serving on the board and time spent chairing a board committee, or serving as the chair of other organizations. Creating the depth of leadership needed to assure the continuous availability of strong candidates for Board Chair requires a com-
prehensive approach to board recruitment and the deployment of board members’ talent and experience.

Enhancing the Chair’s Effectiveness

The Chair should be provided with the necessary support—including secretarial assistance and linkage to others through e-mail and fax to ensure his or her effectiveness.

The Chair’s effectiveness can also be greatly enhanced by a degree of prior induction and orientation. This is often done by naming the candidate as Chair-Designate, or Chair-Elect, a year ahead and providing opportunities to learn the ropes through attendance at International Centers’ Week; discussions with the CGIAR Secretariat’s management, finance, and information specialists; attendance as an observer at a meeting of the Committee of Board Chairs; and other activities.

Sufficient advance planning allows the Chair-Designate to arrange adjustments to his or her schedule of other professional responsibilities to meet the time demands of the Board Chair. Even more important, this period of time can provide the opportunity for the incoming Chair and the Director General to get to know each other better with a view to developing an effective working relationship.

The board and the CGIAR system have a significant stake in the effectiveness of the Chair. For this reason the board needs to have the courage and determination to replace the Chair if he or she is ineffective.

Effective Board Leadership

The Chair’s Role

In fulfilling the specific responsibilities outlined above, the Chair’s activities fall within four general categories.

- *Building participation.* By encouraging sound, participatory management, the Chair helps to build, among staff members at all levels of the organization, the commitment to, and a sense
of ownership of, the mission and purpose of the center. The Chair can serve as a model by supporting the work of committee chairs and other board members, sharing information, asking advice, giving sufficient time at board meetings to reports on committee activities, and commenting favorably on the progress of the center and the contribution of the board.

- **Acquiring and communicating information.** The Chair must stay informed, keep others informed, know who should know what, and know what must be done with information. The Chair should be kept aware of the progress of activities directly related to the center’s goals, and must take personal responsibility for remaining aware of developments in the center’s field of service, changes in the center’s situation, and obstacles to the fulfillment of its mission. In board meetings, the Chair must communicate or have communicated through others the highlights of the center’s accomplishments or failures. The Chair should see that information shared with the board is concise and accurate.

- **Evaluating performance.** Formal and informal evaluation is a constant responsibility of the Chair: helping the Director General develop a format for assessing the progress of the center, developing procedures for assessing the work of the Director General, and developing and implementing procedures for periodic board self-assessment. In addition to recognizing and taking action to correct poor performance, the Chair should acknowledge good performance.

- **Delegating effectively.** For the Board Chair, delegation can mean leaving to the Director General those activities that appropriately fall to staff. It can mean allowing committee chairs the freedom to lead their committees as they deem appropriate, as long as their leadership is consistent with the mission of the center and the committee’s responsibilities. Having delegated appropriately, the Chair should not absente himself or herself from these activities. Rather, he or she should offer to provide counsel or be a sounding board for ideas.
Personal Characteristics of an Able Chair

There are some characteristics common to a good Board Chair.

- **Vision.** The ability to perceive clearly the center’s mission as a whole and to look ahead to the future of the organization. The Chair must also visualize how the board, committees, Director General, and staff function separately and work together to achieve goals.

- **Detachment.** The ability to step back from the day-to-day activities of the center and assess what it is doing objectively. However cordial the working relationship between the Chair and the Director General, the Chair must assess fairly the success of management in fulfilling the overall mission of the center.

- **Impartiality.** Open-mindedness in all discussions, the willingness to listen to and encourage open discussion among sometimes intensely different points of view.

- **Decisiveness.** An ability to foster clear and timely decisionmaking and to take action as Chair when the need arises.

- **Caring.** Concern for the center, its staff, and the people the center serves.

Responsibilities of the Board Chair—A Final Checklist

- Serves as the chief elected officer of the organization.

- Is a partner with the Director General in achieving the center’s mission.

- Provides leadership to the board, which sets policy and to which the Director General is accountable.
• In partnership with the Director General, serves as liaison between the board and other parts of the CGIAR System.

• Chairs meetings of the board after developing the agenda with the Director General.

• Ensures that the board receives appropriate and timely information.

• Encourages board role in strategic planning.

• Ensures that committee chairs are appointed in accordance with the center's constitution and bylaws.

• Serves ex officio as a member of committees and attends their meetings when possible.

• Discusses issues confronting the center with the Director General.

• Helps guide and mediate board actions with respect to organizational priorities and governance concerns.

• Ensures that the board has access to relevant expert advice to support sound decisionmaking.

• Reviews with the Director General any issues of concern to the board.

• Monitors financial planning and financial reports.

• Plays an active role in fund raising and donor relations activities.

• Initiates and participates in the formal evaluation of the performance of the Director General and the informal evaluation of the effectiveness of board members.

• Ensures and participates in the annual evaluation of the center in achieving its mission.
• Ensures that arrangements for board travel, honoraria, meetings, etc. are adequate.

• Performs other responsibilities as assigned by the board.

References


This publication provides a description of the responsibilities critical to serving as board chairperson, including an outline of the personal characteristics, specific role responsibilities, and principles of effective leadership.

Suggested Resources


Assists in identifying eight ways the chief staff officer can strengthen the governing board so both the board and chief executive work effectively to fulfill the organization’s mission.


A discussion of how boards work best when they focus on setting direction, policy, and strategy, not on administration. This booklet suggests specific procedures and policies that chief executives, board members, and senior staff can follow to strengthen the board’s capacity to govern.

Focuses on the details of board operation in the CGIAR and ways of overcoming the constraints that boards face in their work. It covers board responsibilities and accountability, membership, functions, committees, and officers.


Explains the purpose, functions, and operations of board committees. Contains information on committee meetings, selecting committee members, the role of committee chairs and members and their relationship to the staff, and the functions of common board committees.


A comprehensive text providing practical advice, principles, and procedures on more than forty major topics affecting nonprofit boards. These topics include chief executive-board relations, evaluating the executive, and improving the quality of the board.


A primer on the most fundamental and critical responsibilities that the board as a whole is charged to carry out. Also includes information on individual board member responsibilities.


Provides a thorough analysis of the role and responsibilities of boards. Topics covered include board-staff relations, working with committees, and parliamentary procedure.

Provides a basic framework to plan, lead, and participate in productive board meetings. Contains many samples of key items, such as a meeting preparation checklist, agenda format, and minutes format for board and committee meetings. Also discusses effective techniques to encourage participative decisionmaking and ensure tangible outcomes.


The classic reference manual for conducting formal parliamentary proceedings. It provides explicit rules and language for how debate is conducted, when one may intervene, when votes are to be taken, and business concluded.