



# Terms of Reference System Council Chair<sup>1</sup>

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<sup>1</sup> As approved by the System Council at its 1<sup>st</sup> meeting, 12 July 2016 (SC/M1/DP3), pursuant to Article 5.5 of the [CGIAR System Framework](#).

## Terms of Reference for System Council Chair

### 1. Appointment

- a) The Chair of the System Council (the “Council”) shall be appointed for a four-year term and may be re-appointed for future terms in accordance with the rules of the Council. Should the Chair resign before the end of his/her term, the Chair who succeeds would begin a new four-year term.

### 2. Mandate

- b) The Chair’s role is understood to be that of facilitation and strategic leadership. The Chair is responsible for enabling the Council to effectively carry out its obligations and responsibilities. The Chair is the key representative and spokesperson for the Council. The Chair serves as a non-voting member of the Council and shall act in an impartial manner.

### 3. Functions

- c) The Chair shall provide the following:

- a. *Leadership of the Council:*

- i. lead the Council in the full discharge of its functions; and
- ii. seek to build productive relationships among Council members and its standing committees and advisory bodies and establish a culture for strategic decision making for the Council.

- b. *Facilitation of Council Meetings:*

- i. guide the System Management Office to establish procedures to govern the Council’s work;
- ii. approve the calendar of Council meetings and preside over meetings;
- iii. propose the agenda for each Council meeting;
- iv. ensure that all standing committees and advisory bodies of the Council report regularly to the Council and that the recommendations of such committees and bodies are discussed with the Council and decisions are taken;
- v. summarize all decisions taken by the Council; and
- vi. guide the System Management Office to publish a record of the conclusions and decisions reached at the meeting.

c. *Ambassador for the CGIAR System:*

- i. serve as one of the primary spokespersons of the CGIAR System to the public on strategic matters, unless the Chair decides to delegate this responsibility for a specific period on a specific issue;
- ii. perform high-level outreach to governments, international institutions, advanced research institutes, private sector and civil society; and
- iii. maintain on-going communications with and among the Council members and other key stakeholders of the CGIAR System.

d. *Selection and Performance Review of the Advisory Bodies to the Council:*

- i. guide the Council in the transparent selection and appointment of the Chair and members of the Independent Science and Partnership Council (“ISPC”) and the head of the Independent Evaluation Arrangement (“IEA”); and
- ii. steer the Council in ensuring an appropriate process for conducting annual performance reviews for the Chair and members of the ISPC and the head of the IEA.

4. *Working relationships*

- d) In liaison with the Executive Director, collaborate with the Chair of the System Management Board to ensure effective decision-making and communication throughout the CGIAR System.

5. *Representation from World Bank*

- e) The Chair should be a senior level executive in a substantive area related to the work of the CGIAR System. The Chair will be expected to demonstrate a commitment to the CGIAR’s mission and serve as a global advocate for the CGIAR System. While serving as Chair, he/she will continue to carry out duties and responsibilities at the World Bank.
- f) Upon the Council’s approval of the terms of reference for the Chair, and any subsequent amendments, the World Bank shall confirm to the Council its agreement.

6. *Budget and operational support*

- g) To support the Chair, the World Bank expects the Council to approve an annual budget allocated to the Chair, subject to an end-of-year adjustment. Such budget may be used to cover World Bank costs related to the Chair’s travel in exercising his/her role and responsibilities, in addition to other costs in support of the Chair, including non-Chair World Bank staff costs, travel and other variable expenses. The World Bank will not seek to recover salary and benefits associated with the Chair’s time spent on Council activities.

- h) The World Bank will follow its own policies and procedures for managing and reporting on budget and actual costs related to the aforementioned approved budget.
- i) The World Bank and the System Organization will enter into an agreement to provide for (i) the support of the System Management Office provided to the Chair and (ii) the procedures of transfer of budget approved to support the Chair.

## 7. Conduct, ethics and conflicts of interest

- j) The World Bank staff member appointed as the Chair serves in his/her official capacity on behalf of the World Bank and not in his/her personal capacity. The Chair shall act in good faith in the interests of the CGIAR System and shall act according to the Council's policy on ethics and conflicts of interest.
- k) When discharging his/her roles and responsibilities, the Chair is not required to take decisions or actions that conflict with the governing instruments, official rules, policies and procedures or interests of the World Bank. In the event that the Chair determines that there is a conflict, the Chair will recuse himself/herself from chairing or engaging in other expected activities of the Chair, which give a rise to such a conflict. In such a case, the appointed Co-Chair of the Council will act in his/her stead, unless the Council agrees to take an alternative approach.

## 8. Indemnification

- l) The System Organization agrees to:
  - i. indemnify and hold harmless the World Bank and the 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 Chair of the System Council; and
  - ii. procure adequate insurance to cover any such liability.