



Terms of Reference

Interim Chair, System Management Board

Approved by the System Management Board at its 1st meeting, 11 & 13 July 2016 (SMB/M1/DP2)

Terms of Reference for System Management Board Interim Chair

Mandate

1. The Interim Chair is appointed by the voting members of the System Management Board (“Board”), in accordance with the Charter of the CGIAR System Organization, and acts according to these terms of reference.
2. The Interim Chair’s role is one of facilitation and strategic leadership. The Interim Chair is responsible for enabling the Board to effectively carry out its obligations and responsibilities. The Interim Chair acts as the liaison between management of the CGIAR System Organization and the Board, and as the primary representative and spokesperson for the Board.
3. The Interim Chair serves as one of the nine voting members of the Council, in his personal capacity and not as a representative of his employer.

Functions

4. The Interim Chair shall provide the following:
 - a. *Leadership of the System Management Board*
 - i. Lead the Board in the full discharge of its functions;
 - ii. Seek to build productive relationships among Board members and Active Observers, and establish and maintain a culture within the Board for strategic decision making that is in the best interests of the CGIAR System; and
 - iii. Where possible based on an available candidate, facilitate the effective transition to an Independent Chair of the System Management Board, including providing on-boarding support during any transition phase.
 - b. *Facilitation of Board meetings*
 - i. Schedule regular meetings of the Board in consultation with the full Board, and preside over Board meetings;
 - ii. In consultation with the Executive Director and Board members, propose the agenda for each Board meeting and direct the preparation of pre-meeting information and papers;
 - iii. Manage the Board in an effective manner so that the Board can discharge its roles and responsibilities;



- iv. Ensure that the recommendations of any standing committee or other advisory bodies are discussed with the Board and decisions are taken and implemented;
 - v. Summarize all decisions taken by the Board; and
 - vi. Guide the System Management Office to publish a record of the conclusions and decisions reached at each meeting.
- c. *Support for formation of the Board's standing committees and approval of terms of reference for the system-wide Internal Audit Function*
 - i. Pursuant to Article 9.11 of the Charter, guide the Board in the transparent selection and appointment of the Chair and members of the Board's Audit and Risk Committee, and Strategic Impact, Monitoring and Evaluation Committee, as facilitated by the System Management Office; and
 - ii. Pursuant to Article 8.1(i) of the Charter, guide the Board in the approval of the terms and reference and process for fulfilling the Internal Audit Function, in consultation with the Centers and System Council members, as facilitated by the System Management Office.
- d. *External representation*
 - i. Serve as one of the primary spokespersons of the CGIAR System to the public on strategic matters, unless the Interim 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 to advance the purpose of the CGIAR System as a whole; and
 - iii. maintain on-going communications with and among other key stakeholders of the CGIAR System.
- e. *Performance oversight of Executive Director*
 - i. Provide regular counsel to the Executive Director of the CGIAR System Organization; and
 - ii. Guide the Board in ensuring an appropriate process for conducting an annual performance review for the Executive Director that includes the inputs of System Council members and other stakeholders.



Effective CGIAR System working relationships

5. In liaison with the Executive Director, collaborate with the Chair of the System Council to ensure effective decision-making and communication throughout the CGIAR System.

Budget and operational support

6. The travel costs related to the Interim Chair's discharge of his role and responsibilities for the Board will be met by the CGIAR System Organization in accordance with the organization's travel policy.

Conduct, ethics and conflicts of interest

7. Recognizing the potential for conflict of interest situations to arise, the Interim Chair shall act in good faith in the interests of the CGIAR System and according to the Board's policy on ethics and conflicts of interest.
8. In the event that the Interim Chair determines that he is in a position of conflict of interest with an item before the Board, the Interim Chair will recuse himself from chairing or engaging in other expected activities of a meeting chair in regard to that item. In such a case, the Board will appoint an alternate person to serve as temporary Vice Chair who will act in his stead, unless the Board agrees to take an alternative approach.

Indemnification

9. The System Organization agrees to: (a) indemnify and hold harmless the Interim 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 Interim Chair of the System Council, and (b) procure reasonably adequate insurance to cover any such liability.