

Revised Terms of Reference
System Management Board adhoc
Working Group on Rules of Governance

A. Purpose

1. The Working Group is established by the System Management Board to: (i) strengthen the Rules of Procedure of the Board, (ii) support the development and periodic review of the Rules of Procedure of the General Assembly as those procedures relate to the operations of the System Management Board, and (iii) provide advice to the Board on other governance matters relevant to the Board's mandate and operations as may be requested by the Board from time to time.
2. The Working Group is an adhoc advisory group formed by the System Management 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. Working Group members shall serve until 31 December 2018.

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 System Management Board as set out in Article 8 of the Charter, the Working Group shall have functions in the following areas:
 - A. Governance Rules and Procedures of the System Management Board
 - i. Developing and 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 System Management Board discharges of its functions

- ii. Developing a proposal for appropriate confidentiality to be maintained for System Management Board members and other participants in meetings and activities, and post adoption by the System Management Board, periodically reviewing ongoing appropriateness of the agreed methodology
- iii. Supporting a mechanism to keep the System Management Board's Rules of Procedure under review for ongoing relevance
- iv. Supporting mechanisms by which the System Management Board can review its collective performance and effectiveness
- v. As may be required by the General Assembly, developing a proposal for determining the composition Center Board of Trustees and Directors General nominated members on the System Management Board

B. Functional responsibilities of the General Assembly regarding the System Management Board

- i. Recommending options to strengthen the Nominations Processes of the General Assembly for rotation of System Management Board members
- ii. 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
- iii. Preparing a preliminary draft set of rules of governance of the General Assembly of the Centers for the General Assembly to adopt as its rules of procedure, and providing ongoing guidance to the conveners of the General Assembly on amendments that may be proposed to those rules of procedure from time to time that have relevance to the operations of the System Management Board

C. Advice to the System Management Board, particularly on governance

- i. On request of the System Management Board to carry out tasks or provide advice on matters related to governance
- ii. Where a need or opportunity emerges for understanding governance options or better working of the CGIAR System, the Working Group may offer counsel to the System Management Board tied to the CGIAR Business Plan concepts.

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**

Composition

7. With effect from June 2018, the Working Group will be comprised of **5 members** as follows:

- Yvonne Pinto (World Fish Board of Trustees Chair)
 - Cristián Samper (CIAT Board of Trustees Member)
 - Margret Thalwitz (ICARDA Board of Trustees Chair & SMB member)
 - Shenggen Fan (IFPRI Director General)
 - Claudia Sadoff (IWMI Director General)
8. **Additional resources:** Maggie Gill (ISPC Chair), Karmen Bennett (CGIAR System Organization).
9. **Chair:** The Working Group will be chaired by Margret Thalwitz, as selected by the Working Group members at the group's first virtual meeting.

E. Operations

The Working Group shall operate according to the following guidelines:

10. **Meetings:** The Working Group shall meet virtually as determined by the Chair in consultation with the other group members.
11. **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.
12. **Quorum:** A majority of members (3 of 5) shall constitute a quorum for the transaction of business.
13. **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 materials to support Working Group member requests for additional inputs.
14. **Arriving at agreement on matters to be provided as formal inputs into the deliberations of the Board:** The Chair should aim for consensus on inputs that are proposed to be put forward to the Board. If consensus cannot be reached, both the majority and minority positions shall be reported.
15. **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.
16. **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.