CGIAR
Guidelines on Center Governance

Reference Materials
INTRODUCTION

This is a companion volume to the *CGIAR Guidelines on Center Governance—Roles, Responsibilities and Accountability of Center Boards* (CGIAR Secretariat, 2007). It contains three sets of reference materials for CGIAR Boards. These materials update and replace the reference guides for Center Boards that were issued by the CGIAR Secretariat and the CGIAR's Committee of Board Chairs in 1997.

The current update takes into account changes in the CGIAR and recent developments in corporate and nonprofit governance. In addition the update involves a change in format: the previous guides (six small booklets) were turned into short, easy-to-use sets of sample reference materials contained in one volume. As in the case of the previous guides, the Boards are free to use (or not use) these materials in conducting their Board business. They are offered as a reference which can be modified or supplemented with material from other sources depending on the needs of the Board.

**Set 1** includes four sample *assessment instruments* that could be used by the Boards for assessing the performance of the Board and those of the Board Chair, the individual Board members, and the Director General. The instrument for self-assessment of the Board follows the governance principles and Board responsibilities described in the *CGIAR Guidelines on Center Governance—Roles, Responsibilities and Accountability of Center Boards*. The instrument for self-assessment of Board member performance is new.

**Set 2** includes three sample *terms-of-reference*—for the Board Chair, Board Secretary and the committees of the Board. These are based on both the new *CGIAR Guidelines* and the terms-of-reference used by several CGIAR Boards. The terms-of-reference for the Board Secretary is a new addition.

**Set 3** covers tips on *succession planning*. The first group of tips relates to succession in Center leadership, and the second to succession in Board membership and leadership.

As in the case of the *CGIAR Guidelines on Center Governance*, the update was initiated by the Alliance Board and the CGIAR Secretariat. The reference materials were prepared by Selcuk Ozgediz, with advice from two external experts, Lili-Ann Foster and Maureen Robinson. Jim Godfrey, Simon Best and Francisco Reifschneider provided guidance on behalf of the Alliance Board and the CGIAR.
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Set 1

Sample Instruments for
Self-Assessment of Board Performance
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Sample Instrument for Self-Assessment of Board Performance

This self-assessment instrument is based on the CGIAR Guideline on Center Governance, entitled *Roles, Responsibilities and Accountability of Center Boards* (CGIAR Secretariat, March 2007). It is organized along the lines of the governance principles and areas of Board responsibility adopted by the CGIAR.

The questionnaire is intended to be completed by individual Board members, preferably annually. It probes a member’s level of satisfaction with the current performance of the Board in several areas, compared with that member’s expectation of desired Board performance in these areas. At the end of each section, board members are asked to suggest actions the Board could take to improve its performance in the area of that specific Board responsibility.

The Boards may wish to modify this generic questionnaire to probe deeper in areas of greater interest, depending on their individual circumstances.

The questionnaire would normally be sent to Board members by the Board Chair, along with a description of the self-assessment process. A Board member or committee would be assigned responsibility to collate, summarize and analyze the results, for discussion at a full board meeting.
### Sample Instrument for Self-Assessment of Board Performance

<table>
<thead>
<tr>
<th>Adherence to Key Corporate Governance Principles</th>
<th>Current Performance</th>
<th>Needs Attention</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. The Board focuses its attention on the Center’s purpose and outcomes.</td>
<td>Not satisfied ----&gt;</td>
<td>Very satisfied</td>
</tr>
<tr>
<td>2. The Board has made clear to whom the Center is accountable and reinforces these accountabilities with its own actions.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. The Board understands the perspectives of the Center’s stakeholders and keeps these in mind when conducting its business.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. The Board ensures that timely and accurate disclosure is made on all material matters regarding the Center.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. The Board upholds high ethical standards and is committed to effective governance.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6. The Board is familiar with the recommendations of the 2006 Stripe Review of Corporate Governance and has reviewed its practices and procedures in light of these.</td>
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</tbody>
</table>

How could the Board enhance its adherence to corporate governance principles?

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__________________________________________________________________________
Responsibility 1: Determine the Center’s Mission and Strategy

<table>
<thead>
<tr>
<th>Current Performance</th>
<th>Not satisfied ----&gt;</th>
<th>Very satisfied</th>
<th>Not sure</th>
<th>Needs Attention</th>
</tr>
</thead>
<tbody>
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</table>

1. The Board ensures that the Center has a clear mission and strategy that is consistent with its Charter, CGIAR goals and division of responsibilities among CGIAR institutions.

2. The Board has made clear to whom the Center is accountable and reinforces these accountabilities with its own actions.

3. The Board carefully guides the preparation of operational plans (such as annual or medium-term plans), including performance targets consistent with the Center’s strategy.

How could the Board’s role in determining and monitoring the Center’s mission and strategy be strengthened?

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### Sample Instrument for Self-Assessment of Board Performance

<table>
<thead>
<tr>
<th>Responsibility 2: Ensure Strong, Continuous Leadership of the Center</th>
<th>Current Performance</th>
<th>Needs Attention</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. The Board has a succession plan for the DG which is updated regularly.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. There is a healthy relationship between the Director General and the Board, based on balance, trust, mutual respect and clarity.</td>
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<tr>
<td>3. The Board agrees a clear, written delegation of authority and responsibility with the DG, including succession planning and compensation for senior management, and reviews this on a regular basis.</td>
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<tr>
<td>4. The Board assesses the Director General’s performance in a systematic and fair way on a regular basis.</td>
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</tr>
<tr>
<td>5. The remuneration the Board has set for the DG is competitive, fair and prudent.</td>
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<tr>
<td>6. The Board respects the responsibilities distinct to the Director General and refrains from involvement in operational matters.</td>
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</tbody>
</table>

How could the Board be more effective in ensuring that the Center has strong, continuous leadership?
Responsibility 3: Set and Reinforce Ethical Standards, Values and Policies

<table>
<thead>
<tr>
<th>Current Performance</th>
<th>Not satisfied</th>
<th>Very satisfied</th>
<th>Needs Attention</th>
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</thead>
<tbody>
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<td>1 2 3 4 5</td>
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</tbody>
</table>

1. Through its practices and actions, the Board sets ethical standards and values for the entire organization.

2. The Center has in place a complete set of by-laws and policies that guide its operations (such as on governance, human resources, finance, procurement, intellectual property, conflict of interest, grievance, communication, partnerships, gender and diversity, etc.).

3. The Board members are knowledgeable about the Center’s by-laws and policies.

4. The Board updates the Center’s by-laws and policies when necessary.

5. The Center has in place processes (e.g., internal control mechanisms) to ensure that the existing policies are communicated and implemented as intended.

6. The Board regularly reviews the risks the Center is subject to and takes action to mitigate them.

How could the Board be more effective in setting and reinforcing ethical standards, values and policies?
## CGIAR GUIDELINES ON CENTER GOVERNANCE

### Reference Materials

#### Responsibility 4: Provide Active Oversight of Programs

<table>
<thead>
<tr>
<th>Current Performance</th>
<th>Not satisfied</th>
<th>Very satisfied</th>
<th>Not sure</th>
<th>Needs Attention</th>
</tr>
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<tbody>
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</table>

1. The Board regularly assesses the Center’s program performance through objective measures (such as performance indicators) or instruments (such as Center-commissioned external reviews) and takes follow-up action as needed.

2. In providing oversight of programs, the Board focuses its attention mainly on matters of strategy and policy (i.e., it does not micro-manage programs).

3. The Board members are knowledgeable about the Center’s by-laws and policies.

4. The Board updates the Center’s by-laws and policies when necessary.

5. The Center has in place processes (e.g., internal control mechanisms) to ensure that the existing policies are communicated and implemented as intended.

6. The Board regularly reviews the risks the Center is subject to and takes action to mitigate them.

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How could the Board provide more effective oversight of programs?

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### Sample Instrument for Self-Assessment of Board Performance

<table>
<thead>
<tr>
<th>Responsibility 5: Provide Active Oversight of Finances</th>
<th>Current Performance</th>
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</thead>
<tbody>
<tr>
<td></td>
<td>Not satisfied ----&gt; Very satisfied</td>
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<td>1 2 3 4 5</td>
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</table>

|   |   |   |   |   |   |

1. The Center has in place financial and management information systems and internal controls that ensure compliance with the law, financial and operational integrity, and reasonable management of risks.

2. There is an effective financial reporting system that enables the Board to monitor the Center’s financial performance regularly.

3. The Executive and Audit Committees perform their roles well and ensure the confidence of the other members of the Board through timely and effective communications.

4. The Board oversees major capital expenditures, acquisitions and divestitures.

5. The members of the Board actively support the DG’s efforts to mobilize resources for the Center.

How could the Board provide more effective oversight of finances?

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## Sample Instrument for Self-Assessment of Board Performance

<table>
<thead>
<tr>
<th>Responsibility 6: Manage the Performance and Relationships of the Board</th>
<th>Current Performance</th>
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<tbody>
<tr>
<td></td>
<td>Not satisfied ----&gt; Very satisfied</td>
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</table>

1. The Board has search, nomination and election processes that cultivate and recruit new members who possess the qualities and experience needed to govern the Center effectively.

2. The Board has an effective program for orienting its new members to the Center’s and the Board’s business (in-house induction).

3. The Board ensures attendance of all new members at one of the annual CGIAR-wide Board Orientation Programs.

4. The Board regularly assesses its collective performance, its modes of operation, and its procedures and makes consequent changes in Board practice based on the results.

5. The Board evaluates the performance of individual board members prior to their re-nomination to the Board.

6. Potential conflicts of interest are monitored and managed effectively by the Board.

7. There is an efficient division of responsibility among Board members (e.g., in terms of committee structure and roles of chair and other officers of the Board).
<table>
<thead>
<tr>
<th>Responsibility 6 (continued): Manage the Performance and Relationships of the Board</th>
<th>Current Performance</th>
</tr>
</thead>
<tbody>
<tr>
<td>8. There is high level of trust and respect among the members of the Board.</td>
<td>Not satisfied</td>
</tr>
<tr>
<td>9. The amount and type of information received before Board and committee meetings are appropriate and timely for discussion and decision-making.</td>
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<tr>
<td>10. The Board has an opportunity to meet in-camera (without members of management present) on a regular basis.</td>
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<tr>
<td>11. The Board has an effective process for handling urgent matters between meetings.</td>
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<tr>
<td>12. The Board ensures that there is regular and effective communication with key stakeholders and that these stakeholders have the opportunity to contribute to the Center’s planning and decision-making.</td>
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<tr>
<td>13. The Board represents the Center effectively within the CGIAR regarding, but not limited to, matters of governance.</td>
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</table>

What changes could be made in Board practices to strengthen the Board’s overall performance?
Sample Instrument for Assessment of the Board Chair’s Performance

This assessment instrument is based on the CGIAR Guideline on Center Governance, entitled *Roles, Responsibilities and Accountability of Center Boards* (CGIAR Secretariat, March 2007). It is organized along the lines of the governance principles and basic responsibilities of the Board chair described in the Guideline.

The questionnaire is intended to be completed by all individual Board members, preferably at the same time the Board conducts a self-assessment of its performance. It probes a member’s assessment of the Chair’s performance in the major areas of his/her responsibility. At the end of the questionnaire, board members are asked to suggest actions the Chair or the Board could take to improve the performance by the Chair.

The Boards may wish to modify this generic questionnaire to probe deeper in areas of greater interest, depending on their individual circumstances.

The questionnaire would normally be sent to Board members by the Board Chair, along with a description of the self-assessment process. A Board member or committee would be assigned responsibility to collate and summarize the results and share them with the Chair and the full Board, who would agree on an appropriate follow-up.
### Sample Instrument for Assessment of Board Chair’s Performance

<table>
<thead>
<tr>
<th>1. Establishing the right culture</th>
<th>Disagree strongly ---&gt; Agree strongly</th>
<th>Not sure</th>
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</thead>
<tbody>
<tr>
<td></td>
<td>1</td>
<td>2</td>
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<tr>
<td><strong>The Chair:</strong></td>
<td></td>
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</tr>
<tr>
<td>1.1 Has a solid understanding of the Center’s mission, goals, and operations.</td>
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<tr>
<td>1.2 Ensures the establishment and respect of rules governing Board functions and operations, including codes of conduct.</td>
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</tr>
<tr>
<td>1.3 Encourages productive and respectful relationships among Board members and between Board and management.</td>
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<td></td>
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<tr>
<td>1.4 Ensures that the Board has a process to evaluate its own performance.</td>
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<tr>
<td>1.5 Comes well prepared for each meeting.</td>
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</table>

<table>
<thead>
<tr>
<th>2. Ensuring an effective Board succession plan</th>
<th>Disagree strongly ---&gt; Agree strongly</th>
<th>Not sure</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td>2</td>
</tr>
<tr>
<td><strong>The Chair:</strong></td>
<td></td>
<td></td>
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<tr>
<td>2.1 In collaboration with the Chair of the Nominating Committee, maintains a proactive Board succession plan and implements this to ensure the target mix of Board membership is achieved and sustained.</td>
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</tbody>
</table>
### Sample Instrument for Assessment of Board Chair’s Performance

<table>
<thead>
<tr>
<th>3. Managing Board meetings</th>
<th>Disagree strongly</th>
<th>Agree strongly</th>
<th>Not sure</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
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</tbody>
</table>

**The Chair:**

3.1 Conducts participative, efficient Board meetings by encouraging creative debate and constructive dissent and facilitating consensus and sound decision-making.

3.2 Helps to focus the Board’s attention on the policy and governance needs of the Center by shaping appropriate agendas for Board meetings and ensuring that Board members have the information they need to fulfill their oversight responsibilities.

3.3 Provides in-camera time (without management) for the Board.

<table>
<thead>
<tr>
<th>4. Establishing an effective Board structure and process</th>
<th>Disagree strongly</th>
<th>Agree strongly</th>
<th>Not sure</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
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</tbody>
</table>

**The Chair:**

4.1 Ensures the establishment of appropriate Board committees with clear terms of reference.

4.2 Ensures that the whole Board is kept informed of what transpires in Board committees.

4.3 Ensures that major policy and/or strategy decisions are brought back to the whole Board for ratification.
Sample Instrument for Assessment of Board Chair’s Performance

5. Acting as a spokesperson for the Center

The Chair:

5.1 Acts as an ambassador vis-à-vis stakeholders, including CGIAR Members, civil society and private sector institutions.

5.2 Contributes, as a member of the Alliance Board, to decision-making on inter-Center issues.

5.3 Participates in other System committees and task forces and works closely with the CGIAR Secretariat and Science Council.

6. Establishing a healthy relationship with the DG

The Chair:

6.1 Develops a positive relationship with the DG, acting as advisor, sounding board and, occasionally, challenger to the DG, while ensuring that the DG feels confident in bringing issues and challenges to the chair and/or the Board as appropriate.

6.2 Maintains close interaction with the DG between Board meetings.

What actions could be taken by the Chair or the Board to improve the Chair’s performance?
This self-assessment instrument is based on the CGIAR Guideline on Center Governance, entitled *Roles, Responsibilities and Accountability of Center Boards* (CGIAR Secretariat, March 2007). It is organized along the lines of the governance principles and basic responsibilities of individual board members adopted by the CGIAR.

As noted in the Guideline, “For Boards to be effective, each member — without exception — must maintain high ethical standards, take responsibilities seriously, and make a commitment to further the mission of the Center and contribute diligently to the work of the Board. In ensuring that the Board achieves its purpose and fulfills its responsibilities, individual members should be guided by the overall duties of the Board… Each Board member has a fiduciary duty to deal fairly, openly and in good faith with the Center.”

The checklist that is contained here is intended to be completed by individual Board members and is only for their own personal use. The list is made up of Board member behaviors generally regarded as being conducive to effective Board performance. It includes a blank section at the end for a member to note any action points or plans.

It may be useful to have the members complete the self-assessment collectively (during a board meeting) in order to generate an atmosphere of mutual reinforcement.
<table>
<thead>
<tr>
<th>Sample Instrument for Self-Assessment of Board Member Performance</th>
</tr>
</thead>
</table>
| **1. Am I diligent in attending to Board business?**  
(Example: Do I contribute to development of agendas for Board meetings?) |
| **2. Do I prepare well for Board discussions, whether virtual or face-to-face?**  
(Example: Do I read all the Board documents before the meetings?) |
| **3. Am I willing to learn?**  
(Example: Do I have a solid understanding of the Center’s mission, goals and strategy?) |
| **4. Am I able to devote the time needed for handling Board business?**  
(Example: Do I contribute to development of agendas for Board meetings?) |
| **5. Do I attend Board meetings regularly?**  
(Example: Did I ever miss two meetings in a row?) |
| **6. Do I participate actively in meetings while exercising care not to dominate?**  
(Example: When I speak, am I mindful of the time I am taking from my Board colleagues’ contributions?) |
| **7. Do I bring balance and objectivity?**  
(Example: In Board discussions, do I truly speak my mind?) |
| **8. Do I support the decisions taken by the Board?**  
(Example: Do I criticize a Board decision if I was in the minority regarding that decision?) |
## Sample Instrument for Self-Assessment of Board Member Performance

<table>
<thead>
<tr>
<th></th>
<th>Not satisfied ---&gt;</th>
<th>Very satisfied</th>
<th>Not sure</th>
</tr>
</thead>
</table>
| 9. | Do I follow through with the required actions between meetings?  
(Example: Have I ever been negligent in completing the tasks assigned to me by the Board?) | | | |
| 10. | Do I serve as an ambassador and advocate for the Center?  
(Examples: Have I represented the Center at external forums? Have I contributed to raising funds for the Center?) | | | |
| 11. | Do I avoid conflicts of interest?  
(Example: Do I declare potential conflicts ahead of meetings and recuse myself from Board debates and decisions on matters for which I am conflicted?) | | | |
| 12. | Do I contribute to a collegial and productive business culture in the Board?  
(Example: Do I contribute to building consensus in the Board, especially on controversial issues?) | | | |

Actions I could take to be a more effective member of the Board:

- [ ]
- [ ]
- [ ]
Sample Instrument for Assessment of the Director General’s Performance

This assessment instrument reflects an extensive revision of the CGIAR Reference Guide entitled *Evaluating the Director General: The Assessment Process* (CGIAR Secretariat, 1997). It is intended to be completed by all individual Board members annually, preferably a few weeks prior to the annual meeting of the Board. It probes a Board member’s assessment of the Director General’s performance in the major areas of his/her responsibility as outlined in the CGIAR Guideline on *Roles, Responsibilities and Accountability of Center Boards* (CGIAR Secretariat, 2007).

The Boards may wish to modify this generic questionnaire to probe deeper in areas of greater interest, depending on their individual circumstances. For example, if there is a performance contract between the Board and the Director General, questions could be added to cover the accomplishment of agreed performance objectives.

The questionnaire would normally be sent to Board members by the Board Chair, along with a description of the assessment process, with a copy to the Director General. A Board member (most likely the Chair) would take on responsibility to collate and summarize the results and share them with the full Board, along with a set of recommendations for follow-up action. Following an in-camera discussion by the Board (minus the Director General), the agreed outcome and recommendations would be discussed with the Director General (normally by the Board Chair, on behalf of the Board).

The process would be repeated annually.
### Sample Instrument for Assessment of the Director General’s Performance

<table>
<thead>
<tr>
<th>1. Vision, Mission, and Strategy</th>
<th>Disagree strongly</th>
<th>Agree strongly</th>
<th>Not sure</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Vision, Mission, and Strategy</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.1 In cooperation with the Board, ensures that there is a clear, coherent vision of the future for the Center that is understood and supported by staff and other key stakeholders.</td>
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<tr>
<td>1.2 In cooperation with the Board, ensures that the Center has an up-to-date strategy and clear priorities that are consistent with the Center’s mission and vision and the goals of the CGIAR.</td>
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<tr>
<td>1.3 Has in place an effective process for medium- and long-range strategic planning.</td>
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<tr>
<td>1.4 Creates role clarity; provides staff with a clear view of how they could contribute to the achievement of the Center’s mission and goals.</td>
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</table>

**Additional comments:**

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_____________________________________________________________________

_____________________________________________________________________
## Sample Instrument for Assessment of the Director General’s Performance

<table>
<thead>
<tr>
<th>2. Results Achievement</th>
<th>Disagree strongly</th>
<th>Agree strongly</th>
<th>Not sure</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Director General:</td>
<td></td>
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<tr>
<td>2.1 Translates the Center’s vision and strategy into concrete program and organizational goals and objectives and provides leadership in achieving them.</td>
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<tr>
<td>2.2 Meets or exceeds program and organizational goals (in quantity and quality).</td>
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<tr>
<td>2.3 Systematically evaluates how well program and organizational goals have been met and takes corrective action.</td>
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<tr>
<td>2.4 Inspires others; creates a feeling of energy and focus to get the job done.</td>
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Additional comments:

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________________________________________________________________________
## Sample Instrument for Assessment of the Director General’s Performance

### 3. Stakeholder Relationships

<table>
<thead>
<tr>
<th>The Director General:</th>
<th>Disagree strongly</th>
<th>Agree strongly</th>
<th>Not sure</th>
</tr>
</thead>
<tbody>
<tr>
<td>3.1 Has a positive professional reputation in the scientific and donor community and</td>
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<tr>
<td>is a good ambassador for the Center.</td>
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<tr>
<td>3.2 Maintains sound working relationships with clients and stakeholders; and</td>
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<tr>
<td>ensures that their expectations are met.</td>
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<tr>
<td>3.3 Manages the relationships with the Host Country Government with utmost respect,</td>
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<tr>
<td>care and diplomacy.</td>
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<tr>
<td>3.4 Investigates to understand stakeholder needs; works closely with them to develop</td>
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<td></td>
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<tr>
<td>solutions.</td>
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<tr>
<td>3.5 Makes efficient and appropriate use of virtual communications (e.g. email,</td>
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<tr>
<td>video or teleconference) to maintain stakeholder relationships.</td>
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</table>

Additional comments:

________________________________________________________________________________

________________________________________________________________________________

________________________________________________________________________________
## Sample Instrument for Assessment of the Director General’s Performance

### 4. Management of Partnerships and Networks

| Disagree strongly --> Agree strongly |
|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| 1               | 2               | 3               | 4               | 5               | Not sure        |

**The Director General:**

4.1 Takes initiative to explore new inter-institutional alliances/partnerships that can strengthen the Center’s competencies and expand its impact.

4.2 Effectively monitors the Center’s participation in alliances and networks; takes timely action, when needed, to protect the interests of the Center and the CGIAR.

4.3 Contributes effectively to the Alliance of the CGIAR Centers; promotes collective action for the benefit of the System.

**Additional comments:**

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________
### Sample Instrument for Assessment of the Director General’s Performance

<table>
<thead>
<tr>
<th>5. Program Management</th>
<th>Disagree strongly  ---&gt;  Agree strongly</th>
<th>Not sure</th>
</tr>
</thead>
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</table>

**The Director General:**

5.1 Demonstrates quality of analysis and judgment in program and organizational planning, implementation and evaluation.

5.2 Sets and reinforces high standards of quality for the Center’s programs.

5.3 Shows creativity and initiative in creating and developing new programs.

5.4 Creates an organizational environment, including structure, conducive to effective teamwork and performance.

**Additional comments:**

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________________________________________________________________________

________________________________________________________________________
### Sample Instrument for Assessment of the Director General’s Performance

<table>
<thead>
<tr>
<th>6. Financial Management and Legal Compliance</th>
<th>Disagree strongly</th>
<th>Agree strongly</th>
<th>Not sure</th>
</tr>
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</table>

The Director General:

6.1 Assures adequate control and accounting of all funds and reasonable management of risks, including developing and maintaining sound financial practices.

6.2 Works with the staff and the Board in preparing a budget and in seeing that the Center operations remain within the agreed budget guidelines.

6.3 Assures that the funds are disbursed and reporting requirements are met in accordance with agreements with individual donors.

6.4 Maintains official records of the Center and ensures compliance with legal requirements of the host countries and the Center’s contractual obligations.

Additional comments:

________________________________________________________________________
________________________________________________________________________
## 7. Fundraising and Resource Mobilization

<table>
<thead>
<tr>
<th>The Director General:</th>
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</thead>
<tbody>
<tr>
<td><strong>7.1</strong> Has a clear understanding of the Center's financial needs to accomplish its mission and the realities of the funding environment.</td>
</tr>
<tr>
<td><strong>7.2</strong> Working with staff and the Board, develops realistic, yet ambitious, fundraising plans.</td>
</tr>
<tr>
<td><strong>7.3</strong> Meets or exceeds the Center's fundraising goals.</td>
</tr>
<tr>
<td><strong>7.4</strong> Maintains sustained, positive relationships with individual current and potential donors.</td>
</tr>
</tbody>
</table>

### Additional comments:

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### Sample Instrument for Assessment of the Director General’s Performance

<table>
<thead>
<tr>
<th>8. Management and General Administration</th>
<th>Disagree strongly → Agree strongly</th>
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</thead>
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</table>

The Director General:

8.1 Has established an effective management team; delegates responsibility, with appropriate measures of control.

8.2 Has developed and regularly updates a succession plan for his management team.

8.3 Maintains an organizational climate that attracts, retains and motivates a diverse, top quality staff.

8.4 Values and promotes learning and development activities for staff.

8.5 Ensures that the Center has the policies and procedures needed for an effective and efficient operation and that they are implemented as intended; proposes changes when they become less appropriate.

8.6 Promotes open communications with others and shares information well.

8.7 Models high-trust, risk-tolerant and learning environment which is conducive to continuous improvement.

8.8 Provides positive and constructive feedback to enhance performance.

Additional comments:
## Sample Instrument for Assessment of the Director General’s Performance

### 9. Relations with the Board

<table>
<thead>
<tr>
<th></th>
<th>Disagree strongly</th>
<th>Agree strongly</th>
<th>Not sure</th>
</tr>
</thead>
<tbody>
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#### The Director General:

9.1 Provides appropriate, adequate and timely information to the Board; ensures that the Board is kept informed on the condition of the Center and all important factors influencing its performance.

9.2 Works effectively with the Board. The relationship is based on balance, trust, mutual respect and clarity.

9.3 Ensures that the Board has adequate opportunities for dialogue and communication with the staff.

9.4 Avoids conflict of interest; abstains from participation in Board business that could be construed as a conflict of interest.

**Additional comments:**

______________________________________________________________________

______________________________________________________________________

______________________________________________________________________
## Sample Instrument for Assessment of the Director General’s Performance

### 10. Personal Attributes

<table>
<thead>
<tr>
<th>The Director General:</th>
<th>Disagree strongly ---</th>
<th>Agree strongly</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td>2</td>
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<tr>
<td>10.1 Maintain high standards of personal integrity.</td>
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<tr>
<td>10.2 Treats everyone fairly and consistently; demonstrates sensitivity for culture and gender differences.</td>
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<tr>
<td>10.3 Makes decisions when they are needed, even if they are difficult or personally challenging.</td>
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<tr>
<td>10.4 Is reliable; promises only what s/he can do and does it.</td>
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<tr>
<td>10.5 Acts in a transparent fashion, following agreed to and accepted practices.</td>
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<tr>
<td>10.6 Knows and acknowledges own limitations and willingly seeks help from others.</td>
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<tr>
<td>10.7 Actively listens; uses questions to understand others’ ideas and opinions.</td>
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<tr>
<td>10.8 Encourages feedback from others to improve own performance.</td>
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Additional comments:

________________________________________________________________________

________________________________________________________________________

________________________________________________________________________
Overall Assessment of the Director General’s Performance

A. Overall, how would you rate the performance of the Director General during [year]?

1. Outstanding
2. Excellent
3. Fully satisfactory
4. Partially satisfactory
5. Unsatisfactory

B. What action, if any, should the Board take in view of the performance of the Director General during [year]?

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C. Are there specific performance objectives the Board should set for the Director General for the coming year?

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Set 2

Sample Terms-of-Reference

Sample TOR for the Board Chair
Sample TOR for the Board Secretary
Sample TORs for the Committees of the Board
Sample Terms-of-Reference for the Board Chair

The CGIAR Guideline on Center Governance, entitled *Roles, Responsibilities and Accountability of Center Boards* (CGIAR Secretariat, March 2007), includes a section on the role of the Board Chair. The terms-of-reference (TOR) included here is based on the description of Board Chair responsibilities in the Guideline. The Boards may wish to modify this generic TOR based on their own by-laws and other governing documents and have it adopted by the full Board (if they have not done so already). It would be useful to include the Chair’s TOR among the reference materials contained in a Board Handbook.
The Board chair provides leadership to the Board and is responsible for its conduct and productivity. The chair’s key responsibilities include the following:

**Establish the right culture:**
- encourage productive and respectful relationships among Board members and between Board and management;
- ensure the establishment and respect of rules governing functions (e.g., codes of conduct and values); and
- ensure that the Board has a process to evaluate its own performance.

**Ensure effective Board succession plan:**
- in collaboration with the Chair of the Nominating Committee, maintain a proactive Board succession plan and implement this to ensure the target mix of Board membership is achieved and sustained.

**Manage Board meetings:**
- conduct participative, efficient Board meetings by encouraging creative debate and constructive dissent and facilitating consensus and sound decision-making;
- help to focus the Board’s attention on the policy and governance needs of the Center by shaping appropriate agendas for Board meetings and ensuring that Board members have the information they need to fulfill their oversight responsibilities; and
- provide in-camera time (without management) for the Board.

**Establish an effective Board structure and process:**
- ensure the establishment of appropriate Board committees with clear terms of reference,
- ensure that the whole Board is kept informed of what transpires in Board committees, and
- ensure that major policy and/or strategy decisions are brought back to the whole Board for ratification.

**Act as a spokesperson for the Center:**
- act as an ambassador vis-à-vis stakeholders, including CGIAR Members, civil society and private sector institutions;
- contribute, as a member of the Alliance Board, to decision making on inter-Center issues; and
- participate in other System committees and task forces and work closely with the CGIAR Secretariat and Science Council.

**Maintain a healthy relationship with the DG:**
- develop a positive relationship with the DG, acting as advisor, sounding board and occasionally challenger to the DG, while ensuring that the DG feels confident in bringing issues and challenges to the chair and/or the Board as appropriate, and
- maintain close interaction with the DG between Board meetings.
Sample Terms-of-Reference for the Board Secretary

The Board Secretary plays a critical role in the functioning of the Board and in bridging governance and management. The Secretary is usually a senior staff of the Center, reporting to the Director General (as staff) and to the Board Chair (as Board Secretary). The Secretary is normally an officer of the corporate entity, along with the DG, and is appointed to that position by the Board, in consultation with the Director General. As an officer of the organization, the Secretary can be removed from that role by the Board. As staff, the Secretary is subject to the same supervision and oversight norms as other staff.

While an employee of the organization under the direction of the Director General, CEO, the position of Board Secretary retains a certain measure of independence and loyalty to the goal of good governance that helps assure that the Board’s legal duties and the capacity to perform them are preserved. The Secretary works closely with the Board Chair and other Board leaders and relieves the Director General from direct responsibility for the management of Board affairs.

Fulfilling the Board Secretary responsibilities adequately in the CGIAR requires the dedication of at least half-time of the staff person appointed to the role.
Sample Terms-of-Reference for the Board Secretary

The Board Secretary’s principal responsibility is to support the work of the Center’s Board and to assist the Board’s leadership, the DG and staff in ensuring that the Board carries out its responsibilities effectively. The Secretary is normally elected for an annual, renewable term of service. He or she works closely with both the Board Chair and the Director General to assure that issues requiring the Board’s attention and action are organized and communicated in a way that enables the Board to make fully informed decisions. The Secretary is also responsible for maintaining corporate records, including accurate records of meetings of the Board and Board committees, and key governance documents, including the bylaws and Board policies and rules of procedure.

In addition to being familiar with the Center’s programs and finances, the Board Secretary should be knowledgeable about the structure and operations of the CGIAR and the Alliance of CGIAR Centers and standards and practices in nonprofit governance. The nomination of the candidate for Board Secretary and the annual performance appraisal of the incumbent are the responsibility of the Board Chair in consultation with the DG. As the Board Chair and the DG tend to have more contact with the Board Secretary, they are in a better position to appraise his/her performance, but there should also be input from the whole Board into the appraisal.

Responsibilities

Board and committees
- Maintain an annual calendar for Board and committee meetings and key Board activities (nominations/elections, program and budget approval, external audit, Director General evaluation, Board self-assessment, etc.)
- Prepare an agenda for Board and executive committee meetings with Board Chair and DG
- Coordinate other Board committee meetings and liaise with appropriate staff backstopping these meetings
- Coordinate the preparation or compilation of background information and resource materials required to support agendas
- Arrange the calendar for meetings and related events and communicate the schedules in a timely manner to all concerned
- Assure logistics are in place to support trustee travel to meetings
- Attend all Board and Board committee meetings and draft records of these meetings
- Arrange in-house induction programs for new Board members and their attendance at the CGIAR-wide orientation programs
- Assure good governance practices are well observed—committee charges are current; Board conflict of interest statements and policies are updated; Board self-assessment process is regularly conducted; Board orientation and Board education programs are in place; external and internal audits move forward smoothly; EPMR’s receive necessary support/coordination, etc.
- Assure that all documents, accounts and legal responsibilities of the organization are filed and registered in the appropriate places.
Sample Terms-of-Reference for the Board Secretary (continued)

**Board Chair**
- Provide staff support to Chair on Center and CGIAR business
- Help with planning and organization of Board and executive committee meetings
- Help maintain the continuity of old business at the Board; help integrate new Board business with the old
- Suggest improvements to meeting design and the content and format of Board/committee background materials
- Assist the Chair with all Board-related communication

**Director General**
- Help coordinate Director General and senior staff preparation for Board and committee meetings
- Assist Director General with Board communications between Board meetings
- Facilitate Center and CGIAR activities that require joint or coordinated participation of Center’s staff and Board leadership
CGIAR Center Boards typically have four standing committees: nominating, program, audit and executive. Basic responsibilities of these committees are described in the CGIAR Guideline on Center Governance: *Roles, Responsibilities and Accountability of Center Boards* (CGIAR Secretariat, March 2007.) Other standing committees, focusing on activities such as governance, risk management, compensation, planning and resource development, may also be established depending on the circumstances of individual Centers.

To ensure sufficient performance review and adequate membership rotation, each standing committee should be elected annually. All committees of the Board should have formal written terms of reference that are approved and periodically reviewed by the Board. These statements should be included in a Board handbook.

This document includes sample terms of reference for the four most common standing committees of a Board. It is based on an extensive revision of the CGIAR Reference Guides entitled *Building Effective Board Committees and Creating a Well-Balanced Board* (CGIAR Secretariat, 1997).
Sample Terms-of-Reference for the Nominating Committee

The nominating committee is responsible for providing the full Board with recommendations on new members at large, reappointments, the desired attributes of CGIAR-nominated members, and nominations for Board chair. It may also be charged with responsibility to monitor overall Board performance and the performance of individual Board members, in which case the committee can be called the governance committee. Because its role is crucial to the Board’s effectiveness, the nominating committee must be composed of experienced and respected members of the Board. The DG should not be a member of the nominating committee, but the committee should seek his or her counsel on prospective members.

Responsibilities

1. Identify and nominate candidates for new members-at-large for election by the Board; coordinate the Board’s new member recruitment process;
2. Make recommendation to the Board on the reappointment of first-term at-large and CGIAR-nominee Board members;
3. In consultation with the Board Chair, coordinate the selection and appointment of new CGIAR nominee members of the Board;
4. Coordinate the Board Chair nomination and election process (and, if any, Vice-Chair);
5. Coordinate the Board’s assessment processes (e.g., assessment of the Board Chair, self-assessment of the Board, self-assessment of Board members);
6. Coordinate the Board’s new member orientation and development processes;
7. Develop, for discussion by the Board, succession plans for key Board positions and for Board renewal.
Sample Terms-of-Reference for the Program Committee

The program committee advises the Board on all aspects of the Center’s research and research-related programs, focusing on formulating strategies and program plans and monitoring performance and impact. If needed, instead of having a separate standing committee to oversee programs, the Board can seek advice on program matters from a program advisory committee external to the Center, appointed by and reporting to the Board. This enables the Board to focus more of its own attention on broader strategic matters. The key is to ensure that the Board provides broad strategic guidance and oversight but does not micromanage the scientific activities of the Center. Naming the whole Board to serve on the program committee, as a reflection of its focus on Center strategy, can blur the distinction between the whole Board and its committees; in this case the preferred alternative may be not to have a program committee.

Responsibilities

1. Advise the Board on the continuing relevance of the Center’s mission, goals and strategy and priorities; recommend changes or initiation of new strategic planning activities when necessary;
2. Monitor, on behalf of the Board, the quality and impact of the Center’s research and research-related programs;
3. Review the Center’s medium-term and annual program plans; recommend action by the Board on such plans;
4. Coordinate the commissioning of Center-Commissioned External Program Reviews; recommend action by the Board on the outcome of such reviews;
5. Coordinate the Board’s liaison with external program reviews commissioned by the CGIAR;
6. Monitor the Center’s program partnerships with other institutions and advise the Board on action to improve their effectiveness;
7. Advise the Board on scientific strategic policy questions as and when they arise.
The audit committee helps the Board ensure accountability with respect to financial and management practices. The audit committee is not a finance committee; it is concerned with the integrity of financial statements, the Center's internal financial control system, and the internal and external audit function. By contrast, finance activities take a forward look at budgets, financial planning and funding prospects — all functions that lie best within the purview of a separate finance committee or, if there is none, the executive committee. Unless there is a separate risk management committee, identifying and managing risk could also be a key function of the audit committee.

The audit committee is a cornerstone of corporate accountability and governance, so care must be taken to assure its independence and objectivity. The Director General should not be a member of the audit committee. The appointment of external auditors should be done by the full Board upon recommendation from the audit committee.

**Responsibilities**

1. Assist the Board in fulfilling its fiduciary responsibilities regarding the accounting, investment, internal control and reporting practices of the Center;
2. Ensure that the Center’s accounts and financial statements are properly audited by an independent external auditor and annually recommend to the Board an audit plan and the appointment of an appropriate external auditor;
3. Maintain, through regular confidential meetings, a direct line of communication between the Board and the Center’s auditors;
4. Ensure that the Center management carries out the approved policy and procedures covering financial and administrative activities of the Center and their reporting and control;
5. Follow-up on management’s response to questions raised and changes recommended by external auditors;
6. Provide oversight of internal audit activities through:
   - review and approval of the internal audit charter, which defines the internal auditor’s or internal audit unit’s purpose, responsibility and reporting relationships;
   - review of internal audit plans and budgets to ensure that they support the unit’s objectives adequately and cost-effectively;
   - reviewing the results of internal audits and related recommendations for improvements to the internal control structure;
   - requesting special studies or investigations, such as an investigation of potential fraud or other irregularities or a review of compliance with laws and regulations of the host country; and
   - monitoring the organizational framework of the internal audit unit, including the appointment or removal of the internal auditor, and the adequacy of staff in terms of academic and professional credentials and information technology experience.
7. Conduct, or have conducted, any special reviews of matters pertinent to the integrity of the Center’s financial or administrative performance as the Board may direct.
Sample Terms-of-Reference for the Executive Committee

The executive committee typically handles the Board’s business between the meetings of the full Board. It also serves as a finance committee when there is no separate standing committee on finance. It is chaired by the Board Chair and usually includes as members the chairs of the Board’s other standing committees and the Director General.

The existence of an executive committee can create the appearance of a two-tiered Board, with the members of the executive committee seen as being “those in the know.” This can contribute to diminished participation on the part of other members. To prevent this, the executive committee must ensure that it does not usurp the authority of the full Board. The Board chair carries a major responsibility to avoid such an occurrence. All major decisions should be brought to the full Board.

Responsibilities

1. Act on behalf of the Board when it is neither practical or efficient for the full Board to meet, or when items have been referred to it by the Board;
2. Identify issues that should be brought to the attention of the full Board;
3. Handle on behalf of the Board sensitive matters that are best kept within a smaller group;
4. Act as a finance committee of the Board if there is no separate finance committee; as such, monitor income and expenditures and recommend annual budget proposals to the full Board;
5. Assist the Board Chair in drawing up draft agendas for meetings of the full Board.
Set 3

Succession Planning Tips for
Center Leadership
Board Membership and Leadership
Succession Planning Tips for Center Leadership and Board Membership and Leadership

One of the major responsibilities of a Board is to ensure that the Center has strong, competent leadership at all times. This requires that the Board develop and periodically review succession plans for the Director General and for the leadership of the Board. The Board’s failure in developing and implementing timely succession plans could leave the Center with weak or non-existent leadership, with its consequent impact on the performance of the organization.

As self-perpetuating entities, another major responsibility of a Board is to ensure that its own members are competent and knowledgeable and that the Board has the right mix of skills and experience to provide independent judgment and credible and effective oversight of all aspects of the Center’s work. This requires developing and implementing timely succession plans for renewing the membership of the Board.

This note includes a collection of useful tips for planning and implementing succession plans for the Director General and for Board membership and leadership. It is based mainly on an extraction and update of two previous CGIAR reference guides on Creating a Well-Balanced Board and on Choosing a Director General: The Search and Selection Process (CGIAR Secretariat, 1997).
**Succession Planning Tips for Center Leadership**

**TIP 1. Succession planning is a strategic exercise.** The Board should be asking itself frequently whether the Center has the right leadership to move the organization from where it is today to where it should be two, three, five years from now. To answer this, the Board should be clear on: (1) where it would want the Center to be two, three, five years from now; (2) what competencies would be needed in the leadership of the Center to get the organization there; and (3) whether the current leadership has the needed competencies. This exercise would help the Board to decide two years or more before the end of the Director General’s contract whether it should start a search for a new leader.

**TIP 2. Regular performance assessment of the Director General is a necessary condition for successful succession planning.** The Board needs to gauge as accurately as possible the performance of the Director General in order to assure that the Center’s interests are being served best by its chief executive. Regular performance assessments of the Director General also provide the Board a longitudinal perspective about stability of performance, allowing it to plan leadership succession in a timely manner. The Board should keep in mind that the Director General serves the Center at the Board’s pleasure and that it is the Board’s responsibility to ensure that the Center has top quality leadership at all times.

**TIP 3. Ensure that the Center has capable leaders to enable it function effectively in the absence of the Director General.** It is not the Board’s responsibility to select the second tier leaders of the Center. This is the Director General’s job, although s/he would normally make the selection in consultation with the Board (through the Executive Committee or the Board Chair.) The Board usually has first-hand knowledge about the second-tier leaders of the Center because most of them work closely with the Board and its committees as staff. The Board Chair could advise the Director General about the Board’s impressions of needs for grooming and leadership development.

**TIP 4. Prepare a succession plan that could be used if the Director General is incapacitated for a long period or leaves unexpectedly.** In such cases the Board could appoint:

- a member of the staff (usually one of the deputies to the Director General) as Acting Director General;
- an interim Director General from outside the Center; or
- a member of the Board as interim Director General.

Having a plan in hand enables the Board to act quickly if and when such a need arises.
TIP 5. Establish a Search Committee to manage the search process on behalf of the Board. The Committee should be in place shortly after the announcement that the current Director General is leaving. Points to consider when establishing the Search Committee:

- **Number and composition.** The committee should be small enough to work effectively as a group, while representing a cross-section of the Board. Three to five members is a manageable size. In choosing the committee, it is a good idea to include at least one human resources professional (perhaps an outside consultant), and past and future leaders of the board. Also consider: (a) the balance and diversity of the group; (b) the ability of members to give the necessary time, (c) their knowledge, involvement, and commitment to the center; and (d) skills in decision-making and collaboration.

- **Tasks.** Clarify the committee’s tasks. How many final candidates does the entire board want to see? Does the committee have the authority to update the job description and to decide salary, benefits, and costs to be incurred? These issues are time-related. The more tasks that can be delegated to the search committee, the speedier the process. However, a balance must be struck between the desire to expedite the process, the degree of confidentiality required, and the board’s need to maintain its sense of ownership over the decision.

- **Staffing.** A member of the committee, a qualified consultant, or a member of the organization’s staff will need to devote considerable time to staffing the committee’s work. Whoever is appointed should be reliable, discreet, and able to devote sufficient time to the project. Most Centers rely on outside assistance to support the work of the committee (see Tip 6, below.)

- **Timeline.** The Board Chair and the outgoing Director General should develop a realistic timeline, subject to review and approval by the board. A tentative set of dates for interviews and a final selection meeting may be set at this point. The committee will probably want to meet three to four times over the course of the search, and to confer regularly between meetings. The committee chair should make clear at the beginning of the process what the attendance requirements will be for the committee. Much time can be wasted updating members who have not been present, and the final decision will not be made as ably if everyone does not have the same information and experience with the candidates.
Succession Planning Tips for Center Leadership

**TIP 6. Ensure that the search process is managed by an experienced, independent, external person or company.** The Board may engage a professional search consultant or search firm to support the work of the search committee. Such consultants bring greater professionalism to the search process and ensure its independence. Search consultants typically provide advice on organizing the search committee, develop a pool of candidates, and help screen the candidates through initial interviews and check of references. Whatever outside counsel is used, the Board must take care not to delegate its major responsibility: making the final decision on who is hired. Also, the Center should make use of lessons learned from similar searches conducted by sister centers in the CGIAR System. This would help avoid “re-inventing-the-wheel.”

**TIP 7. Draw up the profile of the person sought.** The position should not be advertised until a Board-approved job description is available. In developing the job description, the Board should draw a profile of the candidate it desires. In addition to general information about the Center, the job description should specify, among others:

- the position’s major responsibilities and specific results, including success factors, for which the person will be held accountable;
- the qualifications in education, experience, and demonstrable skills that are required for the position; and,
- the personal traits required for success.

**TIP 8. Draw up the parameters of the compensation package to be offered.** The Director General’s job is both professionally and personally demanding, and recruiting a qualified candidate who can offer the needed vision, energy, and commitment requires careful thinking on the level of compensation the center could offer. The outgoing Director General’s salary may not reflect current compensation practices in similar organizations.

A good way to begin is to survey institutions (especially the other CGIAR Centers) in both the for-profit and nonprofit sectors with comparable responsibility, number of staff supervised, and size of budget managed. The board should also take into consideration the geographic region in which the center is located, cost of living, travel, and other factors. To build and sustain a strong organization and to appeal to the best candidates, a useful guide is to set the salary at or above the median of comparable organizations.
Succession Planning Tips for Center Leadership

**TIP 9. Determine the level of involvement of the Center’s staff and the outgoing Director General.** The perspectives of the staff on the needs of the Center can be a valuable input to the search process. Staff may see factors that might be missed by Board members. The staff’s cooperation is also essential in ensuring a smooth transition. Their opinions should be sought in a structured manner. Possibilities include some or all of the following: (a) encouraging staff to suggest selection criteria; (b) involving one or two staff representatives in parts of the search process; and, (c) providing opportunity to staff to meet and evaluate the final candidates. Staff should be kept informed about the overall search process and time frame for making decisions. Even when the Board has no news to share, simply demonstrating that the process is being actively managed will lessen anxieties.

Honest communication is essential about internal candidates. It is a mistake to allow a weak internal candidate to move through the selection process, even reaching the final stages. The Board Chair may have a frank discussion with such a candidate early on about the Board’s thinking. Conversely, if there is a strong internal candidate, the Board may choose to make a quick scan of outside possibilities to establish a benchmark for the internal candidate and then move the search process forward with this knowledge.

While the outgoing Director General’s perspective on the position and skills required is unique and valuable, he or she should not be involved in the selection process. If appropriate and useful, the search committee should use the outgoing Director General’s time, knowledge, and skills as they are needed during the search process.

**TIP 10. Screen the identified candidates through an efficient, thorough process.** Members of the search committee need to work within a similar frame of reference when evaluating candidates to arrive at a first, or long, list of well-qualified candidates. Once the field is narrowed to ten to twenty qualified candidates the Committee should attempt a preliminary ranking. This is usually a good point to confirm the candidates’ continuing interest in the position. Preliminary references can then be sought on the interested candidates to help the search committee members refine their sense of the candidates. Points to consider during checking of references:

- **Written references** received should be shared with all committee members. Usually these are not as valuable as references from knowledgeable people who are contacted personally.
- If a candidate has requested that his or her current employer not be contacted, this request must be honored. At some point in negotiations, however, the committee will need to ask the candidate to reconsider this request.
- To avoid lawsuits from former employees, employers are often advised to provide no information about former employees except their dates of employment. However, strategically placed telephone calls can help elicit helpful information in most cases.
Succession Planning Tips for Center Leadership

- People contacted should represent a variety of perspectives. Ideally, the reference process should include superiors, peers, and subordinates, and key people outside the organization who are familiar with the work and reputation of the individual.
- A presumptive alliance exists between the candidate and the informant, so the recruiter must be able to persuade the informant to ally with him or her to obtain the richest picture of the candidate. A good reference conversation shifts from the inevitable initial guardedness to a collegial tone, indicating that the informant has joined in the task of building an accurate portrait.

Some candidates will not want their interest in the position to be made public until they are under serious consideration. The search committee needs to consider carefully at what point its work will be hindered by the inability to check references and discuss the candidate’s interest and qualifications with others. Candidates need to know the point at which their candidacy is likely to become known to those outside the search committee, so that their continued interest in being considered can be reaffirmed.

Finally, candidates should be kept informed of their status at all times during the process. The committee should keep records of its discussions and decisions to be able to report to the Board accurately on the search process.

TIP 11. Plan and implement the final selection and appointment process.
The search committee should advise the Board on interview content, based on the previously identified selection criteria, and help develop a set of interview questions that will elicit candidates’ strengths and weaknesses on each criterion. It is essential to ask the same general questions of each candidate and useful to plan follow-up questions that might be asked when appropriate.

Depending on the nature of the search and the quality of the candidate pool, the search committee may conduct a first round of interviews before recommending the final pool of candidates to the Board. At least an hour should be allotted for each interview with the Board. Two hours are better. In addition, the Board should set aside time to rate and discuss each candidate after each interview.

It is worth to remember that, while the interview is important, the Board should not base its decision on a single meeting with the candidate. Multiple visits and multiple perspectives are critical to ensure an objective assessment. Some excellent candidates may interview badly, and some poor candidates may interview well.

In addition to interviews with the Board, final candidates should be scheduled to spend some time with staff. Often finalists are asked to present a seminar to staff on a topic of interest to the center. The staff should be given opportunity to share its opinions of candidates with the Board.
Succession Planning Tips for Center Leadership

Social contact with the candidates is also important. A meal or other occasion may provide board, the candidate, and staff with an additional opportunity to learn about each other and the center. This is particularly important for candidates who would need to relocate with spouses and families.

Assuming there is general consensus among board members about the leading candidate, it is usually the prerogative of the Board Chair to offer the position to the selected candidate. The board should give the Board Chair clear limits within which he or she may negotiate compensation. The Chair should be familiar with the candidate’s current level of salary and benefits before making an offer.

The Chair also needs to establish a starting date and to make plans for orientation and introduction to the board and staff. Introduction to the board and staff should take place as soon as the selected candidate accepts the position, even if he or she will not start work for weeks or months.

**Tip 12. Initiate a successful transition.** The job of hiring a new Director General is not completed until the new leader feels he or she has joined the Center in a meaningful way. The board can help the transition in several ways:

- Brief the new leader on the Center’s history in an objective way, so that the leader does not feel trapped by history, but feels sufficiently informed either to build on it or to knowingly take a new course where appropriate. Boards carry responsibility for both continuity and change. Where they can bring a sharp sense of previous progress, they can help a new leader feel he or she is building on prior success rather than starting over.
- Connect the new leader with relevant key external resources.
- Work with the new Director General to set ground rules for how s/he and the Board will relate.
- Talk candidly about the kinds of interactions each regards as useful, and mutually critique the first few Board meetings. Because the Director General reports to the board, it is easier for the Board Chair to ask the Director General for feedback about the board meeting than for the Director General to volunteer such feedback.
- Communicate openly. Make this a norm from the start.
- Help the Director General avoid the trap of doing too much too soon. The Board can help the Director General build his or her credibility by encouraging him to under-promise and over-deliver, versus the reverse.
- Finally, the Board should discuss with the Director General the performance review process that would be used to assess his/her performance. The first step of the process should be taken in the first board meeting after the new Director General joins the Center, usually involving the setting of performance objectives for the year.

A new team is being built, and it should be built on clear expectations, mutual respect and trust, and a commitment to the values and goals of the organization.
Succession Planning Tips for Board Membership and Leadership

**TIP 1. Build a strong Nominating Committee.** A Board’s effectiveness depends largely on having members with the right mix of experience, skills, and backgrounds, who are fully engaged with the Board’s business and have a thorough understanding of the nature of board service, the mission and activities of the center, and the role of the center within the CGIAR system. A strong Nominating Committee can help create such a Board. Given its key role in the Board, the Nominating Committee should be composed of experienced and respected members of the board, often chosen from among the most able, wise, and influential members of the Board.

Although the Director General may be an important resource to the Nominating Committee, he or she should not be a member of the committee. This distance helps to avoid both the fact and the appearance of cronism, and assures that prospective Board members have independence and the objectivity to provide the necessary oversight of management.

**TIP 2. Critically assess the current makeup of the Board.** The Nominating Committee should analyze the (1) size, (2) structure, and (3) composition of the current Board. Self-assessments of performance by the Board can provide clues on the Board’s strengths and weaknesses, which the Nominating Committee could use as input for its own analysis. A small, strategic Board could get the Board business carried out much faster than a large Board, but it may not have all the perspectives that are desirable to be represented in Board deliberations. Similarly, the Board’s committee structure may or may not be suitable to the range of challenges faced by the Center. In the same vein, if the Board is to add value to the Center, its composition must be examined strategically, by looking backward as well as forward to assess the board’s composition in view of past Board performance and future needs.

**TIP 3. Prepare a “Board Profile Worksheet” to identify present and expected future gaps on the Board that should be filled with new Board members.** Developing and implementing a long-term plan to fill future vacancies is a key responsibility of the Nominating Committee. A most useful first step in developing such a plan is to compose a list of the characteristics, skills, experience, and backgrounds that should be represented on the Board at this stage of the Center’s life. The result would be a framework for an “ideal Board” for the Center. This worksheet could be used to highlight how successfully the current board members satisfy the desired qualities, and to identify the additional assets that the Board may need to bring in during the next few years. As current board members are profiled during this exercise, the expiration dates of their terms should be noted to enable the committee to look beyond the new members that need to be identified immediately, and help build a pool of potential candidates for future recruitment.
Succession Planning Tips for Board Membership and Leadership

In addition to the work of the Nominating Committee members, it is helpful to have the input of the Director General and others, including the chairs of other board committees in identifying the competencies and other traits the Board needs. As the various characteristics on the “Board Profile Worksheet” are discussed, Nominating Committee members and others should begin suggesting possible candidates.

**TIP 4. Cultivate candidates and maintain an up-to-date candidate list.** Identifying prospective Board members requires a team effort, involving the Board Chair, other board members, the Director General, the Board Secretary and others. Sources for prospective board members can include senior staff, current and prospective major donors, information gleaned from print and electronic media, board consultants, the governments of donor countries, the governments of countries in which the center operates, and the CGIAR Secretariat’s candidate database.

The Nominating Committee should assemble a confidential, cumulative, ongoing list of candidates for potential board service. The Committee will most likely have at its disposal existing lists which have been assembled in the past. These lists may include some prospects who were considered for board membership but were not chosen because of the mix of board skills needed at the time. Such prospects may be appropriate for later consideration. Other prospects may have declined because they did not know enough about the center or were unable to commit the time needed to serve. Such prospects may be open to a later invitation.

All board members should play an important role in introducing prospective board members to the center and cultivating their interest in it. It may take as long as several years to cultivate certain board candidates and to interest them in the center. Each board member should cast a net far and wide to identify appropriate board candidates, not only to maintain diversity and balance on the center board, but also to provide leadership opportunities in the CGIAR system to individuals of different backgrounds, ages, and talents.

The Board should provide opportunities to prospective Board members to cultivate their interest in the center and to get to know them better. Because of the global nature of CGIAR activities and the international scope of center Boards, it may be impossible to invite prospective board members to the center site on a routine basis. Other occasions, such as research conferences and board meetings, may be appropriate for one-on-one contact between members of the Center board and prospective board members.
**Succession Planning Tips for Board Membership and Leadership**

**TIP 5. Narrow the field of candidates for each vacancy.** It is the Nominating Committee’s responsibility to review the material on prospective candidates and assign priorities to those who could be approached. Some candidates would be known in different degrees by people in the Center. Their candid impressions of the candidate should be sought as input to the decision process.

Once it has narrowed the field for each vacancy, the Nominating Committee should identify the most appropriate person who should contact the candidate to inquire the candidate’s availability and interest for board service. At this point no firm commitments should be made to any of the prospective candidates for the vacancy.

The issue of confidentiality is very important throughout the selection and decision-making process. A great deal of discretion must be used in the way questions are asked and information gathered in seeking potential board members in order to protect the reputations of individual candidates and the members of the Board.

**TIP 6. Interact with the leading candidates.** It is important that the Nominating Committee becomes better acquainted with prospective board members, and they with the Center. The Committee should have a sense of what kind of a board member each might be. Having an introductory meeting with the candidate would be highly desirable—which has become more feasible through opportunities offered by video conferencing.

The introductory meeting may be the first of several contacts between the candidate and members of the Nominating Committee, the Board Chair, or other board members. The candidate and the Center have a stake in ensuring that he or she fully understands what is expected of a CGIAR board member before any commitments are made.

It is essential to listen and respond to the candidate’s questions, ideas, and concerns. Be prepared to provide information:

- about the organization—e.g., mission, strategy, programs, partners, constituencies, financial condition;
- about the board—its structure and organization, committees, other board members, board/staff relationships; and,
- about board member responsibilities—time commitment, committee assignments, orientation, board development and education; a written job description and a copy of the CGIAR guidelines on center governance can eliminate any confusion about board member responsibilities.

Everyone who contacts the candidate should go out of their way to be sensitive to his or her feelings and understand the need for dignity and formality in the recruitment process. After all, some candidates may not be asked to join the board, and others may decline the invitation; all parties to these delicate transactions should emerge with the feeling that all behaved in a sensitive and businesslike manner.
**Succession Planning Tips for Board Membership and Leadership**

**TIP 7. Recommend candidates to the Board.** After a series of contacts or meetings with prospective candidates, the Nominating Committee should make a decision on which candidates it should recommend to the Board for consideration, including the Committee’s preferred candidate. It should also provide the Board information about the candidates and the Committee’s analysis. Board member appointment should be discussed by the full Board at one of its regular meetings. Once the Board makes a selection, the formal invitation would be made to the selected candidate by the Board Chair or the chair of the Nominating Committee. If the invited candidate declines the invitation to join at the indicated time, the Board could make the offer to the back-up candidate identified during the Board discussion of membership. An interesting practice used by some CGIAR Center Boards is to identify the top two candidates for a vacancy a year ahead of time and invite them both to attend the Board meetings during the year as “observers”—with the full knowledge that only one would be invited to join the Board as member in a year’s time. While the cost of having two observers at the face-to-face meetings of the Board for a year would be high, the benefit of having a first hand observation of both candidates in a real board environment may outweigh the cost. This option may be more suitable for candidates the Board does not know well.

The Nominating Committee also carries responsibility to help the Board identify suitable CGIAR-nominated board members, who are appointed by the Board, following their endorsement by the CGIAR. In identifying or assessing such candidates, the Nominating Committee would use the same “board profile worksheet” used for at-large members.

**TIP 8. Coordinate new member orientation and Board development processes.**

As soon as a prospective board member has accepted the invitation to serve on the Board, the Chair should send a letter of welcome on behalf of the entire board and staff. This letter could mention orientation and other meeting schedules, potential committee assignments, and other board business. This might be followed by a welcoming telephone call.

Even experienced board members, who have served on boards of other organizations, require orientation to a particular center. In any event, all new board members should be invited to participate in an orientation process, which should be made as productive, convenient, efficient, and enjoyable as possible. It is desirable to have each new board member oriented before attending his or her first board meeting. Orientation sessions are best held on-site at the center’s headquarters with key staff from the center making presentations and answering questions. This allows the new member to get acquainted with staff, tour the campus, and familiarize himself/herself with the Center’s programs.
Succession Planning Tips for Board Membership and Leadership

Organizing new member orientation sessions is a responsibility of the Nominating Committee, in cooperation with the Board Chair, Board Secretary and the Center Director. The orientation program may include some one-on-one sessions (for example, with the Board Chair) and some group orientation sessions (if there is more than one new member.) Having the new member study the Board handbook before the orientation session would speed the learning process.

In addition to the Center’s own orientation program, all new CGIAR board members are encouraged to attend the CGIAR Board Orientation Program organized by the Alliance Board and the CGIAR Secretariat. Held annually in conjunction with the CGIAR Annual Meeting, this orientation program brings together new members from different centers and introduces them to principles of non-profit governance, the CGIAR System, its governance guidelines, and best practices in governance both from within and outside the CGIAR.

Beyond the needs of individual members, the Nominating Committee should also look at the developmental needs of the Board as a whole. Good governance is both an art and a science, requiring superb teamwork from a group of eminent individuals. A well-planned board development program can help improve communication and teamwork among the Board members while providing them an opportunity to sharpen their governance skills.

**TIP 9. Develop succession scenarios for Board leadership and renewal.** In addition to developing a long-term plan to fill future vacancies in Board membership, the Nominating Committee also carries responsibility to develop a plan to fill future vacancies in Board leadership (i.e., Board and committee chairs). The filling of vacancies should be planned so that the Board will always have among its members a sufficient number who are recognized by virtue of their successful performance in analogous roles as having the attributes (including the ability to meet time demands) needed to chair the board or one of its committees. Leadership succession scenarios developed by the Nominating Committee should be discussed by the full Board, which should take decisions in a timely manner to enable sufficient grooming of individuals identified for specific leadership roles.

In addition to bringing in new members, Board renewal also includes extension of the terms of existing Board members. The end of a member’s first term on the Board (three years in the CGIAR) should be seen as an opportunity for the Board to assess that member’s contributions to the Board, in the light of the Board’s future needs, and decide on his/her continuity for a second term. The Nominating Committee plays a critical role here. The “board profile worksheet” would help the Committee to highlight how successfully the current board members satisfy the desired qualities and help the Board reach an objective decision about extension of the terms of current members.
TIP 10. Maintain a constant eye on the performance of the Board. The Nominating Committee serves, de facto, as a “governance committee” of the Board. As such, it is also concerned that the Board examines its own performance regularly—both through internal self-assessments and by commissioning occasional external reviews of governance. This responsibility also includes initiation of assessments of the Board and committee chairs and self-assessments enabling each board member to evaluate their own performance as Board members. CGIAR has developed sample instruments to enable boards to carry out such assessments.

Self-assessments are essentially vehicles for systematic learning. The Nominating Committee could facilitate the Board's discussion of the results of such assessments and help the Board identify actions it could take to improve its performance. The Committee’s main role here is as a facilitator of evaluation processes—not an evaluator of other Board members.