Terms of Reference for
Chair of the CGIAR Board

Purpose

This document sets out the Terms of Reference for the Chair of the CGIAR Board, as approved by the CGIAR Board on 30 July 2026 (Decision Reference CB/M01/DP2).

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Appointment

1. The Chair is appointed by the CGIAR Board ("Board") from among its independent members, in accordance with the Charter of the CGIAR System Organization ("Charter"). The Chair acts according to these terms of reference.

2. The Chair shall be appointed for a term of up to three years, and may be eligible for re-appointment, provided that their term does not exceed their remaining term of service as a Board Member.

Mandate

3. The Chair's role is one of facilitation, stewardship and strategic leadership. The Chair is responsible for enabling the Board to effectively carry out its responsibilities, and for performing the functions assigned to them by the CGIAR System Framework, the Charter, the Rules of Procedure.

4. The Chair acts as the key liaison between the Board, the CGIAR Council, and the Executive Managing Director ("EMD") of the CGIAR System Organization ("SO").

5. The Chair acts as the primary representative and spokesperson for the Board which responsibility may be delegated in special circumstances.

6. The Chair serves as a voting member of the Board, in their personal capacity and not as a representative of any other stakeholder or employer.

Experience and characteristics

7. The Chair shall possess the following skills and experience:
    a. Experience chairing the Board of a complex organization;
    b. Demonstrated political acumen and diplomatic capability;
    c. High personal integrity and independence;
    d. Humble, servant leadership with the ability to build consensus, influence with clear and diplomatic communication and excellent conflict resolution skills; and
    e. Strategic mindset and a leadership style that is suited to governance of a partnership, and that is both inclusive and decisive as and when required.

Functions

8. The Chair shall undertake the following responsibilities:

    a. *Leadership of the CGIAR Board*

i. Lead the Board in the full discharge of its functions, ensuring that major initiatives have proper and timely Board understanding, consideration, oversight and approval;
ii. Steward the Board's dynamic and culture, working to build a strong collective spirit and productive relationships among all Board members, and encourage active, effective, balanced and respectful contributions by all participants;
iii. Maintain a culture within the Board for strategic decision making based on independent judgment, that is in the collective interests of the CGIAR System;
iv. Champion adherence to best practice governance standards for the Board and its operations and safeguarding the Board's independent and System-wide perspective, particularly in situations where decisions may have different implications across Centers. This includes identifying and addressing potential conflicts and ethics questions as they arise in a manner consistent with the Board's mandate from the Charter;
v. Reinforce CGIAR's core ethical values of dignity and respect, sustainability, excellence and innovation, and partnership through the leadership of the Board, helping to set the tone at the top and promote a culture of ethical conduct, accountability, and stewardship across the CGIAR System;
vi. Lead the Board's periodic review of CGIAR's governance arrangements including Board committee structures and Board processes as the governance model matures; and
vii. Communicate effectively with the Board and its stakeholders between meetings in a manner that facilitates transparency in respect of the Board's operations.

b. *Representation*

i. Serve as the primary spokesperson of the Board, unless the Chair decides to delegate this responsibility for a specific period on a specific issue;
ii. Serve as an ex officio non-voting member on the CGIAR Council[1];
iii. Perform high-level outreach on behalf of the Board to governments, international institutions, advanced research institutes, private sector and civil society to advance the purpose of the CGIAR System, in consultation with the EMD on specific subjects/topics; and
iv. Maintain on-going communications with and among other key stakeholders of the CGIAR System.

[1] CGIAR System Framework, Article 3.1 b)

c. *Facilitation of Board meetings*

i. In consultation with the Secretariat, EMD and members, present for Board approval a strategic multi-year rolling Board calendar and workplan that ensures appropriate topics are addressed by the Board in a forward-looking and strategic manner;
ii. Propose the agenda for each Board meeting, ensuring that the Board effectively balances discussions between governance and operational matters with strategic reflection on CGIAR's long-term future and its adaptation to a rapidly changing environment.
iii. Ensure the co-ordination of information packages and related events for Board meetings in conjunction with the EMD and the Board Secretary;
iv. Preside over Board meetings, facilitating effective decision-making processes and guiding the Board to build consensus wherever possible;
v. Ensure that recommendations of any standing committee or other advisory bodies are discussed with the Board and decisions are taken on the basis of such recommendations; and
vi. Summarize all decisions taken and actions agreed by the Board for inclusion in the formal summary of each meeting.

d. Support the Board's committees and working groups

i. Maintain effective communication with the chairs of Board committees and working groups.

e. Oversight of and support to the EMD

i. Build and maintain a strong relationship with the EMD, ensuring effective communication, ongoing support and guidance, and offering advice and counsel as needed;
ii. Champion the maintenance of clear boundaries between governance and executive management, while fostering a constructive working relationship with the EMD; and
iii. Lead, on behalf of the Board, a formal process for evaluating the EMD's performance, setting performance goals, conducting annual and mid-year reviews, providing feedback, drawing input from across the Integrated Partnership and succession planning.

Effective CGIAR System working relationships

9. Foster an effective relationship with the Chair of the CGIAR Council, and in liaison with the EMD and the Global Leadership Team, to ensure effective decision-making and communication throughout the Integrated Partnership.

10. In collaboration with the Center Board Chairs as ex officio voting members on the CGIAR Board, foster structured liaison to support understanding of Center mandates and interests, to strengthen cross-Center and CGIAR-wide collaboration and to strengthen consensus-building and decision-making at Board level.

11. Promote transparency in the interactions between the Board with the CGIAR Council and its committees and with management, ensuring that the full Board remains appropriately informed on important governance matters.

Facilitating access to information

12. In collaboration with the Secretariat, ensure information requested by Board members and committees/working groups of the Board is provided and meets their needs.

Personal conduct, ethics and conflicts of interest and objectives

13. Recognizing the potential for conflict of interest situations to arise, the Chair shall act in good faith in the interests of the CGIAR System and according to the CGIAR Code of Conduct for Governance Officials and the CGIAR Board's Conflict of Interest and Conflict of Objectives Policies and Procedures.

14. Should the Chair determine that a circumstance exists which may give rise to an actual or perceived conflict of interest or conflict of objectives with respect to a matter before the Board, the Chair shall be recused from presiding over or otherwise exercising the functions of the Chair in relation to that matter. In such a case, the Vice Chair will be asked to act in their stead, unless the Board agrees to take an alternative approach.

Time commitment and remuneration

15. The expected time commitment for the Chair is up to 35 working days per calendar year.

16. The remuneration for the Chair role is set out in the policy on remuneration for the CGIAR Board, as updated by the Board from time to time. Such remuneration covers all duties in respect of the role of Chair and member of the Board,

including attendance at CGIAR Council and CGIAR Board meetings, attending meetings of Board committees and working groups as required, together with any other agreed representational events.

17. Travel costs related to the Chair's discharge of their role and responsibilities for the Board will be met by the CGIAR System Organization in accordance with the applicable travel policy.

18. The Secretariat will seek to facilitate the work of the Chair through the provision of administrative support for Board-related work.