



## Governance and People & Culture Committee Terms of Reference<sup>1</sup>

### A. Purpose

1. The Integrated Partnership Board (“IPB”) is supported in its work by committees, ad hoc working groups and task teams that it may establish pursuant to Article 9.14 of the Charter of the CGIAR System Organization (“Charter”).
2. The Governance and People & Culture Committee (“GovP&C”) is a committee of the IPB and assists and reports to the IPB in its responsibility for oversight for the System Organization and the Integrated Partnership.
3. The Committee supports the IPB in its delivery of functions detailed in the Charter in the following areas:
  - a. Governance (Articles 5.6 j, 8.2 e, f, 7.3, 9.14).
  - b. People & Culture (Articles 8.2 g, h, i); and
4. The System Organization, including the IPB and its committees, works in consultation with the System Council, and its committees, in accordance with the terms of the Charter and the Framework, and in good faith in the interests of the Integrated Partnership.

### B. Interpretation and operational context

5. Capitalized terms not defined in these Terms of Reference shall have the meanings attributed to them in the Charter and the CGIAR System Framework (“Framework”), as updated from time to time.
6. For the purpose of these Terms of Reference:
  - a. **“CGIAR Integrated Partnership”** or **“Integrated Partnership”** means a federated group of Centers and the CGIAR System Organization, united by common values and principles, and committed to achieving, through integration and coordination, synergies that enhance the Centers’ individual and collective contributions to fulfilling the purpose of the CGIAR System.

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<sup>1</sup> This Terms of Reference was approved by the Integrated Partnership Board with effect from 6 February 2025 (Decision Reference IPB/M003/DP3).

- b. **“System Organization”** means the international organization governed by the CGIAR System Charter, with its organs being the Integrated Partnership Board and System Management Office.

## C. Responsibilities

7. The Committee shall undertake the following responsibilities as delegated to it by the IPB:

### **Governance - Leadership**

- a. In regards to the Executive Managing Director (“EMD”):
- Provide advice to the Board on leadership development for the executive team;
  - Recommend to the Board the process for annual performance evaluation of the EMD and gather input from across the Integrated Partnership;
  - Recommend to the Board a process to consider renewal of the EMD contract at least 1 year before its expiration;
  - Recommend to the Board a process to appoint the EMD when a vacancy arises;

### **Governance – IPB Operations**

- b. Review and recommend to the Board approval of Rules of Procedure to govern the working of the IPB and its committees;
- c. Lead the process with the IPB to gather and provide input to the System Council in respect of the annual performance assessment of the Integrated Partnership Board;
- d. Recommend to the Board the process to appoint its Chair and Vice-Chair from amongst its voting members;
- e. Review and recommend to the Board approval of the terms of reference and membership for any committees, ad-hoc working groups and task teams on which IPB members will serve;

### **People & Culture**

- f. Ensure CGIAR People & Culture (“P&C”) strategies and high-level action plans are in place to enable the Integrated Partnership to achieve its strategic objectives;
- g. Receive periodic high-level reports on progress made against action plans and the impact thereof, as well as details of significant opportunities and challenges, and provide guidance and recommendations to the Board;
- h. Receive high-level reports in the areas of Gender, Diversity and Inclusion, providing guidance and recommendations to the Board, before presentation to the System Council;
- i. Review and recommend to the Board concurrence/approval of any CGIAR reputational policies in the areas of P&C;
- j. Advise the Board of any high-level P&C concerns related to the Integrated Partnership that should be escalated to the System Council;
- k. Review and recommend to the Board approval of changes to the Personnel Policy Manual Part A (“PPM”) of the System Organization; and
- l. Review and recommend to the Board approval of the organizational structure of the System Organization.

8. The Committee may, on request or at its own initiative, provide advice to the IPB on any matter under its mandate.
9. Without prejudice to its formal reporting lines to the IPB, the Committee shall establish and maintain effective coordination and communications with any other standing committees as may be established, to facilitate delivery on the respective mandates of the committees, thus ensuring open and transparent communications, and the appropriate escalation and de-escalation of matters as relevant to the differing bodies with oversight responsibilities within the Integrated Partnership.

#### D. Operational matters

##### 10. **Appointment of members:**

- a. The IPB shall appoint members to the Committee from its own IPB membership. The process of nominations and selection of members of the Committee shall be coordinated by the Secretariat following the IPB Rules of Procedure.
- b. Members of the Committee will serve for the length of their IPB membership term or until otherwise decided by the IPB. The precise appointment term will be determined by the IPB considering the needs of and the desirability of achieving staggered rotation within its committees, ad hoc working groups and task teams.

##### 11. **Chair of the committee:**

- a. The IPB shall appoint one of its members as Chair of the Committee. The process of nominations and selection of the Chair of the Committee shall be coordinated by the Secretariat following the IPB Rules of Procedure.
- b. The Chair of the Committee shall be appointed for a term of up to two years. The Chair may be re-appointed for additional terms of up to two years, not to exceed the length of their IPB membership term.
- c. If the Chair is not available for an agreed upon meeting/session, members of the Committee may appoint one of its members as temporary Chair for that meeting/session.

##### 12. **Meeting attendance:**

- a. The Chair of the IPB shall be invited to all Committee meetings.
- b. Other IPB members, staff, guests or subject matter experts may be invited to participate in the Committee meetings or sessions as relevant, at the invitation of the Chair.

13. **Access to expertise, including consultants:** The Committee, in fulfilling its duties under these Terms of Reference may draw on CGIAR staff expertise, and may upon approval of the IPB, work through the IPB Secretariat to engage external resources for work required to fulfill its mandate.
14. **Secretariat:** A representative of the System Organization shall serve as Secretary to the Committee, support the Chair of the Committee in preparation of and reporting from the meetings, and coordinate with the IPB Secretariat to maintain all records of the body.
15. **Quorum:** A simple majority of members shall constitute a quorum for the transaction of business provided such majority includes the Chair of the Committee or their designate.
16. **Workplan and agendas:** The Committee and its Secretariat shall maintain an annual workplan, and a draft agenda will be developed for each meeting and distributed to Committee members ten days before the meeting.
17. **Meeting frequency and modalities:** The Committee shall meet virtually twice a year, typically one week in advance of a Board meeting. In exceptional circumstances dictated by urgent issues, the Committee may meet virtually on an ad hoc basis.
18. **Meeting documents:**
  - a. Documents for each meeting shall, to the extent practicable, be provided to the IPB Secretariat for posting to Diligent Boards seven days prior to each meeting to permit meaningful review in advance of the meeting.
  - b. Access to Committee meeting books on Diligent Boards shall be available to all IPB members except for any confidential documents.
19. **Decision-making on matters for recommendation to the IPB:** The Chair of the Committee shall aim for consensus. If consensus cannot be reached on a recommendation being formally put to the IPB, both the majority and minority positions shall be reported to the IPB.
20. **Reporting:** The Secretariat of the Committee shall ensure a summary is made available to the IPB after each regular meeting of the Committee.
21. **Meeting summary:** The Secretariat of the Committee shall ensure meeting summaries are prepared following the guidelines in the IPB Rules of Procedure.
22. **Delegation of Authority:** The Committee shall have the power to delegate on an exceptional basis its authority and duties to the Chair of the Committee or individual members as it deems appropriate.

23. **Declarations of interests:** All Committee members must act in accordance with CGIAR's Code of Conduct for Governance Officials<sup>2</sup>, and self-identify and declare actual, potential or perceived conflicts of interest as and when they become aware of them, including through annual declarations, on the receipt of agendas for each meeting and/or during meetings as new information becomes available.
24. **Honorarium:** As per the IPB honorarium policy, IPB members shall not receive an additional honorarium for service on the Committee.
25. **Travel expenses:** Travel and out of pocket expenses related to in-person meetings shall be reimbursed according to the travel and expenses policy applicable to the IPB.
26. **Performance:** The IPB shall evaluate the performance of its Committees on an annual basis having regard to the principles and responsibilities set out in these Terms of Reference following guidelines in the IPB Rules of Procedure and supported by the IPB Secretariat.
27. **Terms of Reference:** The Committee Terms of Reference are developed and approved by the IPB. The Committee shall review these Terms of Reference at least every three years and recommend any proposed changes for approval to the IPB.
28. **Dissolution:** The IPB may decide to dissolve the Committee at any time.

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<sup>2</sup> <https://storage.googleapis.com/cgiarorg/2020/11/CGIAR-Code-of-Conduct-Gov-Officials-Approved-03.11.20.pdf>

## Annex A: Extract of relevant articles from Charter of the CGIAR System Organization

### Governance

- Article 8.2 e) **oversee** the governance structure and processes of the Integrated Partnership to ensure that they are effective, transparent, and accountable
- Article 8.2 f) **appoint** the Executive Managing Director and **evaluate** their performance with input from across the Integrated Partnership
- Article 5.6 j) provide **input** to the System Council in respect of the annual performance assessment of the Integrated Partnership Board
- Article 7.3 The Integrated Partnership Board shall **appoint** its Chair and Vice-Chair from amongst its voting members
- Article 9.14 The Integrated Partnership Board may **establish** other committees of the Integrated Partnership Board, and ad-hoc working groups and task teams, as it deems appropriate to carry out its work

### People & Culture

- Article 8.2 g) **concur** with those CGIAR Policies that are strategic, system-wide policies that are critical to maintaining the reputation of the CGIAR System, and submit them to the System Council for approval
- Article 8.2 h) **approve** any other CGIAR Policies in accordance with its procedures for the adoption of CGIAR Policies
- Article 8.2 i) **monitor** compliance with CGIAR Policies, **take appropriate corrective action** when required, and **provide assurance** of compliance with CGIAR Policies across the Integrated Partnership to the System Council