

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

A. Purpose

1. The Working Group is established by the System Management Board (“Board”) to strengthen the Rules of Procedure of the Board and support the development of the Rules of Procedure of the General Assembly.
2. The Working Group is an adhoc advisory group formed by the Board to provide inputs to assist the Board in the discharge of its functions. The Working Group does not have any executive authority, and as such, does not make decisions.

B. Operational context

3. Words and expressions used in these Working Group Terms of Reference (“**TOR**”) shall, unless the context requires otherwise, have the meaning attributed to them in the Charter of the CGIAR System Organization (“**Charter**”).
4. The Working Group has been formed to deliver inputs for the benefit of the CGIAR System as a whole. Working Group members shall serve until 31 March 2017, or when their roles are performed, whichever is sooner.

C. Role of the Working Group

5. Taking into consideration the provisions of Article 5 of the Charter, and the broad functional responsibilities of the Board as set out in Article 8 of the Charter, the Working Group shall have the following functions:

A. Operations of the General Assembly

- i. Establishing and recommending options to facilitate the Nominations Processes of the General Assembly for System Management Board members
- ii. Establishing and recommending options to be used by the General Assembly for the selection of System Council Representatives
- iii. Developing draft terms of reference for System Management Board members, including proposals for length of service and staggering of terms across membership

- iv. Preparing a preliminary draft set of rules for governance for the General Assembly to take to the General Assembly as a basis for the Assembly to adopt its rules and procedures
 - B. Conflict of Interest matters for System Management Board Members
 - i. Developing a mechanism to mitigate the potential for and/or actual occurrence of conflicts of interest which might arise as the System Management Board discharges of its functions
 - ii. Developing a proposal for appropriate confidentiality to be maintained for System Management Board members and other participants in meetings and activities
 - C. Governance Rules and Procedures of the System Management Board
 - i. Providing inputs into the System Management Board's Interim Rules of Procedures and a mechanism to keep the rules under review for ongoing relevance
 - ii. Developing a proposal for a mechanism by which the System Management Board can review its collective performance and effectiveness
 - iii. Developing a proposal for determining the composition Center Board of Trustee and DG nominated members on the System Management Board
 - D. Communication
 - i. Regular communications about the Working Group's activities and status of preparation for the first General Assembly of Center Board of Trustee Chairs and Directors General.
6. In discharging its functions, it shall be the responsibility of the Working Group to maintain regular and open communication among its members and with the Interim Chair of the Board.

D. Composition and Chair

Composition

- 7. The Working Group will be comprised of **5 members** as follows: Elizabeth Bailey (External member, former Board of Trustee Secretary), Bruce Coulman (Convener of Board Chairs in 2016, and IITA Board of Trustee Chair), Yvonne Pinto (World Fish Board of Trustee Member), Cristián Samper (Former Bioversity International Board of Trustee Chair), Margret Thalwitz (ICARDA Board of Trustee Chair and System Management Board member).
- 8. **Additional resources:** Maggie Gill (ISPC Chair), Karmen Bennett (CGIAR System Organization).

9. **Chair:** The Working Group will be chaired by Margret Thalwitz, as selected by the Working Group members at the group's first virtual meeting.

E. Operations

The Working Group shall operate according to the following guidelines:

10. **Meetings:** The Working Group shall meet virtually as determined by the Chair in consultation with the other group members.
11. **Disclosing conflicts of interest:** Where a member has a conflict of interest on a specific topic under discussion, they will make the circumstances of the conflict known to the Working Group, to ensure that discussions proceed in an open and transparent manner.
12. **Quorum:** A majority of members (3 of 5) shall constitute a quorum for the transaction of business.
13. **Meeting support:** The System Management Office carries the responsibility for:
 - a. Preparation of a draft agenda and meeting materials in advance of discussions;
 - b. Timely circulation of meeting summaries; and
 - c. Preparation of materials to support Working Group member requests for additional inputs.
14. **Arriving at agreement on matters to be provided as formal inputs into the deliberations of the Board:** The Chair should aim for consensus on inputs that are proposed to be put forward to the Board. If consensus cannot be reached, both the majority and minority positions shall be reported.
15. **Access to expertise:** The Working Group in fulfilling its duties under these TOR will draw on expertise of the Centers, those working on CGIAR Research, the Funders, the System Management Office, and others as appropriate.
16. **Delegation of Authority:** The Working Group shall have the power to delegate on an exceptional basis its authority and duties to the Chair or individual Working Group members as it deems appropriate.