

**Independent Steering Committee (ISC)
of the CGIAR Research Program on Forests, Trees and Agroforestry (FTA)**

**Terms of Reference (ToR) and
Rules of Procedure (RoP) of the ISC**

**Approval by CIFOR's Board of Trustees
6 September 2017**

Historical preamble

FTA, following a decision of the then Fund Council and Consortium, changed in mid-2015 both the composition and the responsibilities of its Steering Committee. The previous partner-led Steering Committee was replaced by FTA's Independent Steering Committee (ISC). The purpose of this change was to ensure that ISC has a majority of members who are independent from the strategic partners and have no conflict of interest with FTA (nothing to gain or lose personally from ISC decisions). This is for FTA to benefit from the advice and views of a committee with no institutional bias. This is particularly important in a large global partnership program which includes CGIAR Centers as well as other strategic partners, all with diverse programmatic and financial interests.

ISC launched its first performance assessment process in March 2017; it included anonymous feedback from the Board of Trustees (BoT) of CIFOR. CIFOR's BoT discussed overall results of this first assessment and requested that the Terms of Reference (ToRs, section I below) of ISC be revised to take into account the results of the assessment, and to define Rules of Procedures (RoP, section II below) for the ISC which include replacement rules for the independent members.

The ISC, with the BoT of CIFOR and the Management Team (MT), is one key component of the governance of FTA. Structural components of FTA on which this governance structure currently operate are: the FTA management support unit (MSU), FTA Flagship Programmes (FPs), FTA's Support Platform (SP) comprised of cross-cutting themes (CCT). Definitions, composition and terms of reference of these components and ToRs of their office holders is found on FTA's website.

The present TORs constitute the mandate given by the CIFOR's Board of Trustees (BoT) to the ISC. Together with the RoPs, they can only be amended by the BoT.

ISC Terms of Reference

1. Key functions of ISC and decision making rules

The ISC is accountable to CIFOR's Board of Trustees (BoT), which retains overall strategic and programmatic responsibility, as well as fiduciary responsibility as to the use of CGIAR and/or other program-level resources. As part of this accountability, ISC's performance and the performance of its Chair are assessed annually through a process managed by CIFOR's Director of Human Resources. Views on the different components of this performance are obtained from each BoT member (and other sources) and analyzed anonymously to identify areas for improvement.

1.1. The ISC has four key functions:

1. Strategic programmatic oversight.
2. Monitoring FTA's delivery.
3. Oversight and strengthening of FTA partnerships.
4. Review allocations from CGIAR and/or other program-level resources.

1.2. On key functions 1, 2 and 3 (articles 2.1 to 2.3 below), work and decisions are delegated to the ISC, that reports to the BoT, and that is answerable on follow-up and implementation. On key function 4, ISC emits an annual recommendation for the BoT's consideration.

1.3. Decisions and recommendations of ISC are made by consensus and require a quorum of six, of which four should be independent members. When consensus has not been reached, the Chair of ISC reports on the differing views to the BoT.

1.4. The BoT can ask the ISC to revisit its decisions. In case of conflict between the BoT and ISC about the substance of an ISC decision, the Chair of ISC and the Chair of the BoT decide jointly on the best ways and means to resolve it, and final decision be reported or referred if needed to the BoT.

1.5. Taking into account additional workload and available resources, the BoT can request the ISC to undertake specific tasks within its mandate, and the ISC can request the FTA Director to take necessary actions as a result of its key functions.

1.6. Minutes of ISC meetings are prepared by the FTA Director, approved by the ISC, sent to the BoT Secretary, and posted online.

2. ISC's specific responsibilities by key functions

The ISC:

2.1. Strategic programmatic oversight

2.1.1. Works with the Lead Center DG to design and implement a transparent recruitment process for the FTA Director that is in the best interests of FTA, and assesses annually the performance of the FTA Director, working closely with the Lead Centre DG.

2.1.2. Reviews the rules, criteria and processes for the selection of FP and CCT leaders.

2.1.3. Approves strategic priority setting and performance based processes for FTA programming and planning, and oversees their implementation.

2.1.4. Approves the process for inclusion of projects and activities into FTA, ensuring coherence with FTA's strategic directions, and oversees its implementation.

2.1.5. Reviews any multi-year CRP renewal proposal (the next one is expected in 2022), if need be providing inputs/requesting improvements to the document, and thereafter recommends it to the BoT for approval.

2.1.6. Provides guidance to the elaboration by FTA management of contingency plans to manage major risks, including financial uncertainties, in the execution of the POWB.

2.1.7. Ensures that advice and direction from the relevant CGIAR System entities are considered in FTA planning and implementation.

2.2. Monitoring FTA's delivery

2.2.1. Reviews FTA's Annual Report before publication.

2.2.2. Reviews the performance of FTA Flagship Programmes and participating partners.

2.2.3. Assesses the performance of the FTA Director on an annual basis in close coordination with the DG of CIFOR who is the direct supervisor of the FTA Director for all administrative issues.

2.2.4. Assesses the performance of ISC and its Chair according to a process designed by ISC.

2.2.5. Commissions specific external reviews on the above points, as appropriate.

2.3. Overseeing and strengthening FTA partnerships

2.3.1. Oversees the development and implementation of the partnership strategy of FTA, including the criteria for selecting FTA strategic partners and engagement rules of FTA's partners.

2.3.2. Makes recommendations to the BoT on modifications of the set of FTA strategic partners, based upon performance review and/or strategic programmatic and impact opportunities.

2.3.3. Recommends modification or termination of a Program Participant Agreement (PPA) if an FTA partner is in breach of its responsibilities.

2.4. Reviewing the FTA POWB and allocations of CGIAR and/or other program-level resources

2.4.1. Reviews the annual Program of Work and Budget (POWB) prepared by FTA management, if need be requesting improvements and recommends it to the BoT for approval.

2.4.2 Recommends to the BoT, based upon an analysis and a proposal by the Management Team, the yearly internal allocation of CGIAR and/or other program-level funding, resulting from the recommended POWB. The objective pursued is to align program-level resources with the priorities identified through the priority setting process, taking into account, if relevant, the performance of programme components.

ISC Rules of Procedure

1. Composition and size of ISC

1.1. The ISC has a total of nine members.

1.2. Five members are “independent members”, appointed by the BoT. They must have no conflict of interest (see section 3). They are selected in their individual capacity and are not representatives of their respective governments, institutions or organizations. Independent ISC members bring recognized, state-of-the-art scientific expertise in fields relevant to FTA, and insights from diverse sectors (such as national agricultural research systems, development agencies, the private sector, civil society, farmer organizations, etc.), and broaden the perspectives and views about FTA.

1.3. Four ISC members represent a specific constituency in FTA. Even though these four members represent various partners in FTA, they are expected to rise above particular and institutional interests in order to further FTA as a global research for development partnership. They include:

- The Lead Center DG, or any representative designated by her/him.
- One representative of the CGIAR centers that are strategic partners of FTA. This person is appointed by its constituency for a period of two years, preferably on a rotating basis amongst the concerned centers.
- One representative of the other strategic partners of FTA. This person is appointed by its constituency for a period of two years, preferably on a rotating basis amongst the concerned strategic partners.
- The FTA Director is ex-officio (non-voting) member and the Executive Secretary during ISC meetings. S/he brings the perspective of the Management Team and of all scientists in the CRP to ISC.

1.4. ISC is led by a Chair selected by the BoT from amongst its five independent members for a three-year fixed term, renewable once. S/he is responsible for the proper execution of the functions and mandate given to the ISC, and for reporting to CIFOR’s BoT about progress in the discharge of all ISC’s functions and responsibilities. To that aim, s/he participates at the specific sessions on FTA organized during each BoT meeting. The ISC Chair ensures ISC works harmoniously and effectively, that a culture of trust and team spirit is installed, with honest communication, sharing of information and commitment to collective action.

1.5. The ISC welcomes observers to its meetings, especially from strategic partners, and can call upon resource persons from within or outside the CGIAR for specific questions. Participation of observers (the case being restricted to specific agenda items) is cleared by the ISC Chair prior to the meeting.

1.6. A member absent to a virtual or face-to-face meeting can give his/her power to the ISC Chair.

2. Rules of engagement, time commitment, and support

2.1. ISC normally meets at least once a year face-to-face and as often as necessary by virtual means. Virtual meetings comprise decisions and recommendations which have the same standing as those made during face-to-face meetings.

2.2. ISC members are committed to contribute meaningfully and constructively to the work of ISC. Lack of participation to meetings (be they face-to-face or virtual) or lack of feedback to internal solicitations from the Chair or FTA Director can result in the ISC Chair to recommend to the BoT the replacement of the individual concerned (be they an independent member or a partner representative).

2.3. Expected time commitment for all ISC members, except the Chair, to perform their duties is approximately 10-15 working days per year (including travel time to, and attending meetings).

2.4. ISC members, except the Chair, are not compensated for their time and work. However independent members will receive an honorarium of USD 350 per day for face-to-face meeting days, including travel time and up to three days for meeting preparation and material reading.

2.5. Expected time commitment for the ISC Chair is not less than 30 working days. Given the specific workload, the Chairperson will receive a consultancy contract with CIFOR with a rate and number of days decided by FTA MSU and CIFOR HR commensurate to workload and experience.

2.6. FTA will cover the travel expenditures to ISC meetings for independent members only. Travel expenditures of the non-independent members are covered by their respective employer.

2.7. All expenditures related to ISC operations are reported to the BoT.

3. Conflict of interest and absence of organizational capture

3.1. Independent members comply with ISC's conflict of interest policy and are requested to sign a declaration of absence of conflict of interest.

3.2. Members representative of FTA partners have the responsibility to represent the range of perspectives of their constituency and not just their own institution's interests. They convey to ISC meetings a synthesis (if possible agreed upon among partners ahead of a meeting) of the views of the partners they represent. They thus have the responsibility to circulate information as appropriate prior, after and in-between meetings and request inputs from their constituency ahead of ISC meetings, based on the proposed agenda.

4. Term of office, process for selection and replacement of the independent ISC members

4.1. Independent members are appointed for a fixed term of three years, that may be renewed once, and conditionally to a reappointment decision by the BoT. At least six months before the end of the term of an independent member, the FTA MSU organizes an open call for candidatures.

4.2. An independent member whose first term is expiring may apply on a voluntarily basis for a second term: in such case s/he informs the Secretary of CIFOR BoT and his/her name is automatically included in the short-list of candidates for BoT's consideration.

4.3. Candidates from the open call are long-listed by the FTA director, with support of CIFOR's HR office, considering the need for a diversity of disciplinary and working experience perspectives, including regional ones, on trees and forests, and if feasible gender balance. The ISC reviews this long-list, and considering as well the full list of candidates, elaborates a short-list that is transmitted to the BoT.

4.5. In making its appointment or re-appointment decisions, the BoT considers the need for both change and continuity in the ISC membership.

4.6. In case of competition for reappointment amongst outgoing members, as continuity is motivated on the purpose of keeping appropriate institutional memory, the BoT may consider how such candidates did participate in the past work of the ISC. To do so, the BoT can request the views of the ISC Chair and/or appropriate objective information from the FTA Director. In case of a tie between candidates for re-appointment, to make its final decision the BoT can consider overall ISC gender and geographic representation.

4.7. Should the BoT be unable to make an appointment decision based on the short list transmitted by the ISC, it should request the ISC to submit a revised proposal.

4.8. If, within its three-year term, an independent member resigns or is unable to fulfill its mandate, the ISC proposes to the BoT a replacement following the above process. The independent member appointed as replacement will have a three-year long mandate. If, within its three-year term, ISC Chair resigns or is unable to fulfill its mandate, ISC designates an interim acting Chair amongst its members, until a new Chair is appointed by the BoT.

Dispositions for the renewal of ISC's independent members in 2018.

1. As of July 2017, the ISC has 4 independent members, including the ISC Chair, and their term of office is ending on 1st May 2018. All these members are potentially eligible for reappointment, but such a reappointment is not automatic.
2. The FTA MSU will launch a call for candidates for new independent members as per article 4.3 of the ISC RoP. The FTA ISC will short list such candidates as per article 4.4 of the ISC RoP.
3. The Secretary of the BoT will request to the current independent members their eventual willingness to candidate for re-appointment. The BoT will be informed of this list.
4. At its November 2017 meeting, considering the ISC short list and the list of candidates for re-appointment, the BoT, under the provisions of Article 4.5 of the ISC RoP, will, for a start of office on 1st May 2018, either appoint two new independent members and re-appoint three current members; or appoint three new independent members and re-appoint two current members.
5. At its November 2017 meeting, the BoT will also appoint or re-appoint the ISC Chair.