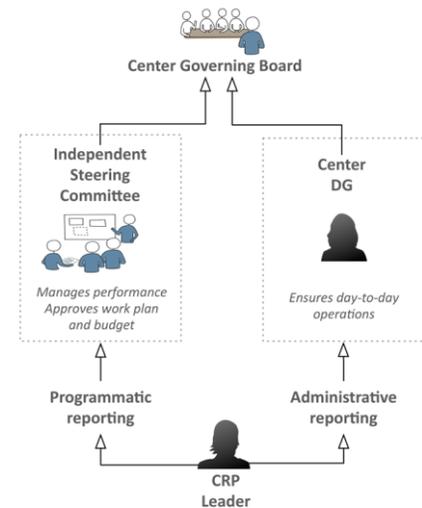


1. Terms of Reference for the Independent Steering Committee

IFPRI as Lead Center of the CGIAR Research Program (CRP) on Agriculture for Nutrition and Health (A4NH) has overall fiduciary and operational responsibility for the implementation of A4NH. Thus, the Board of Trustees and Director General (DG) of IFPRI is accountable for the overall execution and effective engagement of the different partners in A4NH and responsible for the overall CGIAR reporting requirements. More specifically, the role of the IFPRI Board of Trustees is to focus on governance issues, while the role of the IFPRI DG is to focus on management issues. Beginning in 2017, the A4NH Independent Advisory Committee (IAC) was reconstituted into an Independent Steering Committee (ISC). While the governance responsibility for A4NH rests with the IFPRI Board of Trustees, the ISC has been established to provide independent and systematic recommendations to the IFPRI Board of Trustees on the scientific and technical issues in A4NH, such as strategic direction and priorities, annual performance, future plans, and budgets.



RESPONSIBILITIES

More specifically, the ISC has the following responsibilities to:

- Propose strategic direction to the CRP, including priority setting, which includes review of A4NH proposals to the CGIAR as required;
- Annually review and provide written recommendations to the A4NH Director and IFPRI Board of Trustees and DG on the performance of A4NH overall and its flagship research programs;
- Review and approve A4NH's annual plan of work and budget (POWB) for the subsequent year;
- Review the external evaluation plan of A4NH and the individual external evaluations undertaken and provide comments for the IFPRI Board of Trustees on the A4NH management response to evaluation recommendations; and
- Provide advice to the A4NH Director and Planning and Management Committee (PMC) on partnerships and stakeholder perspectives and needs.

Reporting to the IFPRI Board of Trustees: The ISC provides the IFPRI Board of Trustees with a formal summary report of their recommendations to A4NH related to progress and plans for the Board's November/December meeting each year. After approval by the IFPRI Board of Trustees, the ISC report is made publicly available on the A4NH website.

The ISC Chair provides inputs to the IFPRI DG on the annual performance of the A4NH Director.

ISC Meetings and participation of members: The ISC has one formal in-person meeting each year usually in October/November. In addition, the ISC may meet both in-person and virtually at other times, as

recommended by the A4NH Director and/or ISC Chair. Members are expected to attend the formal annual in-person meeting in Washington, D.C. Missing two consecutive formal annual meetings will lead to discontinuation of ISC membership. A second in-person meeting of the ISC may be held each year in a partner country linked to the bi-annual A4NH PMC meeting. This meeting is optional for ISC members and their attendance will depend on availability of funding. For virtual meetings, members are expected to attend or to send comments on the agenda items by e-mail to the Chair and A4NH Director.

This ISC Chair may appoint a subset of ISC members to form a sub-committee of the ISC to take responsibility for specific tasks and make recommendations or provide advice to the ISC. Two sub-committees are proposed. One, beginning in 2018, will be nomination sub-committee for new ISC members to be proposed for approval by the IFPRI Board of Trustees. Another will be a sub-committee on the review of A4NH finance and audit arrangements.

Voting: All decisions of the ISC are normally be reached by consensus but, in the absence of a consensus, the Chair may, at the request of any member, put the proposal to a vote. Decisions are made by a majority vote of members in attendance.

- A quorum is defined as 51% of the ISC.
- Each independent member of the ISC shall have one vote.
- The ISC shall normally vote by a show of hands but any member may request a roll call.
- After the Chair announces the commencement of voting, no member shall be permitted to intervene until the result has been announced.
- Should a member of the ISC have a conflict of interest relative to any business before the ISC, s/he shall declare it to the Chair who shall decide on the member's allowable participation.
- An action can be taken by the ISC without a meeting if a majority of members consent (to be confirmed in writing, including electronic communication) to the adoption of a resolution within 5 days of receipt of the resolution.

Sharing of information and resources: The A4NH Program Management Unit (PMU) prepares a summary of the ISC's annual in-person meeting to document the ISC's recommendations, comments, and action items for A4NH. The draft summary is shared with the Chair and the entire ISC before being finalized for the IFPRI Board of Trustees to review. Once finalized, it is shared with the ISC and all meeting participants and posted to the [A4NH web site](#). Meeting materials for the in-person annual meeting, as well as other materials or resources shared for other in-person or virtual meetings are shared via electronic communication with the ISC members. For reference, materials and other resources are stored on A4NH's internal communication, password protected platform (A4NH [TeamSpace](#) - <https://cgjar.sharepoint.com/sites/IFPRI/A4NH>). All ISC members have access to the A4NH TeamSpace.

COMPOSITION

The ISC should be a balanced body with a high level of expertise, inclusiveness and independence in order to avoid conflicts of interest and to assure donors, partners and stakeholders that no interests but the best interests of the CRP will shape deliberations. Its composition should include:

- A majority of independent members (up to eight, external to A4NH, IFPRI and its managing partners, including the Chair);
- One member who is also a current member of the IFPRI Board of Trustees;

- Individuals known and respected for their professional expertise in agriculture, nutrition, and health, and the role of gender in these issues;
- A balance in gender representation;
- A geographic balance with representation from CRP target regions; and
- Partner and stakeholder representation.

The size of the ISC should be functional, enabling participation and making management and support of the ISC reasonable for CRP management. The current proposal for the A4NH ISC is eight independent members with four members from the A4NH's target regions (Africa and South Asia).

Per the CRP Governance Structure, CGIAR Center DGs are expected to be members of the ISC, as *ex officio*, members. The current *ex officio* members of the A4NH ISC include the IFPRI DG and the A4NH Director. At least one other DG-level representative from a CGIAR Center that is also an A4NH Managing Partner is invited to attend the ISC's annual meeting. A representative of the CGIAR System Office may be invited to ISC meetings as an observer.

Appointment and terms of members: New ISC members are nominated by current ISC members with inputs from the A4NH PMC. ISC members are appointed by the IFPRI Board of Trustees. Members serve for a 3-year term, beginning in 2017, renewable once at the recommendation of the ISC. The ISC Chair should be appointed by the ISC members for a fixed term. The basis for including partners or stakeholder representatives should be clearly articulated with the expectation that representative members will participate in their individual capacity and minimize both conflicts of interest and the appearance of conflicts of interest.

The ISC may appoint a Vice-Chair to assist the Chair. The ISC Chair and DG of IFPRI are consulted on matters relating to the above responsibilities when timely decisions are required by the A4NH Director and the PMC. In each instance, the Chair decides whether the entire ISC needs to be consulted; if the Chair is unavailable for any reason, the Vice-Chair is consulted.

CONFLICT OF INTEREST POLICY

This policy is adopted from the [IFPRI Board of Trustees policy](#). Each ISC member will annually disclose any potential conflicts of interest using a standard form. Each ISC member has a duty to disclose to the ISC Chair, the material facts of any proposed transaction of A4NH that arises in which the ISC member has any actual or potential involvement, interest, or relationship, either directly or indirectly. An ISC member shall be "indirectly" involved if another party to the transaction is related to the ISC member or is an entity in which the ISC member has a financial interest, an employment or consulting relationship, or of which the ISC member is an officer, director, or partial owner/co-owner. ISC members will recuse themselves from any decisions in which they have a conflict of interest.

The disclosure under (1) above should be made, if feasible, prior to any consideration by the ISC of such proposed transaction.

Any proposed transaction in which an ISC member has an actual or potential involvement, interest, or relationship must be approved by a majority of the ISC members entitled to vote other than the interested ISC member(s) at a meeting at which a quorum is present, even though the disinterested ISC members may constitute less than a quorum. Such interested ISC member(s), if present, may be counted solely for purposes of determining whether a quorum is present.

In the event that a proposed transaction is expected to involve more than an insubstantial participation by the interested ISC member, the ISC may determine that the resignation of the interested ISC member shall be a condition of the ISC's approval of such transaction.

When in doubt about the nature of an actual or proposed transaction, ISC members should communicate with the Chair. In the case of the Chair, the communication should be addressed to the Vice-Chair.