

# **Terms of Reference for the Board Chair and Vice-Chair**

## **INTRODUCTION**

I-DAIR's Board is the supreme governing body of the organization. The Board Chair and Vice-Chair (together the "Board Leadership") lead the Board's strategic focus on its core functions, by performing the responsibilities outlined in these Terms of Reference.

The primary role of the Board Chair and Vice-Chair is managing the affairs of the Board, including ensuring the Board is organized properly, functions effectively, and meets its obligations and responsibilities.

The Board Chair and Vice-Chair are key public representatives and spokespersons for I-DAIR, maintaining communication with and among Board members, the CEO, the Secretariat and I-DAIR's main stakeholders. The Board Leadership acts as ambassadors for the mission of I-DAIR.

The Board Chair and Vice-Chair are the stewards for I-DAIR's governance and interact with Management to support the implementation of the strategic vision of the organization. The Board Chair and Vice-Chair serve in their personal capacities as non-voting members of the Board and are required to always act in the best interest of I-DAIR and uphold its values, as well as the highest ethical standards, in accordance with the Code of Conduct.

## **I. BOARD CORE FUNCTIONS**

The Board's core functions are: overseeing and ensuring the effective performance of the Board as it carries out its core functions, namely Strategy Development, Governance Oversight, Commitment to Financial Resources, Assessment of Organizational Performance, Risk Management and Partnership Engagement, and Resource Mobilization and Advocacy. Board Leadership serves as champions for the organization's governance culture.

## **II. DIVISION OF RESPONSIBILITIES**

1. At the beginning of their term, the Board Chair and the Vice-Chair shall clearly define which responsibilities shall be carried out by the Chair and which ones will be carried out by the Vice-Chair, and they will communicate this distribution to the Board and Secretariat. This division can be adjusted and any changes will be communicated to the Board.
2. The Board Chair and Vice-Chair shall support the CEO and the Secretariat in the resource mobilization and advocacy on behalf of I-DAIR.
3. The Board Chair and Vice-Chair will consult throughout the duration of their term.
4. The Board Chair and Vice-Chair will step in for each other on a temporary basis if he/she is unable to perform his/her specific responsibilities.

### III. EXPERIENCE

The Chair and Vice-Chair should collectively possess experience in:

1. Best practices of Board operations and good governance practices;
2. Chairing or leading decision-making bodies composed of diverse stakeholders from government, civil society, or the private sector;
3. Proven skills in organizing and facilitating discussions, building consensus, and mediating disputes among diverse stakeholders;
4. Performing high-level outreach to key stakeholders, including the donor and implementer governments, civil society organizations, the private sector and partners;
5. Leadership in a governance or management capacity in government, civil society, or the private sector
6. Strategic planning, implementation, and problem-solving;
7. Defining long term strategies based on evidence and best practices;
8. Reviewing performance reports and financial statements, to analyze and assess their strategic implications;
9. Conducting risk assessments and developing mitigation strategies;
10. Expertise in some or all of the following areas: advocacy, promotion of human rights and gender equality, public health, international finance and development, diplomacy, negotiations and fundraising.

### IV. COMPETENCIES

The Board Chair and Vice-Chair should collectively possess the following minimal competencies, which are defined as follows:

#### Board Leadership

1. Capacity to personally commit to I-DAIR's mission, core values, including on inclusion and gender equality as well as accepting differences;
2. Ability to facilitate constructive discussion and debate on key issues, and to work with Board constituencies to reach agreement on solutions.
3. Ability to leverage all Board members' skills and knowledge to maximize Board performance and drive impact.

#### Communication and influencing

1. Ability to build and sustain partnerships with key stakeholders.
2. Willingness to be challenged and reconsider positions when faced with new information or alternative theories.
3. Ability to develop effective and constructive relationships with the Board, the CEO, the FAC Chair and senior management in I-DAIR Secretariat, as well as key external stakeholders and counterparts.
4. Excellent written and spoken communication skills in English (additional languages are beneficial).

### Strategic Orientation

1. Strong visionary and analytical skills.
2. Ability to guide the Board's development and alignment around its long-term strategic goals.
3. Ability to guide changes to Board culture necessary to support its long-term strategic vision.
4. An ability to evaluate various opportunities and challenges facing complex international organizations.

### Intercultural Skills

1. A strong international perspective; ability to understand the different regional, social and cultural contexts.
2. Deep understanding of development, tech and health landscapes, and ability to operate effectively in a wide range of donor and implementer country settings.
3. Respect for human rights.

### Integrity and Independence

1. Ability to formulate a balanced and impartial view independently of organizational positions.
2. Ability to clearly express and defend opinions while remaining objective.
3. A commitment to speaking openly and respectfully.

## **V. SELECTION AND TERM**

1. Selection: The Board selects its Chair and Vice-Chair in accordance with the Bylaws, taking into consideration key diversity aspects. The process for the selection of the Board Leadership will preferably be completed 3 months before the beginning of the terms of the incoming Chair and Vice-Chair.
2. Length of term: The term of office should be in line with the Board membership terms, which is for a maximum of 3 years, renewable maximum once in a row. The term of office for the Chair and Vice-Chair is 2 years.
3. Neutral role: Once appointed, the Board Chair and Vice-Chair act only in the best interest of I-DAIR as a whole. Specifically, they shall not represent or advocate for any Board voting group, constituency, or other stakeholder.

## **V. TIME COMMITMENT**

1. The Board Chair and Vice-Chair are expected to dedicate an appropriate part of their working time to I-DAIR matters.
2. The time commitment depends upon the Funding, Leadership recruitment and Strategy cycles of I-DAIR. The Board Chair and Vice-Chair shall communicate regularly with FAC Chair, Board Members, the Secretariat, partners, and other stakeholders between Board Meetings. Additionally, the Board Chair and Vice-Chair are expected to travel as representatives of I-DAIR, in some cases to locations with security, economic, and infrastructural challenges.

## **VI. HONORARIUM**

The Board leadership acts on a voluntary basis.

## **VII. ACCOUNTABILITY**

1. The Board Chair and Vice-Chair are charged with upholding and serving as role models for the Code of Conduct and for addressing issues relating to the conduct of any governance official, including Board and Committee Leadership.
2. The Board Chair and Vice-Chair are accountable to the I-DAIR Board as a whole.