



Terms of Reference

Industrial Biotechnology Innovation Centre (IBioIC) Governing Board

1. Introduction & Role

The governance structure of IBioIC comprises four main elements:

1. A Governing Board responsible for formulating, directing and guiding the implementation of the policies and strategies of the Innovation Centre,
2. Commercial Advisory Board that reports to Governing Board; provides guidance on Industrial leadership in IB and the management of project competitions
3. Scientific Advisory Board the reports to the Governing Board; provides guidance on the scientific and technological aspects of the IBioIC project and skills programmes and provides technical leadership.
4. IBioIC Management Group that is responsible for implementing the strategy and all day-to-day management of IBioIC activities

Within this governance structure the role of the Governing Board will be:

- To have overall responsibility for the strategic direction of IBioIC. This will include review, challenge and comment on all Senior Management plans, reports and output of the IBioIC Advisory Boards
- To consider and continuously review the optimum structure to deliver the objectives of IBioIC.
- To appoint the Chair and CEO by processes that are agreed by the University of Strathclyde (whilst it remains the host and budget holder of IBioIC) and the Scottish Funding Council and also to ratify the appointment of other Senior Managers to IBioIC.
- To consider the constitution of the Board on an ongoing basis to ensure that
 - the Governing Board is fit for purpose to achieve the objectives of IBioIC
 - Scotland is appropriately represented both Nationally and Internationally on an ongoing basis in the development of Industrial Biotechnology
 - Governing Board Membership is continuously reviewed to take cognisance of the need of industrial members, collaborators and HEI partners
 - To consider and continuously review the representation of all the partners on the Governing Board to ensure fair and proper representation
 - the Governing Board is properly constituted to become a global player in Industrial Biotechnology
- To ensure that IBioIC complies with all governance matters including all Government legislation and guidelines.

- To agree and approve the Annual Business Plan. Thereafter to monitor against performance.
- To agree and approve the Annual Budget. Thereafter to monitor against performance.
- To review and approve the Annual Accounts and all other relevant financial instruments
- To consider all financial commitments made by IBioIC over £10k in capital value and non-budgeted revenue value.
- To ensure that the contract with SFC and Industrial Partners is delivered and that appropriate communication is in place with SFC to deal with any contractual issues
- To approve all relevant professional advisers and in particular the IBioIC financial and legal advisers.

2. Timing of Governing Board Meetings

There will be a minimum of 4 Board Meetings per annum and meetings will be set at least 6 months in advance. Special meetings of the Board may be held at any time at the call of the Chair or if more than 50% of the Board Membership asks for a Special Meeting.

3. Governing Board Process

All agreed relevant papers will be sent electronically to Governing Board Members at least 5 days before the date of the Board.

Draft Minutes will be distributed to Governing Board Members within 10 working days of that Governing Board Meeting for comment.

Governing Board Minutes will be in draft form until formally approved at the following Governing Board Meeting

Agenda shall include (but not be limited to):

- Attendance and apologies for absence
- Minutes of the previous meeting and matters arising
- CEO Report including an update on finances
- Review of IBioIC activities
- Risk Register
- Matters of a material nature within the Governing Board's Terms of Reference

The Governing Board will keep Minutes of its proceedings and makes these available to the representatives of the founding partners and funding bodies. In addition they will be made available to comply with the provisions of the Freedom of Information Act.

Questions arising at any meeting of the Governing Board will be decided by a majority of votes with the Chair carrying a Casting Vote.

Any urgent or emergency items requiring Governing Board approval shall be dealt with through the Special Meeting process above and requires a Quorate to be present for such approvals to be given.

4. Quorate

The Governing Board will only be quorate if at least 5 members of the Governing Board are in attendance at the nominated date and time. However the 5 members must at least include the following:

- The Chair
- The CEO or his/her delegated senior management representative
- At least two of the Industrial Members
- At least one of the HEI representatives

Observers do not count towards the above qualifying members.

At the Chair's discretion attendance through Skype, video conferencing or teleconferencing may be allowed.

5. Membership

The Governing Board will comprise:

- An Independent Chair
- The IBioIC CEO
- One member from each company that makes up the Leading Membership
- At least two members from the HEI Collaborators one of which has to be the University of Strathclyde (whilst this University is the host and budget holder of IBioIC)
- At least one member from the Core Membership
- Up to 2 appropriate industry Key Opinion Leaders as Non-Executive Directors, appointed by the Chair

At all times there will be at least one member on the Governing Board from a SME.

Each member will have:

- one vote, the vote can only be instigated by attendance at the meeting
- the right to appoint an alternate and
- the right to send an observer to meetings if neither the member or alternate attends. The observer will have the right to be involved in discussions but not in voting.

Additional (non-voting) members of the Governing Board include:

- One observer each from Scottish Funding Council, Scottish Enterprise and Highlands and Islands Enterprise

- One person to act as Governing Board Secretary

The Governing Board may invite other parties who will have no voting rights to attend specific Governing Board or sub-group meetings if this is considered appropriate.

Governing Board members (other than the IBioIC CEO) are elected for a term of two years or with no individual member serving more than two consecutive terms. Where the Governing Board member represents a constituency of IBioIC, it is expected that the membership passes on to another constituent after two years.

6. Risk and Quality

The Governing Board has overall responsibility for establishing systems of internal control and for reviewing and evaluating their effectiveness.

The Governing Board will have ownership of the Innovation Centre's Risk Register and will be responsible for managing and mitigating all risks.

The Governing Board has overall responsibility for the quality of IBioIC's work, for the maintenance of a culture upholding the values of, and high standards in, quality, integrity, independence, professional ethics and professional competence and for setting an appropriate 'tone from the top' in respect of these values.

7. Sub Groups

The Governing Board may delegate its powers or discretions to sub-groups. However it should be noted that it cannot delegate its responsibilities. The following sub-groups shall be formed:

- A Nominations Committee. Membership of the Nominations Committee shall be by appointment of the Governing Board and shall meet at the request of the Governing Board, or at least once per year. The purpose of the Nominations Committee shall be driving the processes for the selection of the Chair, CEO and other Key Appointments as requested by the Governing Board. The process for selecting these positions shall be developed by the Nominations Committee and approved by the Governing Board and University of Strathclyde (whilst it remains the host and budget holder for IBioIC). The Scottish Funding Council shall sit as an observer on any Nominations Committee tasked with appointing the Chair of CEO.
- An Audit Committee. Membership of the Audit Committee shall be by appointment of the Governing Board and shall include at least one qualified accountant. The purpose of the Audit Committee shall be to ensure financial compliance to the terms of the funding bodies, to ensure adequate risk management processes are in place and to ensure that disclosure and transparency policy is being enforced.