



## Terms of Reference

### Commercial Advisory Board

#### 1. Introduction & Role

The governance structure of IBioIC comprises four main elements:

1. A Governing Board responsible for directing and implementing 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. IBIC Management Group that is responsible for day-to-day management of IBioIC activities.

Within this governance structure, the role of the Commercial Advisory Board (CAB) will be:

- To oversee the Exemplar Programme Competition Process (year 1)
- To convert the Exemplar Programme into a half yearly competition call for Industry led research projects requiring public funding.
- To advise IBioIC on maximising the commercial potential of projects
- To review market intelligence and advise IBioIC on market developments
- To enhance the Industrial reputation of IBioIC
- To report to and take direction from the Governing Board

#### 2. Timing of Commercial Advisory Board Meetings

There will a minimum of four regularly spaced Meetings per annum and Meetings will be set at the beginning of each calendar year. Special meetings of the CAB may be held at any time at the call of the Chair or if more than 50% of the CAB Membership requests a Special Meeting.

#### 3. Commercial Advisory Board Process

All agreed relevant papers will be sent electronically to CAB Members at least 5 working days before the date of the planned Meeting.

Draft Minutes will be distributed to CAB Members within 10 working days after a meeting for the CAB to comment.

CAB Minutes will be in draft form until formally accepted at the following CAB Meeting.

Agenda shall include (but not be limited to):

- Attendance and apologies for absence
- Minutes of the previous meeting and matters arising
- Review of Project Programme (on completion)
- Review of Skills Programme
- Review of Outreach Programme
- Review of IB Commercial issues
- Matters of a material nature within the CAB's Terms of Reference

Once formally approved CAB minutes will be made available to IBioIC Industrial Members, Academic Partners and funding bodies upon request. As a minimum, approved CAB Minutes will be made available to comply with the provisions of the Freedom of Information Act.

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

Any urgent or emergency items requiring CAB 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 Commercial Advisory Board will only be quorate if at least 5 members of the CAB are in attendance at the nominated date and time. However the 5 members must at least include the following:

- The Chair or Vice Chair is in attendance
- The CEO or his/her delegated senior management representative is in attendance
- At least two of the Industry Members is in attendance.
- At least one of the university representatives are in attendance

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 Commercial Advisory Board will comprise:

- One member from each company that makes up the Leading Membership (should they wish to take up this position)
- Two members from the HEI Partners
- A Chair selected from the CAB membership and approved by the Governing Board (the first Chair position shall be selected by the Governing Board)
- IBioIC CEO
- At least two members from the Core Membership (such that there are at least five representatives of Industry on the CAB)

- Up to 2 appropriate industry Key Opinion Leaders as SAB members, appointed by the Chairman and agreed by the Governing Board

At all times there will be at least two members 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 deputy who can vote in the absence of the member and
- The right to send an observer to meetings if neither the member nor alternate attends. The observer will have the right to be involved in discussions but not in voting.

Additional (non-voting) members of the CAB include:

- One observer each from Scottish Funding Council, Scottish Enterprise and Highlands and Islands Enterprise
- One representative of the Scientific Advisory Board
- One person to act as CAB Secretary

The CAB may delegate its powers or discretions to sub-groups. However it should be noted that it cannot delegate its responsibilities.

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

CAB members are elected for a term of two years or with no individual member or Core Member Company serving more than two consecutive terms. Where the CAB member represents a constituency of IBioIC, it is expected that the membership passes on to another constituent after two years. During the first term of the CAB membership will be staggered with some members serving two years and others serving three years to ensure that there is a turn-over of membership every year.

CAB Members are expected to adhere to the Code of Practice for IBioIC Board Members.