



# SFI Research Centres Management and Governance Requirements

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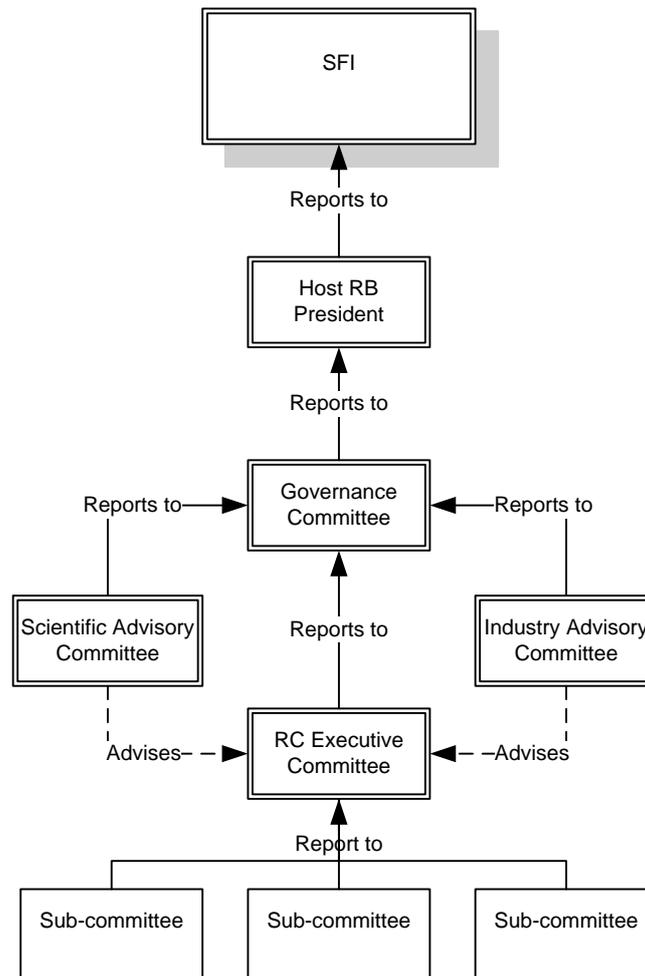
## **1. Introduction**

Science Foundation Ireland (SFI), operating under the aegis of the Minister for Jobs, Enterprise and Innovation, is required to ensure that unambiguous procedures exist for the appraisal and management of capital expenditure projects arising under its funding programmes. SFI therefore requires that all Research Centres have in place clear Governance and advisory structures, to ensure optimal performance and oversight of each Research Centre. These structures should support and advise the Research Centre Executive team in the submission of 6-monthly reports (see reporting section below) to SFI, through the President of the lead Research Body (RB).

At a high level, in this model, the Research Centre Executive Committee (which comprises the Lead PI/Centre Director and Co-PIs) retains overall responsibility for developing the long-term strategy of the Centre, and for implementing and delivering that strategy on a day-to-day basis. The Governance Committee provides oversight functions over the Executive Committee, to ensure that strong management and governance practices are in place, and that the agreed strategy is being implemented in an effect fashion. The Governance Committee is convened by the President/Provost of the Host Research Body, who, as the ultimate grant holder, retains overall responsibility for the successful operation of the Research Centre. The Governance Committee reports its findings/recommendation to the President/Provost. The Industry and Scientific Advisory Committees are in place to provide advice and guidance to the Executive Committee on specific matters relating to industry needs and direction as well as academic/research trends that the Executive Committee may consider in developing and executing its strategy.

## 2. Reporting Structure

The following diagram summarises the reporting structure between the Research Centre, its host Research Body and its Governance committees.



The sections that follow specify the role and responsibility of the committees identified in this scheme.

## 3. Research Centre Executive Committee

### Background

The Executive Committee has two primary responsibilities:

- (i) developing and maintaining a long-term strategic plan for the Research Centre that is compatible with the original objectives of the Centre as stated in its funded proposal(s) and is well aligned with national policy;
- (ii) ensuring the on-going, smooth operations of the Research Centre through the effective day-to-day implementation of its long-term strategy.

The Executive Committee is the primary vehicle through which the grant holders (the lead and co-lead investigators) can meet to determine and evaluate progress against the on-going strategy of the Centre.

### **Composition**

The Executive Committee of the Research Centre will include the Lead PI (i.e. Centre Director), the Centre Co-lead Applicants (Co-PIs), the Centre Manager/Executive Director (or equivalent) and any other senior staff members that the Centre Director deems appropriate. Members of the Executive Committee should have a management responsibility over some or all of the Research Centre.

It is not expected that Centre collaborators or Funded Investigators are members of the Executive Committee.

### **Role**

The role and responsibilities of the Executive Committee include:

- Determining the operational strategy of the Centre
- Determining the technology transfer and commercialisation strategy of the Centre
- Managing the allocation of Centre funding between projects/groups within the Centre, depending on needs and opportunities
- Translating the advice of the Governance Committee, Scientific Advisory Committee and Industry Advisory Committee into operational plans
- Ensuring that the industry cost-share requirements for the Centre are met and maintained on an on-going basis
- Ensuring that all reporting requirements to SFI are met in a timely fashion
- Determining and implement a strategy for securing funding from non-Exchequer sources, and in particular from industry sources and through the EU Horizon 2020 programme.
- Ensuring that day-to-date conflict of interest and research integrity issues are managed appropriately.

## **4. Research Centre Governance Committee**

### **Background**

The host Research Body, as formal holder of the Research Centre grant, has a key role and obligation to ensure sound governance of the Centre. In recognition of the sizeable budget and strategic importance of the Research Centres, SFI requires that the President/Provost of the host Research Body takes particular responsibility for any awards made to his/her institution.

To assist the President/Provost in this task, SFI requires that Research Centres establish a Governance Committee.

### **Composition**

The Governance Committee will typically consist of six to 10 members. The Governance Committee will include the Centre Director, a senior member of the host Research Body (typically the Vice President for Research or his/her designate) and at least one member from other partner institutions involved in the centre (again, typically the Vice Presidents for Research or their

designates). At least half of the members must be external to the Centre, and will be senior, independent figures from business, academia or the public sector who will assist the director in overseeing the operations of the centre in an advisory capacity.

SFI reserves the right to nominate one additional member to the Governance Committee (selected by SFI, after consultation with the Centre Director). The selection of Chair of the Governance Committee should be agreed between the President/Provost, Centre Director and SFI and should preferably be a senior public figure, ideally an independent contributor not affiliated with any of the Research Bodies or industry partners engaged in the centre. It is expected that the Chair of the Governance Committee would have a track-record that demonstrates strong skills and capabilities in chairing a Research Centre.

Any change in the composition of the Governance Committee must be advised in writing to SFI. Any proposed change in the chairmanship of the Governance Committee must be requested in writing to SFI, and be accompanied by a CV of the proposed new Chair. SFI reserves the right to refuse to sanction the appointment of the nominated candidate, should it determine that he/she is inappropriate for the role.

## Strategic Vision

It is vital that the SFI Research Centres have a strategic vision to ensure that they remain leaders into the future, both of the science and the application of that science to industrial competitiveness. To this end, it is the responsibility of the Governance Committee to ensure that the strategic vision for the Centre is reviewed on an annual basis with appropriate international input and benchmarking. A suggested mechanism for doing this is that the Centre Director takes advice from the Scientific and Industry Advisory Committees (perhaps meeting jointly) and any other relevant input to develop and refresh the Centre's vision. This vision should be presented and reviewed by the Governance Committee and should be included in the Governance Committee report.

## Role

The primary function of the Governance Committee is to assist the Director and President/Provost in ensuring that the Centre performs in line with best practice in all aspects of its operations.

The Governance Committee's responsibilities include:

- Assisting the President/Provost of the lead host institution in fulfilling their oversight of the centre, ensuring the centre is operating and developing in line with expectations.
- Assisting the President/Provost in delivering accurate semi-annual progress updates to the SFI Board, as required by the terms and conditions of the Research Centres Award Programme.
- Advising the Centre Director on matters of strategy, governance, policy and procedure.
- Assisting the Director in developing and updating the strategic plan for the centre, including strategies for funding diversification.
- Monitoring the development of the Centre periodically and assisting the Director in case of the requirement for remedial action to improve any aspect of the Centre's performance.
- Overseeing and managing any conflict of interest (or potential conflict of interest) that may arise between the Centre, its staff (including the Director and Co-lead Applicants) and its industry partners.

- Overseeing and managing any conflict of interest (or potential conflict of interest) that may arise out of shareholdings or directorships held by the Lead or Co-PIs in partner companies.

## Meetings and Reporting

The Governance Committee will meet at least twice per year (but may meet more frequently, with the agreement of all parties), in January and July. At their January and July meetings, the Governance Committee will review the performance and operation of the Centre in the previous half-year, and will sign off on the half-yearly submission and annual report to SFI.

Formal minutes of all meetings of the Governance Committee will be maintained and will also be submitted to SFI.

Details of the reports to be approved and submitted by the Governance Committee are documented in the companion document entitled “*SFI Research Centres – Reporting Requirements*”.

## 5. Research Centre Scientific Advisory Committee (SAC)

### Background

The Research Centre has a duty to ensure that it is well informed of trends, developments and thinking in areas of research related to the Centre’s activities. In recognition of this, SFI requires all Research Centres to establish a Scientific Advisory Committee (SAC) composed of a small number of leading international researchers whose expertise largely represents the scientific activities being pursued by the centre.

### Composition

The Centre Director will choose appropriate, internationally-recognized experts whose range of expertise spans the activities of the Research Centre. Members of the SAC may be chosen from academia, industry or other appropriate research organizations. The number of participants will likely vary from centre to centre depending on the Centre’s breadth of activity but SFI recommends a maximum of 8 individuals by way of an upper limit.

### Role

The role of the SAC is to provide the Centre (and specifically the Centre Director) with independent, impartial scientific advice on an on-going basis. The SAC should be regularly briefed of the progress of the centre’s research projects and may provide feedback and ideas to accelerate the Centre’s development and inform its strategic direction. Activities may include providing suggestions towards scope and choice of research topics being pursued in the context of latest developments and opportunities worldwide. It is envisaged that the Centre will interact with the SAC two to four times per year, ideally with at least one face-to-face meeting per annum.

The SAC should provide informed (yet non-binding) guidance to the Centre; ultimately the responsibility to decide direction and execute the research agenda of the Centre remains with the Centre Director and the Executive Committee. The SAC should not be viewed as an alternative to independent peer-review panel assessment as organised by SFI.

## Meetings and Reporting

It is expected that the SAC would meet in person at least once per year. Formal minutes of the SAC meetings are to be maintained and these minutes, along with any other relevant reports or documents are to be provided to the Governance Committee and hence to SFI at the next available reporting opportunity.

## 6. Research Centre Industry Advisory Committee (IAC)

### Background

SFI recognises the importance that the research agenda and direction of the Research Centres must be informed by the needs and direction of industry. To support the Centre in keeping abreast of industry needs, SFI requires that all Research Centres establish an Industry Advisory Committee (IAC), composed of senior staff members from a representative sample of the industry partners of the Research Centres as well as (optionally) other relevant senior industry figures.

### Composition

The Industry Advisory Committee will typically comprise six to 10 senior staff members from a representative sample of the cost-sharing industry partners of the Centre. The IAC may, if appropriate, also contain senior figures from companies not directly affiliated with the Centre, such as consultants, senior staff from potential partners, industry thought-leaders, members of the investment community, etc.

It is at the discretion of the Research Centre Executive Committee and Governance Committee to decide and implement how membership to the IAC is to be determined. The mechanism by which industry partners are appointed to the IAC must be transparent to all partners of the Centre.

It is to be understood by all industry partners that making a financial contribution to a Research Centre does not automatically confer a right to sit on the IAC.

### Role

The role of the IAC is to:

- Advise the Centre Director and co-lead applicants as to prevailing industry trends and needs
- Advise the Centre Director as to the needs of the industry partners and influence the research agenda of the Centre accordingly
- Review and advise the Centre on the commercial impact of the IP developed by the Centre

It is expected that members on the IAC will act in a non-partisan fashion, for the benefit of all industry partners associated with the Centre, and that they will represent the views of all industry partners impartially.

### Meetings and Reporting

The IAC must meet in person at least once per year, but may, if appropriate, meet more frequently. Formal minutes of the IAC meetings are to be maintained and these minutes, along with any other relevant reports or documents are to be provided to the Governance Committee and hence to SFI at the next available reporting opportunity.

## **7. Other Committees**

The Research Centre may, at the discretion of the Executive Committee, form any other management sub-committees that it feels are appropriate and/or necessary to ensure the efficient operations of the Research Centre. Examples of topics that may warrant the establishment a management sub-committee include intellectual property, commercialisation, industry liaison and European/non-exchequer funding.

## **8. Deviation from Governance Structures**

If a Centre feels that the Governance structures outlined above are not best suited to the particular needs of that Research Centre, it may submit in writing to SFI a document offering a convincing case as to why these structures are not suited to the Centre as well as a proposed alternative arrangement, with appropriate justification.

SFI may, at its discretion, accept the revised structures proposed by the Centre and permit the Research Centre to adopt such a structure. Any such decision by SFI will be notified to the Centre Director and/or the Vice President for Research in writing.

## **9. Conflicts of Interest**

Conflicts of Interest may arise either within the Governance structures of the Centre, or within the Centre itself. As a general rule, it is the responsibility of the host Research Body(s) to identify and resolve any such conflicts within the Governance structures, and it is the responsibility of the Governance Committee to identify and resolve conflicts within the Centre.

### **Centre Committees**

It is the responsibility of the lead Research Body, through the Office of the Vice President/Dean of Research, to ensure that any Conflict of Interest issues between members of any of the above committees and the Centre or its members be formally declared and resolved prior to the formation of the committees. Likewise, in the case of new members to the committees, issues of Conflict of Interest must be declared and resolved in advance of a new member joining a committee.

### **Centre Staff**

With public funding of collaborative research, it is essential to avoid even the appearance of a conflict of interest in the management of these funds. It is recognised that researchers within SFI-funded clusters may be involved in spin-out companies, or may act as advisors to commercial partners. In addition, some industry partners may be closely involved with SFI Research Centres or other groups of scale (CSETs/SRCs). Therefore, we highlight in particular that a possible conflict of interest may arise when personnel with responsibility for SFI-funded resources have outside commercial interests, such as directorships or significant shareholdings that may be affected by the SFI funded activities.

In general, it will not be possible for an individual to concurrently hold a decision-making role in an SFI award (e.g. as a member of the Research Centre Executive Committee) and a decision making role in a commercial partner to that award. More limited interests such as acting as a scientific

advisor or being a shareholder in a partner company can, in some cases, be managed by the lead Research Body. In all scenarios, interests must be fully disclosed.

The HEI must provide a statement of assurance to SFI that:

- Financial interests of all participants in the research programme (including management and governance) have been declared and assessed;
- Any active or apparent conflicts of interest have been managed to ensure the integrity of the research;
- All IP management and commercialisation transactions among and by the parties will be open, transparent and objective.
- Research activities are conducted in line with national research integrity policies.

The purpose of this provision is to elicit full disclosure of financial interests by all participants and relevant parties to the research programme, to manage and resolve all such interests that might influence, or appear to influence, research conduct or research outcomes.