



NCE RCE

# RESOURCE MANUAL

Best Practices for Governance  
and Operations



Government of Canada  
Networks of Centres  
of Excellence

Gouvernement du Canada  
Réseaux de centres  
d'excellence

Canada

**Resource Manual:  
Best Practices for Governance and Operations**

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# Acknowledgement and Disclaimer

This manual was created by assembling material developed, shared and presented by the NCE community with the NCE Secretariat over the course of almost 30 years. The NCE Secretariat is thankful to the many reviewers, advisors and colleagues who have volunteered hundreds of hours since the inception of the Networks of Centres of Excellence to share the best practices that follow.

The NCE Secretariat has developed a resource manual for each of its programs. This manual applies to the NCE program, the NCE –Knowledge Mobilization Initiative (NCE –KM), and the NCE –International Knowledge Translation Platform Initiative (NCE-IKTP).

The information provided in this resource manual is not exhaustive or obligatory. It is meant to act as a resource to aid networks. For official requirements and obligations of the NCE program, networks should refer to their Funding Agreement and to the relevant Program Guide.

# CHAPTER 1: Governance

## **1.1 Establishing the Board of Directors and its committees**

The board of directors for a not-for-profit organization is the highest corporate decision-making body (see [Canada Not-for-profit Corporations Act](#)). It should not be the responsibility of the board to manage the organization's activities but rather to provide a framework in which the organization will operate. Establishing good governance is crucial to the success of a network.

At the start of the network, an interim board of directors should be identified, taking into account the necessary elements outlined in:

- the relevant program guide;
- NCE funding agreement; and
- reports from the expert panel<sup>1</sup> and the NCE Standing Selection Committee.

The reports will likely make recommendations for improvements to the strategic plan. The network will need to be prepared to clearly explain how it decided to respond to these recommendations.

### **Recruitment of board members**

Membership of the board of directors must reflect the interests and concerns of the public, private and academic stakeholders involved in the network, and selection of the right people is crucial to an effective governing body.

#### *General considerations when recruiting a board*

- Identify which skillsets will be necessary to help the organization to achieve success. See the [competency matrix in the appendix](#) for an example. In certain cases, representation from the host institution can be mandatory in the NCE funding agreement.
- At least one-third of the board must be made of independent members, (as described below).
- It is a recommended best practice for the Chair of the Board of Directors to be an independent member. This allows this individual to be an impartial third party when asked to call a vote on matters of Conflict of Interest.
- Be clear about the commitment and amount of time necessary, and identify the length of the term. In the initial board, staggered appointments of one to four years, or one to three years for NCE-KM and NCE-IKTP, can ensure a smooth succession of membership.
- Institute a maximum term length for board membership.
- Diversity must be considered. Diversity includes, but is not limited to, business experience, geography, age, gender, and ethnicity. Where applicable, networks are encouraged to pay particular attention to involvement of Indigenous peoples on the board. The board should aim to be representative of Canada's population.
- Be mindful of potential [conflicts of interest](#). Board members should not gain (or appear to gain) from their role on the board, either personally or professionally.
- Ensure that incoming members are properly briefed on the mission / vision and (if applicable) progress to date, possibly by means of an orientation package. A sample orientation package is [available in the appendix](#).

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<sup>1</sup> Applies only to NCE Program

### **Board Diversity**

The NCE believes in diversity and values the benefits that diversity can bring to its board of directors. Diversity promotes the inclusion of different perspectives and ideas, mitigates against groupthink and ensures that the Network has the opportunity to benefit from all available talent. The promotion of a diverse Board makes prudent business sense and makes for better corporate governance.

## **Roles and responsibilities of board members**

The expectation for the professional operation of an NCE-funded organization is no different from that for any other not-for-profit corporation. The directors' expectations for the management, therefore, should be as high as their expectations for the management of other corporations on whose boards they sit. This includes (but is not limited to) expectations regarding:

- The efficiency and efficacy of meetings of the board of directors;
- The level of engagement and professionalism of the directors;
- The professionalism and competence of management;
- The timing and frequency of communications, updates and sharing of material for board of directors meetings;
- The purpose, organization, level of detail, and clarity of the material provided in board packages and during board of directors meetings;
- The opportunities for directors to thoroughly discuss and provide direction to management regarding the organization's strategic direction, approaches and activities; and
- The responsiveness of management to the board of directors' input, suggestions, and requests for information.

### **What are independent members?**

Independent members are individuals who will not benefit directly from the activities of the NCE-funded organization, and who have no material relationship with the network that could, either directly or indirectly, in practice or appearance, impair their ability to think and act in an independent manner that is in the best interests of the network. It is at the discretion of the board to determine which individuals may be deemed independent members. The following situations could be considered material relationships, which would preclude an individual from being deemed an independent member:

- Currently being an executive, officer or employee of the NCE-funded organization or occupying such a position within the last three years;
- Receiving or having received, at any time, payments from the NCE-funded organization or one of its affiliates for services;
- Being a partner, executive, employee, officer or director of an entity doing business with the NCE-funded organization;
- Being, or having been, a partner, executive, officer or employee of a firm or affiliated company that has performed audit services for the NCE-funded organization in the last three years; or

Being an immediate family member (e.g. father, mother, stepfather, stepmother, foster parent, brother, sister, spouse, common-law partner, child of a common-law partner, grandparent, grandchild, stepchild, father-in-law, mother-in-law) of a person in any of the above situations.

The board has a responsibility to ensure the organization fulfills its obligations to the NCE, including meeting the objectives set out in the original application.

A board of directors can only be effective when:

- It is provided with timely, clear and complete information;
- It is engaged, aware of and “buys into” the mission, vision and operations of the organization;
- It is not solely in the position of receiving information, but rather, it is presented opportunities for directors’ expertise and experience to be used to the advantage of the network; and
- It has a clear role to play (i.e. it is allowed to and expected to fully engage in discussions and make decisions about matters of importance).

The approach of a board of directors to its responsibilities can be at the macro level (policy), micro level (management), or a combination of both. Below are examples of some of the main responsibilities of the board:

1. Oversee the conduct of the organization and financial oversight: Board members should be able to openly and constructively participate and address issues and solve problems.
2. Create and enforce policies and procedures (conflict of interest, etc.)
3. Develop and oversee strategies, possibly including:
  - the overall strategic vision;
  - training plans ;
  - partnership strategies, and new partners; and
  - knowledge & technology transfer plans, and commercialization strategies (where relevant).
4. Develop a performance framework for the organization and monitor annual performance.
5. Develop, and implement a risk management framework.
6. Determine the mandate, membership, authority and termination of any network committee.
7. Approve:
  - new members;
  - project applications (where applicable);
  - annual reports (to the NCE Secretariat and other funders), the corporation’s annual report; and
  - annual budgets.
8. Lead annual performance evaluations of senior management, and performance of the board itself.
9. Nominate the chair and new members of the board.
10. Act as ambassadors for the organization and be committed to its success.

## **First meeting**

Activities at the first meeting of the board of directors can include:

- Approval of the bylaws and the establishment and membership of board committees; discussion of the terms of reference for the committees and other more specific committees (such as the Research Management Committee or Commercialization Committee);
- Consideration of the appointment of a vice-chair, who could replace the chair when needed;
- Discussion of overall strategy and yearly operational plans;
- Discussion of policies (e.g. intellectual property management, conflict of interest);
- Discussion and further development of the organization’s performance framework to measure the short and long term achievements to ensure success and risk management;
- Develop process for approval of projects from the original grant application, as applicable; and
- See the appendix for a model [agenda of a Board Meeting](#) including the use of [consent items](#).

## **Policies for the board to consider and develop**

- Conflict of interest (must be no less stringent than the COI policy in the [program guide](#))

- Environmental review (must be aligned with the environmental review requirements in the program guide)
- Open access to research results<sup>2</sup>
- Privacy
- Communicating on behalf of the network
- Partnerships
- Intellectual property (must be aligned with the working guidelines for benefit to Canada in the program guide.)
- Dispute resolution
- Statement of values and [code of conduct](#) / ethics
- Approval of new members
- Board Diversity Policy, with a written composition target (see [sample policy](#) from the Institute of Corporate Directors)
- Equity, Diversity and Inclusion policy (for further information refer to [EDI checklist](#))
- Non-Disclosure
- Human Resources
- Travel
- Consent to Disclosure of Personal Information
- Financial authority delegation

## **Committees and subcommittees for the board of directors to consider**

The number of committees should be carefully considered. If the structure is too complex it may impact on the efficiency of the governance. This may increase the number of meetings and members and staff workload. Depending on the type of network, typical essential committees are the audit and finance, executive, research management, investment / commercialization and nomination committees. Other committees can be ad-hoc committees or their tasks can be done by the whole board. The following table presents a description of some typical committees, for the NCE Program and the NCE-KM and IKTP Initiatives.

A √ indicates that a specific subcommittee is applicable to the Program or Initiative

<b>Committee description</b>	<b>NCE Program</b>	<b>KM and IKTP Initiatives</b>
<p><b>Executive committee</b>            The role of the executive committee is to generally oversee the not-for-profit organization and to provide direction to staff on urgent and time-sensitive matters between board meetings. The committee cannot dissolve or merge the corporation or make other decisions affecting the fundamental mandate or structure of the corporation where the whole board is needed. In most cases, this committee has the capacity to bind the organization to contracts and therefore its authority must be constituted through the bylaws. The board should determine a reasonable maximum threshold of financial spending authority for the executive committee. The full board should be notified at its next meeting of decisions or actions taken by the executive committee. Typically, this committee consists of between three to five directors, and may meet occasionally at the request of the chair or two of its members. The committee may also be tasked with reviewing nominations for the board (in the absence of a nomination committee), and setting the agenda for upcoming board meetings.</p>	√	√

<sup>2</sup> Applies only to the NCE Program

<p><b>Audit and finance committees</b></p> <p>Each committee contributes differently to the oversight of the not-for-profit organization. The audit committee is typically concerned with the integrity of the corporation’s financials, legal compliance, and supervision of accounting practices, as well as nomination of the auditor for the corporation and review of the audit reports. The finance committee, on the other hand, is more concerned with the mechanics of the corporate financial operations, and deals with budget and financial reporting to the board, procurement, cost controls, and assessment management. The same board members may sit on both committees; however it is recommended that these two committees be distinct from each other.</p>	√	√
<p><b>Nominating / governance committee</b></p> <p>The nominating / governance committee oversees board recruitment, removal and replacement of directors and may be tasked with finding candidates for the board, determining appropriate nominees and/or dealing with directors that are remiss. Efforts to promote and track equity, diversity and inclusion within the structure of the network management and governance teams and its activities can be part of the remit of this committee , another appropriate cross-cutting committees, or a stand-alone EDI committee (for further information refer to <a href="#">EDI checklist</a>).</p> <p>The nominating committee should be primarily concerned with the long-term interests of the corporation, and balance those interests and the composition accordingly. In order to maintain the best interests of the not-for-profit organization, members of the nominating committee should not have close ties to staff or to particular factions of the board.</p>	√	√
<p><b>Research management Committee (RMC)</b></p> <p>The management of the NCE-network’s research or knowledge mobilization projects requires ongoing assessment of all activities. These committees provide recommendations to the governing body of the network on priorities and budget allocations. This function should be carried out by a committee usually chaired by the network lead and is composed of experts from the network as well as the user sectors, namely industry, government and any other groups deemed necessary by the board. The membership of this committee should reflect the multisectoral and multidisciplinary nature of the network.</p> <p>The committee may review proposals, monitor the progress of the network projects, and make recommendations to the board on the activities, budget allocations, and the addition of activities or personnel involved in the network. This committee typically meets face-to-face two to three times annually and when more groundwork on policies and procedures is needed. Consideration should be given to staggering the length of term for each member in order to ensure a balanced succession of membership (i.e. two to four years). Similar to the provisions offered to board members, an orientation package should be provided to members of this committee to facilitate the management of multiple projects. For additional details, see the <a href="#">Research Management Committee section of this guide</a>.</p>	√	
<p><b>International advisory committee</b></p> <p>Many NCE-funded organizations have established international advisory committees (standing or ad-hoc) that can advise the board on the organization’s corporate strategic plan. The international committees have provided an opportunity for the organization to benchmark itself against international</p>	√	√

standards. Typically, these international committees are composed of recognized scientists and stakeholders.		
<p><b>International review committee</b></p> <p>Networks have also established international review committees (standing or ad-hoc), with a similar composition to an international advisory committee. This committee is tasked with the review of the scientific merits of the research proposals. International review committees are particularly useful for avoiding conflicts of interest that can arise in the review of projects.</p>	√	
<p><b>Investment / commercialization committees</b></p> <p>Many NCE-funded organizations have established investment committees that monitor the progress of technology development and or investments. The committee provides advice and clear go-no/go mechanisms to ensure that investment returns are maximized. Typically, these investment committees are composed of venture capitalists, angel investors, entrepreneurs and industry representatives.</p> <p>In some cases, the investment committee is dedicated to ensuring good returns on investment from network that are in a mature stage as a step towards self-sustainability. For additional details, see the <a href="#">Investment / Commercialization Committee section of this guide.</a></p>	√	√
<p><b>Business development / tech transfer / knowledge translation / networking and partnerships committee</b></p> <p>Whatever name is provided to this committee, it should be comprised primarily of members from the stakeholder groups, i.e., industry, policy, legal experts with commercialization and/or knowledge translation experience. Responsibilities have included the review of the commercialization, partnership and knowledge translation strategies and activities and the provision of specific recommendations on commercialization strategies and partnerships to the board of directors, or funding of specific projects or activities.</p>	√	√
<p><b>Ethics advisory committee (or conflict of interest committee)</b></p> <p>An ethics advisory committee may be essential in certain sectors. Boards of directors have typically established ethics committees to establish policy and procedures and resolve any ethical issues related to the organization's activities and advise the conflict resolution committee on issues of conflict of interest as required.</p>	√	
<p><b>Environmental review committee</b></p> <p>Boards of directors responsible for approving the proposals to be funded ensure that an environmental review (if required) is in place and is being implemented. NCE-funded organizations can establish their own process according to their own situation, which could include the appointment of a sub-committee. The committee may advise on the development of an environmental policy and review process. Consult the program guide for more details.</p>	√	
<p><b>Highly qualified personnel (HQP) association / training and education committee</b></p> <p>The HQP associations or committees have been established to integrate trainees into the network. The committee typically reports to the board of directors or to the research management committee (where applicable). Some roles for these committees have included developing specialized training strategies for graduate students, facilitating training and education in a given</p>	√	

sector, increasing public awareness of the sector in Canada, and broadening the scope of trainees by providing multi-faceted training that crosses typical boundaries. Membership of this committee is typically composed of trainees, and representatives from the NCE-funded organization.		
<b>Legacy or sustainability committees:</b> Some organizations have established legacy or sustainability committees. The committee provides advice and strategies to ensure that the network secures a revenue stream, or leaves an imprint (legacy) on the Canadian landscape post NCE funding. Typically, these committees are composed of partners and have long-term planning horizons.	√	√

**Additional committees**

Additional committees can be ad-hoc committees or permanent committees and should have terms of references which dictate their membership, roles, responsibilities and reporting structure. These are approved by the board, and should be included in the organization’s reference manual, bylaws and annual report and also posted on the organization’s website. Generally these committees should make recommendations to the board which will make the final approval.

**Conflict of interest management - issues to consider at the onset**

Interactions between university researchers, the public and the private sector are an essential feature of the NCE program, NCE-KM and NCE-IKTP Initiatives. For the objectives of the NCE program, NCE-KM and NCE-IKTP Initiatives to be achieved, many kinds of interactions among the individuals participating in the NCE-funded organization typically occur. These interactions may lead to gains and benefits to the individuals participating in the organization and are desirable and natural outcomes. Such interactions, however, may place these individuals in a position of potential, apparent or actual conflict of interest.

Members of the board of directors and its committees should update their declarations annually. In addition, if circumstances change during the period of their appointment, the member should immediately inform the chair of the changed situation. The declaration of conflicts of interest should also be a standing item on every board meeting agenda or any committee meetings. In instances where a member identifies himself or herself in a potential conflict of interest, the issue should be declared to the chair for discussion and deliberation. A member considered in real or potential conflict of interest shall recuse himself or herself from that part of the meeting during which related matters are discussed and/or voted on. This should be recorded in the minutes of the meeting.

*Conflict of interest management – The role of the scientific director*

The scientific director is a leader of the not-for-profit organization and a champion for the research community. It is imperative that the conflict of interest situation that can arise from the role of a scientific director be managed carefully.

A number of best practices have been developed by networks to mitigate the risks of perceived or real conflict of interest within a networked community. Some of these practices are listed below:

1. Many boards of directors have issued a fixed grant (peer reviewed) to the scientific director and deemed them ineligible to apply for any additional network funds. This practice removes the scientific director as a competitor for network funding, which enables them to work with the research community to develop a strong strategic research program to deliver on the goals of the network.<sup>3</sup>

<sup>3</sup> Applies only to the NCE Program

2. Some networks have appointed a non-conflicted chair to the RMC to ensure transparent project reviews. The scientific director typically sits as an observer in these situations.

### *Conflict of interest management – the research management or project selection committee*

The committee charged with reviewing projects and recommending adjudication of funds to the board, should be composed of members that range across sectors and disciplines to effectively manage the portfolio. As organizations develop, it often becomes impossible to manage conflict of interest without key structures and safeguards in place to manage and mitigate the risk. As a result, most networks now appoint a neutral review committee, such as an international review committee, a college of reviewers or another form of external committee, which is tasked with reviewing the excellence of the projects. In these instances, the role of the internal selection committee, such as the RMC, is to review the projects deemed fundable by the neutral board and recommend (if applicable) the inclusion of new partners or linkages when appropriate to ensure that the projects are optimally managed to deliver a coherent program. An example of a [conflict of interest policy](#) is available in the appendix.

## **First annual meeting**

After the organizational meeting of the first directors, an organizational meeting of the members is required (see [Canada Not-for-profit Corporations Act](#)). A liaison from the NCE Secretariat will be designated to attend all board and committee meetings, and will be available to provide advice and guidance. Future annual meetings should be scheduled as soon as possible, possibly years in advance, to ensure that the corporate members are able to attend.

## **Information exchange with the board of directors**

The board of directors requires a complete picture of the organization in order to govern effectively. As a starting point, they should be fully aware of the expectations of the NCE, as well as the content of the original application and the funding agreement, both of which outline the expected outcomes. They are to be kept apprised of the ongoing feedback the organization receives from the NCE, in particular the annual report cards from the NCE Monitoring Committee. It is critically important that boards are apprised on a regular basis of all matters affecting the organization, **including the problems, issues, risks and failures** – not just the highlights and achievements. The board of directors cannot provide effective guidance if it is not aware of the challenges being faced by management.

Communications with the board of directors is an area that many organizations struggle with. While network leaders may be skilled at reporting research findings and results achieved, this does not easily translate into effective communications with a board of directors. There is a special skill to preparing material for the board of directors, including the development of appropriate templates and structures for this purpose. This is an area that is often overlooked in the collection of tasks faced by management, with insufficient time devoted to the development of optimized templates. Too often, boards of directors are also guilty of not giving sufficient direct feedback and/or requiring that management provide the needed information in a timely manner.

There are many ways to prepare and share information with the board of directors. Sample templates for board packages [can be found in the appendix](#). These are examples only and can be used as a starting point for preparation of board packages; organizations should work with their board of directors to determine the best format to meet their needs. Complete board packages should be made available to the board of directors a minimum of one week before each meeting.

The board of directors should provide regular feedback to management regarding the materials provided. At the end of each meeting, directors could be asked to comment on the format, structure, and content of the board package and the information presented at the meeting. On an annual basis, structured feedback should be provided as part of the board's performance assessments of the senior management. In order to do this effectively, the board of directors should have previously set clearly defined

performance expectations for both roles. Sample assessments for a scientific director and a network manager [can be found in the appendix](#).

## **Long-term planning horizon and legacy**

At the onset of the network, it is imperative that the organization establish its long-term goals, and envisioned imprint or legacy on the Canadian landscape. The overarching goals of the organization will enable the board, the executives, and the relevant stakeholders to develop the strategic plan and its revisions over the life of the grant.

It is recommended that the board devotes at least half a day per year, at a face-to-face meeting, to strategic planning (including the evaluation of performance, long-term vision, and legacy).

## **1.2 Governing an Established Organization**

### **Ongoing meetings**

A number of considerations are important for conducting successful and effective meetings. Some of them are included in the organization's bylaws and should be carefully implemented. A summary of key considerations is listed below:

- The board should follow standard legal guidelines for its functioning, described in the bylaws. Board members must sign the conflict of interest declaration and the code of conduct form if the organization has one. An example [is provided in the appendix](#).
- The board should meet at least three times a year (more at the start if needed). Teleconferencing and internet meetings are suitable avenues for board activities, but at least two face-to-face meetings per year are recommended. Meetings should be scheduled at least one year in advance.
- The board agenda should be prepared by the senior management, with input from the chair of the board and other relevant committee chairs.
- As previously noted, conflict of interest must be carefully monitored. The board should follow the policy that it developed. It is recommended that declaration of conflict of interest (real or perceived) be included as a standard item at the beginning of the agenda at every meeting, with a reminder of the policy and process, and people who declare conflicts be noted in the minutes. People who are in conflict with any decision to be taken by the board should, at a minimum, not participate in the discussion or ideally, step out of the room or the call.
- To promote or improve the participation and contribution of board members in discussions, the agenda, minutes of previous meetings and other reading material should be sent at least one week prior to the meeting. Minutes and documents related to past board meetings could be posted on a private section of the organization's website. Each member would be given private access. Some organizations also post useful reference documents such as past and present members list and affiliation, committee mandate, and manuals requested or recommended by board members.
- It is accepted as a best practice for all boards of directors to have an in-camera session scheduled at every meeting. This provides an opportunity for the directors to have an open discussion without staff present.
- Quorum is needed to hold a meeting and a majority is required to confirm a motion or a vote (generally defined in the bylaws).
- No director may send a representative to a meeting of the board of directors in such director's place, and no voting by proxy is permissible regarding any meeting of the board of directors.
- Any committee member may be removed by resolution of the board of directors.

- Constant improvement: It is also recommended that at the end of every meeting, the board quickly expresses its satisfaction or any possible improvement to the meeting preparation (such as agenda items and supporting documents preparation and presentation).
- For meetings held on a university campus or at a partner facility, it is possible to add a brief tour of the facility, a short visit to relevant labs and/or lunch presentations with investigators. A meeting with local partners or investigators or trainees can be planned the evening before the meeting to encourage communication with local receptor community representatives, and stakeholders.
- Follow-up to the meeting: Shortly after the meeting, draft minutes should be circulated to the members for comments, with a business arising table indicating the name of the person in charge and the expected delivery date.

## **Motions and decisions**

The board of directors should not just be presented with one option (e.g. a final “draft” document) and asked to approve it. At a minimum, they should also be presented with some background information, outlining the process that was undertaken to create the document (including consultations, if applicable), the rationale for the item being prepared as it was, and an outline of the risks or weaknesses associated with the item as presented. Ideally, the board of directors will be given the opportunity to contribute to the development of the item in the early stages, so that the organization benefits from the collective expertise and experience available. A sample template for a “cover page” to accompany an item presented to the board (document, policy, etc.) in the board package [is included in the appendix](#).

## **Assessment of the board of directors**

It is a best practice for a board of directors to undertake regular self-evaluation, to provide the opportunity for reflection and honest assessment of the level of engagement and efficacy of the board as a whole, and (optionally) for each director to undertake a confidential self-evaluation to assess his/her independent contributions to the board and to the organization. Consolidated results of the board of directors’ evaluation should be shared and discussed with the entire board. This process is normally led by the chair of the board of directors or the chair of the nominating or governance committee (or equivalent). This individual is also often responsible for engaging members whose attendance or participation in board of directors meetings has been lacking.

Samples of a [board of directors evaluation form](#) and a [director’s self-evaluation form](#) can be found in the appendices. These can be tailored to address the needs of the network. It is recommended that the board of directors complete the first self-evaluation within 18 months after the establishment of the network, and annually thereafter. These are often completed concurrently with the updating of conflict of interest declaration forms.

## **Succession and engagement of new directors**

The board should have a strategy for long-term management succession and member rotation. It is important to consider that the board should also include in its roles, the planning of succession for senior management, pending any turnover or retirement. Many boards of directors impose term limits for its members at the onset to ensure rotation of members as the organisation evolves.

In discussing this succession planning, the board should envisage a process that will diminish the perception of conflict-of-interest in the planning of the appointment of such an individual. One good way to ensure that the best candidate is found is to advertise the position openly and consider multiple candidates.

Boards should regularly review their membership composition and size to ensure that it is conducive to effective decision making. It may be useful to periodically revisit a [board competency matrix](#). This matrix should be used in combination with efforts to ensure that the board is meeting its Diversity Policy. The Institute for Corporate Directors provide sample clauses for a [Board Diversity Policy](#).



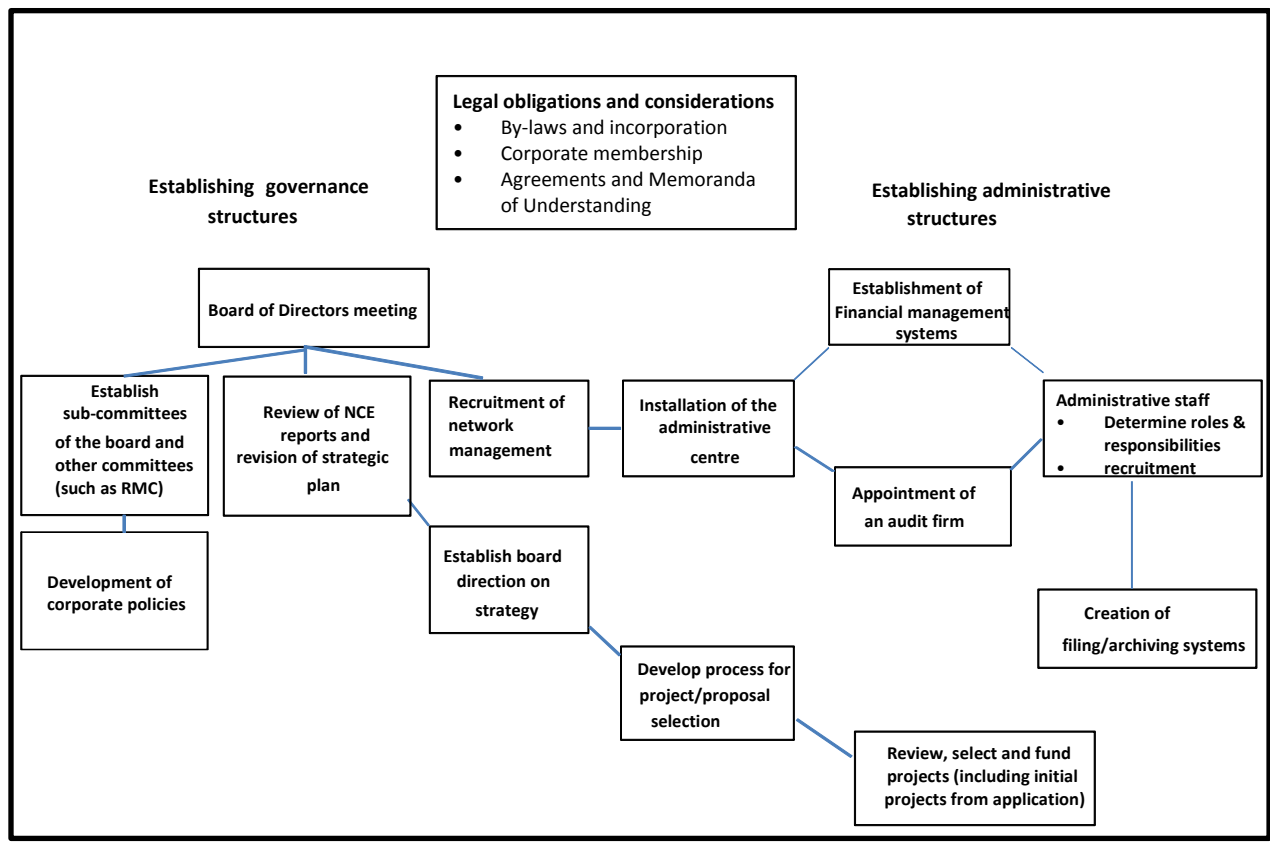
# CHAPTER 2: Operations

## 2.1 Establishing the organization

The administration workload and time commitments during the set-up period are significant, and should be mediated through the recruitment of qualified personnel. This section explores some of the major staffing, administrative and policy components necessary during this setup period.

It is recommended that the leadership of newly established networks consult with other well-established networks.

### Critical path for the creation of an NCE-funded organization



### Creating structures and fulfilling obligations

#### *Bylaws and Incorporation*

As stated in each network's Funding Agreement and in the NCE [Program Guide](#) and [NCE-KM and NCE- IKTP Initiatives Guide](#), before receiving funds, networks must be incorporated as not-for-profit entities. During the development of the bylaws, the following points should be considered:

- the board must consist of sufficient members to ensure it has the right diversity of expertise and skillsets necessary to govern the Network effectively. Typically, NCE Governing Boards consist of approximately 12-15 members, whereas NCE-KM and NCE-IKTP Governing Boards consist of approximately 10-12 members. A minimum of one-third of members must be [independent members](#).
- Corporate Membership: Conditions of membership, and the rights associated to members are typically included in the bylaws of the corporation. Details on corporate members are [available via the Corporations Canada site](#). The NCE Program does not define membership criteria, since that is a matter for each corporation to decide.

In the NCE program, networks have typically made those who sign the network agreement their corporate (and network) members. See the NCE Program guide or the NCE-KM and NCE-IKTP Initiative guide for more information on Network Members.

An additional consideration will be obtaining liability insurance for directors and officers before the first meeting of the board of directors.

#### *Actions to take when launching a network*

- Branding following incorporation: registration of the name of the organization and its acronym, development of stationery, logo, internet domain name and backgrounder
- Creation of a general contact for the organization (e.g. general email and phone number)
- Launch of the organization: planning for the first meeting of stakeholders
- Development of short-term and long-term communications strategies
- Development of a public website
- Acknowledgement of NCE support through the communications activities
- Establishment of hiring and severance policies and packages (Note: Discretionary severance and separation packages are not an eligible expense, as stated in the Program and Initiatives guide)

#### *Important processes to develop to monitor the progress of the network*

- Project selection and monitoring (see the [project selection template](#) in the appendix)
- Keeping track of HQP<sup>4</sup>
- Tracking partnerships and the contributions to the organizations
- Capturing investments and follow-on investments from stakeholders
- Reporting system to track results and impacts

#### *Accountability infrastructure*

The organization should have a strong, transparent accountability infrastructure, which includes (but is not limited to):

- Financial systems and appointed auditor; and
- Corporate filing and distributions lists.

NCE-funded organizations must ensure that their systems, and the systems of network members, are able to account for and track the receipt and expenditure of grant and non-NCE dollars.

Detailed financial tables showing the revenues and expenditures for the NCE grant and its contributions should be provided to the board and the financial committee for review and approval on regular basis. Some networks provide this at every meeting.

#### *Agreements*

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<sup>4</sup> Applies only to the NCE Program

A newly established NCE-funded organization typically has a number of obligations to formalize through agreements. An overview of the most common agreements, and any associated best practices are available below.

### **Funding agreement**

The NCE funding agreement between the NCE-funded organization, the host (if applicable) and the granting agencies sets out the terms and conditions of funding under the appropriate NCE Program, the NCE-KM Initiative or the NCE-IKTP Initiative. It covers the program guidelines related to the use of the grant funds, governance, agreements with affiliates, and insurance.

The NCE funding agreement has been developed to be consistent with the objectives of the NCE Program or Initiatives and cannot be changed. Templates of agreements [are available on the NCE web site](#).

### **Network agreement**

The purpose of a network agreement is to ensure the smooth management of the network and an understanding of expectations among participating institutions and network investigators. The standardized network agreement covers matters such as the obligations of the participating institutions and the network investigators, conflicts of interest, research ethics, and intellectual property management. A template of a Network agreement is provided in the "[Information for NCE Grantees](#)" section of the NCE website.

The network administrative centre can authorize release of network funds to the individual network investigator only after four conditions are met:

- 1) The network investigator's institution has signed the network agreement.
- 2) The network investigator and institution are both eligible to receive funds from the granting agencies.
- 3) The network investigator has signed, dated and returned an acknowledgement that they have read, understood and agree to be bound by the obligations to investigators found in the Network Agreement.
- 4) The network investigator's project has undergone the appropriate reviews and the network has determined that no significant adverse effects are expected.

Each network investigator shall ensure that students and all other members of his or her research team have signed and dated a similar acknowledgement. Each network investigator is expected to keep the original of these signed acknowledgements. Obtaining these acknowledgements from students and team members is an essential step in avoiding potential disputes about intellectual property at a later date.

### **Host agreement**

Networks have a host organization where the network's administrative centre is located. The responsibilities of the host organization typically include resources and support outlined in the host's letter of support. Required and suggested elements of the host agreement are [available in the appendix](#).

### **Affiliate agreement**

It is important for the organization to consider how the relationships with its partners will be formalized and managed from the start of the project to avoid issues down the road. It is recommended that project-specific agreements be formulated to clarify the roles and expectations of participants (including time commitments, resource commitments, dispute resolution processes). The NCE Secretariat does not impose a standard format.

### **Releasing funds to knowledge holders and/or knowledge mobilizers without affiliation to eligible institutions**

There may be rare cases when networks wish to advance their objectives with the help of investigators or knowledge mobilizers that are not affiliated with post-secondary institutions eligible to receive tri-council funds. This is permitted under the NCE program through the use of (technical or consulting) contracts, however the terms and conditions of the contract should allow networks to ensure recipients follow the same ethical and reporting requirements expected of Network investigators. The Board should be involved in approving any such contracts.

## **Key roles / positions**

While each network is different and staffing needs may vary, a typical NCE administrative group would consist of approximately 5-10 individuals, each of whom should have specific professional experience in their area of responsibility. There is no fixed formula for the multifaceted skill sets of individuals composing the management team. Experience with project management, strategic planning and implementation are typical, as well as excellent diplomatic, communications and organizational skills. One individual of the team may require extensive entrepreneurship, business leadership and networking skills, as well as knowledge of intellectual property issues.

The leadership of a network is typically shared by the scientific director (for NCE and NCE-IKTP Networks), academic and knowledge user co-directors (for NCE-KM networks) and the network manager. The scientific director, or the co-directors, typically retains his/her academic appointment and provides some time to the network, while the network manager is the full time executive director responsible for day-to-day management of the not-for-profit organisation.

### *Scientific Director*

The Scientific Director is the lead applicant to the NCE Program and the scientific leader of the Network. They are the public face of the Network, the connection point for partnership activities and the liaison with the NCE Secretariat. The scientific director of a network is typically the representative of the science community who develops and leads the research management strategy by working with the research management committee<sup>5</sup>. Roles and responsibilities of a scientific director may include<sup>6</sup>:

- Develop and co-lead the network in its overall strategy and plan to fulfill the approved vision and mission
- Develop scientific plans to implement the strategic or corporate plan
- Develop and manage the scientific activities, while acting as the scientific lead across the network
- Report to the board and be accountable for the financial and scientific activity reports for the network
- Chair or participate on the research management committee
- Provide progress and financial reports as approved by the board to the NCE Secretariat
- Recruit the network manager
- Promote research collaboration among individuals
- Act on behalf of the network with the NCE Secretariat
- Promote the network to the scientific community, to the private and public sectors, and to the general public

As an active researcher in the areas that overlap with the mandate of the network, a Scientific Directors participation in the network's calls for proposals may be perceived as a conflict of interest. Where this occurs, networks must ensure that a rigorous conflict of interest policy is adopted and applied at all meetings of the board and its committees where there exists the possibility of conflicted interests. The NCE Liaison should be consulted to ensure that the potential conflicts of interest are effectively mitigated. A different approach to mitigating this potential conflict of interest can be through an annual decision of

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<sup>5</sup> Applies only to the NCE Program

<sup>6</sup> Some of these specific roles and responsibilities may apply or not, according to the program or initiative by which the Network is funded.

the board to allocate a portion of the grant funds, as a directed award, to the Scientific Director to effect a “non-compete” situation in the network. This may remove the Scientific Director from any perception of conflicted interests and maintain an open and strong relationship with the researcher community. To be eligible, this directed allocation must be for research, fall within the focus areas of the network and be evaluated through the same rigor as all other network projects. The maximum value of these directed allocations must be discussed with the NCE Secretariat prior to approval by the board.

Since the Scientific Director remains an active participant in the research community during their tenure with the network, the program allows for limited costs for course load reduction for the replacement of faculty to support their involvement in the network. The value of this stipend is described in the Eligible Expenses table (see Appendix in the program guide for details).

### *Knowledge user co-Director*

In order to ensure that the knowledge mobilization activities of the network will have full impact on its user community, a NCE-KM network<sup>7</sup> must have an end user as a co-director. Together with the academic co-director, this person helps to maintain the focus of the network on ensuring that the outcomes of the network have an impact on its intended user community. Together, the network co-directors are responsible for providing strategic network leadership and direction to the network.

### *Executive Director*

Each network should have a senior manager with the appropriate background and expertise to direct the business and management of the network. This Executive Director is responsible for day-to-day operations and working with the board of directors and scientific director to develop and operationalize the strategic and operational plan of the network. The Executive Director works collaboratively with the Scientific Director to deliver on all network activities under the direction of the board. The Executive Director is a full time employee of the network and may report to the Scientific Director or directly to the board. Roles and responsibilities may include the following:

- Implement the network’s overall strategy and plan to fulfill the approved vision and mission
- Provide leadership, direction and accountability for day-to-day operations
- Sit on the research management committee (if applicable) and board of directors (as a non-voting member)
- Manage technology transfer, intellectual property and commercialization
- Network, liaise, and implement business development activities
- Public affairs and reporting
- Oversee and prepare annual reports and committee meetings in accordance with the guidelines of the NCE Secretariat
- Act as the network’s public spokesperson and liaise with the granting agencies, government, industry, and other non-governmental organizations
- Oversee the preparation of supporting documents, meeting agenda and minutes of all meetings for the research management committee (if applicable) and the board of directors

The NCE Secretariat sets a maximum remuneration, payable by NCE grant funds for this and all other employed positions of the network (see eligible expenses section of the Program or Initiative guide). If the salary of this or any other position must exceed the maximum remuneration levels (\$120,000/annually), all payments above the maximum remuneration must come from non-NCE sources.

### *Financial Manager / Officer*

NCE-funded organizations need robust financial planning, monitoring and management. A Financial Manager handles all of the financial management issues for the Administrative Centre (in collaboration with the finance staff of the Host Institution) and is responsible for payroll, purchasing approvals, quarterly and annual financial statements and the interface with the external auditors of the network. Some networks have found it beneficial for this individual to have an accounting designation and they may

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<sup>7</sup> Applies only to KM Networks funded after 2018.

require support for on-going professional registration and possibly, training in the role as required by his/her professional licensing organization.

Typical roles and responsibilities of a financial officer/ manager may include the following:

- Financial planning and monitoring
- Liaising with the host institution (if applicable) for financial transactions
- Ensuring that the proper financial systems are in place to manage the organization's funds
- Payments and reimbursements
- Quarterly and annual reporting
- Management of the organization's accounts, both NCE and non-NCE funds

#### *Business development and partnership manager*

The typical roles and responsibilities of a business development and partnership manager may include the following:

- Design and implement the marketing strategy of the organization to maximize the short, medium and long-term profitability, and to promote programs
- Develop, review and report on the business development strategy and ensure its strategic objectives are well understood and executed by the business development team
- Lead the business development team in sourcing, managing and implementing new business opportunities
- Build relationships with external partners in the private sector

#### *Communications Manager*

A Communications Manager is responsible for shaping and conveying the Network's "message" and branding. This person is also responsible for media relations and should be present whenever the Scientific Director is interviewed to ensure fairness and accuracy in coverage. This is a very sensitive role and should be filled by a person with experience and maturity as well as very strong writing and editorial skills and the ability to make quick (and correct) judgement calls about situations and people. The typical roles and responsibilities of a communications manager may include the following:

- Developing the communications strategy/plan to ensure that the appropriate messages, images, and communications tools are used to consistently represent the organization and its mandate
- Generating ideas for articles, news releases and events that showcase the impact of the network's work
- Providing strategic advice in the event of an issue arising that could affect public perception of the network
- Managing relationships and liaising with partners, national and local media, public relations agencies, news agencies, and event organizers to ensure project goals are met and timetable/budget parameters are kept
- Organizing interviews and managing the communication of official data
- Writing or editing internal and external communications materials

The competent management of communications is critical to the success of individual networks and to the program as a whole. Effective internal network communications are vital to the way in which Network Members conduct and share research. Network activities, results, and accomplishments should also be conveyed to external audiences, including potential participants from all sectors, public policy makers, the media, and the general public. Consistency in messaging is essential, and therefore, one appropriately qualified individual in each network should be responsible for directing all network communications efforts. Furthermore each network typically develops a communications plan (approved by the board) with a set of comprehensive objectives and activities designed to enhance interest in the network and its research activities, and to promote the network and the NCE Program or Initiative to the broad spectrum of possible beneficiaries. Given the national reach of the NCE funded networks public communications and publications are encouraged in both official languages where possible.

The Network's communications activities must acknowledge the contribution of the federal government, and the partnership of the three federal granting agencies to the NCE Program or Initiative, which provides the base of funding that complements NCE research and knowledge mobilization activities. Networks are expected to collaborate closely with NCE Secretariat communications staff for their communications activities directed to an external audience. Network university partners are also expected to co-operate with the network and the NCE Secretariat communications staff to convey the successes arising from network-funded research and activities.

## **2.2: Ongoing Operations**

### **Cycle of operations**

Ongoing responsibilities of the administrative centre may include the following:

- Implement communications, networking, partnerships, knowledge translation, knowledge mobilization, technology transfer, commercialization, training, and other strategies as approved by the board of directors;
- Draft budgets and program guidelines;
- Arrange for the disbursement of funds;
- Oversee financial systems to manage the organization's funds
- Oversee accounting / administration processes for non-NCE funds (it may not always be best for them to be held by the host, as it can lead to overhead charges)
- Prepare financial and other annual reports as required by the NCE Secretariat;
- Maintain books, files, and accounts;
- Provide administrative support to the board and other committees ;
- Facilitate the transfer of intellectual property;
- Assist in the preparation of publications, meetings and events;
- Track the progression of highly qualified personnel (if appropriate);
- Track the cumulative impacts of the organization;
- Maintain proper client relation management systems; and
- Provide the NCE Secretariat with up-to-date data concerning:
  - the names and full contact information of members of the board of directors;
  - the names and full contact information of the officials and participating organizations responsible for: agreements, administration, financial management and reporting, commercialization, technology transfer and communications.

### **Strategic planning**

It is important for the administrative centre to engage its board of directors and communities in strategic planning exercises throughout the life of the organization. A component of the organization's strategic plan should include a clear planning horizon for the organization. It is imperative for the board and other committees to work together to ensure that the program responds to the solution-driven mandate of the organization. As the organization matures it is important that all relevant stakeholders needed to deliver on the solution-driven mandate are sufficiently engaged.

Typically, networks hold strategic planning sessions with their board of directors, relevant network committees and their stakeholders. These can be done in various ways, including, but not limited to, national stakeholder engagement sessions or joint workshops with the board and research management committee that subsequently inform the strategy development.

## **Performance measurement and management**

Networks must demonstrate a capability to measure and manage their activities in a way that truly demonstrates they are achieving their ultimate objectives and benefiting Canadian society. NCE-funded organizations typically produce a table indicating which performance metrics the organization will use to evaluate its achievements and to demonstrate the incremental value generated by the NCE investment. Any table should clearly identify the organization's milestones and targets. Note that NCEs are required to submit a performance management table as part of annual reporting.

The board and its committees should actively engage in performance management and monitoring activities before it is reported to the NCE Secretariat in order to address issues and develop solutions if any area is underperforming. Because the value of the network is different to its various stakeholder groups, no single impact metric can adequately capture the different impacts. Sample tools based on network practices (a [logic model](#) and [comments on the elements of a performance management system](#)) are provided in the Appendix.

### *Risk Management Tools and Frameworks*

Networks should have a clear articulation of the risks faced by the organization to design and implement procedures that minimize the impact of the losses that could occur. The framework should be used in a manner that enables feedback mechanisms when needed to ensure that risks are identified, managed and that the impacts are mitigated. Examples of [risk management tools](#) are provided in the Appendix.

## **Adapting to change**

Networks go through different phases as they evolve, each with different needs and characteristics. Lessons learned along the way include the need to establish trust early, recognizing that cultural change is difficult, understanding that failure can be constructive, and focussing early on legacy.

The ongoing evolution of a network's mandate may lead to various approaches to legacy. For example, a network may take advantage of the private sector partnerships and collaborative culture it has cultivated to spin off private companies.

## **Research management committee (RMC)<sup>8</sup>**

A Research management committee is a highly recommended feature of network governance. The management of the research program requires ongoing assessment of all projects in order to provide recommendations to the board of directors regarding research priorities and budget allocations. While all research project funding decisions are the responsibility of the board, oversight of the research program is the responsibility of the RMC. The RMC is typically responsible for:

- Final recommendations for project selection and funding - For core research projects, the RMC can develop its funding recommendation from the external scientific review's fundable projects (if such a review exists). The RMC can then amalgamate project teams where synergies may be found, or strip away the less competitive elements of the proposal.
- Monitoring project progress – The network should not follow a “fund and forget model.” A key benefit of the network model is that it can manage the research program; many have developed very active mechanisms to managing and monitoring their research portfolio. The monitoring process can be done once to twice per year. Some networks do this in writing, while others request a face-to-face meeting with the lead investigators and the RMC. The monitoring process enables the RMC to recommend increased budgets where projects have progressed more rapidly than expected or to redirect or terminate funding if the progress is not satisfactory.

The success of the network in defining the scope of its research depends on its ability to deploy its pool of research funds well, and on the ability of the network leaders and research group members to work

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<sup>8</sup> Does not apply to NCE-KM and NCE-IKTP Initiatives

together for a common purpose. As such, it is important that networks not simply assess the strength of their research projects, but the excellence of their research program as a whole. A successful network typically integrates its research projects and themes into a coherent research program to address the network's solution-driven mission and goals. The networks can actively build on the Canadian research landscape by integrating and filling gaps where the "whole becomes greater than the sum of its parts."

RMC members should reflect the multisectoral and multidisciplinary nature of the network's research program. Depending on the network's management strategies, the scientific director can be appointed as a chair of the RMC, a member, or an observer. The network manager is a non-voting member and normally secretary of the committee. Other members of this committee will include a maximum of one leader from each research theme as well as additional members from the user sectors (industry and government) as approved by the board of directors, and one staff member of the NCE Secretariat, who shall be a non-voting observer.

The RMC membership is approved by the network's board of directors. The initial RMC membership must be sent to the NCE Secretariat for its information, and updates must be sent on an ongoing basis as changes are made throughout the life of the network. The committee membership structure should ensure a balanced succession of membership, and minimize conflict of interest.

#### *RMC policies and procedures*

Policies and procedures for the management of conflict of interest, the evaluation of ongoing projects, the selection of new projects, and the invitation of new network investigators or other classes of participants should be clearly laid out and communicated to the network community. The process should be transparent. Policies and procedures must be approved by the board of directors before evaluation of projects. Example project review guidelines [are available in the appendix](#).

#### *Research management peer review – Managing the network's research program*

A fair and transparent process ensures that the research community remains engaged in the network, and that the most multi-disciplinary research can be supported. Many networks have adopted a model where an external international scientific advisory board provides scientific review and input on the network's strategic plans. The external committee provides an independent assessment of the scientific merit of the network's core proposals by providing advice, and fundable/non-fundable decisions to the RMC and the board. Alternatively, some networks enlist arm's-length external referees (individually or grouped by themes) to provide written peer review reports and use these reports as a tool in their RMC's scientific review process.

## **Investment or commercialization committees**

Effective management of research and commercialization programs requires ongoing assessment of all projects in order to provide recommendations to the board of directors regarding priorities, progress, go/no go decisions, and budget allocations. The success of the network in defining the scope of its portfolio depends on the ability of the network to deploy its pool of funds well and on the ability of the leaders to work together for a common purpose.

Investment and commercialization committee members should reflect the business acumen necessary for identifying promising technologies and investments. The members typically include members from the private sector with expertise in R&D, business, and commercialization, and one staff member of the NCE Secretariat, who shall be a non-voting observer. The membership of such committees must be approved by the board of directors,

#### *Committee policies and procedures*

Policies and procedures for the management of conflict of interest, the evaluation of ongoing projects and investments and the selection of new projects and investments should be clearly laid out and communicated to the relevant stakeholders. The process should be transparent. Policies and procedures must be approved by the board of directors before evaluation of projects.

### *Merit review – managing the portfolio*

A fair and transparent process ensures that the network's community remains engaged. Management of conflict of interest is a key consideration throughout the life of the organization. As such, many networks have adopted a model where an external advisory board provides the review and input on the portfolio's progress and new investments.

A key component of effectively managing the network's portfolio is to ensure that there is a clearly defined mechanism for monitoring the progress of each investment. The monitoring process can be done once to twice per year, either in person or by teleconference. The monitoring process enables the networks to understand their investments, and gives them the ability to recommend increased budgets where projects have progressed more rapidly than expected or to redirect or terminate funding if the progress is not satisfactory.

Special attention should be paid to **Intellectual Property** resulting from network-funded activities. IP should be promptly and concurrently disclosed by researchers to the network and the industry liaison office of the employing or contracting institution. Networks are encouraged to maximize the use of resources, such as the university industry liaison offices, and the Industrial Research Assistance Program (IRAP), to expedite the exploitation of intellectual property.

Normally, the results of research funded through public sources is published or otherwise disseminated to the community in a timely manner. Since the NCE program encourages the exchange of knowledge and technology between sectors, it may be necessary to obtain protection for intellectual property resulting from network-funded research prior to disclosure in a public forum. Provision for reasonable publication delays (usually not exceeding six months), or other arrangements, may be made to avoid jeopardizing the commercial potential by premature disclosure while ensuring that HQP are not reasonably delayed from completing degree programs.

Agreements made regarding the ownership of the intellectual property resulting from network-funded activities should take into account the NCE objective of creating partnerships. This implies a sharing of eventual benefits between the partners commensurate with their respective contributions, as well as the sharing of costs to protect the intellectual property.

## **Ongoing engagement**

### *Collaboration within the network*

Given that the network's activities need to be divided into separate themes and / or projects, it is important to create and promote a culture of collaboration among members. The success of a network will strongly depend on its ability to focus different expertise and disciplines onto specific problems.

It is therefore encouraged for networks to create a platform for researchers to share results and discuss their approaches. This can be accomplished through board subcommittee meetings, scientific meetings such as an annual conference, webinars, or e-mail updates.

### *Researchers engaging contributors / end users*

To ensure that network activities continue to target results that will be useful to the contributors / end users, researchers and contributors are encouraged to engage with each other throughout the life of a project. This could be through a regular review mechanism, or other hands-on management approaches (such as the setup of a mentoring program).

### *Disseminating network activity results*

Following the completion of a project, the organization should disseminate the results as per the network agreement and other related agreements, to ensure the rapid uptake of results by the contributors / end users.

## *International Engagement*<sup>9</sup>

As NCE networks develop nation-wide, multidisciplinary and multisectoral partnerships in their areas, they should also consider the evolving global context and the potential of mutually beneficial international collaborations. Aligned with the mandate of the NCE program to create world-class networks, engaging foreign organizations to address critical issues of scientific, intellectual, social, economic and/or cultural significance in areas of mutual strategic importance is strongly encouraged. This engagement will:

- raise Canada's profile on the world stage and ensure that Canada is part of international cutting-edge initiatives;
- provide a richer training environment to develop highly qualified people with skills and awareness critical to Canadian productivity, economic growth, public policy and quality of life;
- stimulate or reinforce partnerships with foreign organizations to develop large coordinated and concerted efforts leading to economic and social impact; and
- enhance the sharing and dissemination of knowledge, resources and technology to Canada.

## **Communications**

Communications activities are a crucial component of any organization's success, and NCE-funded networks are expected to place an appropriate priority on this area. This includes establishing a communications plan/strategy and appointing a staff person with the appropriate qualifications to manage these activities.

Effective communications and consistent messages are vital to the way in which members and stakeholders of networks conduct and share their work. Activities, results, and accomplishments need to be conveyed to both internal network audiences and to external audiences, such as potential participants from all sectors, public policy makers, the media, and the general public.

Networks are expected to develop a communications plan with objectives and activities designed to enhance interest in the network and its activities, and to promote the network and the relevant NCE program to a broad audience. Networks are also requested to collaborate with NCE Secretariat communications staff for their communications activities directed to an external audience. Refer to the on-line [Guidelines for NCE Communications](#) for guidance on announcement of NCE funding, crediting the Government of Canada as a funding source, and for information on the ongoing communication activities conducted by the NCE Secretariat to increase the visibility of the NCE and its grantees and foster connections between networks.

## **Official languages**

In compliance with the [Official Languages Act](#) the Granting Agencies have established that positive measures to promote the use of both English and French in Canadian society should be taken. Given the national reach of the NCE, networks are required to publish their web sites and other materials in both official languages. Networks are also encouraged to strive to communicate with stakeholders in their preferred official language. As stated in the 2018 Program Guide, and in Funding Agreements, Networks funded in 2018 and beyond must:

- (i) acknowledge the Granting Agencies' financial support in both English and French whenever possible;
- (ii) publish their website (e.g., home page and other primary navigation pages) in both official languages, and include links to both the English and French "[NCE program](#)" / "[Programme](#)

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<sup>9</sup> No international partner engagement is required for NCE-KM networks. As for NCE-IKTP networks, international engagement is the foundation they are built on.

- [des RCE](#)” webpage and to the “name of the Network” webpage maintained by the NCE Secretariat; and
- (iii) advertise their competitions, events, and activities in both official languages.

Networks are further encouraged to:

- (i) organize activities when appropriate to meet the needs of members of both official language communities; and
- (ii) to the extent possible, provide members of both official language communities answers to their general questions about the Network in the official language of their choice.

## **2.3: Transitioning from the Grant**

The following section summarizes the comments and suggestions of participants with regard to ending networks. These practices are only an overview. Networks that remain active and transition to another model or funding mechanism may not need to alter incorporation or staffing activities. Networks should continue to engage with their NCE liaison if they need clarification or guidance on any aspect of the transition from the NCE grant.

### *Elements to be aware of*

- Time required
- Legal counsel suggestions
- Partners and stakeholder suggestions, input and needs

### *Retention and engagement of key players*

- Need to retain key administrative staff
- Loss of engagement of researchers/stakeholders
- Need to keep board members engaged
- Dealing with continuing HQP (for NCE Networks)
- Dealing with the human factor
- Ensuring program legacy

### *Summary of identified best practices for the continued retention and engagement of key players as experienced by NCE funded networks*

- Recognize the critical role played by the financial/administrative person and ensure that they are retained for the duration of the wind down process.
- Maintain good relations with the host university or organization throughout the process.
- Engage departing scientists/partners in ongoing industry-university activities, even in a peripheral way. Providing travel funds to strategic planning meetings can foster their continued engagement.
- Look for ways to embed commercial activities in ongoing professional organizations, or not-for-profits.
- Keeping board members engaged during the wind down or transitioning process is important to provide guidance, support and advice. Consider establishing a transitioning or legacy committee of the board.
- If applicable, be aware of the need to support students and HQP transition to complete their training after the network winds down. Also look for continued support for students from industry partners, and internship opportunities.
- Consider ways to celebrate the network’s successes and its impact and achieve a positive sense of transition or closure.

### *Wind-down*

- Consider that it takes time for wind-down activities to be completed and that there will be some residual tasks to be completed, after core activities wind-down.

- For planning purposes, start with the network's end date and work backwards.
- Consult widely with board of directors, legal counsel, and partners about strategic directions, and to identify typical wind-down activities.
- The network should capture, document and circulate lessons learned and best practices about its processes, such as successful partnership approaches, good governance and administration practices, communication methods, intellectual property agreements, networking techniques, legacy initiatives, and other process lessons. The network should rely on its NCE liaison to share best practices from other networks.

#### *Transitioning into a new model*

- Consider that it may take time to transition into a new model, which may require adjustments to priority activities.
- Communicate with network staff and engage board members in transitioning processes, particularly if core priorities deviate from the initial plan.
- Consider pursuing charitable status if the network goals and activities align with a charity mandate.

#### *Dealing with residual issues*

- Legal requirements for dissolution or transition
- Need for financial accountability
- Handling issues related to intellectual property, patents, and future royalties, and investment income
- Reporting to NCE Secretariat
- Archiving administrative records
- Human resource requirements

#### *Legal, financial and administrative issues*

While not comprehensive, the following list summarizes the best practices that were identified by study participants for dealing with residual Networks of Centres of Excellence legal, financial and administrative issues. These may provide some insight as networks transition.

- The complexity will vary for legal requirements of dissolution. It is important to find out what wind down or transitioning requirements will be required for a particular network's configuration.
- Dissolution of the incorporated entity has a number of legal procedures involved for which legal support is required.
- Other contracts, including rental agreements and licenses, need to be terminated or amended.
- Assets may need to be transferred to a host or partner entity, in consultation with the NCE Secretariat. Arrangements for the use of future revenue need to be made. The network's legal counsel may suggest options such as trust funds or endowments.
- Intellectual property licensing agreements need to be examined carefully for ownership of shares and other future benefits.
- The network will ensure that proper and accurate accounts and records, including but not limited to, contracts, invoices, statements, receipts and vouchers, in respect of the grant are kept for at least seven years after the expiration of the term and will, upon reasonable notice, make them available to a representative of the granting agencies for inspection and audit.
- The location of document storage also needs to be determined. In some cases, it may not be appropriate to house private documents or research rights with a university.
- Human resource regulations may vary in each province. Network administrators need to be aware of relevant legislation for termination of staff.

# Appendix 1: Tools and Resources for Governance

[Contact the NCE Secretariat](#) for a copy of any of these tools as a Word document.

## **Orientation package for board members**

The network should provide an orientation session and a documentation package for new board members. Suggested contents are below:

- The mission and objectives of the organization (parts of the original application, annual report, etc.);
- Bylaws;
- Board membership and an organizational chart;
- A description of the board's responsibilities, and the time and location of future board meetings;
- A copy of the funding agreement and the program guide;
- A list of the network administrative staff with their roles and contact information;
- A description of currently funded activities and a list of network partners (if applicable);
- An explanation of how the original application strategy was developed;
- Reports from the NCE review panels on the evaluation of the original application;
- Financial statements, the approved financial plan and commitments; and
- Annual strategic plan, if applicable.
- Board Policies, including recruitment, board diversity, conflict of interest, etc.

## **Model of a board of directors agenda**

<b>Agenda item</b>	<b>Presenter</b>	<b>Item for:</b>	<b>Board package material (may include)</b>
1. Welcome & approval of the agenda	Chair	Approval	Agenda
2. Declaration of Conflict of Interest	Chair	Discussion	Conflict of interest guidelines
3. Consent Items			
a. Approval of the Minutes of the Board of Directors Meeting [date]	Chair	Approval	Minutes of last BOD meeting Future meeting dates
b. Future meeting dates			
4. Business arising	Chair or SD	Discussion	Table of action items created from discussion at last BOD meeting
5. Report of the Scientific Director			
a. Research portfolio			
b. Networking and partnerships			
c. KTEE*	SD	Discussion / Decision/ Information	One or more of the following: Status report Program performance Activity Reports Scientific Director's report
d. HQP*			
e. Management/Administrative Centre			
6. Report of the Chair	Chair	Information /Discussion	
7. Report of the Committees			
a. Executive Committee			
b. Governance Committee			
c. Nominating Committee	Chair of Committee	Information /Discussion /Decision	Minutes of the relevant Committee meeting(s)
d. Environmental Review Committee			
e. Etc.			
8. Financial report and budget	Chair of the Finance committee	Information /Discussion /Approval	Financial tables ( <i>use of figures and graphs is encouraged!</i> ) Minutes of the Finance committee meeting
9. NCE Update	NCE liaison	Information /Discussion	
10. Communications activities	Comms Director	Information /Discussion Decision	Report from the Communications Director
11. Strategy discussion / progress against key performance indicators/ risk mitigation	Chair	/Discussion /Decision	
12. Other business	Chair	Information/ Discussion / Decision	
13. Open discussion and evaluation of meeting	Chair	Discussion	questions could focus on meeting flow, adequate discussion, review materials
14. Board assessment	Chair of Governance Committee		Board of Directors assessment form
15. Meeting adjournment	Chair	Approval	
16. <i>In camera session as needed</i>	Chair	Discussion	

## Appendices

List of BOD members  
List of BOD Committees and their members  
Copy of recent strategic plan/performance measurement plan

\* Note: these may be covered in reports of Committees of the Board if the network has such committees (i.e. HQP Committee, Investment Committee, etc)

## Purpose and example of consent items in an agenda

Courtesy of [MEOPAR](#)

### Board Briefing Note: Consent Agenda

7 September 2017

**Issue:** The use of a 'Consent Agenda' can optimize the time available for Board strategic discussions while ensuring appropriate oversight of operations and reporting.

**Background:** The Board of Directors of a not-for-profit corporation provides both strategic direction as well as oversight and monitoring of operations. This twin role therefore ranges from the highest strategic level to detailed operational matters.

Roberts Rules of Order (which MEOPAR more or less follows, and in any event are indisputably a best practice) allows for a 'Consent Schedule', implemented through the use of a 'Consent Agenda'. The attached two-page summary from the National Council on Non-Profits explains its value and use.

**Discussion:** The National Council on Non-Profits highly recommends the use of a consent agenda. If used, Board meetings would spend less time on routine reporting and updates, and more time on substantial and strategic discussions – while not diminishing the effectiveness of operational oversight.

To be used effectively, Management would send read-ahead material to the Board to ensure Directors had sufficient time to review and determine whether to support the consent items, or to identify which of the proposed consent items should be moved to a separate agenda item.

Consent items would be provided a minimum of five business days ahead of the scheduled meeting. The current meeting overview Briefing Note from Management will include a separate section to explain the proposed consent items, with their status or rationale.

Once employed, the first order of business after opening the meeting would be the Chair to address the consent items. Apart from small questions of clarification, Directors would be asked which items require a discussion – and hence removal from the consent agenda and placement on the full agenda. A vote would then be called on the remaining consent items, after which the meeting would proceed.

To give directors an idea of how this would work in practice, if the full approach to the consent agenda had been taken for the 7 September meeting, the following items would be recommended as consent items: 2. approval of 24 May 2017 minutes; 3. review of action register; 4a. theme and core leads roles and responsibilities; 7b. RMC terms of reference approval; 8a. directors' report; and 8b. strategic plan. If a director wished to discuss any of these items, it would be moved off the consent agenda.

**Recommendation:** Support the consent agenda, and request that management amend the Board of Directors terms of reference to include the consent agenda approach (including the types of items to be included), based on the attached summary from the National Council on Non-Profits.

If adopted, best practice is to start modestly at the next meeting by proposing consent items that are most clearly routine or standard updates. Having this step occur during an in-person meeting – as the December 2017 Board meeting will be – will assist in familiarizing us all with the approach.

Full implementation can then occur at the following meeting, in March/April 2018.

**Draft Resolution:** BE IT RESOLVED THAT, a 'consent agenda' be used to facilitate Board consideration and approval of routine, procedural, informational and self-explanatory items.

Prepared by: XXXX  
Date: XXXX

#### Board Briefing Note: Consent Items 7 September 2017

**Issue:** The following matters are included as 'Consent Items' for Board approval.

**Background:** This briefing note provides a summary of the proposed consent items; the attachments are the items themselves. A motion passed by the Board would adopt all the attachments.

The Chair will open the discussion on the consent items. Apart from small questions of clarification or minor correction, Directors will be asked which items require further discussion – and hence removal from the consent agenda and placement on the full agenda. A vote will then be called on the remaining consent items, after which the meeting will proceed.

This first use of consent items includes only those that are routine or standard updates. Full implementation can occur for the March 2018 meeting. Details for each item are in the appendices.

#### **Consent Items:**

2a. Approval of 7 Sept 2017 Minutes: Standard MEOPAR minutes; no issues to highlight.

2b. Review of the Action Register: Management tracks Board instructions for follow-up through the Action Register. It is reviewed by the Executive Committee prior to the Board meeting. Any item for which follow-up has occurred is put on the Board agenda with the Action Register number in parentheses so Directors can track individual items.

2c. Members of MEOPAR Inc.: This consent item would empower the Executive Director, as corporate Secretary, to admit university Members to MEOPAR Inc. that meet the membership criteria in the bylaws. Members will also be removed should they fail to meet the same criteria.

2d. Innovation for Defence Excellence and Security: At the 7 Sept 2017 Board meeting, the Board requested that the Scientific Director follow up with DRDC on the IDEaS program.

2e. Scientific Directors' update: The overview of the scientific activities of MEOPAR.

**Draft Resolution:** BE IT RESOLVED THAT, these consent items be approved as presented.

Prepared by: XXXX  
Date: XXXX

## **Sample agenda for annual board of director retreat**

### **Board of Directors Meeting and Annual Strategic Planning Session**

Network

Dates

Location

Day	Time	Meeting	Room
One	1300-1400	Governance Committee	
	1400-1500	Nominating Committee	
	1400-1500	HQP Committee	
	1500-1700	Commercialization Committee	
	1500-1700	Finance Committee	
	1830	<i>Dinner</i>	
Two	800-900	Audit Committee	
	800-900	Executive Committee	
	900-1200	<b>Board of Directors</b>	
	1200-1300	<i>Lunch</i>	
	1300-1600	Board of Directors Strategic Planning / Strategic Review	
	<b>1800</b>	<b>Opening Reception of Annual Scientific Conference</b>	

## **Cover page for items for decision**

A board of directors requires contextual information in order to support sound decision making. The following template may be used as a cover page for any items requiring a decision by the board of directors to present the information that will allow them to come to a decision. Note that the same template can be used for items for discussion.

---

**Agenda item:** x.x

**Date:**

**Subject:**

**Action:** Decision

---

**Issue:** Brief overview of the agenda item.

**Background:**

The background should be brief but have sufficient information to provide the context for the board of directors. It should include:

- The reason the “item” (document, policy, proposal, call for proposals, etc.) arose;
- The process undertaken to create the current version of the item;
  - Include consultations (with whom and over what time frame), if applicable;
- The rationale for the item being put forward as is; and
- Outline of risks or weaknesses associated with the item as presented.

**Appendices:**

Any additional information can be provided in appendices. This will include the item, if there is one.

Appendix 1: e.g. *Call for proposals for the 2016 special funding opportunity.*

**Motion:** To approve the *Call for proposals for the 2016 special funding opportunity.*

## Example of a conflict of interest policy

Courtesy of the [Canadian Stroke Network](#)

Interactions between university researchers and the private sector are an essential feature of the NCE program. For the objectives of the NCE program to be achieved many kinds of interactions among the individuals participating in the CSN must occur. These interactions may lead to gains and benefits to the individuals participating in the network and are desirable and natural outcomes of being involved in the CSN. Such interactions, however, may place individuals participating in the CSN in a position of potential, apparent or actual conflict of interest.

The NCE Steering Committee is the body ultimately responsible to the government and, therefore, to taxpayers, for the integrity of all the networks and their operations. The responsibility for implementing and managing the Conflict of interest Policy Framework to ensure that CSN operations and decisions are not biased by conflict of interest, is delegated to the CSN Board of Directors, which represents the highest authority in the management structure of the CSN. The CSN Boards of Directors are accountable to the NCE Steering Committee for the effective implementation and management of the conflict of interest policy framework.

Individuals participating in the CSN such as members of the Board of Directors and advisory committees who do not receive NCE program funds are recognized as playing a unique role in the CSN. They bring an important perspective as a result of their particular knowledge, often as representatives of organizations in the field of interest of the CSN. Nevertheless they are still required to disclose any financial interest or position of influence in any business in the same area of interest as the CSN, other than that of their main employer.

The conflict of interest policy is intended to enable the CSN Board of Directors and individuals to recognize and disclose situations that may be open to question and ensure that such situations are appropriately resolved. The policy builds upon and is complementary to those of the organizations making up the CSN Board of Directors, the CSN investigators and the CSN administrators.

### **Definitions**

**"Avoidance"** means refraining from, or withdrawing from, participation in activities or situations that place an individual participating in the CSN in a potential, apparent or actual conflict of interest relative to their CSN duties and responsibilities.

**"Conflict of interest"** means a situation where, to the detriment or potential detriment of the CSN, an individual participating in the CSN is, or may be, in a position to use research knowledge, authority or influence for personal or family gain (financial or other) or to benefit others.

**"Disclosure"** means the act of notifying in writing the CSN Board of Directors, through the CSN Executive Director, of any direct or indirect financial interests and positions of influence held by an individual participating in the CSN which could lead to a potential, apparent or actual conflict of interest.

**"Divestment"** means the sale at arm's length, or the placement in trust, of assets, where continued ownership or control by the individual participating in the CSN would constitute a potential apparent or actual conflict of interest with the participant's CSN duties and responsibilities.

**"Financial interest"** means an interest in a business in the same area as the CSN as described in Section 2.1 of this document.

**"NCE Steering Committee"** means the committee comprised of the three granting council Presidents and the Deputy Minister, Industry Canada, which has overall responsibility for the NCE Program.

**"Position of influence"** includes any position that entails responsibility for a material segment of the operation and/or management of a business.

### **Disclosure**

Upon joining the CSN, an individual (including staff, researchers, directors and committee members) is obliged to disclose in writing (using the attached Conflict of Interest Disclosure Form) to the CSN Board of Directors, through the CSN Executive Director, any direct or indirect financial interests and positions of influence that could lead to a potential, apparent or actual conflict of interest. Examples include, but are not limited to, the following: founder, employee, or executive position; consultant or advisor; stock or ownership interest. In addition, these submissions must be updated whenever the individual's circumstances change in a way that would necessitate a further disclosure. The individual also has the obligation to disclose any potential, apparent or actual conflict of interest when it arises during CSN committee or CSN Board meetings so that the committee or CSN Board is aware of the situation and can take appropriate action. To the extent that there may be a conflict between the CSN conflict of interest policy and a Participating Institution's policies, the more stringent requirements shall prevail.

### **Financial interest consists of:**

Any material stock option (e.g., 1%) or similar ownership interest in such a business, but excluding any interest arising solely by reason of investment in such business by a mutual, pension, or other institutional investment fund over which the person does not exercise control; or receipt of, or the right and potential to receive, any income from such a business, whether in the form of a fee (e.g., consulting), salary, allowance, interest in real or personal property, dividend, royalty derived from licensing of technology, rent, capital gain, real or personal property, or any other form of compensation or contractual relationship, or any combination thereof.

### **Management of Conflict of Interest**

The CSN Board of Directors or its conflict of interest sub-committee is charged with the responsibility of managing conflict of interest, and determining and implementing the appropriate course of action. This management system is based on disclosure, as described in Section 2. All disclosures constitute confidential information that will be available to the CSN Board, or a sub-committee thereof, for the evaluation and resolution of any conflict of interest or allegations of conflict of interest brought before the Board or its conflict of interest sub-committee. While it is recognized that it may be difficult to completely avoid situations of potential, apparent or actual conflict of interest, complete avoidance or divestment may be required in certain cases. Such divestment should not consist of a sale or transfer of assets to family members or other persons for the purpose of circumventing the conflict of interest compliance measures as directed by the Board.

### **Principles**

An individual participating in the CSN who is involved with, or has an interest in, or deals in any manner with a third party which might cause a conflict of interest will not be present and participate in any CSN decisions, including committee decisions, if the declared potential conflict of interest could influence the decision or actions of the CSN. It is the obligation of the individual to declare such potential, apparent or actual conflict of interest before discussions take place so that the committee or CSN Board of Directors is aware of the situation in order to ensure that the individual is out of the room when the discussion and decision process on the item in question are taking place. This course of action should be recorded in the minutes of the meeting.

Any question raised by an individual or company regarding the potential conflict of interest of an individual will be raised at the CSN Board of Directors level and must be documented in writing. The CSN Board of Directors will determine the extent to which the question should be pursued and in such cases will consult the individual in question. If necessary, the party will be asked to respond in writing.

### **Non-compliance**

If an individual is discovered to be in conflict of interest where disclosure and prior approval has not been sought or granted, the CSN Board of Directors will require the individual to:

- Account to the CSN for any gain or benefit made directly or indirectly, arising from an involvement with, or an interest in, or from dealing in any manner with a third party that gives rise to a conflict of interest, and
- Withdraw from the involvement, or
- Withdraw from the CSN, or
- Take appropriate action as determined by the Board of Directors.

### **Review Process**

An individual may request in writing, within 30 days, a review of a CSN Board of Directors' decision on conflict of interest. In certain circumstances, the CSN Board of Directors may arrange for an independent third party appointed by mutual agreement of the CSN and Board of Directors, and failing such mutual agreement appointed by the NCE Program Steering Committee, to act as an intermediary to scrutinize scientific reports and budgetary information of research project (s) in which the individual participating in the CSN is involved. The intermediary would provide an opinion on the overall merit of the review, without divulging specifics of a proprietary nature to other members of the Network. The ultimate decision on the resolution of the review rests with the CSN Board of Directors.

In cases where there is a concern with respect to decisions or actions of the CSN Board of Directors itself, this concern should be submitted in writing to the NCE Steering Committee. The NCE Steering Committee may request the Chair of the CSN Board to respond in writing to the Steering Committee. Following submission of the Chair's response, the NCE Steering Committee will decide on follow-up action.

## **I. Conflict of Interest Guidelines**

### **PURPOSE**

These Guidelines are designed to assist members of the Board of Directors, officers, and other persons involved with the Canadian Stroke Network ("CSN") to understand and comply with conflict of interest requirements applicable to the CSN. These Guidelines are consistent with the Conflict of Interest Policy guidelines in Appendix K of the network agreement.

### **BACKGROUND**

Individuals who hold positions of trust in a corporation have a legal duty to act honestly and in good faith with a view to the best interests of the corporation. This duty is referred to as a "fiduciary duty".

As part of their fiduciary duty, directors and officers of a corporation have a duty to avoid actual or potential conflicts of interest between:

- their duties to the corporation; and
- their duties to others or their own self-interest.

Under the common law (the law as developed through judicial decisions over time), the prohibition against conflicts of interest is applied strictly. Any contract or arrangement entered into by a corporation in which a director or officer has an interest is voidable by the corporation, regardless of whether or not the contract or arrangement is to the benefit of the corporation. Furthermore, a director or officer who has profited from such a contract or arrangement must account to the corporation for such profits.

The CSN is a not-for-profit corporation organized under the *Canada Corporations Act* (the "CCA"). Directors and officers of the CSN are subject to the common law rules on conflicts of interest as set forth above. These rules are modified somewhat by the CCA, which permits directors of the CSN to have a conflict of interest provided that the director discloses the conflict and refrains from voting on the directors' resolution approving the contract or arrangement at issue.

Members of the Board of Directors of the CSN, officers and employees of the CSN, members of CSN advisory committees and researchers are also subject to the CSN Conflict of Interest Policy (the "Policy"),

an exhibit to the CSN network agreement. A copy of the Policy is attached as Schedule "A" to these Guidelines.

## **PROCEDURES**

The procedures set out below are designed to assist individuals participating in the CSN to comply with the requirements described above.

### **Members of the Board of Directors and Officers**

At the time of his or her appointment as a member of the Board of Directors or as an officer of CSN, each new Board member or officer shall review the Policy. Following such review, the new Board member or officer shall complete the CSN's form of Conflict of Interest Declaration, a copy of which is attached hereto as Schedule "B" (the "Declaration"). In addition to the written Declaration, Board members shall declare their interests orally at a meeting of the Board.

Board members and officers shall make disclosure annually at the first Board meeting of the fiscal year, and thereafter from time to time as necessary. The Board Chair shall remind Board members of their obligation at the outset of each Board meeting. The secretary of the Board shall record disclosure of the interests of Board members and officers in the minutes of the meeting during which disclosure occurs.

Board members and officers shall update their Declarations annually. If circumstances change during the period of their appointment, Board members and officers shall immediately inform the Board Chair of the change in their situation.

A Board member in an actual conflict of interest shall absent himself or herself from that part of the meeting during which related matters are discussed, considered and/or voted on. The secretary of the Board shall reflect the absence of the Board member in the minutes.

A Board member who has a potential conflict of interest shall declare it and shall seek the advice of the Chair as necessary in exercising his or her discretion in regards to the potential conflict.

If any Board member objects that another Board member is in an actual or potential conflict of interest, or is not taking the appropriate steps to deal with the conflict, the Board Chair will call for a vote of the Board to determine the appropriate course of action.

Board members and officers shall also comply with all other provisions of the Policy which may apply to them.

### **Staff, Researchers and Committee Members**

Staff members and committee members, upon joining CSN, and researchers, upon first being awarded a grant by CSN, shall also submit to the CSN a completed Declaration. All such individuals shall be required to update their Declarations, and to manage conflicts of interest, in accordance with the provisions of the Policy.

## **MONITORING**

The CSN's Audit and Finance Committee will review the Guidelines, the Policy and the form of Declaration annually and will submit to the Board of Directors for consideration any recommendations for changes or revisions by the Board at the meeting of the Board immediately preceding the Annual General Meeting.

Effective: Date

# **Example of conflict of interest, confidentiality and non-disclosure agreement**

Courtesy of [CIMTEC](#)

## **Conflict of Interest, Confidentiality and Non-Disclosure Agreement**

**(Board of Directors)**

### **Conflict of Interest**

I have been provided with a copy of the following documents:

- Conflict of Interest Policy
- Ethics and Business Code of Conduct Policy

I have read and understood these documents and I agree to abide by the provisions set out therein, including the requirement for disclosure of any conflict of interest and the observance of compliance measures.

I have completed the attached questionnaire and to the best of my knowledge, have disclosed all information relating to my affiliations.

Should I find myself in a situation that is, or could be perceived as, a Conflict of Interest before the next Board of Directors meeting, I will submit a revised declaration to the Director of Operations or Chair of the Board of Directors.

### **Confidentiality and Non-Disclosure**

All documents provided to Directors in the course of carrying out their duties are stored in a secure manner to prevent unauthorized access. All such documents must be transmitted using secure techniques and when they are no longer required they must be destroyed in a secure manner, e.g. by deleting electronic data files, shredding paper documents or arranging for the return of same to CIMTEC.

All deliberations of the Board of Directors of CIMTEC and all information regarding the business of CIMTEC for which the directors have knowledge are confidential. Comments regarding CIMTEC business made by individuals during Board meetings or otherwise must never be discussed with, or disclosed by directors to, third parties. Decisions of the Board of Directors and management of CIMTEC are confidential until they are released officially through CIMTEC staff or as authorized by the Chair or Chief Executive Officer.

I have read this agreement and agree to take personal responsibility for complying with the provisions herein.

**Declaration of Conflict of Interest**

Give a brief overview of any companies you are currently employed by or affiliated with other than CIMTEC.	
List any direct or indirect financial interests and positions of influence that could lead to a potential, apparent or actual conflict of interest.	
Give a brief description of any ownership of equity or other financial participation in a corporation or other commercial entity (including stock options and shares).	
List any other Board of Directors you sit on.	
Briefly describe any participation in research, development, commercial venture projects or services that directly or indirectly compete with those of CIMTEC that you are involved with.	
Do you have any relatives who are involved in commercial or research ventures that could be perceived as conflicts of interest?  If, yes, please describe.	

**Agreement to Comply**

It is a condition of serving as a director of CIMTEC that I comply with the provisions of the Ethics and Business Code of Conduct Policy and the Conflict of Interest Policy of CIMTEC. No exemptions shall be permitted. Accordingly I agree to comply with both of these policies.

**Signature**

\_\_\_\_\_

Name

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

## **Example of code of conduct**

Courtesy of [ArcticNet](#)

# **ArcticNet Meeting and Conference Code of Conduct**

All participants, including, but not limited to, attendees (including researchers, partners and students), speakers, volunteers, exhibitors, ArcticNet Committee Members, Management and staff, service providers, and others (hereafter referred to as “all participants”) are expected to abide by this Code of Conduct. This Code of Conduct applies to all ArcticNet Meeting and Conference- related events, including those sponsored by organizations other than ArcticNet but held in conjunction with ArcticNet events, in public or private facilities.

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### **Expected Behaviour**

- All participants are treated with respect and consideration, valuing a diversity of views and opinions.
- Be considerate, respectful, and collaborative.
- Communicate openly with respect for others, critiquing ideas rather than individuals.
- Avoid personal attacks directed toward any participants.
- Not knowingly make false or misleading statement(s) (or engage in activities) that could be viewed as offensive or defamatory to a Conference participant or organization.
- Be mindful of Meeting/Conference etiquette respecting scheduling and direction from a Meeting/Conference Chair, Moderator, Facilitator or Leader.
- Alert ArcticNet staff if you notice a dangerous situation or someone in distress.
- Respect the rules and policies of Conference venues, hotels, ArcticNet contracted facilities, or any other venue.
- Report any concerns regarding the Conference or participant statements or behaviours directly to ArcticNet Staff.

### **Unacceptable Behaviour**

- Harassment, intimidation, or discrimination in any form will not be tolerated.
- Physical or verbal abuse of any participant or other Meeting guest.
- Use of social or mainstream media to target individual actions of Meeting or Conference participants in a way that could harm their privacy and/or reputation
- Examples of unacceptable behaviour include, but are not limited to, verbal comments related to gender, sexual orientation, disability, physical appearance, body size, race, religion, national origin, inappropriate use of nudity and/or sexual images in public spaces or in presentations, or threatening or stalking any attendee, speaker, volunteer, exhibitor, ArcticNet staff member, service provider, or other meeting guest.
- Recording or taking photography of another individual’s presentation without explicit permission is not allowed.
- Disruption of presentations at Meetings, Conference oral or poster sessions, or at other Conference-related events organized by ArcticNet at the meeting venue, hotels, or other ArcticNet-contracted facilities.

## Consequences

- Anyone requested to stop unacceptable behaviour is expected to comply immediately.
- ArcticNet staff (or their designee) or Security may take any action deemed necessary and appropriate, including immediate removal from the meeting without warning or refund.
- ArcticNet reserves the right to prohibit attendance at any future meeting.

## Reporting Unacceptable Behaviour

- If you are the subject of unacceptable behaviour or have witnessed any such behaviour, please immediately notify an ArcticNet staff member or ArcticNet volunteer in a leadership position.
- Notification should be done by contacting an ArcticNet staff person on site or by emailing your concern to [ac2017@jpdl.com](mailto:ac2017@jpdl.com)
- Anyone experiencing or witnessing behaviour that constitutes an immediate or serious threat to public safety is advised to contact 911 and locate a house phone and ask for security

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## More Detail - Code of Conduct Violations

### Who can report a problem?

*Anyone who was directly affected by or witnessed a Code of Conduct violation at an ArcticNet Meeting or Conference can report a problem, and is encouraged to do so.*

### What sort of problem can I report?

*Any behaviour or pattern of behaviour that violates our Code of Conduct. If you feel someone's behaviour is dangerous or harmful to you or others, if someone's behaviour makes you feel unsafe or very uncomfortable, or if someone is actively making it difficult for you or others to enjoy or fully participate in the conference, we strongly encourage you to communicate with an ArcticNet staff member or ArcticNet volunteer in a leadership position.*

### Who can I make a report about?

*Anyone whose behaviour causes you concern. We will give all reports equal consideration. Our handling of reports will not be influenced by factors such as the social status or conference role of anyone involved in the situation.*

### When can I report a problem?

*At any point however it is requested that reporting be timely - as soon as possible during or after an incident. Reports will be taken seriously and handled appropriately regardless of when they are made. For reports after the Meeting or Conference, please contact [arcticnet@arcticnet.ulaval.ca](mailto:arcticnet@arcticnet.ulaval.ca)*

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## Best Practices

**Be friendly and patient.**

**Be welcoming.** *We strive to be a Network that welcomes and supports people from a variety of backgrounds and cultures.*

**Be considerate.** *Your work will be used by other people, and you in turn will depend on the*

*work of others. Your actions and decisions may affect colleagues, collaborators and partners and you should take those consequences into account.*

**Be respectful.** *Not all of us will agree all the time, but members of the ArcticNet Network should be respectful when dealing with other members as well as with people outside of ArcticNet.*

**Be careful with the words that you choose.** *We are a community of professionals and we should conduct ourselves professionally. Remember that ArcticNet is a diverse Network and you might not be communicating in someone else's primary language.*

**When we disagree, try to understand why.** *Disagreements, both technical and social do happen and Arctic science is no exception. It is important that we resolve disagreements and differing views constructively. A strength of ArcticNet comes in its varied membership - people with diverse expertise, skills and from a wide range of backgrounds and perspectives.*

## **Templates for board packages**

There are numerous ways to present information in Board packages so that the Board of Directors has the information required to maintain oversight over the network, provide strategic direction and sound decision making.

What is critical is providing a *contextual* overview of major activities undertaken and achievements since the last meeting. It is also important to include information on problems encountered or challenges faced. Regardless of the format chosen, the key aspect is that the report must be contextual; i.e. it must answer the question “why?” or “so what?”

- Why is a particular achievement noteworthy? Does it bring the network closer to its goals?
- Why was a particular activity undertaken? How does it (and did it) bring the network closer to its goal(s)?
- If a particular activity wasn't successful, why wasn't it successful? Is it a sign of a greater issue? If not, is it worth undertaking again?

**If this information is not provided, or if it is not clear that it is (or how it is) helping the network achieve its goals, the Board should be asking these questions and making a judgement call as to whether more resources (time, money) should be put towards the activity.**

Some of the formats used by networks include status reports, program performance updates, activity reports, and reports from the Scientific Director. Some networks choose to use only one of these; some networks use a combination of two or more. On the following pages are descriptions and templates of some of these. There are numerous other examples available on-line, as well. While a network, together with its Board of Directors, develops the optimal format for its reports, it is important to keep in mind that the goal is clear, concise communication to allow the Board of Directors to be fully informed and for the network to be able to benefit from the experience and expertise on the Board.

## Status Reports

Status reports provide a quick update on the progress towards goals. These might be broad goals, objectives or expectations set by the Board of Directors, milestones identified for the current fiscal year, or outcomes promised in the original application to the NCE (against which the network will be evaluated).

Options for status updates:

1. Status: on track, behind schedule, ahead of schedule
2. Status: Completed; Ongoing; New
3. Gap status: High (large gap relative to expectations); Medium (significant gap); Low (no/small gap)
4. Status: Close to plan; some risk to achievement; significant risk to achievement

<b>Review of Expectations (BOD Expectations)</b>	<b>Status – Last Meeting*</b>	<b>Status – Current</b>
<b>Priority Area 1*</b> (Expectation area 1) • Short, specific items or action items	On track	Behind schedule
<b>Priority Area 2</b>	Behind schedule	On track
<b>Priority Area 3</b>	Ahead of schedule	On track
<b>Priority Area 4</b>		

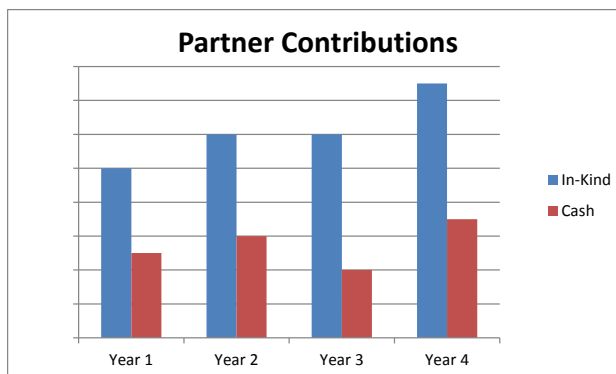
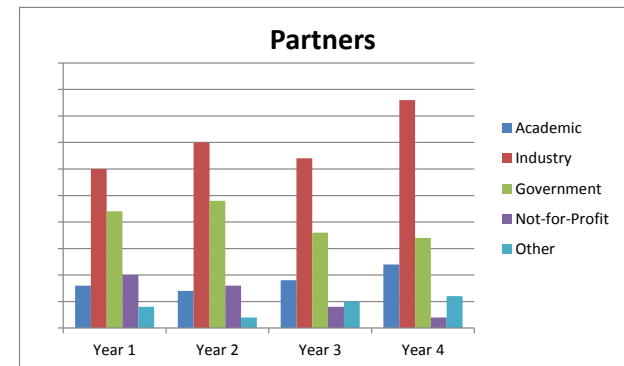
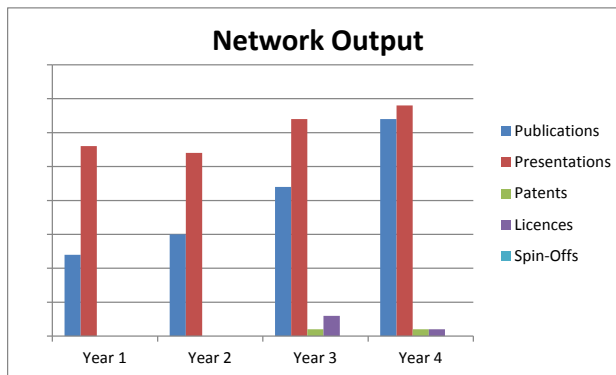
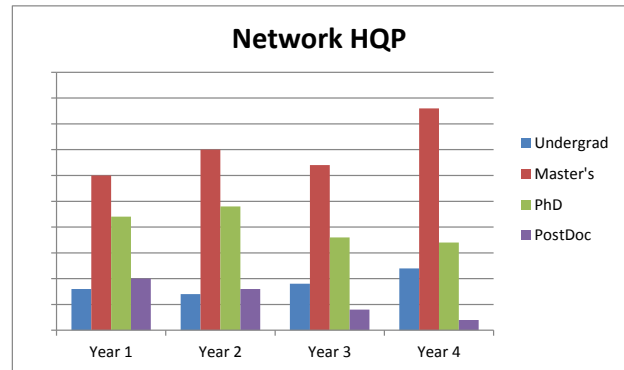
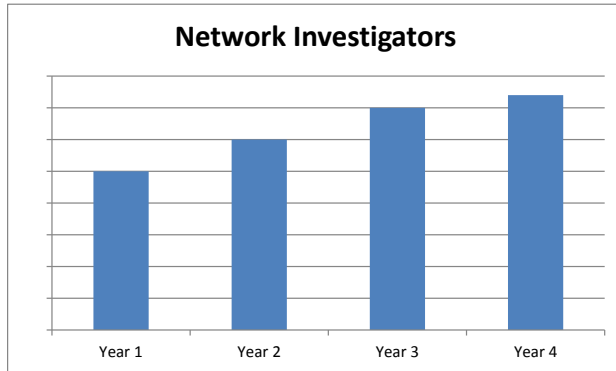
\* Examples: Research, Networking and Partnerships, KTEE, Management, HQP, Impact, etc.

<b>Progress Towards Milestones – Current Fiscal Year</b>	<b>Status</b>
• List of milestones organized by broad area/category (as set previously in strategic plan/performance management plan)	
•	
•	
•	

<b>Progress towards Outcomes/Milestones from Original Application (NCE Evaluation Criteria)</b>	<b>Status – Last Meeting</b>	<b>Status – Current</b>
<b>Management of the Network</b>		
<b>Development of HQP</b>		
<b>Networking and Partnerships</b>		
<b>KTEE</b>		
<b>Excellence of the Research Program</b>		
Addressing feedback from the Monitoring Committee, Selection Committee and Expert Panels		

## Program Performance

A “snapshot” of program performance can be useful to the Board of Directors, if the information conveyed within it is important, relevant, and related to the expected outcomes or goals of the network. Figures and graphs can be particularly useful for this, as they can demonstrate year-to-year trends. Some (fictional) samples are shown below.



### *Activity Reports*

Activity reports are generally dedicated to one priority area (e.g. Research, HQP training, KTEE, Networking and Partnerships, Network Administration). A complete Board package would, therefore, contain several activity reports. As an activity report is designed to provide an overview of activities, each should be concise (i.e. fit on one page).

<b>Activity Report – Priority Area 1</b>
<b>Activities Undertaken</b> <ul style="list-style-type: none"><li>•</li></ul>
<b>Achievements</b> <ul style="list-style-type: none"><li>•</li></ul>
<b>Issues (current or upcoming)</b> <ul style="list-style-type: none"><li>•</li></ul>
<b>Actions required</b> <ul style="list-style-type: none"><li>•</li></ul>

### *Scientific Director's Reports*

The Scientific Director's Report provides the opportunity for the SD to provide an update on the network's activities, introduce topics for discussion, and request decisions from the Board of Directors.

Some networks choose to use the Scientific Director's report as their main format to convey information. In this case, the Scientific Director's report would need to include a *contextual* account of all activities, performance updates, and highlight any issues. Other networks choose to use a combination of status reports, performance updates, activity reports and/or Scientific Director's reports. In such cases, the Scientific Director's report would be concise, in order to avoid duplication or repetition of any information already presented.

In the latter case, a brief narrative would be appropriate. In the former case, a template like the one on the following page could be useful.

**Scientific Director's Report: Priority Area**  
(Note: There would be one report for each Priority Area)

**Action requested:** Make note of any decisions or recommendations the Board is asked to make here.

---

**Highlights:**

- High level description (no more than 5)
  - Achievements
  - Major advances towards goals
- 

**Summary:**

More detailed description, including:

- Relate activities to strategic plan, operational plan, performance measurement framework
- Goal of activities undertaken since last Board meeting
- Specific focus of activities
- How activities are progressing (on-time, delayed somewhat, seriously delayed)
- Organize specific details under appropriate sub-heading titles, which may include:
  - Board of Directors; Staffing Changes; Succession Planning (Network Management)
  - Research Project XX; New Funding Opportunity/Call for Proposals; RMC Meetings (Research)
  - Training Events; HQP Committee Meetings (HQP)
  - Events; Developing Partnerships (Networking and Partnerships)
  - Review of commercial/competitive landscape; KTEE Committee Meetings (KTEE)

For items requiring decisions:

- Brief summary of the context (e.g. brief overview of call for proposals, goal of funding call, application due date, number of proposals received/reviewed, date of RMC review, etc.)
- Brief project description (if appropriate – this can also go in Appendices)

**Recommendation (e.g. from RMC or sub-committee):** (Note – Minutes of the relevant meeting should be included in the Board package as well)

**Motion for decision:**

---

**Next Steps:**

- Summary of activities to be undertaken in near future

**Action Required:**

Record any action required by the Board, if any. E.g.: *The Board is asked to consider xxx.*

---

# Board competency matrix for prospective members

Adapted from matrix provided courtesy of [MaRS Innovation](#). M = Modest / Some Experience

Area of Competency	Incumbent Directors												Prospective Directors				
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Director 10	Director 11	Director 12	1	2	3	4	Notes
<b>CORE Knowledge, Skills, Experience</b>																	
CEO/Enterprise Leadership	✓	✓	✓	✓	✓	✓	M	✓	✓	✓		✓					
Not for Profit organization	✓	✓	✓	✓	✓		✓	✓	✓	M	✓	✓					
Governance / Board	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓					
Financial		M		✓	✓	✓	✓	✓	✓	✓	✓	✓					
Scientific		✓	✓		✓			✓	✓	✓	✓						
Knowledge Mobilization / Commercialization		M	✓	✓	✓	✓		✓	✓		✓	✓					
<b>DESIRED Knowledge, Skills and Experience</b>																	
HR / Compensation / Performance Management	✓	✓		✓		✓			✓		✓	✓					

Area of Competency	Incumbent Directors												Prospective Directors				
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Director 10	Director 11	Director 12	1	2	3	4	Notes
<b>DESIRED Knowledge, Skills and Experience (cont'd)</b>																	
Legal/Regulatory						✓			M								
Operational/Organizational	✓	✓	✓	✓	✓	✓			✓		✓						
Strategic Planning	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓					
Relationship with (Relevant end-user #1)			✓			✓		✓	✓			✓					
Relationship with (Relevant end-user #2)			✓		✓			✓	✓		✓	✓					
Relationship with government	✓	✓				✓	✓		✓		✓	✓					
“Other” (Specify)																	

## Board of directors evaluation

Instructions: Directors are requested to complete the following evaluation and submit it to the [Board Chair/Chair of the Governance Committee/other]. Comments are encouraged to derive maximum benefit from the evaluation process. Individual Director's responses will be kept confidential and reported on a consolidated basis with no attribution to individual respondents.

### *Part I: Review of Governance Practices*

	Strongly Disagree	Disagree	Neither Agree or Disagree	Agree	Strongly Agree	Not able to assess
<b>Strategic Direction: Mission, Goals, Strategies</b>						
1. The board has a clear understanding of the vision and mission of the network.	1	2	3	4	5	N/A
2. The board has a clear understanding of and participates in the setting of the strategy and objectives of the network.	1	2	3	4	5	N/A
3. The board has a clear understanding of the network's programs.	1	2	3	4	5	N/A
<b>Strategic Planning Process</b>						
The board has a strategic planning process in place that:						
4. Provides me with the material I need to stay current on any changing internal and external influences that may impact the network.	1	2	3	4	5	N/A
5. Allows the directors to play an active role in developing the strategic direction for the network.	1	2	3	4	5	N/A
6. Provides for timely and effective reviews and revisions by the board in consultation with network management, when warranted, to the strategic direction for the network.	1	2	3	4	5	N/A
7. Takes into account the outcomes promised by the network to the NCE.	1	2	3	4	5	N/A
<b>Performance Oversight: Monitoring Risk, Strategic and Financial Performance</b>						
8. The board regularly monitors the performance of the network to ensure that the strategic plan is being implemented and desired results are being achieved.	1	2	3	4	5	N/A
9. The board evaluates the network's performance on a regular basis by comparing the network's achievements to the operational plan.	1	2	3	4	5	N/A
10. The board regularly monitors the performance of the network to ensure that the terms of project or other approvals issued by the board are complied with.	1	2	3	4	5	N/A
11. The board is informed in a timely manner of significant issues, changes, risks or problems which could affect the network.	1	2	3	4	5	N/A

12. The board adequately oversees the financial performance and fiduciary accountability of the network.	1	2	3	4	5	N/A
13. The financial reports prepared by the network are sufficiently clear and contain sufficient detail to allow the board to assess the network's financial position.	1	2	3	4	5	N/A
The presentation of financial information would be improved by:						
14. The board receives adequate briefings on the principle risks of the network and its systems for identifying, managing and monitoring risks.	1	2	3	4	5	N/A
Comments:						
<b>Network Management Team: Performance Monitoring, Development, Succession</b>						
Note: The network management team includes the network's scientific director, the network manager/executive director, and the other employees of the administrative centre.						
15. The board has an appropriate process for regularly evaluating the performance of the network's management team (in particular senior management).	1	2	3	4	5	N/A
16. There are processes in place for assessing, training, and developing the management team.	1	2	3	4	5	N/A
17. The board regularly reviews and approves the succession plan for the network's management positions.	1	2	3	4	5	N/A
Comments:						
<b>Relationship with the Network Management Team</b>						
18. There is an open, constructive relationship between the board and the network management team with sufficient formal and informal contact.	1	2	3	4	5	N/A
How would you describe the working relationship between the board and SD? Between the Board and the network manager?						
19. The board and management team understand and respect each other's roles and responsibilities.	1	2	3	4	5	N/A
Comments:						
<b>Board Meetings</b>						
20. The board controls the agenda for its meetings.	1	2	3	4	5	N/A
21. The meeting agenda reflects the network's strategic plans and priorities.	1	2	3	4	5	N/A
22. <i>In camera</i> sessions, without the management team present, are held when appropriate.	1	2	3	4	5	N/A
23. The board chair effectively and appropriately leads and facilitates the board meetings and the policy and governance work of the board.	1	2	3	4	5	N/A
24. Packages for board of directors meetings (agenda and relevant material) are sent to directors sufficiently in advance to allow time for meaningful review.	1	2	3	4	5	N/A
25. The information in board packages is provided in an appropriate format with the right information for meaningful review (e.g. significant issues, trends and developments; context and background information for decision-making).	1	2	3	4	5	N/A
26. Oral presentations are appropriate in terms of length and content.	1	2	3	4	5	N/A

27. Board packages and board meeting presentations and discussions consistently reference the network's goals, objectives, and strategic plan to provide the right context for discussions.	1	2	3	4	5	N/A
28. Adequate time is spent on the right issues at board meetings.	1	2	3	4	5	N/A
29. The length of board meetings is appropriate.	1	2	3	4	5	N/A
30. The number and frequency of board meetings is appropriate.	1	2	3	4	5	N/A
If it is not appropriate, the frequency and timing that would be preferable:						
31. The location/venue of board meetings is acceptable.	1	2	3	4	5	N/A
Comment on the location of board meetings:						
<b>Stakeholder Communications</b>						
32. The board has processes in place to ensure the network has constructive dialogue and relationships with Network employees.	1	2	3	4	5	N/A
33. The board has processes in place to ensure the network has constructive dialogue and relationships with Researchers.	1	2	3	4	5	N/A
34. The board has processes in place to ensure the network has constructive dialogue and relationships with external stakeholders (private industry, government, international organizations, the public).	1	2	3	4	5	N/A
35. The board is made aware of the network's communications with key stakeholders (e.g. government policy makers, major partners, public, media)	1	2	3	4	5	N/A
Comments:						
<b>Board Culture</b>						
36. The board demonstrates ethical behaviour in the conduct of its business.	1	2	3	4	5	N/A
37. The board exhibits creativity and openness to new ideas.	1	2	3	4	5	N/A
38. The board can be described as strategic and forward thinking.	1	2	3	4	5	N/A
39. Board meetings are well attended, with near full attendance at each meeting.	1	2	3	4	5	N/A
40. Board members come to meetings prepared.	1	2	3	4	5	N/A
41. Views of all directors are taken into account in arriving at decisions. Discussion is open, frank, and tolerant of dissent.	1	2	3	4	5	N/A
42. All directors participate in important board discussions. If not forthcoming, their opinions are solicited by the chair.	1	2	3	4	5	N/A
43. The board has sufficient expertise and knowledge to ask key questions, challenge the management team, and make appropriate judgements regarding performance.	1	2	3	4	5	N/A
Comments:						
<b>Director Orientation and Ongoing Training</b>						
44. There is an appropriate orientation process (and package) for new directors.	1	2	3	4	5	N/A
45. Directors understand the legal requirements and obligations under which they act as a Board (i.e. by-laws, funding agreement)	1	2	3	4	5	N/A
46. Directors are provided with ongoing opportunities to learn about the network's programs and activities.	1	2	3	4	5	N/A
Suggestions for improvements:						

<b>Board Committees</b>						
47. The committee structure is appropriate. All committees are required (i.e. address issues of substance).	1	2	3	4	5	N/A
48. The delegation of responsibilities by to the board to its committees is appropriate.	1	2	3	4	5	N/A
49. All committees have adequate agendas and minutes for each meeting.	1	2	3	4	5	N/A
50. The frequency and length of committee meetings is appropriate.	1	2	3	4	5	N/A
51. Information packages for Committee meetings are appropriate (in terms of content and level of detail provided) and shared in a timely manner prior to meetings.	1	2	3	4	5	N/A
52. The executive committee reports to the board on all actions and decisions taken.	1	2	3	4	5	N/A
53. Information regarding committee discussions and rationale for recommendations is reported to the board.	1	2	3	4	5	N/A
<b>Overall Assessment of the Board's Effectiveness</b>						
54. My overall assessment of the current effectiveness of the board is:	1	2	3	4	5	N/A
Comments:						

*Part II: Appreciation and Accomplishments*

1. I particularly appreciate the following features of the board:
2. The board's most important recent accomplishments include:
3. The most significant decision the board made in the past year was:

*Part III: Board Issues and Recommended Actions*

1. The following issues should be addressed to improve the effectiveness of the board:
2. List the top three priorities requiring attention in order for the board of directors to function more effectively.

*Part IV: Network Issues*

1. The major risks facing this network are:
2. The board's most important priorities over the next 6, 12, 18 months will be:

## **Directors self-evaluation**

Instructions: Directors are requested to complete the following evaluation. It is a self-evaluation and does not need to be submitted; it will not be reviewed by anyone. This is a tool for directors to honestly reflect on their participation and role on the board of directors.

	Strongly Disagree	Disagree	Neither Agree or Disagree	Agree	Strongly Agree	
1. I understand my accountabilities and responsibilities as a board member.	1	2	3	4	5	N/A
2. I understand the legal and fiduciary obligations of individual directors and the board as a whole.	1	2	3	4	5	N/A
3. I have a clear understanding of the vision and mission of the network.	1	2	3	4	5	N/A
4. I have a clear understanding of the strategy and objectives of the network.	1	2	3	4	5	N/A
5. I have a clear understanding of the network's programs.	1	2	3	4	5	N/A
6. I have a clear understanding of the way the network is managed.	1	2	3	4	5	N/A
7. I devote sufficient time in preparation for board meetings.	1	2	3	4	5	N/A
8. I attend a majority of board meetings.	1	2	3	4	5	N/A
9. I make a measured and appropriate contribution to board discussions and deliberations.	1	2	3	4	5	N/A
10. I stay informed about issues relevant to the network's mission and vision and bring such information to the attention of the board.	1	2	3	4	5	N/A
11. I am an ambassador for the network, speaking knowledgably about it to my contacts when appropriate.	1	2	3	4	5	N/A
12. I have sufficient knowledge of the network as a legal entity and not-for-profit corporation, as well as an understanding of its relationship with the NCE, granting agencies, and other federal departments.	1	2	3	4	5	N/A
13. I insist that we, as a board, receive the necessary information for decision-making.	1	2	3	4	5	N/A
14. I serve as a resource to the board and to network management.	1	2	3	4	5	N/A

## **Performance appraisals**

Courtesy of [AllerGen](#)

One key task of the board of directors for any organisation is to assess the performance of the organization's senior management on an annual basis. For an NCE network, this includes both the scientific director and the network manager/executive director. The form and procedure for this can vary according to the needs and preferences of the board of directors.

### *Performance appraisal of the scientific director*

For the scientific director (who is usually a voting member of the board of directors), the review may be conducted either by the board as a whole or by one its subcommittees (e.g.: Executive, HR, or Governance). The results of the assessments are always communicated to the full Board for approval. The performance appraisal process is important not only for the board to make a decision regarding the continuance of the scientific director, but also to offer constructive feedback and identify areas for improvement (for the SD) as well identify network objectives that may require additional resources to achieve.

Although the form and processes used for the appraisal may vary, it is important that the process be formal and thorough. There should be key objectives that the scientific director is expected to pursue on behalf of the network. These are identified by the board of directors and should be included in the job description. Specific objectives can be set on an annual basis as part of the performance appraisal process.

In many performance appraisal processes, the Scientific Director is required to complete a self-appraisal of his/her performance relative to the key objectives assigned to the position. The Scientific Director should provide quantitative data regarding performance and achievements relative to objectives wherever possible, and qualitative reports for other areas (i.e. strategic issues).

Separately, the committee involved in the process should also complete the performance appraisal of the scientific director.

Once completed, the SD sends the form to the appropriate committee which will compare it to their assessment, discuss it, and prepare a final performance appraisal to be shared with the entire board. The chair of the subcommittee (or the chair of the board of directors) will use the two versions of the performance appraisal form as the basis for a discussion regarding the perceived level of performance with the scientific director.

### *Performance appraisal of the network manager*

The performance appraisal process of the network manager is similar in many ways to that of the scientific director.

For the network manager, the review is usually conducted by the same subcommittee of the board of directors that assesses the scientific director. The network manager is also often required to complete a self-appraisal. However, in the case of the network manager, it is usually the scientific director and not the executive committee (or other committee) that performs the original independent assessment of the network manager's performance. The two independent appraisals can be sent to the committee or the scientific director can submit a "final" performance appraisal form to the executive committee following discussions with the network manager.

The executive committee may engage in further discussions with the network manager regarding the perceived level of performance and will then make a recommendation to the board of directors regarding the network manager's performance.

The following is a sample performance appraisal form for a scientific director. It can be adapted for the network manager by modifying the key objectives, as required.

**SAMPLE PERFORMANCE APPRAISAL AND DEVELOPMENT PLAN  
20XX-20XX**

<b>Scientific Director:</b>	<b>Date Completed: x</b>
<b>Position:</b> Scientific Director	

**PART I – To be completed independently by both the Scientific Director and the Executive Committee of the Board of Directors**

<b>KEY ACTIVITIES</b>	<b>PERFORMANCE SUMMARY</b>
<b>Major responsibilities, primary duties, important functions as listed on the position description.</b>	<b>Review each responsibility. Note major contributions over the past 12 months. Provide qualitative information where possible.</b>
<b>1. Strategic Leadership:</b> <ul style="list-style-type: none"> <li>i. Providing overall strategic direction and leadership to all board-approved programs and activities</li> <li>ii. Ensuring the network meets its board-approved strategic goals and objectives in a manner consistent with the NCE mission and mandate</li> </ul>	
<b>2. Research Leadership and Mentorship:</b> <ul style="list-style-type: none"> <li>iii. Providing leadership and guidance to the development of the network’s research program, the research management committee (RMC), and individual researchers</li> <li>iv. Providing leadership and a role model to network trainees and early career investigators</li> <li>v. Ensuring that network-supported research is aligned with the expectations of the NCE program for impact</li> </ul>	
<b>3. Networking, Partnership Development and Partner Relations</b> <ul style="list-style-type: none"> <li>vi. Facilitate networking within and external to the NCE to promote multidisciplinary and cross-sectoral collaborations</li> <li>vii. Develop strong partnerships and relationships with the network’s partners, funders and participants and promote collaboration among these groups</li> <li>viii. Liaise as appropriate with stakeholders including NCE Secretariat, CIHR, NSERC, SSHRC, ISED, Health Canada, Canada Foundation for Innovation, and provincial research funding agencies</li> <li>ix. Promote a collaborative team culture, and network ownership among all network researchers, partners and participants</li> </ul>	

<p><b>4. Communication and Fundraising</b></p> <ul style="list-style-type: none"> <li>x. Effectively communicate the network’s vision, mission, priorities and goals to internal and external communities</li> <li>xi. Promote knowledge mobilization and facilitate the identification of new commercial opportunities for network research results</li> <li>xii. Generate non-NCE funding support for the network</li> </ul>	
<p><b>5. Accountability</b></p> <ul style="list-style-type: none"> <li>xiii. Ensure ethical conduct, integrity and a high degree of professionalism and accountability in all network business, financial and research activities</li> </ul>	
<p><b>6. Supervision of the Network Manager</b></p> <ul style="list-style-type: none"> <li>xiv. Effectively supervise the performance of the network manager</li> <li>xv. Work with the network manager to ensure appropriate management of the administrative centre and network activities</li> </ul>	
<p><b>List special contributions made over the past 12 months:</b></p>	
<p><b>Performance goals for the next 12 months:</b></p>	
<p><b>Professional Development goals for the next 12 months:</b></p>	

**PART II – To be completed by the Executive Committee of the Board of Directors**

**EXECUTIVE COMMITTEE RECOMMENDATION TO THE BOARD:**

Reviewed and approved by the Executive Committee

---

\_\_\_\_\_  
Name

Chair, Executive Committee

\_\_\_\_\_  
Date

**PART III – To be completed by the Chair of the Board of Directors**

**DECISION OF THE BOARD OF DIRECTORS:**

Approved by the Board of Directors:

\_\_\_\_\_  
Name

Chair, Board of Directors

\_\_\_\_\_  
Date

# **Checklist when considering Equity, Diversity and Inclusion in NCE Networks**

Within the Network (Management of Network, Development of HQP)

- Are equity and diversity evident in the network, research and leadership team, at all levels and in decision-making positions, including the board of directors, reflecting Canada's population?
- Do working conditions allow all members of the network to combine work and family life in a satisfactory manner?
- Are there mechanisms in place to manage and monitor equity and diversity aspects, e.g. statistics, that respect privacy?
- Have considerations been given to provide equitable mentorship of all trainees?
- Have network and leadership training events within the network that highlight equity and diversity been described, including the provision of training on unconscious bias, Gender-based Analysis Plus (GBA+)?
- Has the recruiting strategy to attract a diverse group of individuals, including women and other under-represented groups, been described?

Within the Research Content (Socioeconomic context, Excellence of the Research Program)

- Is there a framework for systematically identifying and analyzing whether the themes and projects have a sex and/or gender aspect?
- Does the network clearly articulate sex and/or gender relevance to the research topics?
- Have the specific needs of men, women and/or other target groups been addressed in the research themes and projects?
- Have other intersecting factors with sex and gender (e.g. age, ethnicity, disability, sexual orientation etc) been considered and described in the methodology?
- Does the methodology ensure that (possible) differences will be investigated in target populations: will differentiated data will be collected and analysed throughout the research cycle and be part of the final results and outcomes?

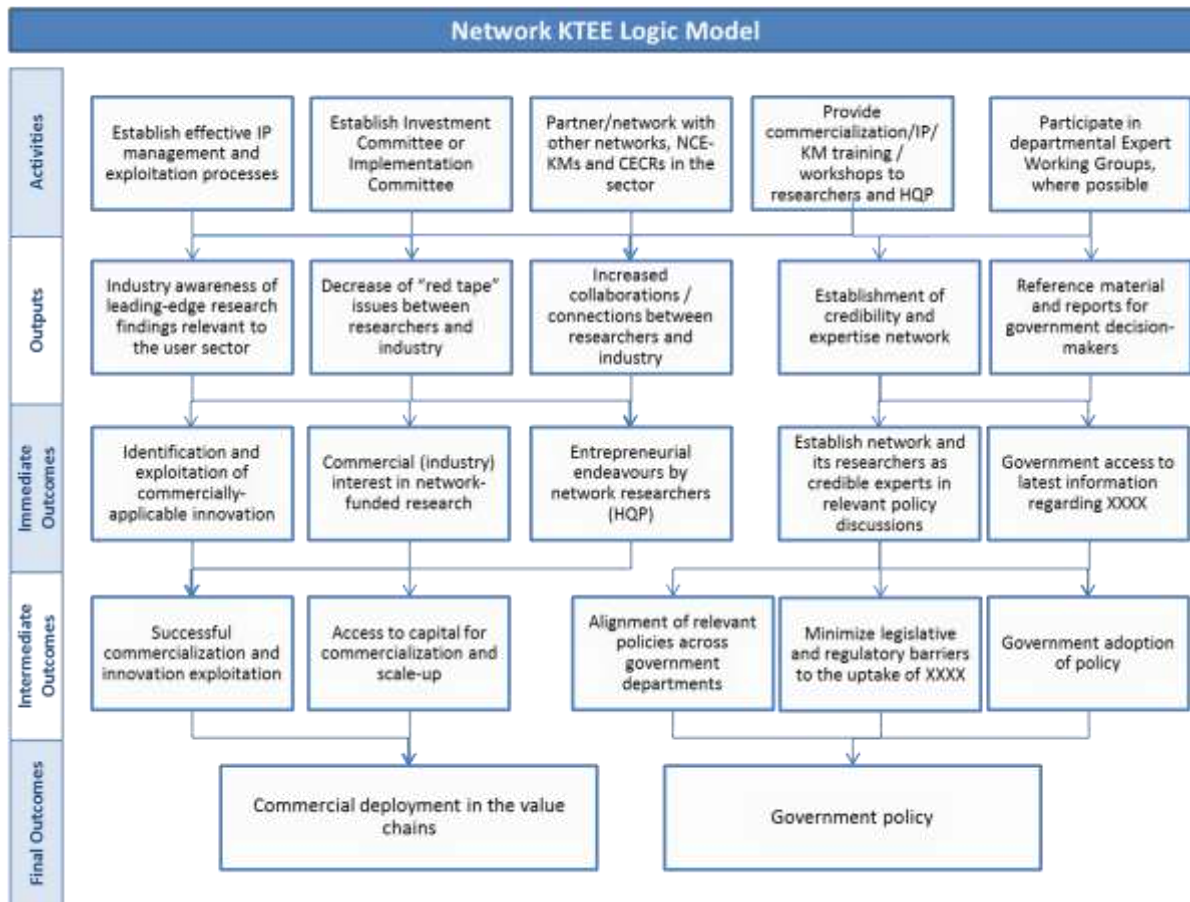
Knowledge and Technology Exchange and Exploitation (KTEE)

- Are there dissemination/knowledge plans to facilitate effective use of sex, gender and other intersectional outcomes?
- Have specific publications or events on gender-related findings been considered?
- Is there a mechanism to disaggregate data at the collection and analysis stage?
- Does the framework reflect knowledge translation strategies, taking into account the target audience and intersectionality?
- Have literature and other sources relating to gender differences in the research field been reviewed?
- Have possibly differentiated outcomes and impacts of the research on different populations been considered?
- Are the groups involved in the project (e.g. samples, testing groups) gender-balanced?

*Based on a table in Toolkit gender in EU-funded research <https://publications.europa.eu/en/publication-detail/-/publication/c17a4eba-49ab-40f1-bb7b-bb6faaf8dec8>*

# Tools for performance measurement

## Generic KTEE Logic Model



## Comments on developing Network Performance Measurement System

Courtesy of [AUTO21](#)

Measuring the overall performance of an NCE is not simple, but it is very important because these organizations are responsible for tens of millions of dollars annually, plus they have hundreds of students depending on them for stipendiary support and a number of Administrative Centre employees (each of whom has a family) depending on them for their livelihood.

Merely quoting the number of academic papers written by the researchers is a very poor measure of an NCEs overall value to Canada. Similarly, quoting funding dollar amounts is also misleading because much of the value of an NCE is actually in the training it provides to HQP who, it is hoped, will go into the workforce and contribute to Canada's economy.

In truth, the value of the NCE is different to its various stakeholder groups and no single metric can really capture and describe those different value propositions. Accordingly, AUTO21 developed a program

performance measurement system called the Effects Measurement Framework (EMF) which captures the benefits and major outcomes for each key stakeholder (see the chart below).

<b>Audience</b>	<b>Metric Name</b>	<b>Example of Metric</b>
<b>Academe / Researchers</b>	Activities	Statistical data typically reported in academe such as numbers of journal papers, book chapters, conference presentations, partner funding. External Partners (industry & government)
<b>External Partners</b> (industry and government)	Outcomes	Direct results of the research including patents, changes in public policies or operational procedures at external partners as well as the effect on HQP through enhanced curricula and other HQP development achievements
<b>The Canadian Public</b>	Impacts	The effects on the final product developed by the user sector, its customers or end-users, as a result of the research program. These could be product innovations in the market and/or the effects on quality of life that result from the research program.

Each metric is designed to resonate with its specific audience; for example, the Outcomes and Impacts sections explain to industry partners, the government and the Canadian public what the Network and its research program has done for them in specific terms that resonate such as “create jobs”, “improve fuel economy”, “reduce costs” or “make vehicles safer”.

# Risk management tools

Courtesy of the [Canadian Water Network](#)

## Background on the Risk Assessment Model:

The risk assessment and management plan the Board adopted in March is based on a model used by the Global Crop Diversity Trust. The model includes an analysis of the likelihood and impact of each risk before and after mitigation measures and other actions are considered, as indicated in the example in Figure 1 below.

**Figure 1: Two step risk analysis model**

Risk	1 <sup>st</sup> Risk Analysis			Mitigation/Actions	2 <sup>nd</sup> Risk Assessment			Owner
	Likelihood	Impact	Inherent Risk		Likelihood	Impact	Residual Risk	
A significant funding partner defaults on commitment resulting in financial loss to CWN	Possible	Severe	High	Maintain a reserve fund sufficient to cover short-term liabilities. Maintain diversified consortia, partnerships and investments	Unlikely	Moderate	Moderate	Board of Directors

The initial assessment of the likelihood and impact of each risk provides an inherent risk score (High, Significant, Moderate or Low). Mitigation and other actions of CWN can either reduce the likelihood of the risk, the impact of the risk, both, or neither. The result of considering mitigation measures and actions is a residual risk assessment that provides the Board and Senior Management the ability to focus attention on the highest risks. Risk levels are scored based on Figure 2 below.

**Figure 2: Risk Level Scoring**

Likelihood	Impact				
	Severe	Major	Moderate	Minor	Insignificant
Almost certain	High	High	High	Significant	Significant
Likely	High	High	Significant	Significant	Moderate
Possible	High	Significant	Significant	Moderate	Low
Unlikely	High	Significant	Moderate	Low	Low
Rare	Significant	Significant	Moderate	Low	Low
<b>Legend</b>	High: Significant: high risk; immediate action required Moderate: Significant: significant risk; attention needed Low: moderate risk; management responsibility must be specified low risk; manage by routine procedures				

(Partial) CWN Risk Register, Updated November 4, 2015

*Note – actual scoring in columns 2-4, 6-8 and 11 have been removed to respect CWN confidentiality*

Risk	Likelihood	Impact	Inherent Risk	Example of action/control to mitigate risk	Likelihood	Impact	Residual Risk	Owner	Changes from last reporting (Yes/No)	Trend
<b>Financial</b>										
CWN is unable to remain a going concern due to inability to attract investment				Maintain diversified consortia, partnerships and investments. Maintain a reserve fund sufficient to cover short-term liabilities, including wind-down/closure if needed.				Board of Directors		
Erroneous statement of financial position resulting in failed external audit				Maintain accounting and financial management policies and processes that reflect best practices. Maintain qualified accounting personnel.				Board of Directors and Senior Management		
Inappropriate cash-flow management resulting in inability to cover liabilities				Maintain accounting and financial management policies and processes that reflect best practices. Maintain a reserve fund sufficient to cover short-term liabilities. Ongoing monitoring of revenue and forecast expenses.				Senior Management		

Risk	Likelihood	Impact	Inherent Risk	Example of action/control to mitigate risk	Likelihood	Impact	Residual Risk	Owner	Changes from last reporting (Yes/No)	Trend
<b>Governance</b>										
Failure to abide by Corporate By-laws and policies				Ongoing education of Board and Management responsibilities and policies, and annual review of By-laws. Engagement of legal counsel as needed.				Board of Directors		
Failure to comply with NCE and Tri-Council rules				Ongoing review by Management of NCE and Tri-Council rules. External audit conducted annually.				Senior Management		
<b>Reputational</b>										
Loss of credibility due to conflicts of interest				Maintain and enforce Conflict of Interest policies for the Board, Management, Staff, and external advisors and reviewers.				Board of Directors and Senior Management		
Perceived lack of objectivity of CWN due to nature of partnerships, public statements, research, reports leading to loss of credibility				Ensure a balance of partnerships that reflect various positions, sectors and views. Develop and maintain clear communications and issues management plans. Maintain neutrality and independence from funders and partners. Maintain rigorous scientific standards and external review.				Board of Directors and Senior Management		

Risk	Likelihood	Impact	Inherent Risk	Example of action/control to mitigate risk	Likelihood	Impact	Residual Risk	Owner	Changes from last reporting (Yes/No)	Trend
<b>Operational</b>										
Inability to attract qualified employees				Maintain market-appropriate salaries and benefits, and a healthy office culture. Expand awareness of CWN within and outside of the water sector.				Senior Management		
Loss of key staff due to retirement, leaving, long-term illness				Ensure adequate succession plans for critical positions are in place and updated.				Senior Management		
<b>Programs and Partnerships</b>										
Inability to attract new, or loss of existing, consortium partners/members				Ensure clarity of the value of CWN, and demonstrate impact. Evaluate partner/member satisfaction on a regular basis and adapt activities and strategies as needed.				Senior Management		
Inadequate processes and knowledge to develop partner-valued programs				Ensure program staff are sufficiently qualified through rigorous recruitment processes, and training and development programs as needed. Ensure ongoing facilitation and analysis of end-user priorities and needs.				Senior Management		

## Appendix 2: Tools and Resources for Operations

[Contact the NCE Secretariat](#) for a copy of any of these tools as a Word document.

## **Books, publications and resources**

### **Governance:**

[Corporate Governance, A Guide to Good Disclosure](#)

[United Nations ESCAP: What is Good Governance?](#)

[Primer for directors of not-for-profit corporations \(Innovation, Science and Economic Development Canada\)](#)

Renz, An overview of non-profit Governance, 2004:1 (in Gill 2005 – See Governance for results , A director's guide to good governance Mel D. Gill, 2005, Trafford.

Robert's Rules of Order

Board Diversity Toolkit, <http://www.icd.ca/Resource-Centre/Board-Diversity-Toolkit.aspx>

### **Program Administration:**

[NCE Funding Agreements](#)

[NCE Program Guides](#)

[Tri-Council Financial Guidelines](#)

### **Other Best Practices:**

- [Archive of Best Practices Workshops on the NCE Web Site](#)
- [LinkedIn Discussion Group](#)

## **Negotiating a host agreement**

Networks have a host organization where the administrative centre is located. Host organizations could be Canadian universities and post-secondary institutions with a mandate for research and their affiliated institutions (including hospitals, research institutes and other not-for-profit organizations), or a private sector consortium.

The strong support of the president/CEO, and vice-presidents is very important for the effective establishment and operation of the network.

When negotiating with the host organization, the needs and expectations of the network should be detailed. With a university host, the elements presented below are usually discussed with the VP Research and VP Administration.

### **Required elements of the host agreement**

- Confirmation of the resources outlined in the host's letter of support (including cash and in-kind commitment)
- Specific details around providing:
  - Suitable accommodations (including furniture, space for offices, storage, meeting rooms)
  - Appropriate systems and services (including computers, communications, financial, recordkeeping)
  - Any arrangements for representation of individuals on Board of directors

### **Suggested elements of the host agreement**

#### *Employee-related elements*

- Who do employees work for? Outline of responsibilities should be clear (payroll, benefits, occupational health and safety)
- What are the host commitments in terms of:
  - Teaching release (if applicable)
  - Support staff commitments (# of FTE)
  - Stipends
- Who will be responsible for providing liability insurance?
- Staffing and space requirements. This element is commonly underestimated. Over time, an administrative centre may eventually require more employees; therefore, it is recommended that the network obtain official statements and commitments regarding the quality and quantity of current and future space for all employees of the administrative centre.

#### *Facility-related elements*

- Who is responsible for paying for:
  - Utility costs
  - Maintenance & janitorial services
  - Security
  - Construction costs
- Confirmation that network staff will have access to:
  - Library
  - Parking
  - Other host facilities

#### *Administrative needs*

Whether the network / centre will be able to draw from the host's:

- Human resources services
- Procurement and contract services
- Administrative assistance
- Financial administrative services (e.g., eligible expenditure oversight; distribution of funds to eligible Network Members; distribution of funds to the Administrative Centre)
- Technical administration (e.g., provision and maintenance of internet, telephones, computers, printers, and other technical equipment required; Access to IT, website, and/or database support);
- Mail services
- Administrative supplies
- Communications (website support, annual meetings / workshops, announcements, translation)
- Industry liaison office
- Technology transfer office

- Legal services

*Other elements to consider in a host agreement*

- How interest generated from the grant funds, and other funds, will be paid
- How non-NCE funds will be managed, including any minimum/maximum overhead charges for partner (non-NCE) funds (non-NCE funds do not have to flow through the network host institution, but typically they will)
- Indemnification
- A process for dispute resolution

# **Example of research project review guidelines**

Courtesy of [ArcticNet](#)



## **RESEARCH PROJECT REVIEW GUIDELINES (2018)**

### **1. NEW PROPOSALS**

The 2018 competitive application process involves the submission of a Letter of Intent (LOI). Before completing an LOI Application Form, applicants should carefully read the ArcticNet Evaluation Criteria (Appendix A). Onus is on the applicants to address the evaluation criteria explicitly.

Once funded, research projects and associated budgets are assessed annually through in-depth progress reviews (see item 2).

The Network strives to ensure that its decisions are fair and objective and that they are seen as such. No committee member with a conflict of interest may participate in the review process (Appendix B).

#### **1.1 Call for Letters of Intent and invitations to submit Full Proposals**

Based upon recommendations from a joint Research Management Committee (RMC), Inuit Advisory Committee (IAC) and Board of Directors (BOD) Strategic Planning Workshop, research priorities were identified on which the Network will solicit Letters of Intent or Proposals for new research projects. A Call for Letters of Intent is announced through the Network website and university Research Offices and is distributed to relevant discipline and northern research communities. Project Leaders of successful Letters of Intent will be invited to submit Full Proposal Applications.

#### **1.2 Review of Letters of Intent or Full Proposal Applications**

Letters of Intent (LOI) or Full Proposals (FP) must be completed using the **ArcticNet LOI or FP Application Forms** available on the ArcticNet Website. The ArcticNet Administrative Centre receives the Applications and verifies them for completeness. Applicants will receive notification of receipt within two (2) working days. If the Application is incomplete, applicants will have 24 hours after notification to resubmit.

The Letter of Intent Application Forms are then forwarded to a Proposal Review Committee. Full Proposal Application Forms are provided to relevant External Scientific Reviewers and northern Regions for input prior to forwarding to the Proposal Review Committee.

##### *External Scientific Reviews*

The External Scientific Reviewers (ESR) will provide separate independent assessments of Full Proposals using the Criteria for Network Research Projects (Appendix A). Each ESR is assigned to one or more research areas that match their area(s) of expertise, and is asked to give specific comments regarding Proposals falling therein.

##### *Northern Regional Reviews*

All Full Proposals will be subject to a thorough review in co-ordination with Northern and Indigenous regional partners and organizations.

##### *Proposal Review Committee (PRC)*

The Proposal Review Committee (PRC) will evaluate each Letter Of Intent or Full Proposal according to the Criteria for Network Research Projects, NCE Evaluation Criteria, Network objectives, and feedback

from the ESR and northern Regional committees.

### ***Review Procedure for the Proposal Review Committee (PRC)***

The Proposal Review Committee is made up of members of ArcticNet's Research Management Committee (RMC) as well as additional experts as needed. In preparation for the review, all PRC members are expected to read all the material (LOIs, Full proposals, Biographies, Letters of Support, External Reviews, Regional input) to allow a comprehensive assessment of each application. Each Application is allocated to a first and second reader.

#### ***During the meeting***

The evaluations proceed according to the agenda prepared by the PRC Chair. Based on their evaluation, the first reader provides an in depth review and presents the Project to the Committee. The second reader and the Committee are then given the opportunity to provide their comments on the Project, both positive and negative. The external reviews, regional input and overall envelope of funds available for distribution are taken into consideration in these discussions.

Following the general discussion, the Chair seeks a consensus to place each proposal into one of two categories: a) proposal recommended for funding or b) funding not recommended. For proposals recommended for funding, the Committee proposes a funding level.

If the total recommended funding exceeds the total allocated budget, the Committee may adjust proposed budgets to meet the preliminary funding allocations.

### ***Preparation of the confidential reports***

After discussing each Application, the Committee's consensus comments (strengths and weaknesses) will be noted in point form. The lead Applicant for each Project may request this report from the ArcticNet Executive Director.

### **1.3. Funding Recommendation, Decision, and Notification**

Based on the Proposal Review Committee's counsel, the Scientific Director will present the proposed list of recommended projects to the Board of Directors for discussion and approval.

A Notification of Retention (in the case of LOIs) or Award (in the case of Full Proposals) will be sent to successful applicants. While Applications may include a multi-year budget for approval, funding is awarded on a yearly basis subject to progress review (see below). Awards may be granted with conditions, which will be communicated to the Applicant by the Executive Director.

Successful applicants are required to sign an Acceptance of Award. This document will specify any revisions to the research plan that are requested by the Proposal Review Committee and specify conditions of participating in ArcticNet.

Prior to release of funds, applicants must demonstrate that they have secured any relevant research licenses and ethics reviews.

Applicants not recommended for funding receive a letter from the Executive Director on behalf of the Committee indicating the results of the review. If appropriate, this document will encourage the applicants to participate in other relevant Network activities.

## **2. ANNUAL REVIEW OF FUNDED PROJECTS**

Even though many research projects are funded for more than one year, funds are awarded on an annual basis

with projects and associated budgets subject to an annual progress review prior to renewal.

The progress of each funded project is monitored on an on-going basis with an annual in-depth review. Each Project Leader completes an ArcticNet Research Project Progress Report detailing the year's progress including major accomplishments, impediments to progress or change in direction. The Report must also include a description of work planned for the next year, including the approach to be taken, a description of the research team including relevant partnerships and a listing of specific project milestones.

Each project is also required to report on the status of its budget for the current year, explaining any deviation from its funded budget proposal and budget justification. A justification is also required if the project expects to carry over funds to the following year's budget that exceed 20% of its current annual budget.

## **2.1 Review of Research Project Progress Reports**

The ArcticNet Administrative Centre receives the Progress Reports, verifies them for completeness and compiles them in a single document. The compiled Progress Reports are then forwarded to the Research Management Committee. The Network strives to ensure that its decisions are fair and objective and that they are seen as such. No committee member with a conflict of interest may participate in the review process (Appendix B).

### ***Review Procedure for the Research Management Committee***

The Research Management Committee, with Regional input, will evaluate each Progress Report according to the Original Project Proposal & Budget.

In preparation for the review, all RMC members are expected to read all the material (Progress Reports Regional comments and Original Proposals) to allow a comprehensive assessment of each project. Each report is allocated to a first and second reader.

### ***During the meeting***

The evaluations proceed according to the agenda prepared by the RMC Chair. Based on his/her evaluation, the first reader provides an in depth review and presents the report to the committee. The second reader and the committee are then given the opportunity to provide their comments on the project, both positive and negative.

After comments are received from the committee, the Chair seeks a consensus to place each project into one of three categories: a) projects recommended for continued funding at the requested level, b) projects recommended for continued funding conditional on addressing concerns identified by the RMC and, c) projects that should be terminated.

### ***Preparation of the confidential reports***

After discussing each Progress Report, the committee's consensus comments will be noted in point form. The Project Leader for each project may request this report from the Executive Director.

## **2.2. Funding Recommendation, Decision, and Notification**

Based on the Research Management Committee's (RMC) counsel, the Scientific Director will present the research program to the Board of Directors (BOD) for final approval.

A Notification of Award, including the major comments from the RMC in point form, will be sent to the Project Leaders of renewed projects. While proposals may include a multi-year budget for approval, funding is awarded on a yearly basis subject to progress review.

Renewed projects are required to sign an Acceptance of Award annually. This document will specify any revisions to the research plan that are requested by the RMC and specify conditions of participating in ArcticNet.

Awards may be granted with conditions, which will be communicated to the Project Leaders of renewed projects by the Executive Director on behalf of the RMC and BOD.

Projects not recommended for renewal receive a letter from the Executive Director on behalf of the RMC and BOD indicating the results of the review. If appropriate, this document will encourage the project to participate in other relevant Network activities.

## **APPENDIX A – EVALUATION CRITERIA FOR NETWORK RESEARCH PROJECTS**

### **1. Relevance to ArcticNet’s overall objectives**

- Extent to which the proposed research contributes to one or more of ArcticNet’s Integrated Regional Impact Studies (IRISes) and Assessments as identified in the Network’s Strategic Framework.
- Fit with research priorities identified in the Call for Proposals.
- Value added to ArcticNet by the proposed project.
- Extent to which the proposed research contributes to the overall objectives of the Network.

### **2. Merit of the research**

- Excellence, focus and coherence of the research program and research team.
- Project leader’s leadership experience and competence to direct the research program.
- Achievements of the researchers and their ability to contribute to ArcticNet’s research program.
- Originality.
- Anticipated significance.
- Clarity of long and short-term objectives.
- Suitability of proposed methodology.
- Feasibility within the project timeframe.
- Adequacy of both physical and human resources needed to support the proposed research.
- Incorporation of traditional knowledge.
- Projects follows guidelines on responsible research and ethics.

### **3. Contribution to the training of highly qualified personnel (HQP)**

- Number of HQP in relation to project budget.
- Plan to integrate underrepresented and non-traditional HQP including Indigenous HQP.
- Training strategy that promotes multidisciplinary and trans-sectoral research approaches, and encourage trainees to consider the economic, social and ethical implications of their work.
- Potential to expose students to practical aspects of Arctic research in academic, industrial, northern, government and NGO sectors through unique programs

### **4. Networking**

- Indication of a networked approach to the research, with two-way interactions between researchers and Network partners.
- Potential for linkages with other Network research and research by non-Network agencies.
- Partnerships with Northern and Indigenous organizations and Northern communities in the research.
- Adequacy of research team interaction to achieve successful integration of researchers, students, and partners in the research and knowledge exchange activities.
- Optimization of resources through the sharing of equipment and research facilities, databases and personnel.
- Presence, nature and extent of contributions from the private sector and federal, provincial, and territorial agencies.

### **5. Knowledge Exchange**

- Indication that the knowledge exchange activities are planned as an integral aspect of the project, will involve active and innovative approaches, and are designed to deliver new knowledge and tools in ways that can be readily utilized by partners.
- Evidence of partner involvement and user networking in developing and delivering

the knowledge exchange plan.

- Potential for knowledge exchange extending beyond the research team and partner collaborators to other Network partners, and to other research and user communities.
- Adequate resources to accomplish the plan are included in the project budget.
- Potential for research results and knowledge exchange activities to inform policy at regional, provincial, national and international levels.

## **6. Budget**

- Justification for the level and duration of funding requested vis-à-vis the stated objectives and milestones.
- Appropriateness of the overall budget, which includes funds requested from the Network and the cash and in-kind contributions from other sources.
- Leverage of ArcticNet funds by cash and in-kind contributions from other sources.

## **APPENDIX B - CONFLICT OF INTEREST**

The Network will strive to ensure that its decisions are fair and objective and that they are seen as such. No committee member with a conflict of interest may participate in the review of a proposal.

Conflict of interest occurs whenever a committee member:

- is the Project Leader or a Co-Investigator on the proposal.
- is at the same department as the Project Leader on the proposal.
- is a relative or close personal friend of the Project Leader on the proposal.
- has had long-standing scientific or personal differences with the Project Leader on the proposal.
- is in a position to gain or lose financially from the outcome of the project.
- feels, for any reason, that they cannot provide an objective review of the proposal.

Any committee member who has such a conflict in regard to a proposal must declare a conflict of interest and leave the room for the duration of discussion and decision on that proposal. The Chair is responsible for resolving any areas of uncertainty.

A copy of these guidelines is sent to all External Scientific Reviewers and Northern Regional Review participants, along with the proposals they are asked to review.

## **First research management committee meeting – sample agenda**

1. Welcome
2. Approval of the agenda
3. Declaration of conflicts of interest
4. Background briefing on Networks of Centres of Excellence program
5. Presentation of the overall network strategic plan and NCE funding
6. Briefing on the funding agreement and network agreement
7. Network governance (role of the board, RMC members and network administrative centre)
8. Discussion to review overall network research strategy (in light of comments from the expert panel and NCE Standing Selection Committee); on establishment of guidelines and processes for call for proposals (e.g., letters of intent-LOI or full application-FA, budget and peer review guidelines); on establishment of network research program policies and procedures (e.g. environmental assessment, procedures for network project review and selection, progress report and new projects).
9. Expansion of initial RMC membership (to represent the multisectoral and multidisciplinary nature of the network; to deal with conflicts, etc.)
10. Discussion on needs and membership of other network committees
11. Other business
12. Dates and location of next RMC meetings