

Strategy Implementation Board

Terms of Reference

23/07/2019

Version: 1.1

Terms of Reference should be reviewed once per annum

Contents

1. Background/Context	3
2. Scope	3
3. Reporting line.....	3
4. Decision making and accountability	3
5. Confidentiality	3
6. Conflicts of interest	3
7. Role of the Finance Committee.....	4
8. Role of individual Committee members.....	5
9. Membership	5
10. Administration.....	6
11. Governance	7
11. Appendix 1 – Meeting Minutes Format	8

1. Background/Context

The Cystic Fibrosis Trust is the UK's only national charity dealing with all aspects of cystic fibrosis (CF). It funds research to improve care and treatment, and aims to ensure appropriate clinical care and support for people with cystic fibrosis.

The Board of Trustees of the Cystic Fibrosis Trust is the body accountable for all aspects of the work of the Trust. The Board of Trustees are also the Members of the company as constituted in the Memorandum and Articles of Association.

The Strategy Implementation Board is an independent committee that reports to the Board of Trustees, making recommendations regarding the implementation of the Trust's research strategy.

2. Scope

These Terms of Reference (ToR) set out the membership, structure, accountability, work-plan, confidentiality and arrangements for conduct of the business of SIB.

3. Structure of partnerships

The Strategy Implementation Board (SIB) reports directly to the Board on an annual basis. All minutes of SIB meetings will be reviewed by the Board of Trustees once provided by the SIB Chair.

4. Decision making and accountability

A consensus recommendation should be reached wherever possible in the event of a disagreement occurring within the Board. The Chair will sum-up and explain why a decision has been reached. Decision-making will be inclusive and timescales will be considered.

Where necessary there will be an out-of-meeting process for urgent decisions.

SIB may set up working groups, drawing in other expertise, as required. These working groups should be time limited and have clear terms of reference.

5. Confidentiality

The business of the SIB is confidential, unless otherwise stated by the Chair.

6. Conflicts of interest

It is the responsibility of each member to be aware of and to register any potential conflicts of interest between themselves and the SIB. A conflict of interest is:

- A personal interest or interest in any other organisation which might clash with their role on the SIB.
- Where the SIB member finds themselves in a position where they or their family might personally benefit, financially or otherwise, or be perceived as personally benefiting, from their role as a committee member.

- Where the SIB member allows their personal interests to influence or be seen to influence their recommendations or decisions taken as part of the committee's work.

Further details regarding conflict of interest, can be found in the separate 'SIB Conflict of Interest Policy' document.

Each member should declare and make the Chair aware of any relevant interest at the start of a meeting or as soon as such conflict becomes evident to them.

Where an interest is declared that conflicts with, or may be perceived to conflict with, the interest of the SIB, the member concerned may be asked to withdraw from the discussion any decisions on the relevant item on the agenda.

7. Role of the Strategy Implementation Board

The role of the SIB is:

- To make recommendations to the Executive as to which organisations and individuals should receive Cystic Fibrosis Trust research grants, working within the Research Strategy and agreed protocols for the open and transparent assessment of grant applications
- To receive and assess reports on the progress and outcome of the grant awards
- To initiate, oversee and review all Cystic Fibrosis Trust Guidelines for grantmaking and recommend them to the Executive Team and the Board of Trustees for adoption.

The SIB will work within the Research Strategy agreed by the Cystic Fibrosis Trust Board and will report on its work annually to the Trustee Board, including providing an overview of the grants made and how these achieve the aims set out in the Research Strategy.

The role of the SIB is to advise the Executive Team and the Board of Trustees of the Cystic Fibrosis Trust in respect of the matters contained within these terms of reference. The Executive Team and the Board of Trustees seldom reject the advice and recommendations of advisory committees, although they have the right so to do and circumstances may exist when such action would be appropriate.

8. Management of SRC applications

Two members of the SIB will be appointed to lead on each application (Introducing Member). Any member of SIB cannot lead on any application that he/she has declared in the conflict of interest statement. The SIB in session will look at all relevant documentation, including peer reviews, and will take advice from the lead members. The SIB will generate a rank-ordered list of the applications in order of merit and use this to make recommendations to the CFT executive on which grants meet the criteria to be awarded.

9. Role of individual SIB members

The role of the individual members of SIB includes:

- Contributing to the strategic direction of the Cystic Fibrosis Trust's research strategy
- Have a broad understanding of the wider cystic fibrosis research environment

- Be committed to, and actively involved in pursuing the aims of SIB
- Check adherence of relevant standards of best practice, both within the organisation and in a wider context

10. Membership

Ten to twelve members, to be drawn from academia, clinicians, scientists, funding agencies, and the CF affected community. Members will not be representatives of any sector but will contribute their own experience and strategic thinking to the Strategy Implementation Board. Only one member from any organisation will be permitted.

The Director of Research of the Cystic Fibrosis Trust will be member of the SIB, and the CEO of the Cystic Fibrosis Trust will be invited to attend all meetings. The Chair of Trustees and the Chief Executive shall receive notice of each meeting and may attend and speak on relevant issues.

10.1. Chair

The Chair and Vice-Chair will be selected from existing members of SIB and this selection will be approved by the Cystic Fibrosis Trust's Board of Trustees. In the absence of the SIB Chair at any meeting, the position will be filled by the Vice-Chair. Should both Chair and Vice-Chair be absent, the SIB shall choose one of their number to be Chair for that meeting.

The accountable officer shall ensure that minutes of all meetings are prepared in the format shown in Appendix 1 below, and circulated to each member of the SIB and CEO; these minutes shall also be open to inspection by any Trustee on request to the Chair of the SIB, as shall be the agenda papers, except where there is a conflict of interest.

10.2. Accountable Officer

The Accountable Officer is the senior representative of the Cystic Fibrosis Trust who acts as the permanent secretary to SIB. The Trust's Director of Research will act as Accountable Officer, and their responsibilities include:

- Liaison with the Chair to agree and arrange meeting calendar and agendas.
- Management of communications on behalf of the Chair to SIB members
- Management of all other support to SIB as required

10.3. End of membership

Group members will cease to be a member of the group if they:

- Resign from the group
- Resign from their employment or role (Trust employees only)
- Fail to attend three consecutive meetings without providing apologies to the Chair
- Knowingly fail to declare a conflict of interest
- Breach confidentiality
- Reach the maximum membership term as set out below

Each member can be appointed for up to 3 years, with the possibility of two renewals for a further three years, a maximum of nine years' service. Two years must elapse before a person is approached for re-appointment to membership of the committee.

10.4. Quorum

A quorum shall consist of four members of SIB, not to be Cystic Fibrosis Trust employees.

11. Administration

11.1. Agenda Items

An agenda, with attached meeting papers, will be distributed at least one week prior to the next scheduled meeting.

The Chair has the right to refuse to list an item on the formal agenda, but members may raise an item under 'Other Business' if necessary and as time permits.

11.2. Frequency of Meetings

The committee will meet as needed to assess applications in a timely fashion following specific calls. It is anticipated that this will be about twice a year. Additional meetings may be held with the agreement of the Chair of the Committee and the CEO.

11.3. Meeting location

Meetings will usually be held at the Cystic Fibrosis Trust offices at One Aldgate, London, EC3N 1RE.

In order to facilitate the engagement of people with Cystic Fibrosis, tele or videoconferencing facilities will be made available at all meetings.

- Approval date: 23 July 2019
- Review date: July 2020

Appendix 1 – SIB Minutes Template

MEETING MINUTES

STRATEGY IMPLEMENTATION BOARD

DATE OF MEETING:			
HELD AT:			
THOSE PRESENT:			
IN ATTENDANCE:			
APOLOGIES:			

1	Apologies for absence / any new conflicts of interest – disclosure
2	Minutes of the previous meeting
3	Matters arising / Action log from previous meetings
4	Business Item 1
5	Business Item 2
6	Business Item 3
7	Business Item 4
8	Business Item 5
9	AOB