

Commercialisation Committee Terms of Reference

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Version 2.0

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N/A	Initial Issue		1.0
1.0	Update to role of President and structure of Committee within SETU		1.1
1.1	Changes to establish the committee within the governance structure with a reporting line to the Finance and Capital Investment Committee and from there to the Governing Body	27 Feb 2024	2.0

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1 Terms of Reference for the SETU Commercialisation Committee

The Commercialisation Committee is a sub-committee of the Finance Capital and Investment Committee (FCIC) which in turn is a Committee of the Governing Body. Relevant financial approvals and quarterly reports will be directed to the FCIC. An annual report on commercialisation activities will be provided to the Governing Body via the FCIC reporting mechanisms.

2 Membership of the Commercialisation Committee

The Commercialisation Committee will consist of the following:

- A Governing Body member of the FCIC, nominated by the Chairperson of the FCIC (as Chair)
- Vice President Governance/University Secretary
- Vice President Finance/Financial Controller, or nominee
- Vice President Research Innovation and Impact
- Head of Innovation & Commercialisation
- Up to four members of SETU staff (but not less than two) with experience of commercialisation in SETU or elsewhere, nominated by the President
- Up to two co-opted members, at least one of which should be external, with expertise in start-ups and commercialisation, nominated by the committee chair
- The President may attend any meeting of the committee

On a case by case basis, the President may invite other University staff or outside experts, with the requisite intellectual property expertise, to act in an advisory capacity to the Commercialisation Committee. In seeking such additional input, the President shall consider the need to have expertise appropriate to the specific matters facing the Committee, the desire to have representation from across the University's community and the necessity for the Committee to operate as a decision-making body.

The Technology Transfer Manager will support the Commercialisation Committee. The role of the Technology Transfer Office (TTO) is to present key commercial activities of the office to the Commercialisation Committee. The Commercialisation Committee will then agree appropriate operational controls.

As this committee is a Sub-Committee of a Governing Body Committee the University Secretary shall either act as or nominate a Secretary to the Committee in line with appropriate governance oversight.

3 Role

- The Commercialisation Committee will monitor the appropriateness and advice on the development of procedures governing the commercialisation of Intellectual Property.
- The Commercialisation Committee will review TTO activities in compliance with the University's Intellectual Property Policy.
- Review all KTI reporting metrics and any other associated metrics and measures on a periodic basis.
- Receive updates on communications from/to KTI.
- The University Secretary or other such party as may be nominated by the President will sign licenses, contracts and other such documents, or as may be required to bring into full effect such licenses, contracts or other documents.
- The Commercialisation Committee will be responsible for approving guidelines and/or decisions related to the funding/co-funding, prosecution or defence of patents and other forms of Intellectual Property.
- The Commercialisation Committee will maintain a high-level strategic overview of the University's portfolio of spin-out and associated companies, undertaking an annual review of ongoing progress and status of all spin-outs and/or licenses.

4 Operating Protocols

- The term of the Commercialisation Committee will be 5 years with alternative representatives to be selected at the end of the 5-year term.
 - Members of the committee shall attend a minimum of 3 out of 4 meetings in any 12-month rolling period unless appropriate justification is provided.
- Approximately four meetings will be held each year. The tentative dates of these meetings will be scheduled at the beginning of each academic year. Meeting date changes, and additional meetings will be authorised by the Chair if deemed by the Chair to be necessary to furthering the Committee's responsibilities. Meeting dates will be confirmed no less than 5 days in advance, and meeting documentation will be circulated no less than 5 days in advance of each meeting.
- Recognising the fact that personal and/or commercially sensitive matters may be before the Committee, all members of the Committee shall be required to sign a Confidentiality Agreement with respect to all matters before the Committee.

Members of the Commercialisation Committee will, prior to each meeting, be asked to declare whether or not they have, or could reasonably be perceived to have, a conflict of interest situation with respect to any matter before the Committee at that meeting. Any member shall excuse themselves from any participation with the Committee on matters they have a conflict in accordance with the University's Intellectual Property Policy.

- In cases where the sponsor(s) do(es) not include all the Creator(s), those Creators not sponsoring the submission will be notified and have the opportunity to meet with the Commercialisation Committee prior to any decision being made.
- The processes and procedures adopted by the Commercialisation Committee shall take into account the University's obligations, and general guidance, as may from time to time be addressed in guidance from funding agencies and other relevant State bodies.
- At any meeting of the Commercialisation Committee a quorum of 3 (three) is required.
- All motions shall require a proposer and seconder.
- The recording secretary for the Commercialisation Committee will be provided by the TTO or the Office of the University Secretary.
- The Commercialisation Committee reports into the Finance and Capital Investments Committee no less frequently than annually.

5 Ethos

In line with national and European policy, the University is committed to supporting the commercialisation of intellectual property emanating from its sponsored research programmes for the betterment of regional and national social and economic development. The ethos of the Commercialisation Committee will aim to be support and encourage the TTO while ensuring good practice in relation to governance of the commercialisation process is adhered to. The Commercialisation Committee will ensure that through governance the TTO adheres to the following principles:

- Enhancing the reputation of the University;
- Fair, reasonable and consistent engagement by the TTO;
- Keeping in line with activities of the University's Intellectual Property Policy;
- Keeping in line with activities of the University's strategic goals.