



Australian Centre for Accelerating Diabetes Innovations

## COUNCIL TERMS OF REFERENCE

### 1. Introduction

#### 1.1. General

These Terms of Reference set out the principles governing the Australian Centre for Accelerating Diabetes Innovations (ACADI) Council (“the Council”) and its responsibilities.

The Council has been established to provide strategic direction and leadership for ACADI and effective oversight of management. The Council is also responsible for overseeing the governance and ongoing performance of ACADI towards ACADI’s vision and purpose.

#### 1.2. ACADI

ACADI is a virtual collaborative diabetes centre. Its headquarters are located at the University of Melbourne (UoM) which is the designated administering organisation. UoM will provide essential management functions and nation-wide co-ordination of the ACADI.

*ACADI’s vision:* To benefit people with diabetes at each stage from diagnosis to its devastating complications.

*ACADI’s purpose:* To deliver novel interventions for timely diagnosis, prevention and treatment of diabetes and its complications.

*Centre objectives:* To establish the Centre in order to transform early detection, prevention and management of diabetes and its complications through the:

- delivery of targeted research projects as part of an ongoing research portfolio;
- acceleration of innovation addressing unmet needs in diabetes and its complications;
- delivery of a training program to train future leaders, by providing critical skills in clinical evaluation, translation and commercialisation;
- utilisation of input from community, national and international advisory groups;
- provision of platform support for both of the research portfolio and training program activities; and
- conduct of such other activities as may be approved by the ACADI Council from time to time.

### **1.3. Definitions**

**ACADI** means the Australian Centre for Accelerating Diabetes Innovations

**Centre** means the collaborative joint venture known as Australian Centre for Accelerating Diabetes Innovations (ACADI) established under the Core Partner Agreement.

**Centre Activities** means the activities to be carried out through the Centre and as outlined in the Funding Agreement.

**Chair** means the Independent Chair of the ACADI Council, appointed by UoM, who must not be an employee or officer (including a director or university council member) of any of the Core Partners, Other Partners or Project Participants. UoM will be responsible for obtaining approval from MTPConnect of the Independent Chair selection.

**Core Partners** means the parties who have entered into Core Partner Agreement.

**Council** means the ACADI Council established under the Core Partner Agreement

**Director** means the ACADI Centre Director appointed under the Core Partner Agreement.

**Funding Agreement** means the grant agreement between MTPConnect and UoM in relation to the funding by MTPConnect, through the MRFF, of a diabetes research centre.

**Management Committee** means the ACADI Management Committee established under the Core Partner Agreement

**UoM** means the University of Melbourne, the lead Core Partner and administrative organisation for ACADI

## 2. Roles and responsibilities of the Council

### **2.1. Key Responsibilities**

#### **2.1.1. The council has overall responsibility for:**

- developing the strategic direction of the Centre;
- making recommendations to the Management Committee as to the implementation of the strategic direction of the Centre and performance of Centre Activities;
- receiving and considering reports from the Director, Management Committee and Advisory Groups
- approving the Terms of Reference or guidelines for the Management Committee, Advisory Groups and any other bodies and committees established.
- conducting reviews of the performance and operation of the Management Committee
- establishing or winding-up Advisory Groups and other bodies or committees as appropriate
- reporting, and otherwise make information available, to UoM in order that UoM can comply with its obligations under the Funding Agreement;
- approving each of the Annual Reports;
- making final decisions on the admission of Applicant Core Partners and Applicant Other Partners based on recommendation from Management Committee, and ensuring that appropriate due diligence investigations have been conducted;
- carrying out the other functions and activities of the ACADI Council expressly set out in the Core Partner Agreement, the Other Partner Agreement or any Project Agreement;
- Succession planning and matters relating to the Council composition.

**2.1.2.** The role of the Council also includes oversight of the following:

- the Centre operations and the performance of the Centre Activities by noting progress reports and financial acquittals provided by ACADI Management Committee;
- the management and mitigation of risks that may affect the Centre and the performance of the Centre Activities, including by:
  - adopting an appropriate risk management framework for the Centre that seeks to continually identify and assess risks and manage them in line with strategic objectives, legal and regulatory frameworks and investment priorities; and
  - receiving and reviewing information and recommendations about risks identified by the ACADI Management Committee and how those risks are being assessed and managed
- Centre governance
- Organisational culture and values
- Strategic planning and Centre sustainability model

**2.1.3.** In carrying out its functions under the Core Partner Agreement, the Other Partners Agreement and Project Agreements, the ACADI Council must take into account, and act consistently with:

- the Centre objectives;
- the obligations imposed on the Core Partners under applicable Laws;
- other policies that the Core Partners already have in place; and
- UoM's obligations under the Funding Agreement, so as to facilitate UoM complying with those obligations.

## **2.2. Role of the Chair**

In relation to meetings the Chair will:

- approve the agenda for the meeting and the distribution of relevant papers to the members of the ACADI Council; and
- chair the meeting and ensure the ACADI Council engages in constructive debate and reaches clear decisions.

## **2.3. Role of the Director**

The council delegates responsibility for operational management to the Director.

### 3. Matters requiring Council approval

#### **3.1. Variations to the Activity Plan and Budget**

The following changes to Centre activities (including Projects), or to the allocation of Centre funds or contributions to Centre activities will require Council approval:

- extension of the term of a project for a period greater than 12 months
- extension of the term of a project past the Funding end date.
- on recommendation by the Management Committee, reallocation of Centre funds or contributions between Projects or other Centre Activities, including to a new Project or Centre activity not specified in the Activity Plan and Budget.
- provision of additional contributions by a Partner;
- any other change to the Activity Plan and Budget - if appropriate, the Council may delegate its approval function to the Management Committee or Director.

#### **3.2. Commercialisation provisions of the Project Agreements and Project Plans**

**3.2.1.** Any proportion of Commercialisation Revenue that is specified in a Project Agreement or Project Plan as being shared with the Centre must be agreed between the intended commercialising party, any project participants and UoM (on behalf of the Centre) or (if UoM is involved in the conduct of the Project) the Council.

**3.2.2.** The default position is that the Centre will receive a 10% share of Commercialisation Revenue. The parties may agree to depart from the default position by:

- agreeing a higher proportion of Commercialisation Revenue to be paid to the Centre, having regard to the value of the Centre's investment in the Project;
- or where appropriate, agreeing in good faith to cap the Centre's share of the Commercialisation Revenue at two times the value of the Centre's investment in the Project (including by way of both in-kind and cash Contributions) or another appropriate amount.

Any departure from the above must be approved in writing by the ACADI Council.

#### **3.3. Branding for the Centre**

The Council must approve:

- any branding for the Centre (other than the initial Centre branding) before it is used for the purposes of the Centre;
- any branding guidelines;
- any policy or guideline on publicity; and
- any application for trademark registration of any Centre branding.

#### 4. Duties of Council members

Each Council member must:

- use their best efforts to attend every Council meeting, so as to facilitate continuity of the Council and commitment by the Council to its decisions;
- attend a minimum of 75% of regular scheduled meetings (6 of 8 meetings) within a 12-month period;
- exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise in that role;
- exercise their powers and discharge their duties in good faith in the best interests of the Centre and for a proper purpose;
- not improperly use their position to gain an advantage for themselves or someone else, or cause detriment to the Centre;
- if they obtain information because they are, or have been, a Council member, not improperly use the information to gain an advantage for themselves or someone else, or cause detriment to the Centre;
- ensure that any personal interests or roles do not influence or interfere with the proper performance of their responsibilities and duties as a Council member;
- identify any conflicts of interest that may affect them from time to time;
- comply with their disclosure obligations;
- where a conflict of interest (real or perceived) exists and the ACADI Council forms the view that the situation can be managed to prevent adverse consequences, put in place arrangements to manage that conflict of interest;
- avoid conflict of interest situations that cannot be managed and that may have materially detrimental consequences for the Centre; and
- adopt and promote a culture within the Centre of conflict of interest awareness and effective management of conflicts of interest that arise within the Centre.

The duties of Council members will apply in the same way as the duties of directors of a corporation (including under the Corporations Act), to the extent reasonable and appropriate.

#### 5. Composition and structure of the Council

##### **5.1. Composition**

##### **5.1.1.** The composition of the Council will be:

Susan Alberti AC (Chair)  
 Adjunct Professor Craig Bennett  
 Ms Julia Medew  
 Ms Naomi Hodgson  
 Dr Megan Astle  
 Mr Simon Frost  
 Mr Justin Porch  
 Professor Elif Ekinci (Director) non-voting member  
 Sharon Kitt (Secretariat – until June 2024)  
 Michelle le Roux (Secretariat – from July 2024)

**5.1.2.** At all times the Council will be composed of a minimum of three members and a maximum of 15 members.

**5.1.3.** Other relevant representatives may be invited to attend at the discretion of the Chair for discussion of specific topics.

##### **5.2. Appointment and removal of Council members**

**5.2.1.** Members are appointed by the Chair, in consultation with the Director.

5.2.2. The skills, qualifications and experience of all of the members of the ACADI Council will be assessed against the skills matrix:

Name and Role	Diversity				Skills and Experience										
	Gender	State	NESB	Age 1: <35; 2: 35-60; 3: 60+	Finance, Accounting and Risk Management	Business Development Investment and Entrepreneurship	Governance, Compliance and Legal	Government and Advocacy	People and Culture	Philanthropy	PR and Communications	Grant Success/Assessor Experience	Consumer Perspective	Industry Experience	Training
<b>Skills and Experience Ratings Guide:</b> 0 = no skills 1 = basic knowledge 2 = working knowledge 3 = detailed knowledge															

5.3. Term

5.3.1. Members will be appointed for a term of one year.

5.3.2. The Chair, in consultation with the Director,

- may appoint a Council member to serve further one-year terms. There is no limit on the number of terms that may be served by a Council member.
- may remove a member from the Council, if the Council member has failed to contribute and actively participate in the Council

6. Meetings

6.1. Frequency

6.1.1. The Council will meet four times in each six-month period, or more often:

- at the discretion of the Chair
- if the Council members or the Core Partners consider it necessary or appropriate from time to time; or
- if required under the Funding Agreement.

6.1.2. Meetings will be held in person or online via Zoom.

6.1.3. Minutes of the previous meeting must be considered at each meeting and approved subject to any agreed corrections.

6.1.4. The Secretariat (on behalf of the Chair) must:

- provide reasonable advance notice of the time and location of the meeting (no less than 10 business days);
- prepare and distribute meeting papers;
- circulate the agenda in advance, including any matters:
  - referred to the Council for consideration by a Core Partner;
  - raised by the Director, Management Committee, ACADI Advisory Group, or committee established by the Council, where those matters are appropriate for consideration by the Council; or
  - required under the Core Partner Agreement to be considered by the Council.
- keep minutes and promptly circulate Council members (including a copy to MTPConnect).

## 7. Quorum

**7.1.** A quorum for each meeting of the Council is:

- the Chair; and
- a majority of the other Council members.

**7.2.** If a quorum is not present within 30 minutes after the time appointed for a Council meeting the meeting will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Council members present at the meeting.

## 8. Decisions

**8.1.** In relation to any question arising at a Council meeting:

- all of the voting Council members present at the meeting will use best efforts to decide the question by a unanimous resolution; and
- any question that cannot be decided by a unanimous resolution may be decided by resolution of:
  - in the case of special majority issues, at least 75% of the voting Council members present. Special majority issues include:
    - admission of an applicant Core Partner;
    - expulsion of a Core Partner;
    - giving of notice requiring a Core Partner to remedy a material breach of the Core Partner Agreement or a Project Agreement.
  - for all other issues, a majority of the voting Council members present
- each voting Council member present will have one vote;
- where Council members cannot reach a decision on a matter that they are required to decide under the Core Partner Agreement, Other Partner Agreement or Project Agreement, the Chair:
  - will seek to work with the other Council members to facilitate them reaching a decision; and
  - has a casting vote in the event that a decision cannot be reached.

### **8.2. Out of session decisions**

**8.2.1.** Out of session decisions will be deemed acceptable at the discretion of the Chair. All out of session correspondence will be managed by the Secretariat via email. All out of session approvals will be recorded in the agenda, minutes and actions of the next scheduled committee meeting.

**8.2.2.** Resolutions of the Council may be made without a meeting if all Council members sign a document containing a statement that those members are in favour of a resolution in the terms set out in the document. Such a resolution will be taken to have been passed at a duly convened meeting of the Council on the day on which the document was signed or on the day on which the last Council member signs the document. Two or more separate documents containing a statement in identical terms, each of which is signed by one or more Council members, will be taken to constitute one document. Such a resolution must be recorded in the meeting papers and minutes and of the next Council meeting.

## 9. External review of Council performance

**9.1.** The Council must arrange for external independent review of its performance and operation as appropriate from time to time. The Council must provide input to the independent reviewer on the scope of the review or matters that should be subject of the review. Core Partners may also provide input to the independent reviewer.

9.2. Where the independent reviewer provides any report or other document setting out the findings of the review, the Chair will provide a copy of the findings to each Council member for consideration. If the findings recommend any amendments to the Core Partner Agreement or other changes to the operation and governance of the Council, or if the Council otherwise considers it appropriate to do so:

- the Council will provide a copy of the findings to each Core Partner; and
- the Council and the Core Partners will meet to discuss the findings and act in good faith to agree any amendments to the Core Partner Agreement or the operation and governance of the Council, within a reasonable time after the Council circulates the findings.

## 10. Advisory Groups and other bodies or committees

### 10.1. Current Advisory Groups

The following Advisory Groups have been established to support the conduct of the Centre activities and achievement of the Centre objectives:

- Community Advisory Group
- Indigenous Advisory Group
- Independent Scientific and Commercial (ISaC) Advisory Group
- International Advisory Group
- Training Program Advisory Committee (including the PhD & ECR grant selection committee)

10.2. The Council may, from time to time:

- where appropriate, delegate specific functions to governance, advisory or other bodies or committees. Decision making cannot be delegated;
- establish any other governance, advisory or other bodies or committees;
- determine that a particular Advisory Group or other body or committee will be wound up prior to the end of the Term.

## 11. Review

The Terms of Reference will be reviewed on an (at least) annual basis by the Council.

### Document history

Version	Date	Amendments / comments	Version author
2024-01	08/07/2024	Approved by Council Updated 5.1 Composition	Council Secretariat
2023-02	03/07/2023	Approved by Council Updated 5. Composition	Council Secretariat
2023-01	30/03/2023	Updated: - 4.Duties - 5.Composition - 10.Advisory Groups	Council Secretariat
2022-01	29/09/2022	Approved by Council	Council Secretariat