

Interface Strategic Board Terms of Reference

Interface-The knowledge connection for business www.interface-online.org.uk provides Scottish SMEs a central point of access to the expertise available in Scotland's Universities, Research Institutes and Colleges. Our core mission is *"to enable business-academic collaborations for economic and societal benefit"*. The Interface programme is delivered through a partnership of all 23 Scottish Universities and Research Institutions hosted by the University of Edinburgh (Edinburgh Innovations Ltd). Funding is provided from Scottish Funding Council (SFC), Highlands and Islands Enterprise (HIE) and Scottish Enterprise (SE).

A copy of the latest Interface Annual report can be found via this link:

<http://www.interface-online.org.uk/news/annual-review-2016-2017>

For many businesses and organisations who wish to collaborate with a University/Research Institutes /College, the challenge can often be to understand what is available and identify the relevant expertise. Through Interface, businesses and organisations suddenly gain access to a significant resource of world leading research, specialist facilities and knowledge, which can bring about major business benefits.

The Interface direct support to businesses includes:

- Stimulation of demand of industry-led innovation projects suitable for academic expertise through proactive marketing
- Bespoke translation and brokerage to match business requirements and academic expertise both for individual and groups of businesses
- Facilitation of collaborative projects between businesses and universities through knowledge sharing and co-creation of solutions to support the development and commercialisation of new products, processes and services
- Supporting multi-party collaborative projects where groups of businesses require academic expertise to solve industry wide challenges that will lead to scale and transformational impact
- Access to specialist facilities within Scotland's Universities, Research Institutions and Colleges with assistance, training and knowledge from in-house trained experts to help companies create, develop, test & analyse
- Demand stimulation for cutting edge and cost-effective technologies through the showcase website University-Technology.com
- Advice and support on innovation related funding streams – through the administration of the Scottish Funding Council/Scottish Enterprise/Highlands & Islands Enterprise Innovation Voucher Programme which provides business with grants of £5,000 - £20,000 to offset the costs of academic partnerships
- Providing impartial evidence to support policy, practice and continuous improvement to a wide range of funders and stakeholders on academic – business collaboration in Scotland and internationally

Role of the Interface Strategic Board

The main aim of the board is to oversee, provide independent advice and make recommendations about the development, strategy and running of Interface.

This includes:-

- To have overall responsibility for the strategic direction of Interface. This will include review and comment on progress reports and other Interface business.
- To consider and continuously review the optimum business structure to deliver the objectives of the Interface.
- To consider the constitution of the Board on an ongoing basis to ensure that:
 - The Board is fit for purpose to achieve the objectives of Interface.
 - To consider and review the representation of all the partners on the Board to ensure fair and proper representation and to take cognisance of the needs of the industry, collaborators and Higher Education/Further Education partners.

- To ensure that Interface complies with all governance matters including all relevant Government legislation and guidelines.
- To agree and approve the Annual Business Plan. Thereafter to monitor against performance
- To ensure that the offers of grant with SFC, SE and HIE are delivered and that appropriate communication is in place with funders and stakeholders to deal with any contractual issues
- To form and set out terms of reference for any short life working group of the Board required
- To conduct an Annual Formal Evaluation of Board performance.

The Composition of the Strategic Board

The Interface Board will consist of no more than twelve core members, including the Chair and Chief Executive each member having expertise and experience in an area of direct relevance to the activities of Interface. The majority of members of the Interface Board will come from industry and representing both major and SME companies. At all times there must be at least one member of the Interface Board from an SME. Nominations from industry members of the consortium will be sought when a vacancy in Board membership occurs.

One Board member will be from University of Edinburgh / Edinburgh Innovations Ltd, in recognition of its role as Interface's administrative hub, to advise on HEI funding regulations and compliance with SFC terms and conditions.

Non-Executive Interface Board Members are elected for a term of three years, with no individual member serving more than two consecutive terms.

Quorate

The Strategic Board will only be quorate if at least 4 voting members of the Strategic Board are in attendance at the nominated date and time. However the 4 members must at least include the following in attendance:

- The Chair or his/her appointed alternate
- The Chief Executive and her/his appointed alternate
- At least two of the Industry representatives

It is expected that at any meeting at least one of the funding partners (SFC, HIE, SE) will be present at a Board Meeting. Observers do not count towards the numbers of the above qualifying members. At the Chair's discretion attendance through Skype, video conferencing or teleconferencing may be allowed.

Questions arising at any meeting of the Board will be decided by a majority of votes with the Chair carrying a casting vote. Any urgent or emergency items requiring Board approval shall be dealt with through the Special Meeting process above and requires a quorum to be present for such approvals to be given.

The Strategic Board may invite other parties who will have no voting rights to attend specific Board or sub-group meetings if this is considered appropriate e.g. to provide expert opinion.

Timing of Strategic Board Meetings

There will be a minimum of 4 Board Meetings per annum and the meetings will be set at least 6 months in advance. Special meetings of the Board may be held at any time at the call of the Chair or if more than 50% of the Board Membership asks for a Special Meeting.

Strategic Board Process

All agreed relevant papers will be sent electronically to Board Members at least 5 working days before the date of the Board. Draft Minutes will be distributed to Board Members within 20 working days of the Board meeting for comment. Board Minutes will be in draft form until formally accepted at the following Board Meeting.

Agenda shall include (but not limited to):

- Attendance and apologies for absence
- Minutes of previous meeting and matters arising

- Review of Interface progress via quarterly reports
- Matters of a material nature within the Board's Terms of Reference.

The Board has overall responsibility for the quality of Interface's work, for the maintenance of a culture upholding the values of, and high standards in, quality, integrity, independence, professional ethics and professional competence and for setting an appropriate tone in respect of these values.

The Strategic Board has overall responsibility for establishing systems of internal control and for reviewing and evaluating their effectiveness. The Interface Risk Register will be formally considered by the Board annually.

The Board will keep Minutes of its proceedings and make these available via the Interface website. In addition, they will be made available to comply with the provisions of the Freedom of Information Act. Reserved Business items will be minuted separately and will not be available under the Freedom of Information Act.

Confidentiality

It is the duty of every Board member, observer and every officer in attendance to preserve the confidentiality of any item of business so designated by the member in the Board.

Declaration of Interest

Any Board member, observer or officer, who has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the Board at which he/she is present shall as soon as practicable disclose the fact of his/her interest to the meeting and shall withdraw from that part of the meeting.