

COMMERCIALISATION COMMITTEE TERMS OF REFERENCE



CONTENTS

1	ESTABLISHMENT	1
2	FUNCTIONS AND RESPONSIBILITIES	1
3	RESERVED AUTHORITIES	2
4	REFERRAL OF MATTERS.....	2
5	SUB-COMMITTEES.....	2
6	MEMBERSHIP AND TERMS OF OFFICE	2
7	RIGHTS OF AUDIENCE AND DEBATE	3
8	CHAIR AND DEPUTY CHAIR	3
9	SECRETARY	3
10	CASUAL VACANCIES	3
11	REMOVAL OF A MEMBER FROM OFFICE	3
12	QUORUM.....	3
13	CONFLICT OF INTEREST	4
14	MEETINGS	4
15	ACCESS TO RESOURCES	4
16	AGENDAS AND MINUTES.....	4
17	EVALUATION AND REVIEW	4
18	RELATED DOCUMENTS	4
19	FEEDBACK.....	5
20	APPROVAL AND REVIEW DETAILS.....	5

1 ESTABLISHMENT

The Chief Operating Officer established this Committee to provide advice, support and recommendations on potential commercial impact activities.

2 FUNCTIONS AND RESPONSIBILITIES

This Committee's functions and responsibilities are to:

- 2.1 Review new innovations and disclosures for research alignment, commercial viability and prioritisation.
- 2.2 Review commercial impact opportunities brought forward by the Commercialisation Team.
- 2.3 Provide feedback and/or recommended actions to be taken to advance commercial impact opportunities and provide recommendations to the Vice-President (Research) where these recommendations relate to the securing of intellectual property in accordance with the [Commercialisation for Impact Policy and Procedure](#).
- 2.4 Provide input into key terms and matters to be considered in commercialisation discussions and negotiations with external parties, funders and collaborators.
- 2.5 Review emerging commercial impact opportunities for awareness of pipeline and management of the commercialisation portfolio.
- 2.6 Monitor the existing intellectual property portfolio for continued relevance and support and provide recommendations to the Vice-President (Research).

- 2.7 Introduce relevant network connections for commercialisation opportunities with full disclosure of any actual or potential conflicts of interests.
- 2.8 Review the commercialisation portfolio including post-commercialisation deal arrangements and performance.
- 2.9 Review potential opportunities and proposals for commercialisation in accordance with the Commercialisation for Impact Policy and Procedure and make recommendations to the Chief Operating Officer and Vice-President (Research).

3 RESERVED AUTHORITIES

The Vice-President (Research) has the authority to make decisions regarding the security of rights relating to intellectual property and funding for associated registrations as the relevant budget holder.

4 REFERRAL OF MATTERS

This Committee may refer any item to the University Council for discussion, consideration and/or action, and may refer relevant matters for action or noting to other committees or officers as appropriate.

5 SUB-COMMITTEES

This Committee may establish standing or ad hoc sub-committees and approve their terms of reference, which must be constructed to ensure consistency and coordination between the functions of all sub-committees. The Committee may co-opt employees to serve on its sub-committees and/or working parties.

This Committee shall receive reports from its sub-committees and be responsible for monitoring and evaluating each sub-committee's activities against their functions and responsibilities.

6 MEMBERSHIP AND TERMS OF OFFICE

This Committee shall comprise:

Ex-officio members:

- Chief Operating Officer - *Internal*
- Vice-President (Research) - *Internal*

Appointed members:

- One member with legal expertise in industry and commercial practice, appointed by the Chair - *External*
- One member with commercialisation expertise and experience, appointed by the Chair - *External*
- Up to three members with industry experience in the areas of innovation and entrepreneurship, appointed by the Chair - *External*

Co-opted members:

- Such other members co-opted by the Chair from time-to-time to provide input into particular matters and ensure representation consistent with the committee's responsibilities, such as one member with legal expertise in intellectual property and the Chairs of any sub-committees.

Employee members are expected to represent and maintain effective communications between their business area and this Committee, as appropriate.

New members will, on their appointment, receive relevant induction information and briefings to assist them to meet their Committee responsibilities.

Terms of office

Ex-officio members will serve for the duration of their appointment. Ex-officio members may send a nominee when unable to attend meetings with the Chair's approval.

Appointed members will serve for a term of five years.

7 RIGHTS OF AUDIENCE AND DEBATE

This Committee may extend rights of audience and debate on a standing or ad hoc basis. Attendees with rights of audience and debate may participate in meetings but have no voting rights.

Those holding the following or equivalent positions (or their nominee) shall have standing rights of audience and debate at meetings:

- Senior Executives
- Director Office of Research
- Solicitor, Research Division
- Senior Executive Officer, Corporate Services and Commercialisation.

Employees and external stakeholders may request the opportunity to address the Committee. The Chair will consider and determine these requests.

8 CHAIR AND DEPUTY CHAIR

The Chair will be the Chief Operating Officer.

The Chair will serve for the duration of their appointment to the Committee.

The Deputy Chair will be determined and appointed by the Committee.

The Chair will nominate an alternate Chair if the Chair and Deputy Chair are unable to attend a scheduled meeting.

9 SECRETARY

The Chair will nominate the Secretary.

10 CASUAL VACANCIES

A casual vacancy for appointed members will be filled in accordance with the original requirements.

11 REMOVAL OF A MEMBER FROM OFFICE

This Committee may terminate a person's membership for misconduct by a vote of two-thirds of those present at a committee meeting called in accordance with these terms of reference, and for which due notice of the motion to terminate the person's membership has been given.

Where a member or their nominee does not attend three consecutive meetings without adequate cause, that person's membership may be terminated. A person who has had their membership terminated may apply to the Committee to have their membership reinstated.

12 QUORUM

The quorum for a committee meeting will be 50 per cent of the membership, plus one.

Where a loss of quorum is identified, the meeting may be adjourned until a time the Chair determines. Any matters for decision considered when the meeting is inquorate must be subsequently ratified by the at the next Committee meeting before those decisions can be actioned.

13 CONFLICT OF INTEREST

Committee members are required to declare to the Chair any real, perceived or potential conflict of interest they may have with any item on the agenda.

If the Chair or Committee deems a member to have a conflict of interest in a matter before this Committee, the member must not be present when the Committee considers that matter.

Further details on identifying and dealing with a conflict of interest are provided in the [Conflict of Interest Policy and Procedure](#).

14 MEETINGS

Committee meetings may be held face-to face, by telephone, videoconference, or other electronic means. This Committee will meet as and when required.

Committee decisions may be made at a duly called and constituted meeting, or by a resolution in writing (flying minute) to all members and electronically approved by at least a quorum of the members.

Committee members are required to fully prepare for each meeting, read the documentation in advance, and make every reasonable effort to attend each meeting.

15 ACCESS TO RESOURCES

External committee members will be provided with access to any resources they reasonably require to fulfil their duties as a committee member.

16 AGENDAS AND MINUTES

Agenda papers will be distributed at least five working days before the meeting. Members will be notified by email of the location and availability of material. Members are encouraged to view the agenda electronically during the meeting.

Only with the Chair's permission will late papers or the tabling of papers be accepted. All papers must be submitted to the Secretary by the specified submission deadline.

Committee records are subject to the Queensland [Public Records Act 2002](#) and must be retained by the Secretary in accordance with the University's [Records Management Policy and Procedure](#).

Minutes are to be prepared from each meeting. The Chair will review the draft minutes and action sheet of each meeting, after which the Secretary will circulate the documents to all members and include them in the agenda papers for the next meeting.

17 EVALUATION AND REVIEW

To ensure this Committee is fulfilling its duties, it will undertake an annual self-assessment of its performance against these terms of reference and provide that information to the Chief Operating Officer, along with any information the Chief Operating Officer requests to facilitate its review of this Committee's performance and its membership.

18 RELATED DOCUMENTS

[Commercialisation Process - Flowchart](#)

[Commercialisation Process - Detail](#)

[Commercialisation for Impact Policy and Procedure](#)

[Intellectual Property and Moral Rights Policy](#)

19 FEEDBACK

Feedback about this document can be emailed to policy@cqu.edu.au.

20 APPROVAL AND REVIEW DETAILS

Approval and Review	Details
Approval Authority	Vice-Chancellor and President
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Required Consultation	N/A
Administrator	Chief Operating Officer
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