

## Discovery and Commercial Committee – TOR

<b>Authority</b>	<p>The Discovery and Commercial Committee is a formal committee of the board and is authorised to provide assurance to the board and carry out delegated functions on its behalf.</p> <p>These terms of reference have been approved by the board and are subject to annual review.</p>
<b>Purpose</b>	<p>The purpose of the committee is to gain assurance, on behalf of the board, of the following key areas;</p> <ul style="list-style-type: none"> <li>• Discovery strategy and activity</li> <li>• All commercial activity and areas of income generation</li> <li>• Investment proposals relating to discovery and commercial, including the approval of business cases up to £2m</li> <li>• Review of business cases and projects, including the return on capital and revenue invested</li> </ul>
<b>Membership</b>	<p>The members of the committee will be appointed by the Board and have a majority of non-executive directors over voting executive directors, as follows;</p> <ul style="list-style-type: none"> <li>• Five non-executive directors, one of whom shall be nominated as chair</li> <li>• Chief Executive</li> <li>• Chief Finance Officer</li> <li>• Director of Discovery</li> <li>• Director of Strategy and Partnerships</li> <li>• Medical Director</li> </ul> <p>The Committee Chair will have a casting vote, if needed.</p> <p>Others to be in attendance in full or part of the meeting, at the discretion of the Committee Chair, include:</p> <ul style="list-style-type: none"> <li>• Director of BRC</li> <li>• Director of CRF</li> <li>• Head of Commercial Services</li> </ul> <p>The Committee Chair may also invite others to attend where needed.</p>
<b>Quorum</b>	<p>The quorum will be four members, including two non-executive directors</p>
<b>Frequency of Meetings</b>	<p>The committee will meet bi-monthly and members are expected to attend at least 75% of meetings in any financial year.</p>
<b>Duties</b>	<p>The committee can only carry out functions authorised by the board, as pertaining to discovery and commercial activities.</p> <p><b>Delegated Functions</b></p> <p>The committee will carry out the following on behalf of the board;</p> <ul style="list-style-type: none"> <li>• Approval of business cases with a maximum of £2m (capital) as specified in standing financial instructions</li> <li>• Ratification of contracts between £1.5m and £2m (revenue)</li> <li>• Approval of variations to contracts with a maximum of £2m (revenue)</li> </ul>

- Review of business cases and projects, including the return on capital and revenue invested

**Assurance Functions**

The committee will review the following activities, pertaining to discovery and commercial, to provide assurance to the board;

- Business cases over £2m prior to consideration by the board, in line with standing financial instructions
- Complex or critical business cases below £1m (capital) or below £1.5m (revenue), as referred by the chief executive
- Contracts awarded outside standing financial instructions in excess of £1m

**Discovery**

- Strategy
- Intellectual property and income generation
- Financial performance of Discovery
- Partnership with the Institute of Ophthalmology
- Commercial partnership opportunities
- Assurance on progress of Discovery excellence projects

**Partnerships**

- NHS partnership activity

**Commercial**

- Commercial strategy (including Moorfields Private, international, and UAE)
- Income generation and new collaborative or commercial partnerships (other than Discovery)

**Other**

- Specific risks on the Board Assurance Framework allocated by the board
- Analyse and challenge appropriate information on performance related to Discovery and Commercial
- Annual review and forward look for Committee

<p><b>Reporting and Review</b></p>	<p>Following each meeting of the committee, an update will be provided to the board, in a standard format, showing progress made and highlighting any issues for escalation or dissemination.</p> <p>Minutes of meetings will be available for any board member on request.</p> <p>The committee will carry out an annual deep dive review of its effectiveness against these terms of reference, including setting the forward plan for the next year. Dedicated time will be held at the last meeting of the FY for this review. This will be reported to the board via the committee’s annual report, at the first available meeting after 1 April of each year.</p>
<p><b>Sub-committees</b></p>	<p>The Committee has the power to establish sub-committees or targeted working groups to address specific tasks. Sub-committees will be subject to annual review, or as required based on organisational priorities, against their terms of reference and reported to the committee in time for them to be included in the committee’s own review of its effectiveness. Any sub-</p>

	<p>committee or working group will require its own Terms of Reference, approved by this committee.</p> <p>Regular updates to the committee will be produced to provide assurance or request support. Efforts should be made to avoid duplicating items and discussions at the committee meeting that have taken place in sub-committees.</p> <p>The committee has established the following sub-committees to help fulfil its duties.</p> <ul style="list-style-type: none"> <li>• Joint research strategy committee (joint committee with UCL)</li> </ul>		
<b>Meeting administration</b>	<p>The lead executive for the committee will be the Director of Discovery and the secretary for the committee will be the Company Secretary.</p> <p>The secretary's role will be to;</p> <ul style="list-style-type: none"> <li>• Agree the agenda with the chair</li> <li>• Ensure the agenda and papers are despatched five clear days before the meeting, in line with the board's standing orders</li> <li>• Maintain a forward plan of items for the committee</li> <li>• Be responsible for the production and quality of the minutes (even if taken by a separate minute taker)</li> <li>• Ensure minutes are issued to the chair for review within one week of the meeting, and to committee members within two weeks of the meeting.</li> <li>• Ensure actions are captured, notified to relevant staff and followed up</li> </ul> <p>Any other administrative arrangements not listed here will be as shown in the standing orders of the board of directors.</p>		
<b>Date approved by the board</b>	TBC	<b>Date of next review</b>	TBC

### Standing financial instructions and scheme of delegation

<https://eyeq.moorfields.nhs.uk/download.cfm?doc=docm93jjim4n815.pdf&ver=8492>