

DRAFT – For Discussion
Currently being reviewed by Wellcome’s Legal Team
Subject to Amendment
Comments to Follow.

EDIS – Terms of Reference (Development Phase)

Equality, Diversity and Inclusion in Science and Health

This document shall be used to describe the common understanding among the members of EDIS (the coalition).

Date of last edit: 29/01/2020

1. About these Terms of Reference

This document sets out the Terms of Reference for EDIS during its development phase (estimated timescales set out in the business plan but anticipated to last until 2021). It will be reviewed periodically (at least annually) to ensure it remains relevant and fit-for-purpose, and in particular to consider when it becomes appropriate to establish EDIS as a separate legal entity to the host organisation. These Terms of Reference may be approved and amended by a majority decision of the members.

2. About EDIS

- 2.1. EDIS is currently a coalition of member organisations working within the science and health research sector founded by a publicly funded research institute (The Francis Crick Institute), an independent funding charity (Wellcome Trust) and a commercial partner (GlaxoSmithKline)
- 2.2. Membership is open to organisations that meet the criteria for membership set out in these ToRs (5.1).
- 2.3. Members shall contribute funding to EDIS by way of an annual membership fee or equivalent and may agree to take on specific roles and responsibilities to further the aims and objectives of EDIS.
- 2.4. Wellcome Trust has agreed to act as the host organisation of EDIS during the development phase and will house staff contracted with the sole purpose of coordinating the coalition.
- 2.5. The aspiration is for EDIS to develop into an independent entity in accordance with the timescales laid out in its business plan.
- 2.6. EDIS will aim to draw together organisations across the science and health research field to develop a coalition with power to influence, learn and drive evidence-based change.

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3. Aims and objectives of EDIS

- 3.1. **Vision:** For everyone to have equal opportunities and access to a successful career within science and health, its research and its outcomes.
- 3.2. **Mission:** EDIS will build a powerful, connected and coordinated movement to advance equality, diversity and inclusion in science and health research.
- 3.3. **Desired Impact:** Equal and better science and health outcomes.

NOTE: These aims and objectives will need to be translated into charitable objects at the point that EDIS becomes an independent entity – and accordingly the language may need to be altered.

4. Host organisation

- 4.1. Wellcome will act as the host organisation of EDIS for the development phase.
- 4.2. Whilst undertaking this responsibility as host organisation, Wellcome will have the final decision/veto on the use of EDIS funds and resources, management of staff, activities and legalities.
 - 4.2.1. This veto will be used in instances such as those where Wellcome reasonably considers that the activities of EDIS would likely bring Wellcome in to disrepute, or that would expose Wellcome to legal challenge and/or liability etc
- 4.3. Wellcome will be responsible for legal challenges against EDIS and will have legal liability insurance put in place that will be incorporated into the membership fees
- 4.4. Wellcome may remove its support as host organisation at any time, upon giving reasonable notice to the Development Board. In such circumstances the Development Board will work constructively to find an alternative host organisation from amongst the other members.
- 4.5. The host organisation may be changed by agreement of the Development Board, and subject to the agreement of the new host organisation. In such circumstances reasonable endeavours will be taken by all parties to minimise the cost and disruption to all parties of the transition.
 - 4.5.1. In this instance, the current host organisation will not have veto power over the release of its role as host
 - 4.5.2. The current host organisation will be given reasonable notice of this decision

5. Membership of EDIS

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- 5.1. EDIS invites membership from organisations that meet the criterion outlined below:

Be active in the area of science or health research or a closely related field or be an institution or organisation active in supporting the objectives of EDIS

- 5.2. All prospective memberships will be reviewed by the development board who will decide on whether to accept the prospective member’s request.
- 5.3. The Development Board has the discretion to terminate the membership of any member, in particular where continued membership by that organisation may bring EDIS into disrepute or cause other material concerns.
- 5.4. Prior to exercising the discretion to terminate a member’s membership the Development Board would ordinarily engage in discussions with the member concerned to try to resolve the matter constructively.
- 5.5. Members agree to support the objectives of EDIS and contribute resources.

5.6. Member commitments:

- 5.6.1. To nominate a named sponsor with sufficient seniority for EDIS within their organisation, with the clear ability to advocate for change at a decision-making level within their organisation. This individual will be identified on the EDIS website and is expected to make reasonable efforts to attend members’ meetings.
- 5.6.2. To pay membership (and any other) fees due to in a timely manner to EDIS.
- 5.6.3. To make an explicit and visible commitment to change where necessary, both internally and as part of the broader science and health research field, to help achieve the aims and objectives of EDIS (3.).
- 5.6.4. To report annually to EDIS on progress made against delivering on its commitments in a manner agreed upon by the members and Development Board in advance.
- 5.6.5. To participate fully in EDIS, including to share knowledge, lessons learned and best practices with EDIS and with other member organisations.

5.7. Members are also strongly encouraged to:

- 5.7.1. To allow the use of the member’s brand (including name and logo) on the EDIS website and social media.
- 5.7.2. Link to the EDIS website from (and include the EDIS logo on) their organisation’s website
- 5.7.3. Actively contribute to EDIS activities and communications by sharing new ideas, data, best practices and other important and relevant news related to the work of EDIS.

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- 5.7.4. Consider making financial contributions to EDIS in addition to the required membership fee, in support of specific projects and/or to help EDIS to better achieve its mission whilst being financially sustainable.
- 5.7.5. Promote the work of EDIS widely

5.8. Accountability for delivering on membership commitments

- 5.8.1. Members agree to be held accountable to the member commitments set out in 5.6 above, on the basis that a continued failure to meet these commitments may ultimately result in membership being terminated by the Development Board.
- 5.8.2. If a member does not fulfil its membership commitments (as set out in 5.6), the Development Board will ask that member to explain why and to agree a time-bound action plan to remedy the situation constructively.
- 5.8.3. If the member organisation cannot or will not agree to the action plan, or if it does not remedy the situation by delivering upon the agreed action plan, the Development Board may (at its discretion) terminate the member’s membership with immediate effect, and with no refund of membership fees already paid. Prior to exercising this discretion, the Development Board would ordinarily seek to engage further with the member organisation to understand the nature of the problem and if there are any alternative solutions.

5.9. Membership Fees

- 5.9.1. Membership fees are set according to the number of employees an organisation has, as detailed in the business plan and in the table below.

Employees	
0-10	£500+
11-20	£1,000+
21-50	£1,500+
50-500	£2,000+
501-1000	£2,500+
1000+	£5,000+

- 5.9.2. Where the member organisation doesn’t have any directly employed staff, or the number of employees it directly has does not reflect the true scale of the organisation, the Development Board has discretion to impose an alternative membership fee on that organisation that it reasonably considers to be more appropriate in the circumstances.
- 5.9.3. The level of membership fees may be changed from time to time at the discretion of the Development Board, having regard to the current and future

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resource needs of EDIS. Before determining any material increase in fees, the Development Board would ordinarily seek the views of the members.

- 5.9.4. The Development Board may, at its discretion, allow individual members to contribute agreed in kind services in lieu of the required membership fee. In such circumstances the member commitment set out in 5.6.2 relating to the timely payment of membership fees shall instead refer to the timely contribution of the agreed in-kind services.

5.10. Individuals

- 5.11. Individuals are not permitted to be members of EDIS, as this is restricted to organisations. However, individuals are strongly encouraged to participate in EDIS by registering to the EDIS mailing list and agreeing to support its core principles.

5.12. Members’ Meetings

- 5.12.1. Members’ meeting will ordinarily be held quarterly, with reasonable notice being provided in order to ensure as wide an attendance as possible.
- 5.12.2. There is no formal requirement for quorum, and any decisions made will be by simple majority of those present.
- 5.12.3. All members will be invited to the meeting, and their nominated representative should make all reasonable efforts to attend. If they are not able to attend, it is permitted for a delegate to attend in their place.
- 5.12.4. Other stakeholders may be invited to Members’ Meetings at the discretion of the Development Board (in discussion with the Secretariat).
- 5.12.5. Minutes and all other outputs from each meeting will be shared electronically with all members.
- 5.12.6. At Members’ meetings the Development Board may seek the views and advice of members on strategic matters. This may also happen outside of formal meetings e.g. by email.

5.13. Role of members

- 5.13.1. Members are encouraged to play an advisory role in helping to influence and shape the strategic direction of EDIS
- 5.13.2. The Development Board will ordinarily seek the views and advice from members to help inform decision making
- 5.13.3. In coordination with the members, the Development Board may establish members’ working groups in which specific strategic matters can be discussed or developed, in order to feed into decision making

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6. The Development Board

- 6.1. The Development Board will be formed to oversee EDIS through the Development Phase. Its composition, remit, and operational details will be reviewed (and require change) as part of the planned transition to being an independent entity.
- 6.2. The Development Board will ordinarily comprise five individuals in accordance with the following skills/experience criteria:

Criteria	Number of positions allocated
Representative from host organisation	1
Governance/legal skills/experience	1
Financial skills/experience	1
Strategy Development skills/experience	1
Representative with research experience	1

- 6.3. EDIS will seek broad representation from across the sector in the Development Board and encourage nominations to support this.
- 6.4. Development Board members sit as individuals, regardless of any affiliation they may or may not have to a member organisation.
- 6.5. While Development Board Members need not come from within member organisation, member organisations are encouraged to put forward suitable individuals from within their organisations for election.
- 6.6. The Development Board may temporarily co-opt individuals to the Development Board (in line with the skills/experience criteria) to cure an unexpected drop in numbers.
- 6.7. **EDIS aspires to build diversity within its own structure and welcomes nominations to ensure this.**
- 6.8. **The Development Board may co-opt up to 3 additional board members to ensure it is fit for purpose and represent the broadest range of experiences and backgrounds to support decision-making**
- 6.9. The term of appointment for Development Board members will be to the end of the Development Phase and the planned transition to an independent entity, at which point the governance arrangement will have been reviewed and new structures potentially implemented. For the avoidance of doubt, members of the Development Board are not precluded from participating on a future Board after the Development phase is completed.
- 6.10. A formal voting process to form the Development Board will be used at the first members’ meeting.
- 6.11. At Development Board meetings there is a quorum of 3 members, and where there is not clear unanimity, decisions will be taken by majority vote (subject

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to the host organisation having the final decision/veto on use of EDIS funds and resources, management of staff, activities and legalities).

6.12. **The Development Board will take diversity into consideration when considering any matter to ensure multiple aspects of personal experience are utilised when making good decisions.**

6.13. The EDIS Director [Head of D&I at the host organisation] will attend all Development Board meetings.

6.14. Development Board responsibilities

6.14.1. To oversee budget and resources

6.14.2. To set broad strategies, objectives, policies and direction of EDIS.

6.14.3. To govern the progress of EDIS against its objectives and report this back to the member organisations.

6.14.4. To oversee the Secretariat.

6.14.5. As required, to create and manage an effective system of working groups, their structure, membership and authority to ensure that the work of EDIS members is complementary with each other and with the secretariat.

6.15. Development Board Powers

6.15.1. The Development Board appoints its own officers: Chair, Vice-Chair and Treasurer (Appendix 1).

6.15.2. The Development Board decides on the need for patrons/champions and appoints these positions as it sees fit. These individuals will act as an advocacy platform for EDIS helping communicate its aims, achievements and identifying funding and collaboration opportunities.

6.15.3. The Development Board delegates day-to-day authority for running EDIS to the EDIS Director.

7. Secretariat

7.1. The EDIS Director will lead the Secretariat for the time being and will be hosted within the host organisation.

7.2. The Secretariat has multiple functions including: information exchange amongst partners, leveraging resources, develop policies and procedures, enabling and supporting the strategic objectives as determined by the Board, catalysing activity both internally and externally to EDIS, and a degree of formal leadership and representation of EDIS under strong direction from the Board.

7.3. In addition, the Development Board may ask the Secretariat to prepare other work and documents in relation to decisions, meetings and other as appropriate and necessary.

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Appendix 1

Development Board role descriptions and responsibilities

Chair: The role of the Chair is to chair meetings of the Development Board. They will also lead on the development of the board and ensure its decisions are implemented. If needed they will support urgent action (but not decision making) between board meetings when it isn’t possible or practical to hold a meeting.

Vice-Chair: The Vice-Chair will act as a deputy for the chair, taking on the chair’s role when the chair is absent.

Treasurer: This will ordinarily be the Development Board member selected for the Financial skills/experience position. They will support the Development Board in carrying out financial responsibilities such as advising on financial decisions, overseeing the preparation and scrutiny of annual accounts and forecasting.

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