GIS Steering and Advisory Committee
TERMS OF REFERENCE

1. Members

Refer to Appendix A: List of Members and Observers.

2. Introduction

The operation of the GlycoNet Integrated Services (GIS) facilities requires continuous updating to the variety of services provided through the facilities nodes. The Steering and Advisory Committee (SAC) provides strategic advice to ensure that the facility maintains high scientific standards, meets the needs of its users, and remains at the forefront of technological and service developments in the field of glycomics. The SAC's role is to guide the strategic direction of the facility, advising on improvements in service offerings, infrastructure needs, and emerging trends that may impact future services. The SAC will review current GIS activities and make recommendations for Management to improve or change how GIS delivers services.

3. Authority

The SAC shall be constituted pursuant to the decision of the Board of Directors on July 8, 2024. The SAC shall operate in an advisory capacity, providing recommendations to GlycoNet Management team and governance bodies.

4. Relationship with the Board of Directors

The SAC, through its Chair, will report to the Board of Directors quarterly, providing updates on the scientific quality of the facility's services, strategic recommendations, and assessments of infrastructure and resource needs. This ensures that the Board stays informed of the SAC's activities, key findings, and recommendations for maintaining the GIS scientific leadership. Final decision-making authority rests with the GlycoNet leadership and Board of Directors.

5. Membership

The SAC includes the GlycoNet Scientific Director (Chair), Chief Executive Officer (CEO), and three additional experts, two of which are external to GIS. Members should have significant experience in the facility's focus area and be recognized for their contributions to the scientific community. Members will be appointed based on the following criteria:

- Expertise in areas relevant to the facility's services.
- Balance of academic, industry, and technical backgrounds.
- Independence from the facility to ensure objective, unbiased advice.

Appointments will be recommended by the Nominating and Governance Committee of the GlycoNet Board of Directors and approved by a vote of the full Board.

6. Term

Members of the SAC are appointed for a term of two (2) years, renewable. Members may serve a maximum of three (3) consecutive terms.

7. Role and Mandate

The management of the GIS program requires ongoing assessment of all internal technology development projects, and the delivery of services to clients to provide recommendations to the Board of Directors regarding GIS priorities and possible budget allocations.

The responsibilities of the SAC include:

- **Strategic Guidance**:
  Provide recommendations to ensure the facility stays current with scientific and technological advancements and user needs reviewing internal research (technology development) activities for the potential benefit to GIS.
- **Service Quality Review:**
  - Review the quality and relevance of the facility's services to ensure they meet the highest scientific standards.
  - Review outputs from the GIS nodes, with suggestions of how performance could be improved.
- **User Needs Assessment**:
  Evaluate feedback from facility users and advise on improvements or expansions to the service portfolio.
- **Infrastructure and Technology Development**:
  Advise on upgrades, new technologies, and infrastructure investments to enhance the facility's capabilities.
- **Collaboration and Partnerships**:
  Identify opportunities for collaborations, partnerships, or external funding that can benefit the facility.
- **Global Benchmarking and Assessment**:
  Conduct periodic assessments of the facility's services against global standards, comparing the range, quality, and technological capabilities of services provided with those of leading global service facilities.
- **Long-term Planning**:
  - Assist the facility in developing long-term strategies that align with scientific trends and emerging user demands
  - Identify funding sources and assist in grant applications.

8. Risk Management and Compliance

The SAC plays a pivotal role in identifying, assessing, and mitigating risks associated with the GIS program strategic objectives.

The specific responsibilities of the SAC in risk management and compliance are as follows:

- Review the GIS program's alignment with current scientific and technological trends to identify risks arising from outdated practices or missed opportunities. The SAC can provide advice on what areas need more focus or investment, reducing the risk of falling behind in innovation.
- Review feedback from the GIS users to capture, analyze, and respond to user feedback effectively. Risks include potential dissatisfaction due to unmet needs or service failures.
- Advise on regular updates and the adoption of cutting-edge technologies to mitigate risks associated with outdated or failing infrastructure.
- Develop risk mitigation strategies for GIS.

9. Chair

The Chair of the SAC is the GlycoNet Scientific Director who serves as a liaison between the SAC and the Board of Directors. The Chair ensures that the SAC's recommendations and decisions are consistent with GIS strategy and overall objectives. In the Chair's absence, a designated member of the SAC may serve as acting Chair.

10. Meetings

The SAC will meet quarterly to review GIS progress**,** either in person or via virtual meetings. Additional meetings may be convened as needed, especially during periods of strategic planning or major developments at GIS. Management will provide relevant documentation in advance of meetings to facilitate informed discussions.

11. Quorum

Quorum for SAC meetings shall be a majority of its members. Members may be present at the meeting in person or via virtual attendance.

12. Decision-Making

Decisions within the SAC will generally be made by consensus. However, if a consensus cannot be reached, a majority vote will be taken. Each member has one vote, and in the event of a tie, the Chair shall have the deciding vote. All decisions will be recorded in the meeting minutes and reported to the Board of Directors for their consideration or approval.

13. Reporting

The Chair of the SAC will report quarterly to the Board of Directors presenting findings, recommendations, and updates on strategic initiatives, service quality, and future infrastructure needs. Additionally, the SAC will provide meeting minutes and formal recommendations to the facility's management after each meeting.

Once a year, the SAC will provide a comprehensive report to the Board of Directors, summarizing key findings and recommendations, as well as a global benchmarking assessment, highlighting where the facility stands in comparison to leading global competitors, and providing actionable recommendations for improvement.

14. Confidentiality

All members of the SAC must treat discussions, deliberations, and decisions made during meetings as confidential. Information shared with the SAC is not to be disclosed outside the SAC. All SAC members must sign the GlycoNet Non-Disclosure Agreement.

15. Code of Conduct & Conflict of Interest

Members of the SAC are expected to adhere to GlycoNet's Code of Conduct and Conflict of Interest Policies, ensuring that their actions reflect the organization's values and ethical standards. Any conflicts of interest must be declared at the beginning of meetings, and members should abstain from discussions and decisions where a conflict exists.

16. Travel and Reimbursement

Travel and Reimbursement will be performed according to the GlycoNet Travel and Reimbursement Policy.

17. Amendment of Terms

These Terms of Reference may be reviewed and amended as required, with any proposed changes subject to the approval of the Board of Directors. A formal review will occur t every three years to ensure alignment with GlycoNet's and GIS governance structure and evolving strategic objectives.

18. History

The GIS Steering and Advisory Committee Terms of Reference was:

- Approved by the Board of Directors on November 29, 2024
- Updated to reflect the most updated list of members on January 17, 2025.

Appendix A: List of Members and Observers

Dr. Warren Wakarchuk (Chair)
Scientific Director
GlycoNet

Dr. Wade Abbott
Research Scientist
Agriculture and Agri-Food Canada

Dr. John Kelly
Research Officer
NRC Institute for Biological Sciences

Dr. Frédérique Lisacek
Group Leader
Swiss Institute of Bioinformatics

Dr. Elizabeth Nanak
Chief Executive Officer
Canadian Glycomics Network