



COMMERCIAL DEVELOPMENT COMMITTEE - TERMS OF REFERENCE (December 2019)

RESPONSIBILITIES:

The Commercial Development advisory Committee (CDC) advises the GALVmed Board of Trustees (the Board) on the commercial strategy. These responsibilities include:

1. Providing advice on gaps in animal health solutions for smallholder farms:
 - a. Products which are not available in the commercial market but would have an important impact on the animal health / economic situation at smallholder farms.
 - b. Animal health delivery strategies to smallholder farms.
2. Providing advice on market knowledge, actors and inter-relationships.
3. Providing advice on impact:
 - a. Advice on expected impact of GALVmed products (existing and in development).
 - b. Advise on strategies to achieve expected impact.
 - c. Advice on the communication of achieved impact.
4. Advice on the product profile for new vaccines/drugs.
5. Providing advice on geographic prioritization.
6. Providing advice on strategy to remove regulatory hurdles which negatively impact the availability of animal health solutions to smallholder farms.
7. Providing advice on criteria for commercial partnerships and on specific strategic partners.
8. Providing advice on policies with regards Global Access and fair competition.
9. Providing advice on the Terms of Reference of the Commercial Development advisory Committee.
10. Liaison with Technical Scientific advisory Committee (TSC) on the commercial attractiveness of new products.

REPORTING

The minutes shall be circulated within 2 weeks after the meeting to all committee members.

The committee will report to the Board within 2 weeks after each meeting a summary of key-discussions and advice and proposals.

MEMBERSHIP

1. The committee will have a maximum of 7 permanent members, which include 2 trustees. Members are proposed by the Chair of the Committee and appointed by the Board of Trustees.
2. The Chair of the Committee can be any one of the permanent members, proposed by the Committee and appointed by the Board.
3. Members will be appointed for a 3-year term of office, which may be extended for a further 3-year period.
4. The CDC may invite participants to meetings on a temporary basis in case of a need for specific additional expertise.

5. Material supplied to members and discussed in meetings must be treated as confidential unless otherwise indicated.
6. Non-attendance by a member for 3 consecutive meetings will automatically terminate the membership unless otherwise agreed by the Chair.

The Chair is responsible for ensuring a balanced expertise and skills matrix in the Committee to include the following:

- commercial experience
- knowledge of distribution of animal health products and/or services
- experience in working with smallholder farms
- experience in working in the animal health field in India and/or Sub-Sahara Africa

MEMBERSHIP PROFILE

- English proficiency
- Hands-on experience in any of the following areas in South Asia / Africa:
 - building distribution networks in rural markets
 - animal health product and specifically delivery to smallholder farmers
 - providing animal health solutions to smallholder farmers
- Ability to attend 2 face-to-face meetings of CDC per year and to contribute in between in consultations by email / other media

SECRETARY

The secretary of the Committee will be the Senior Director, Commercial Development. The GALVmed Portfolio Manager, under the guidance of the secretary will prepare agenda, attend the meetings, and prepare meeting minutes and follow up actions.

NATURE AND FREQUENCY OF MEETINGS

Meetings will be face-to-face held 2 times a year and where possible should coincide with key dates in GALVmed' s Board Meeting cycle. Phone conferences will be used to deal with any urgent matters.

NOTICE OF MEETINGS

A notice of the date of each face-to-face meeting shall be issued at least 8 weeks before the meeting. A notice of each meeting stating the time and venue, together with an agenda, shall be issued to each committee member, temporary members (and GALVmed staff if invited) at least 5 working days before the date of the meeting.

Supporting papers shall be sent to committee members and other attendees at the same time

The date of the next meeting will be notified at the end of the previous meeting.

ATTENDANCE OF MEETINGS

The Senior Director, Commercial Development and Portfolio Manager, and if feasible the Chief Executive Officer, are expected to attend meetings. Other members of the Directors Group may be invited to attend from time to time, when issues relevant to their roles are discussed.

The Co-chairs and trustees have the right to attend meetings and observe proceedings.

CONFLICT OF INTEREST

Members must declare all conflicts of interests at the beginning of the meeting. Conflict of interest shall be recorded in the minutes.

The Chair is entitled to exclude Members or temporary experts from discussions on specific subjects where in the opinion of the individual or Chair, they might have a conflict of interest. Such exclusion shall be recorded in the minutes.

EVALUATION

The committee is responsible for evaluation of its activities and will report the results to the Board.

REMUNERATION / EXPENSES

There will be no remuneration for preparation, attendance and travel time. Expenses for travel and accommodation will be paid by GALVmed in accordance with the Travel Policy.

AUTHORITY

The Committee is an advisory Committee to the Board of Trustees and does not have authority to take decisions on GALVmed matters.