



TECHNICAL SCIENTIFIC COMMITTEE (TSC) - TERMS OF REFERENCE

June 2022

CONSTITUTION

1. The Technical Scientific Committee (the Committee) will function as an advisory committee to the GALVmed Board of Trustees (the Board) and, where desired, to R&D management.
2. The Committee's primary role is to provide an independent review of GALVmed's R&D activities and strategies.
3. The Committee will, where desired and applicable, serve as a bridge between GALVmed R&D management and animal health industry and the scientific community to gain outside perspective.

RESPONSIBILITIES

4. The Committee shall provide advice in the following areas:

4.1 Projects

- 4.1.1. Act as a sounding board and technical advisory team for R&D management to discuss and provide input to technical challenges within existing or contemplated projects.
- 4.1.2 Review all necessary details related to R&D projects. These will include the technical approach, justification of costs related to activities, review of technical data supporting go/no-go stage-gates, review of new project opportunities (within and outside current portfolio), tracking progress against milestones as well as endorsement of recommendations for project progression strategies by R&D.
- 4.1.3 Ensure that sufficient diligence has been carried out by the project team in evaluating current and historical data, consulting with experts, and considering alternative options before reaching significant project technical recommendations.
- 4.1.4 Ensure that due diligence in choice of partners for R&D activities has been conducted to ensure that the partner has sufficient capability and capacity to conduct the work to meet quality standards required by GALVmed and that the work can be completed within appropriate and competitive costs and timelines.

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TECHNICAL SCIENTIFIC COMMITTEE - TERMS OF REFERENCE

- 4.1.5 Ensure that the R&D staff have determined that project activities have Freedom to Operate and that Intellectual Property generated during GALVmed-funded studies is captured and provisions for it to be made accessible at viable costs for pro-poor products.
- 4.1.6 Ensure that product development work is consistent with a regulatory strategy and conducted to standards that will meet regulatory guidelines in the target countries.
- 4.1.7 Review and when appropriate recommend new R&D project proposals to the Board.
- 4.1.8 Liaise with the Commercial Development Committee (CDC) to ensure that all product profiles are consistent with the market needs.

4.2 Technology Policies and Strategies

- 4.2.1 Review and draft policies and strategies relating to GALVmed's R&D activities, including Intellectual Property, Partner and Contract Research Organisation (CRO) Selection and Management, Technology acquisition, etc.
- 4.2.2 Ensure that GALVmed is operating effective processes for the prioritisation and selection of target diseases and technological approaches.
- 4.2.3 Ensure that GALVmed is setting and operating to appropriate levels of quality compliance in all of its work.
- 4.2.4 Establish appropriate *ad hoc* working groups or technical meetings to review any technical issue where additional input is required.

MEMBERSHIP

- 5. The Board will appoint the Committee from candidates proposed by the Chair of the TSC. The committee will comprise at least two Board Trustees and a maximum number of ten members. This could be exceeded in specific circumstances (e.g. adaptation/adoption of entirely new technologies, etc).
- 6. The Board will appoint the Chair of the Committee.
- 7. Members will be appointed for a three-year term of office, which may be extended for a further three-year period.
- 8. The appointment of Board Trustees to the Committee will be based on the relevance of their technical and scientific knowledge and the Board will appoint non-Board Trustees onto the Committee based on the skills required. The Head of Research and Development of GALVmed will be a member of this committee.

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TECHNICAL SCIENTIFIC COMMITTEE - TERMS OF REFERENCE

9. A quorum for any meeting will be five members, one of whom must also be a Board Trustee.
10. Non-attendance by a member for 3 consecutive meetings will automatically terminate the membership unless otherwise agreed by the Chair.

CONFIDENTIALITY

11. Material supplied to members and discussed in meetings must be treated as confidential unless otherwise indicated.

SECRETARY

12. The secretary of the Committee will be the Head of Research and Development. The GALVmed Portfolio Manager, under the guidance of the secretary, will prepare agendas, attend the meetings, prepare meeting minutes and follow up actions.

FREQUENCY OF MEETINGS

13. Face to Face meetings will be held not less than twice a year, and where possible should coincide with key dates in GALVmed's Board Meeting cycle. Zoom or phone conferences will be used to deal with any urgent matters and can occasionally replace face-to-face meetings.

NOTICE OF MEETINGS

14. A notice of each face-to-face meeting stating the date, time and venue, together with an agenda, shall be issued to each committee member, any other person required to attend and all other Board Trustees no later than 8 weeks before the date of the meeting. Supporting papers shall be sent to committee members and other attendees no later than five working days before the date of the meeting.
15. The date of the next meeting will normally be agreed at the end of the previous meeting.

ATTENDANCE OF MEETINGS

16. The member of the leadership team with overall responsibility for R&D is expected to attend meetings, currently the Head of Research and Development. Other GALVmed R&D staff, if invited by the Committee, shall attend meetings.
17. The Chief Executive Officer, the Co-Chairs of GALVmed and other Board Trustees have the right to attend meetings and observe proceedings.

MINUTES OF MEETINGS

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TECHNICAL SCIENTIFIC COMMITTEE - TERMS OF REFERENCE

18. The proceedings of all meetings will be recorded in minutes.
19. The minutes shall be circulated promptly (ideally within 2 week) to all Committee members. Board Trustees may request to receive copies of the minutes unless a conflict of interest exists.
20. Any conflicts of interest that arise will be noted in the minutes and the conflicted person not allowed to vote on any decision and may be excluded from discussions at the prerogative of the TSC Chair.

CONFLICT OF INTEREST

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

EVALUATION

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

REMUNERATION / EXPENSES

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

AUTHORITY

25. The Committee is an advisory Committee to the Board of Trustees and does not have authority to take decisions on GALVmed matters.
26. The Committee is authorised by the Board to seek the appropriate information it requires from the Head of Research and Development of GALVmed.
27. The Committee will be provided with sufficient resources to undertake its duties.