



COMMERCIAL DEVELOPMENT COMMITTEE - TERMS OF REFERENCE (March 2024)

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. Advice 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.
11. Receive project dashboards quarterly detailing updates on current project status including major project risks, and provide advice on solving project issues, risk identification and risk mitigations.

REPORTING

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

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

MEMBERSHIP

1. The committee will have between five and ten permanent members, which include a minimum of two 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 three year term of office, which may be extended for a further three 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 three 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 South Asia and/or Sub-Saharan Africa

MEMBERSHIP PROFILE

- English proficiency
- Hands-on experience in any of the following areas in South Asia / Sub-Saharan 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 two face-to-face meetings of CDC per year and to contribute in between to consultations by email / other media.

SECRETARY

The Secretary of the Committee will be the Executive Director, Commercial Development & Impact. The GALVmed Commercial Development & Impact Assistant, 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 if possible, held two times a year, and where possible should coincide with key dates in GALVmed's Board Meeting cycle. Video conferences will be used to deal with any urgent matters and in-between interactions.

NOTICE OF MEETINGS

A notice of the date of each face-to-face meeting shall be issued at least 8 weeks (4 weeks if virtual meeting) 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 five 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 Executive Director, Commercial Development & Impact, 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 Chair, Deputy Chair and trustees have the right to attend meetings and observe proceedings.

CONFLICTS OF INTEREST

Members must declare all conflicts of interests at the beginning of the meeting. Conflicts 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.