



Cancer Research Committee Charter

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1. Introduction

This Charter outlines the roles, responsibilities and composition of the Cancer Research Committee (Committee) of the Board of the Cancer Council NSW (Cancer Council) and the manner in which it discharges its responsibilities for Cancer Council.

2. Purpose

The Board has established the Committee with the primary purpose of providing guidance to the Board in its consideration of:

- Cancer Council's cancer research program(s) and policy
- research partnerships
- the cancer research strategy
- positioning Cancer Council as an organisation to conduct and fund world-class research which reduces the impact of cancer along the cancer care continuum

on the terms set out in this Charter.

3. Roles and responsibilities

The Board has delegated the functions listed below to the Committee in accordance with the Constitution of Cancer Council.

Guiding principles

The Committee is an advisory body to the Board. The following principles will guide Cancer Council's funding of research and the recommendations of the Committee:

- funding allocation recommendations to be based on scientific merit to ensure that Cancer Council achieves its objective to support outstanding cancer research of the highest value to the community that it serves and represents,
- the Chief Executive Officer (CEO) and the Board to be provided with expert advice on the strategic directions and performance of the organisation's research portfolio, the opportunities and values of emerging research (funding) partnerships, future cancer research priorities, and their alignment with Cancer Council's strategic plan and values, and;
- procedures for allocating research funding and monitoring research progress and impact to be rigorous, transparent and systematic and conform to high standards of accountability and governance.

Research

The Committee has the following duties in relation to research:

- provide expert advice to the CEO and Board to assist Cancer Council and the Director Research Strategy and Operations (RSO) to develop and implement its research strategy and extra-mural grants program,
- monitor performance of the grantees in accordance with their grant agreement and recommend to management to release funding, pause funding or continue funding,
- recommend to the Board to cease funding or to request the withdrawal of funds for any grant if required,
- review research related Cancer Council policies as required from time to time,

- issue guidelines to assist applicants in their preparation of applications for research funding,
- assist and facilitate the unbiased peer review of all applicable research funding applications if other scientific peer review is not in place (e.g. NHMRC),
- formulate recommendations for research grant funding for the consideration of the Board based on both scientific and consumer feedback,
- ensure structured feedback of the review outcomes and recommendations to grant applicants to improve future applications,
- ensure the effective and economical conduct of funded research by monitoring progress and impact and reviewing significant variations and recommending suspension or withdrawal of funding to the Board if progress is not satisfactory or where a grant is not being conducted in accordance with relevant guidelines and policies,
- suggest and support the establishment of additional funding mechanisms to address emerging cancer research priorities/opportunities,
- review or facilitate review of proposals for research (funding) partnerships for scientific quality, alignment with Cancer Council strategy and compliance with P54 Research Policy and formulate recommendations on further actions to the CEO and Board for consideration,
- review and report on the impact of extramural funding programs,
- recommend and facilitate in-kind research support for Cancer Council funded projects where appropriate, and;
- promote appropriate recognition of Cancer Council in research projects and outputs.

4. Composition

The Board will appoint the members of the Committee in accordance with the Constitution of Cancer Council.

The Committee shall consist of at least ten members, which must include:

- one Board Director with relevant expertise in cancer research
- At least 9 ordinary members
- These ordinary members shall comprise:
 - at least 5 members with different areas of expertise across cancer research areas as required from time to time and to be determined by the Chair and the Director of Research Strategy and Operations,
 - up to two (2) members with cancer relevant expertise in public health, epidemiology, health services or health economics,
 - two (2) consumer representatives, and;
 - up to two (2) practicing clinicians with expertise in clinical trials and/or other areas of cancer care.
- Where additional expertise is required, the Committee can invite SMEs to provide background information as needed.

To ensure ongoing opportunities to educate and build a qualified workforce and to present diversified views the Committee members should include at least one mid-career (5-15 years post PhD) researcher.

While expertise is the determining criteria for membership, the committee aims for a gender balance membership composition where feasible.

When appointing members of the Cancer Research Committee, the Board shall use its best endeavours to ensure that the Committee collectively possess the following experience and expertise:

- Experience and expertise to represent the interests of consumers affected by cancer,
- Experience in the assessment and funding of research,
- Experience in the translation of research into viable applications to policy and practice
- Experience in clinical trials
- Experience in business or research management
- Experience in health policy, and;
- Demonstrated expertise in the strategic development of research programs and a visionary approach to research.

All appointments to the Committee are ultimately at the discretion of the Board.

The Board may terminate the membership of any member of the Committee at any time.

Committee members are required to comply with applicable Code of Conduct policies.

Tenure

The Board will appoint the members of the Committee.

For Board Directors appointed to the Committee, membership expires when the:

- (a) member resigns; or
- (b) member is removed by the Board; or
- (c) member ceases as a Director of the Board.

For external persons appointed to the Committee, the term (e.g. three years) is set by the Board upon appointment (or re-appointment) as the case may be. The maximum tenure is nine years.

Chair

The Board will appoint the Chair of the Committee.

The Chair of the Committee shall be one of the Board Directors with expertise in cancer research.

If determined necessary by the Chair, a Deputy Chair may be appointed with approval by the Board. Where a Deputy Chair is not appointed ongoing, in the event of the Chair's absence at a meeting, a member of the Committee may be appointed by the Chair prior to the meeting, or by members present, to act as Chair for that meeting.

Secretary

The Company Secretary will be the Secretary of the Committee.

If the Company Secretary is absent from a meeting of the Committee, the CEO will nominate another employee to serve as Secretary of the Committee for that meeting

only.

Lapse of membership

The membership of a member of the Committee will lapse if that member fails to attend two consecutive face to face meetings of the Committee, unless the member has been granted a leave of absence by the Committee or the Board, or the Chair of the Committee is satisfied that exceptional circumstances exist.

The member will be notified by the Chair of the Committee in writing that his or her membership has lapsed.

Despite anything else in this Charter, the Board may remove a member of the Committee at any time in its discretion.

Sub-committees

The Committee may form specialised sub-committees for a particular purpose and require members to participate in those sub-committees from time to time. A sub-committee may make recommendations to the Committee or Board only.

Where a sub-committee is formed, that committee must adopt and adhere to terms of reference and keep records as appropriate for its mandate.

Remuneration

Members will not be remunerated in connection with their role on the Committee.

Members may seek reimbursement for expenses legitimately incurred in travelling to attend Committee meetings.

Nothing in this Charter is intended to conflict with a member's entitlement to be remunerated in connection with another role it holds for or in connection with the Cancer Council.

5. Meetings

The Committee must meet at least two times a year, or more frequently as necessary.

Any Committee member, the CEO, or the Chair of the Committee may call a meeting of the Committee on reasonable notice and at a reasonable time and place.

Any person who attends any meeting must treat as and keep confidential all information and documents which relate to business considered by the Committee.

Committee members must not separately record the meeting.

Agenda

The Company Secretary will prepare the meeting agenda in consultation with the Chair of the Committee, CEO and Director Research Strategy and Operations.

The Company Secretary will forward a notice of each meeting, confirming the date, time, venue, and agenda, to each member of the Committee at least one week prior to the date of the meeting, provided that shorter notice will be permitted where the Chair considers it appropriate in the circumstances. The notice for members will include relevant supporting papers for the agenda items to be discussed (if any).

Quorum

A quorum of the Committee will comprise at least half the number of members appointed to the Committee.

Where declared conflicts of interest preclude members from participating, and in

conjunction with absentees, cause the number of members entitled to participate to fall below the number required for a quorum, the Chair will have discretion to:

- Decide whether a matter should proceed to the Board for decision, or
- Arrange a vote by email of absent members who are not conflicted (if this approach is taken then all non-conflicted members must approve), or
- Defer the matter to the next meeting.

Voting

Each member shall have one vote.

The Chair of the Committee shall not have a second or casting vote.

Remote attendance

Meetings of the Committee may be held in person in whole or in part utilising technology.

Members may participate in Committee meetings remotely via telephone or other technology or software application approved by the Chair of the Committee.

Attendance by non-Committee members

The Committee may invite such other persons to its meetings, as it deems necessary.

The following senior representatives have standing invitation to attend meetings ex officio:

- CEO CCNSW
- Director, Research Strategy and Operations
- Research Grants Lead
- Research Grants Specialist

To provide mentoring and education to early-career researchers (0-5 years post PhD) the Committee can agree to host one (1) observer for consecutive meetings over any 12-month period.

Members of management who are in attendance at meetings of the Committee may be asked by the Chair of the Committee to absent themselves from all or any part of any meeting.

Non-committee members who attend a Committee meeting do not have a right to vote at the meeting and shall not be counted for the purposes of forming a quorum. The Chair may also decide any other rules that shall apply to any non-members in respect of their attendance at Committee meetings.

6. Reporting

The Committee reports to the Board.

The Chair of the Committee, or a delegate nominated by the Chair of the Committee, will report to the Board following each meeting.

The Company Secretary will ensure minutes of proceedings of Committee meetings are kept, and that a draft is provided to the Chair promptly following the conclusion of a meeting. Minutes must include particulars of any recommendations adopted by the Committee.

Minutes shall be distributed to all Committee members promptly after preliminary approval has been given by the Chair of the Committee.

The Committee will refer to the Board and any other Board Committee any matters that have come to the attention of the Committee that are relevant for the Board or the respective Board Committee.

7. Authority

Access to management and other personnel

Unless the Board determines otherwise, the Committee may:

- a) seek any information it requires from any employee or volunteer
- b) require the attendance of Cancer Council employees and contractors at meetings as appropriate
- c) meet with one or more Cancer Council employees and contractors without the presence of management
- d) make any enquiries of Cancer Council employees, volunteers and contractors necessary to fulfil its responsibilities.

External advice

The Committee may, with prior approval of the Chair of the Committee obtain independent legal or other professional advice at Cancer Council's expense. The Committee must act in good faith and only seek advice for proper purposes. An independent expert engaged pursuant to this clause may attend any Committee meeting as a non-member. The engagement, any advice received and attendance at meetings will be independent of management. Subject to any conflicts, copies of any advice received shall be provided to the Board promptly upon receipt.

Prior to engaging an independent expert, the Committee must obtain a quote for the costs of the engagement. If the quote exceeds \$5,000, then the Committee must first obtain the approval of the Board before engaging the independent expert. The request must include details of the issue, the advisor to be engaged and estimated cost in writing.

Committee members may rely on the expertise of independent experts as long as they are not aware of any grounds that would make such reliance inappropriate.

8. Conflict of Interest

Any member of the Committee who has an interest, financial or otherwise, in a proposal or other related matter considered by the Committee, should as soon as they become aware of the conflict and practicable declare such interest to the Secretariat, who shall advise the Committee Chair.

Members must also declare any conflict of interest relevant to the meeting agenda at the beginning of each meeting.

The Chair of the Committee will rule if the declared conflict of interest justifies the withdrawal of the conflicted committee member from discussions relevant to the conflict.

If deemed conflicted the conflicted member will not participate in the discussions and will not be entitled to vote in the decision with respect to that matter. The conflicted member will withdraw from the meeting until the Committee has completed its consideration of the relevant matter.

The Committee may, at its discretion, request such information as it deems fit in relation to the conflict from conflicted member(s).

9. Complaints

Complaints about any CRC related matters can be made directly to research@nswcc.org.au in writing or through any channel in accordance with Cancer Council's P53 Complaints Policy.

Where a complaint falls under a specific subject matter below, it will be managed according to the relevant policy or procedure rather than this general policy including:

P45 Whistleblowing Policy – for all whistleblowing reports (where an individual with inside knowledge of Cancer Council reports misconduct to an eligible recipient)

SOP39 Fraud and Corruption Investigation Procedure – for any allegation or reasonable suspicion that a form of fraud or corruption has occurred or will occur.

All complaints received by or in relation to the Committee will be reported to the Chair of the Committee and the Cancer Council Board.

10. Committee and Charter Review

The Committee shall review its performance and the fulfilment of its responsibilities under the Charter annually.

The Committee shall ensure that a review of the adequacy of this Charter is undertaken at least every two years, or more frequently as necessary.

Any amendments to this Charter must be approved by the Committee and by the Board.