

Document Information

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CO-CENTRE MANAGEMENT AND GOVERNANCE GUIDANCE

This document provides guidance to the Co-Centres Leadership, Research Bodies and Co-Centre Governance Committee about Funders expectations for Management and Governance of a Co-Centre.



Disclaimer: This information does not constitute legal advice and is for guidance purposes only.

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1 Introduction

The ambition of the Co-Centre Programme is to create a dynamic research network across Ireland, Great Britain, and Northern Ireland. The Co-Centre Programme is designed to encourage high quality research and innovation whilst also delivering economic, societal, health and environmental impacts. To date two Co-Centres have been funded by Science Foundation Ireland (SFI), Northern Ireland’s Department of Agriculture, Environment and Rural Affairs (DAERA) and UK Research and Innovation (UKRI), and will be co-funded by industry. The Co-Centres through co-operation and collaboration with industry and other key stakeholders will bring scale, standing and cohesion to the research and innovation ecosystem across jurisdictions to facilitate a STEM-led multi-disciplinary programme of research and innovation. The Co-Centre Programme’s research may involve an inter-disciplinary approach across the Arts, Humanities and Social Sciences and shall be informed by a process of stakeholder engagement (including with end-users, policy makers and civil society).

The Co-Centre Programme provides a significant level of investment of public funds from across jurisdictions and requires that all funded Co-Centres have clear Management and Governance structures in place.

The Co-Centre Management and Governance framework set out in this document aligns with that implemented by SFI for SFI Research Centres, with certain modifications to accommodate the requirements of each Funder. The Funders have agreed that SFI shall be the lead agency for the administration and co-ordination of the Co-Centre Programme.

A Letter of Offer which outlines specific conditions of funding was issued by each Funder to the respective Host Institute for each Co-Centre Sub-Centre. These include both standard terms and conditions for each funder and additional terms and conditions specific to the Co-Centre Programme. Each Co-Centre is obligated to work within the terms of their corresponding Funder’s Letter of Offer, Grant General Terms and Conditions, and other relevant policies, the majority of which can be found here:

Links to useful Guidance and Policy Docs for Co-Centre PI’s	
Co-Centre	<ul style="list-style-type: none"> • https://www.sfi.ie/funding/award-management/co-centres/
SFI	<ul style="list-style-type: none"> • Letter of Offer: signed copy available via SESAME Portal • SFI General Policies and Guidance: https://www.sfi.ie/funding/sfi-policies-and-guidance/
DAERA	<ul style="list-style-type: none"> • General Terms and Conditions: A copy can be requested from Co-centres@daera-ni.gov.uk
UKRI	<ul style="list-style-type: none"> • Letter of Offer-copy available in JeS system, including programme specific Terms and Conditions • Standard Terms and Conditions: Meeting terms and conditions for funding – UKRI

1.1 Co-Centre Definitions as per the Letter of Offer

- The “Co-Centre Programme” is a joint initiative between Ireland, Great Britain, and Northern Ireland to establish collaborative virtual Co-Centres focused on high quality research and innovation in areas of mutual economic, societal, health and environmental importance. The programme intends to provide funding to Research Bodies (as defined below) to establish a Co-Centre (as defined below) in the thematic areas of Climate, and Sustainable and Resilient Food Systems.

- The “Funders” are group of three funding partners that have agreed to provide research funding for a Sub-Centre (as defined below) within their respective jurisdiction participating in the Co-Centre Programme. The funding partners include: the Department of Agriculture, Environment and Rural Affairs (DAERA) Northern Ireland, United Kingdom Research and Innovation (UKRI) and Science Foundation Ireland (SFI).
- A “Co-Centre” is a virtual consortium of participating Research Bodies working collaboratively comprising of three Sub-Centres funded under the Co-Centre Programme.
- A “Sub-Centre” is a collaborative group of partner research bodies working together on the Co-Centre Programme in its jurisdiction (“Research Bodies”) under the leadership of one research body known as the Host Research Body (as defined below) who is awarded the Grant funded by the Funder in that jurisdiction. Three Sub-Centres make up a Co-Centre.
- The Research Programme funded by the Grant will be led by the “Host Research Body”* working as part of a larger collaborative research team bringing in expertise and experience from other Research Bodies and organisations in its Funder’s jurisdiction. The Research Programme will be carried out by the Host Research Body in collaboration with Research Bodies in its jurisdiction and also in collaboration with other Sub-Centres, and the joint collaborative efforts between the Sub-Centres are part of the Co-Centre. Each Sub-Centre will contract directly with the Funder in its jurisdiction and each Funder has agreed that the Sub-Centre which it funds shall be subject to the following additional common clauses in addition to the individual Funder’s terms. The Host Research Body is the organisation to whom the Letter of Offer is addressed and which will be legally responsible on behalf of the sub-centre and there will be 3 Host Research Bodies for each Co-Centre Award.

*Note that UKRI use the term Host Research Organisation as an equivalent to Host Research Body to fit with their wider terminology use of Research Organisation.

1.2 Other Co-Centre Programme Definitions

- **Partner Research Body:** A Research Body that receives funding from the Host Research Body to lead one or more Research Projects (contractually linked via an Inter-Institutional Agreement (IIA)).
- **Co-Principal Investigator:** A Co-Principal Investigator (Co-PI) is be expected to have a well-defined, critical and continuing role within the Co-Centre, to lead one or more Projects (Targeted or Platform Research component of the Co-Centre) and will hold equal accountability for the delivery of the proposed research as the PIs.
- **Co-Director:** The Co-Directors are the SFI and DAERA funded Lead Principal Investigators (PIs), and serve as the primary point of contact during the course of the award with the Funders, and will be defined as the Research, Scientific and Technical leads for the Co-Centre, with one based in each jurisdiction on the island of Ireland. The Co-Directors will have equal responsibility for the overall delivery of the objectives of the Co-Centre and accountability for carrying out the research within the funding limits awarded and in accordance with the terms and conditions of the award.
- **UKRI Lead:** The UKRI-Funded Lead is the PI who serves as the primary point of contact for UKRI on the award.
- **Funded Investigator (FI):** An FI is an academic member of staff or independent researcher employed by an eligible Research Body, who is undertaking a management role in a research project within the Co-Centre. Funded Investigators will have responsibility for a research project, budget and personnel within the Co-Centre and will serve under the direction of one of the (Co-)PI’s.

2 Governance and Management High-Level Structure

The Host Research Bodies are expected to have appropriate management structures in place to ensure the effective operation of the Co-Centre. The Co-Centre Programme dictates that the Co-Centre must have a Co-Directorship Model with a Co-Director based in each jurisdiction on the island of Ireland. The Co-Directors will have equal responsibility for the overall delivery of the objectives of the Co-Centre and accountability for carrying out the research within the funding limits awarded and in accordance with the terms and conditions of the proposal. The Co-Directors and UKRI Lead Principal Investigator (PI) as the primary award holders are accountable to their Funder and to their host Research Body for the running and performance of the Co-Centre award, as laid out in the Letter of Offer and in line with each Funder's General Terms and Conditions.

The Funders expect a Co-Centre to have appropriate management and governance structures including:

- An **Executive Management Committee**: Primarily a subset of (Co-)PIs responsible for the successful execution and delivery of the Co-Centre goals through the management, administration and financial control of the Co-Centre, in compliance with the terms and conditions of funding as set out by the Funders.
- A **Scientific Advisory Committee**: Typically comprising of senior international academics, that advises the Co-Centre Executive Management Committee on the research, technical and scientific direction, that the Executive Committee may consider in developing and executing its Co-Centre strategy.
- An **Industry Advisory Board**: comprising representatives of the relevant industry(ies), including, but not necessarily limited to the industry partners of the Co-Centre, that advises the Co-Centre Executive Management Committee as to the needs of, and direction of, companies in areas of relevance to the Co-Centre, which the Executive Management Committee may consider in developing and executing its Co-Centre strategy.
- The primary function of the **Governance Committee** is to provide support to the President/Provost of each of the 3 Host Research Bodies by assisting the Co-Directors in ensuring that the Co-Centre performs in line with best practice in all aspects of its operations. The Governance Committee will provide input on appropriate governance and management structures while supporting the strategic development and performance of the Co-Centre.

The President/Provost of the Host Research Bodies are the ultimate grant holders and retain overall responsibility for the successful operation of the Co-Centre. As each funded Co-Centre does not have its own legal status, the contracting party in all legally binding agreements will be the host and/or partner Research Bodies, as relevant. The Co-Centre Award will comprise of 3 separate grant agreements, and financial reporting will sit with the Host Research Body in each jurisdiction, whereas the host Research Body located in Ireland will have primary responsibility for scientific and cost share reporting, which will be submitted to SFI as the agreed lead agency, and shared with DAERA and UKRI.

Please see a high-level diagram below of a Co-Centre Governance model:

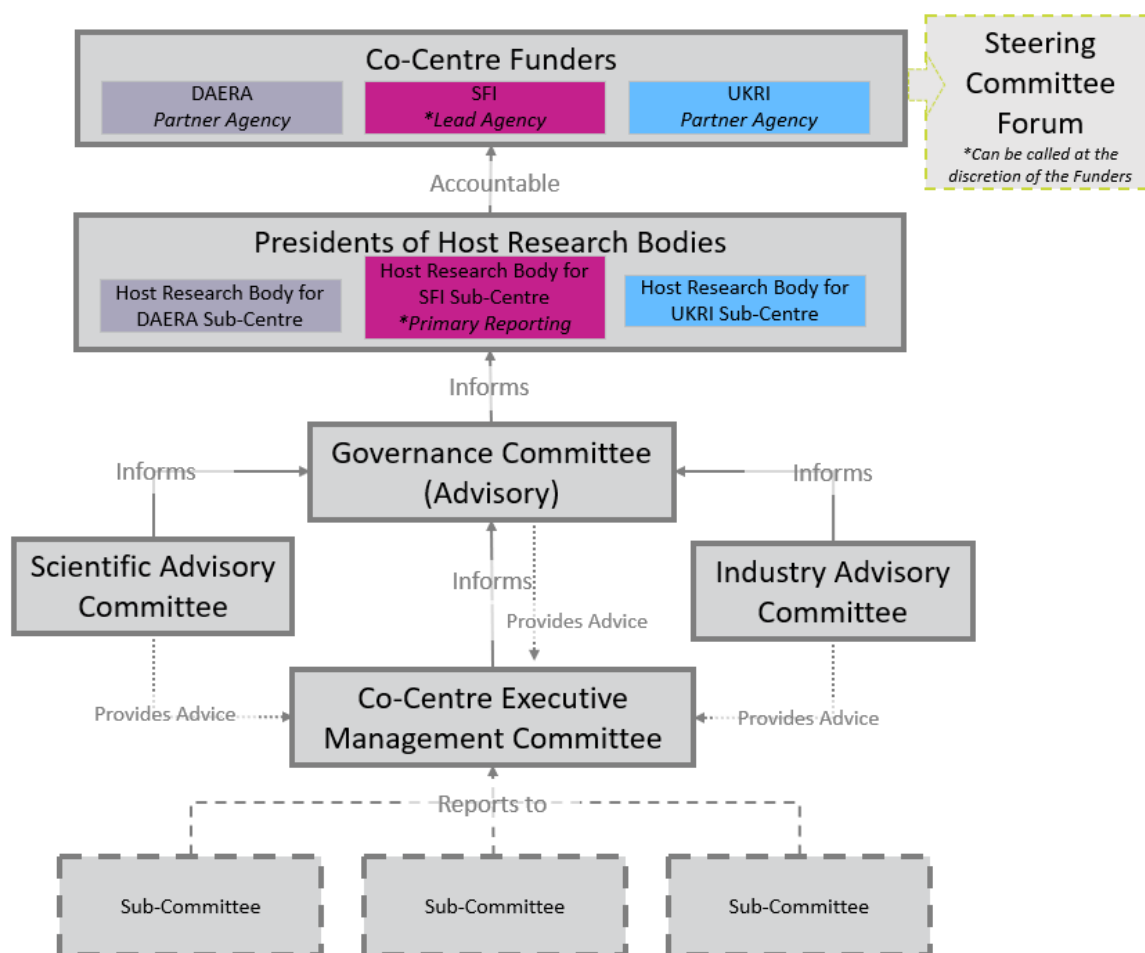


Figure 1 High-Level Co-Centre Governance Structure

3 Steering Committee Forum

If deemed by any one of the Funders, where they believe that a Co-Centre is not meeting performance expectations, the Funders may call a Steering Committee Forum. The Steering Committee Forum will comprise of the following (or equivalent representation):

- Funders Representation:
 - SFI – Director of Science for the Economy
 - DAERA – Chief Scientist
 - UKRI – International Director
- Co-Centre Governance Committee Chair
- Co-Centre Co-Directors and UKRI Lead
- VPRs of each Host Research Body

The ambition of the Steering Committee Forum will be to support all parties to move forward together. However, if a Funder makes a decision to terminate its grant agreement with a Sub-Centre, the other Funders shall be entitled, but not obliged, to terminate their agreement with the Sub-Centre that they fund under the Co-Centre Programme. In circumstances where a Funder elects to continue with the funding notwithstanding the termination of a grant agreement with the other Funder, then the

remaining funded Sub-Centre(s) shall be obliged to ensure that any public acknowledgments of funding are revised to ensure that they no longer refer to funding or support of a Funder whose grant agreement has been terminated.

4 Executive Management Committee

The Funders require that each Co-Centre establish effective and robust management structures and processes which may be subject to review and or auditing, as appropriate. To support this requirement, the Funders stipulate that Co-Centre (Co-)PIs must convene an Executive Management Committee which has two primary responsibilities:

- (i) Developing and executing a **long-term strategic plan** for the Co-Centre that is compatible with the original objectives of the Co-Centre as stated in its funded proposal(s) and is well aligned with national policies of the jurisdiction, and ultimately realises the proposed impacts of the centre.
- (ii) Ensuring the **on-going, smooth operations of the Co-Centre**. More specifically they are responsible for the management, administration and financial control of the Co-Centre as well the successful execution and delivery of the research programme and public engagement.

As key decision makers and owners of the award risks, the Funders require the Executive Management Committee to ensure grant conditions are met as set out by the Funders. The expected duties of the Executive Management Committee include:

- 1) Create, agree and implement an Inter-Institutional Agreement (IIA)
- 2) Develop and implement the Co-Centre strategic plan in line with the approved vision and research objectives of the Co-Centre, including but not limited to:
 - The selection criteria of projects/groups within the Centre, depending on needs and opportunities, and managing the selection and allocation of Centre funding fairly and transparently.
 - The technology transfer and commercialisation strategy of the Co-Centre.
 - The strategy for securing funding from non-Exchequer sources, in particular from industry sources and through the EU Horizon programme.
 - Co-Centre Communication, and
 - Education and Public Engagement.
- 3) Ensure the objectives of the Co-Centre Programme are reached which are:
 - To achieve, maintain and enhance research excellence and leadership.
 - To deliver significant economic, societal, health and environmental impacts for challenging problems in areas of strategic importance across Ireland, Great Britain, and Northern Ireland.
 - To build strategic multi-institutional and cross-jurisdictional partnerships, developing strong and effective clustering and links between regions.
 - To strengthen existing research capabilities, partnerships between researchers, as well as relevant development agencies, non-government organisations, and industry policy makers across Ireland, Great Britain, and Northern Ireland.
- 4) Translate the guidance and advice of the Governance Committee, Scientific Advisory Committee and Industry Advisory Committee into operational plans.
- 5) Ensure the industry cost-share requirements for the Co-Centre are met and maintained on an on-going basis.
- 6) Ensure that all reporting requirements to the Funders are met in a timely fashion.

- 7) Ensure that day-to-day conflict-of-interest and research integrity issues are managed appropriately.
- 8) Any other aspect that the Executive Management Committee deems appropriate (e.g. defining policy for bullying and harassment, safeguarding etc).

To further describe the expected work of the Executive Management Committee, the Funders have provided the following for illustrative purposes:

There is a recognised need across the Funders and Research Bodies to allow for flexibility when delivering a large-scale world leading research programme, whereby funding may need to be transferred from one research project to another and/or between Partner Research Bodies within a Sub-Centre. Therefore, it is intended that the Executive Management Committee have decision-making authority with respect to the Co-Centre budget, however there would be an expectation that any budgetary changes include discussions with the Vice President for Research (VPR) (or equivalent) at the impacted institution(s), and that full cognisance would be given to employment rights when developing and modifying budgets and workplans for the Co-Centre. This however would not preclude the Funders' right to relocate the Co-Centre from one host institution to another as necessitated by a change in Sub-Centre PI. To support decision making the Executive Management Committee needs to develop and operate a clear process for making start/stop decisions, ensuring that implications for graduate students and contract research staff and existing agreements with industry are carefully considered and managed in partnership between the host and partner institutions.

4.1 Executive Management Team Composition

The Funders expect that the Executive Management Committee of the Co-Centre will:

- Include the Co-Directors and UKRI Lead.
- One of the Co-Directors to act as Chair (rotation allowed that best serves the Co-Centre).
- Include primary Research work-stream leads (a subset of workstream leads is acceptable to maintain an appropriate committee size).
- Include the Co-Centre Manager, and potentially other operational team members (if deemed to have sufficient experience and responsibility).
- Identify management responsibility for each member.
- Include representation from across the Co-Centre Research Bodies.

The Executive Management Committee composition isn't prescribed to allow the Co-Centres to define their own management structure and Funders have provided the following for the Co-Centres to consider when forming their Executive Management Committee:

The Funders would strongly encourage the Co-Centre management in incorporating progressive equality, diversity and inclusive policies and pathways for early career researchers to learn and gain senior management experience. For example, Co-Centres could potentially allow a Funded Investigator to join Executive Management Committee meetings where appropriate. Note that although (Co-)PIs hold equal accountability for the delivery of the proposed research as the Co-Directors, it is not expected that all (Co-)PIs in the Co-Centre would be members of the Executive Management Committee.

Changes in the composition of the Executive Management Committee must be reported in the Co-Centre Annual/Progress Reports and the Governance Committee Minutes.

5 Governance Committee

The President/Provost of each of the 3 Host Research Bodies as the ultimate grant holders, have overall responsibility for the successful operation of the Co-Centre. In order to support the President/Provost of each of the 3 Host Research Bodies to meet this goal, the Funders require that a Governance Committee be convened within 180 days of the award start date. Typically, the Vice President for Research (VPR) (or equivalent) takes on this responsibility in place of the Research Body President.

The primary function of the Governance Committee is to provide support to the President/Provost of each of the 3 Host Research Bodies by assisting the Co-Directors in ensuring that the Co-Centre performs in line with best practice in all aspects of its operations. The Governance Committee will provide input on appropriate governance and management structures while supporting the strategic development and performance of the Co-Centre.

The Governance Committee's responsibilities include:

1. Providing advice/recommendations regarding the operation of the Co-Centre to determine if the Co-Centre is **developing in line with expectations**, by
 - Providing input on matters of governance policy and procedure.
 - Monitoring the development of the Co-Centre periodically and recommending the requirement for remedial action to improve any aspect of the Co-Centre's performance (such as cost-share, KPIs, responding to panel recommendations, or other issues identified). It is expected that Co-Centres should be at the leading edge internationally, including benchmarking against comparable international centres and undertaking proactive recruitment, engagement and partnerships internationally.
 - Providing an independent view on any conflict-of-interest (or potential conflict of interest) that may arise:
 - Between the Co-Centre, its staff ((Co-)PIs and FIs) and its industry partners in accordance with the Grant Conditions.
 - Out of shareholdings or directorships held by the (Co-)PIs in partner companies etc. in accordance with the Grant Conditions and the principles and mandate laid out in Ireland's [National IP Protocol 2019](#)
2. **Oversight of Centre Strategy** by providing feedback to the Executive Management Committee on:
 - The vision for the Co-Centre (and it's clarity)
 - The strategic direction for the **research** ongoing at the Co-Centre (taking into account the direction given by the Scientific Advisory Committee and international site visit panels).
 - The flow of funding to the participating Research Bodies supports the research strategy (i.e. supporting fair and transparent decision making).
 - The **industry** engagement strategy and collaborative approach of the Co-Centre (taking into account the direction given by the Industry Advisory Committee and recommendations from International Experts following Progress Reviews).
 - Any other supporting strategies, for example to drive excellence in impact and Education and Public Engagement Programmes, best practices to support EDI within the Co-Centre, to bring about a cohesive integrated Co-Centre across partner research bodies and jurisdictions.

To further describe the expected work of the Governance Committee, the Funders have provided the following for illustrative purposes:

It is vital that the Co-Centres have a strategic vision to ensure that they remain leaders into the future, across their science fields and to also deliver economic, societal, health and environmental impacts. To this end, the Funders ask that this vision is presented by the Executive Management Committee to the Governance Committee annually, and that the Governance Committee and with inputs from the Scientific and Industry Advisory Committees, review and assess it against appropriate international benchmarking.

The Governance Committee reports its findings/recommendations to the President/Provost and the Funders (via SFI Scientific Programme Manager) at a minimum twice yearly.

5.1 Governance Committee Composition

Governance Committees of large-scale awards typically consist of **6-12 members** (although based on the complexity of the Co-Centre, up to 12 members will likely be needed to allow effective representation across all jurisdictions). The Governance Committee will include the Co-Centre Co-Directors, the UKRI Lead, a senior member of the host Research Body (typically the Vice President for Research or their designate) and at least one member from partner institutions of the other host (typically the Vice Presidents for Research or their designate), the chair of the Scientific Advisory Committee and the chair of the Industry Advisory Committee. At least half of the members must be external to the Centre, and will be senior, independent figures from business, academia or the public sector. The Funders reserve the right to nominate one additional member to the Governance Committee (selected by SFI, after consultation with the Centre Co-Directors). Please be cognizant of the conflict-of-interest process during the committee formation and new committee membership outlined in section 9.

A table showing the expected composition for the Co-Centre Governance Committee is shown below.

Governance Committee Roles / Background	External / Internal
Governance Chair (Must be independent & authoritative)	External
Co-Centre Director from host Research Body located in Ireland	Internal
Co-Centre Director from host Research Body located in Northern Ireland	Internal
UKRI Lead from the host Research Body located in Great Britain or Northern Ireland	Internal
A senior member of the host Research Body located in Ireland (typically the VPR or President approved designate)	Internal
A senior member of the host Research Body located in Northern Ireland (typically the VPR or President approved designate)	Internal
A senior member of the host Research Body located in Great Britain or Northern Ireland (typically the VPR or President approved designate)	Internal
Industry Advisory Committee Chair	External
Scientific Advisory Committee Chair	External

Other senior, independent figures from business, academia or the public sector	External
Other senior, independent figures from business, academia or the public sector	External
Other senior, independent figures from business, academia or the public sector	External

Table 1 Table representing expected composition of the Co-Centre Governance Committee

Changes in the composition of the Governance Committee must be reported in the Co-Centre Annual/Progress Reports and the Governance Committee Minutes. Please note there are additional requirements and a specific approval process for the Governance Committee Chair as outlined in the next section.

5.2 Governance Committee Chair

The selection of Chair of the Governance Committee should be agreed between the President/Provost of the SFI Host Research Body, Co-Centre Directors and SFI, and should preferably be a senior public figure, ideally an independent contributor not affiliated with any of the Research Bodies or industry partners engaged in the Co-Centre. It is expected that the Chair of the Governance Committee would have a track-record that demonstrates strong skills and capabilities in chairing.

The process steps are as follows*:

- 1) An email is sent to the Award Scientific Programme Manager (SPM), cc'ing Centres@sfi.ie, with the following attachments:
 - Letter of support from the host institution, briefly outlining why the host institution supports the appointment of the nominated Governance Chair.
 - The Candidate's CV, highlighting relevant skills and capabilities of the candidate to professionally chair the Governance Committee.
- 2) The SPM will review all the required documentation, and if satisfied will submit the nomination to the SFI Executive Committee.
- 3) SFI's Executive Committee will review the nomination and decide on suitability of the proposed Chair. SFI reserves the right to decline to sanction the appointment of the nominated candidate, should it determine that they are not suitable for the role.

**Note: Co-Centre Partner Funders will be kept informed by the SFI Scientific Programme Manager (SPM) of this process and its outcome.*

The Governance Chair has a dual reporting line to the President/Provost of the Host Research Body and to the Funders (via SFI). At a high level the Governance Chair is responsible for:

- Convening and chairing at least two Governance Committee meetings annually.
- Ensuring that the Governance Committee structure is appropriate as per these guidelines.
- Ensuring that the responsibilities of the Governance Committee are fulfilled.
- Establishing and disbanding, as appropriate, sub-committees of the Governance Committee.
- Inputting to the selection of strategic hires within the Co-Centre, such as recruitment of a new Co-Centre Co-Director.
- Approving the formal minutes of all meetings of the Governance Committee.

5.3 Governance Committee Meetings and Reporting

The Governance Committee will meet at least twice per year (but may decide internally to meet more frequently). The Governance Committee will review the performance and operation of the Co-Centre and compile formal minutes which will at a minimum include:

- Changes to the Co-Director, Executive Committee, or Governance, Scientific or Industry Advisory Committees membership.
- Notable Centre activities, and achievements.
- Current challenges, risks, and Co-Centre mitigating responses.
- Co-Centre Strategy should be included in the Governance Committee minutes (and/or reports), and any notable remediation actions for the Co-Centre to address (including inputs from Scientific and Industry Advisory Committees).
- Commentary on the validated KPI and cost share results.
- Commentary on the Annual-Progress Reports, and the response to the International Site Visit Panel Report.
- Noting of any conflict-of-interest within the Co-Centre and the outcome of their resolution.
- A copy of the minutes from the Scientific Advisory Committee and Industry Advisory Committee meetings, and any other relevant Governance Committee reports or documents.
- Any other aspect that the Governance Committee deems appropriate.

Formal minutes of all meetings of the Governance Committee will be approved by Co-Centre Co-Directors, SFI Host Research Body President/Provost, and Governance Chair, and will be maintained by the SFI Host Research Body. They will be submitted by the Co-Centre Co-Director to SFI (Lead Agency) via e-mail to the award SPM, CC'ing the 3 Host Research Body President/Provosts, and the Governance Chair. The minutes should be submitted as per timelines in the annual reporting schedule outlined on the Co-Centre Award Management website. These will be shared with the partner Funders.

6 Advisory Committees – Industry and Scientific

The Co-Centre has a duty to ensure that it is well informed of trends, developments and thinking in areas of research related to the Centre's activities, and also must be informed by the needs and direction of industry.

In recognition of this, SFI requires the Co-Centres to establish a:

- Scientific Advisory Committee composed of a small number of leading international researchers whose expertise aligns with the scientific activities being pursued by the Co-Centre, and an
- Industry Advisory Committee composed of senior staff members from a representative sample of the industry partners of the Co-Centres as well as (optionally) other relevant senior industry figures.

It is at the discretion of the Co-Centre Co-Directors and Governance Committee whether to establish a single all-encompassing Advisory Committee, or two separate Advisory Committees that address the scientific and the industry interests separately. The Committee(s) should fulfil the primary role of advising the Executive Management Committee, providing non-binding recommendations to support the development of a well-informed and effective strategy.

The Scientific Advisory Committee should provide independent and impartial advice on:

- Scientific global trends and latest developments.
- Scope and choice of research topics being pursued.
- Potential options to support the acceleration of the Co-Centre's research programme delivery.
- The Co-Centre Research Programme Strategy.

The Industry Advisory Committee should provide independent and impartial advice on:

- Prevailing industry trends and needs of industry partners.
- The Co-Centre Industry Engagement Strategy and its collaborative research approach.
- The commercial strategy and impact of the IP developed by the Centre.

It is expected that members on the Industry Advisory Committee will act in a non-partisan fashion, and that they will represent the views of all Co-Centre Industry Partners impartially.

The Executive Management Committee (via a representative) is expected to keep the Scientific and Industry Advisory Committees regularly briefed of the progress of the Co-Centre's relevant research projects and activities. It is expected that the Advisory Committees provide advice to the Co-Centre to support and drive performance to develop into a world-class research centre. This may include highlighting any risks or suggested remediation actions, and that representation of the Scientific and Industry Advisory Committees is included on the Governance Committee to allow a reporting pathway (if required). Please note the advice is non-binding and the responsibility to decide direction and execute the research agenda of the Co-Centre remains with the Executive Management Committee.

6.1 Advisory Committee Composition

The number of participants will likely vary between Co-Centres depending on the breadth of activity, but the Funders advise as a rule of thumb that any one committee should not have more than 8 representatives. (Please be mindful, a committee's size should be determined based on the number of members needed to accomplish the committee's work and ensure engagement from each member - it might take a year or two of trial and error to determine the right size for each committee.)

Members of the Advisory Committees may be chosen from academia, industry or other appropriate domains, and the Funders would expect the committee(s) to display the following key representation:

- Scientific Advisory Chair (also a member of the Co-Centre Governance Committee).
- Industry Advisory Chair (also a member of the Co-Centre Governance Committee).
- Internationally recognised scientific experts, whose range of expertise spans the research and innovation activities of the Co-Centre.
- Senior staff members from a representative sample of Co-Centre industry partners.
- Other Industry representatives not affiliated with the Co-Centre such as consultants, senior staff from potential partners, industry thought-leaders, members of the investment community, etc.

To further describe how the Funders expect Advisory Committees to allocate members, the following information is provided:

It is at the discretion of the Co-Centre Executive Management Committee and the Governance Committee to decide and implement how membership to the Advisory Committee(s) is to be determined. Centres should be cognizant of potential conflicts-of-interest during Committee Formation and new committee membership, as outlined in Section 9. The mechanism by which industry partners are appointed to the Industry Advisory Committee must be transparent to all industry partners of the Co-Centre. All industry partners should be aware that making a financial contribution and/or engaging in effective collaboration does not automatically confer a right to sit on the Industry Advisory Committee.

Advisory Committee Meetings and Reporting

Formal minutes of the Scientific and Industry Advisory Committee meetings are to be maintained by the SFI Host Research Body and these minutes, along with any other relevant Advisory Committee reports or documents, should be provided to the Governance Committee and included as part of the Governance Committee submission to SFI at the next available reporting opportunity.

It is expected that the Advisory Committees would meet at the following frequency:

- Scientific Advisory Committee 2-4 times a year, ideally with at least one in-person meeting but left to the discretion of the Co-Centre
- Industry Advisory Committee Once a year, ideally in-person but left to the discretion of the Co-Centre

7 Sub-Committees

The Co-Centre may, at the discretion of the Executive Management Committee, form other management sub-committees that it feels are necessary to ensure the efficient operations of the Co-Centre. Examples of topics that may warrant the establishment of a management sub-committee include “Intellectual Property & Commercialisation”, “Equality Diversity and Inclusion & Student Welfare”, “Inter-Institutional Committee”. It is best practice for the Executive Management Committee to assess and evaluate their sub-committees regularly to ensure they remain productive and relevant to the mission of the Co-Centre.

8 Deviation from Governance Structures

If a Co-Centre feels that the Governance structures outlined above are not best suited to the particular needs of that Co-Centre, it may submit in writing to SFI a document offering a convincing case as to why, as well as a proposed alternative arrangement, with appropriate justification. SFI may, at its discretion, accept the revised structures proposed by the Co-Centre and permit the Co-Centre to adopt such a structure. Any such decision by SFI will be notified to the Co-Centre Directors and/or the Vice President/ Dean of Research in writing.

**Note: Co-Centre Partner Funders will be kept informed by the SFI SPM of this process and its outcome.*

9 Conflicts-of-Interest

Conflicts-of-interest may arise either within the Governance structures of the Co-Centre, or within the Co-Centre itself. As a general rule, it is the responsibility of the Host Research Body(ies) to identify and resolve any such conflicts within the Governance structures, and it is the responsibility of the Governance Committee to identify and resolve conflicts within the Co-Centre.

9.1 Conflicts-of-Interest for Centre Committees (Governance and Advisory)

It is the responsibility of the Host Research Body, through the Office of the Vice President/Dean of Research, to ensure that any potential conflict-of-interest between a member of one of the above committees and the Co-Centre or a Co-Centre team member be formally declared and resolved prior to the formation of the committees. Likewise, in the case of new members to the committees, issues of conflict-of-interest must be declared and resolved in advance of a new member joining a committee. Conflicts-of-interest should be identified and declared using the Host Research Body's standard definition and process.

9.2 Conflicts-of-Interest for Co-Centre Team Members

With public funding of collaborative research, it is essential to avoid even the appearance of a conflict-of-interest in the management of these funds.

To further describe the expected potential conflict-of-interests scenario, the Funders have provided the following for illustrative purposes:

It is recognised that funded Co-Centre researchers may be involved in spin-out companies, or may act as advisors to commercial partners. A possible conflict-of-interest may arise when personnel with responsibility for exchequer funded resources have outside commercial interests, such as directorships or significant shareholdings which may be affected by the activities funded by the Funders. In general, it will not be possible for an individual to concurrently hold a decision-making role in a Co-Centre award (e.g. as a member of the Co-Centre Executive Management Committee) and a decision-making role in a commercial partner to that award.

In some cases, a decision may be made to allow more limited conflict-of-interest representations, such as acting as a scientific advisor or being a shareholder in a partner company once this is managed appropriately under the responsibility of the respective Host Research Body.

In all scenarios, interests must be fully disclosed, and captured as part of the Governance Committee meeting minutes so that the Governance Committee and ultimately the Host Research Body is content that:

- Financial interests of all participants in the research programme (including management and governance) have been declared and assessed.
- Any active or apparent conflicts-of-interest have been managed to ensure the integrity of the research.
- All IP management and commercialisation transactions among and by the parties will be open, transparent and objective. (For example, SFI funded research must be managed in line with the requirements as set out in the National IP Protocol 2019¹).

¹ <https://www.knowledgetransferireland.com/Reports-Publications/Ireland-s-National-IP-Protocol-2019-.pdf>

- Research activities are conducted in line with national research integrity policies.

The purpose of this provision is to elicit full disclosure of financial interests by all participants and relevant parties to the research programme and to manage and resolve all such interests that might influence, or appear to influence, research conduct or research outcomes.

10 Committee Membership Duration

The Funders do not put limits on the duration of membership of Committees, but recommend that the policies of the Governance Committee include consideration of whether duration of committee membership should have a defined length to ensure impartiality. It is recommended that the committees have Terms of Reference for their members to ensure they are clear on their roles and responsibilities. These would be for the Co-Centres to define in discussion with the relevant committee.

11 Perspective and Responsibilities from the Host and Partner Research Bodies

The Host Research Bodies, as formal holders of the Co-Centre grants, have a key role and obligation to ensure sound governance of the Co-Centre. In recognition of the sizeable budget and strategic importance of the Co-Centres, the Funders require that the President/Provost of each of the Host Research Bodies takes an active role in overseeing Co-Centre awards made to their institution. To assist the President/Provost in this task, the Funders require that:

- A Governance Committee as outlined above is formed within 180 days of the Co-Centre award start date.
- The responsibilities of Partner Research Bodies to be laid out in an Inter Institutional Agreement (IIA) within 180 days of the start date of the award.
- Advisory Committees as outlined above are formed within 12 months of the Co-Centre award start date.

11.1 Inter-Institutional Agreement (IIA)

In order to “build strategic multi-institutional and cross-jurisdictional partnerships, developing strong and effective clustering and links between regions” it is imperative that clear agreements are set in place and that the responsibilities of the Host and Partner Research Bodies will be laid out in an Inter Institutional Agreement (IIA) which is a legally binding agreement between the collaborating Research Bodies in receipt of award funding (also referred to as a collaboration agreement under the UKRI terms and conditions).

The Executive Management Committee should facilitate engagement between leadership of the Partner Research Bodies involved in the Co-Centre to progress development discussions relating to the IIA, but the development of, and adherence to, this IIA document is to be managed by each individual Host Research Body.

The Host and Partner Research Bodies need to provide adequate support to the Co-Centre, as laid out in their institutional support letter at application and / or funding renewal stages. These supports should be outlined in the IIA. Such support include: use of Funder overheads, staffing/ recruitment, equipment, space, teaching, load balance, etc and on receipt of the award, action needs to be taken by the Host and Partner Research Bodies to ensure that there is efficient, non-duplication of resources

(e.g. business development, communications, EU support, etc) thereby ensuring optimal use of Funders funding and overheads.

11.2 Responsibilities of the Host Research Bodies

To ensure the strongest possible strategic alignment between each Sub-Centre and their Host Research Body, there should be a strong level of regular interaction between the Host Research Body President, VPRs, Co-Centre Lead PI's (Co-Directors & UKRI Lead) and the Governance Chair. The President of each Host Research Body can decide on how this can be achieved, and the Funders provide here an outline of expected meeting objective and frequency:

Who	Objective	Expected Frequency	Min
Host Research Body Presidents, Host VPRs, Lead PIs (Co-Directors & UKRI Lead) & Governance Chair	<ul style="list-style-type: none"> To ensure the Presidents of each Host Research Body are abreast of the Co-Centre achievements, challenges, risks, issues. To allow the Co-Centre leadership to input into Research Body strategy, and better align the Research Body mission and vision to support the Co-Centre investment 	Once a Year	
Host VPR & Lead PIs (Co-Directors & UKRI Lead)*	<ul style="list-style-type: none"> To discuss areas of opportunity or challenge, with a particular focus on key hiring and investment decisions related to the work of the Co-Centre. 	Four times a Year	
Host VPRs & Governance Chair	<ul style="list-style-type: none"> To input into Research Body strategy 	Twice a Year	
Lead PIs (Co-Directors & UKRI Lead) Engagement with Leadership at Partner Research Bodies	Provide a platform for discussion of strategic alignment between the Co-Centre and partner Research Bodies.	As required	

**It would also be encouraging if PIs from Partner Research Bodies are also having similar conversations with their respective VPRs*

11.3 Operational Staff Supports

The Host Research Bodies should provide an appropriate central coordination mechanism / staff member assigned to the Co-Centre, to ensure the issues and challenges are dealt with swiftly and efficiently. This contact point needs to be closely aligned with the reporting line of the Co-Centre Leads (i.e. a Research Office contact).

Other points of contact that need to be provided by the Host-Partner Research Bodies to support the Co-Centres Executive Management Committee include:

- Space/facilities
- Technology Transfer Office (TTO)
- Finance
- HR
- Legal Affairs
- Corporate Communications
- Public Engagement

Each Co-Centre award has been granted funding for an operations team to support the research programme, which may include aspects such as management, administration, business development, marketing and communications, education and public engagement, and IT technical support. Typical duties include:

- Project/work stream initiation and delivery.
- Monitoring, evaluation and impact tracking.
- Financial monitoring and controls.
- Risk management, including financial, project, reputational and legal risks.
- Plan to manage distributed work streams.
- Communications management.
- Data management.
- Compliance with ethics frameworks.
- Regular engagement with SFI as the Lead Agency (and colleagues from partner Funders when required).

All staff funded by the Co-Centre Award (e.g. Centre Manager, Postdocs etc) are employed by the Research Bodies and are subject to and required to comply with the Institutional Statutes, Regulations, Policies and Procedures. The Operations Team is typically managed by the Centre Manager, and under the Co-Directors' responsibility. The Centre Manager provides the full-time focus to manage the activities of the Co-Centre on a day-to-day basis. Although operations team members can have multiple responsibilities, the Funders ask the Co-Centres Team to provide a single point of contact for the following roles:

- Co-Centre Director (SFI)
- Co-Centre Director (DAERA)
- UKRI Lead
- Centre Manager
- Business Development Representative
- Communications Representative
- Education and Public Engagement Representative
- Governance Chair
- Funding-Grants Representative
- Centre Finance Representative
- Research Accountant for the Centre
- SESAME Admin

12 Other information relating to Co-Centre Roles

12.1 Leadership Role Restrictions (SFI Researchers Only)

Due to the complexity and time requirement that relates to a (Co-)PI role in a large-scale award, Co-Centre investigators must meet the individual eligibility criteria as set out in the Guidance / Call Documentation, and from a Governance perspective please note the following restrictions for the type and number of large-scale award leadership roles that can be held by SFI PI's and FI's.

		I can apply as a Co-Centre		
		FI	Co-PI	Co-Director
I am currently a	Director of a 2012, 2013 or 2016 Phase 2 Research Centre, Co-Centre, or ARC Hub	YES	NO	NO
	Co-PI of a currently funded 2012, 2013 or 2016 Phase 2 Research Centre or Co-Centre	YES	YES but typically limited to 2 Centres	NO
	Co-PI of a currently funded ARC Hub	YES	YES	NO
	FI of a currently funded 2012, 2013 or 2016 Phase 2 Research Centre or Co-Centre, or a Translational Researcher in an ARC Hub	YES	YES	YES

In addition:

- Changes to or new SFI Funded (Co-)PI’s and Funded Investigators (FIs) must follow an approval process as outlined on the SFI Research Centres Award Management website (<https://www.sfi.ie/funding/award-management/co-centres/>)
- Changes to UKRI FIs will need to be updated via a change management request in the JeS system.

13 Summary and High-Level Check List

The significant level of investment of public funds requires that all Co-Centres have clear Management, Governance and Advisory structures. Each Co-Centre is obligated to work within the terms of their corresponding funders Letter of Offer, Grant General Terms and Conditions, and other relevant policies as outlined above. The President/Provost of the Host Research Bodies, as the ultimate grant holders, retain overall responsibility for the successful operation of the Co-Centre.

As each Co-Centre does not have its own legal status, the contracting party in all legally binding agreements will be the host and/or partner Research Bodies, as relevant. The Co-Centre Award will comprise of 3 separate grant agreements, and as a general guideline financial reporting will remain with the Host Research Body in each jurisdiction, whereas the Host Research Body located in Ireland will have primary responsibility for scientific reporting to SFI as the agreed lead agency. (Noting the partner Funders may ask for additional reporting in line with their standard requirements for example, the Host Research Body in the UK will also be required to input impact reporting annually via Researchfish.)

A high-level Quick Guide for Co-Centre Governance Requirements is found in Appendix I but it is the responsibility of the (Co-)PI’s, the Governance and Advisory Committee Members, VPRs of Host and Partner Research Bodies, and the Host President to understand the document in full. If you have any further questions on the above, please contact your SFI SPM.

Appendix 1: High-Level Quick Guide for Co-Centre Governance Requirements

Group - Committee	Min Yearly	High-Level Considerations
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		Meeting Frequency	
Mandatory	Executive Management Committee	12	<ul style="list-style-type: none"> • Role: <ul style="list-style-type: none"> ○ Developing and executing a long-term strategic plan ○ Ensuring the on-going, smooth operations of the Co-Centre ○ Key decision-making forum and management of the award risks • Formal Minutes to be retained by the Host Research Bodies
	Scientific Advisory Committee	2-4	<ul style="list-style-type: none"> • Role: Advises the Executive Management Committee of the Co-Centre as to the research, technical and scientific direction. • Formal Minutes to be shared with Governance Committee, and responsibility to be retained by the Host Research Bodies.
	Industry Advisory Committee	1	<ul style="list-style-type: none"> • Role: Advises the Executive Management Committee as to the needs of, and direction of, companies in the industry areas of relevance to the Co-Centre. • Formal Minutes to be shared with Governance Committee, and responsibility to be retained by the Host Research Bodies.
	Governance Committee	2	<ul style="list-style-type: none"> • Role: Provides oversight function of the Co-Centre and reports to President of Host Universities and SFI (Lead Agency) • Typical items expect to be included in meeting minutes: <ul style="list-style-type: none"> ○ Annual Review of Co-Centre Strategy (could be via Annual-Progress Report) ○ Note receipt of Advisory Committee Minutes ○ To be approved at a minimum by the Executive Management Committee Chair and Governance Chair • Formal Minutes to be shared by Executive Management Committee Chair with SFI SPM (cc in Host Research Body President & Governance Chair), and to be retained by the Host Research Bodies.
Expected	Host Presidents - Host VPRs - Host Leads- Governance Chair	1	<ul style="list-style-type: none"> • No minutes required by the Funders • Objective: Build strong connections to support effective governance and oversight of the Co-Centre and to ensure the strongest possible strategic alignment between Co-Centre and Host Research Bodies.
	Host VPRs - Host Leads	3-4	<ul style="list-style-type: none"> • No minutes required by the Funders • Objective: Build strong connections to support effective governance and oversight of the Co-Centre and to ensure the strongest possible strategic alignment between Co-Centre and Host Research Bodies.
	Host VPRs - Governance Chair	2	<ul style="list-style-type: none"> • No minutes required by the Funders • Objective: Build strong connections to support effective governance and oversight of the Co-Centre.

* The Funders highly recommend one in-person meeting per annum per group

Appendix 2: SFI Support Meetings with Research Centres

In addition to the SPM quarterly status update meetings with the Co-Centre Director and Manager (and other ad-hoc meetings as needed), SFI aim to support the SFI Research Centres and Co-Centres by facilitating the following meetings:

Audience	SFI Representation	Min Yearly Meeting Frequency	Meeting Overview
Centre Directors and Managers and VPRs	SFI senior management	1	To discuss strategic matters related to Centres.
Centre Directors and Managers	SFI Senior Management	1	To discuss and keep Centre Leadership abreast of SFI programmes and opportunities for growth and development, to discuss strategic and operational challenges in the activities of the Centres and to share learnings. Additional meetings with the SFI Director of Science for the Economy and the Head of Research Centres can be scheduled as the need arises.
Governance Chairs	SFI Senior Management	2	To gain feedback on Centre governance, performance and strategic matters. Additional meetings with the SFI Director of Science for the Economy and the Head of Research Centres may be scheduled as required.
Education and Public Engagement (EPE) Managers	SFI's EPE Team	4	To coordinate large scale EPE efforts and individual meetings to plan and agree individual Centre EPE programmes.
Business Development Managers (BDM)	Representatives from the SFI Science for the Economy Directorate	As required	To discuss and share learnings on industry engagement, with the aim of improving strategic alignment with the national enterprise agenda (and where applicable cross-jurisdictional alignment e.g. for Co-Centre Programme).
EU and International funding managers	SFI's International Team	As required	To discuss and share learnings on funding diversification, with the aim of supporting the Centres in achieving their Non-Exchequer Non-Commercial funding targets (where applicable).
Research Offices	Representatives from the SFI Science for the Economy Directorate	As required	To host workshops, as required, to provide the Research Office staff, at the host Research Body with up-to-date information on SFI programmes and policies as they pertain to Research Centres and the opportunity for dialogue and discussion.
SESAME Supergroup Training	Representatives from SFI's Research Centres and Information Systems teams	As required	To provide training for the designated SESAME superuser and Centre Manager in each Research Centre.