



## **GENOMICS ENGLAND LIMITED (the Company)**

### **TERMS OF REFERENCE FOR THE**

#### **GENOMICS ENGLAND CLINICAL INTERPRETATION PARTNERSHIP (GeCIP) BOARD**

In these Terms of Reference the following terms shall have the following meanings:

**Domain** means a disease domain approved by the GeCIP Steering Committee.

**GeCIP** means the Genomics England Clinical Interpretation Partnership.

The **GeCIP Board** shall mean the Genomics England Clinical Interpretation Partnership Board being a committee of the Company. The purpose of this Board is to oversee and steer the Genomics England Clinical Interpretation Partnership.

**Steering Committee** means the steering committee of the GeCIP Board established pursuant to these Terms of Reference.

## **1 Introduction**

These Terms of Reference have been produced to identify and formalise the roles, tasks and responsibilities of the GeCIP Board and the Steering Committee.

## **2 Membership and Attendance**

- 2.1 The GeCIP Board shall be appointed on the recommendation of the Company's Remuneration and Nomination Committee in consultation with the chairman of the Committee (other than in respect of the initial members of the Committee as set out in paragraph 2.3 below).
- 2.2 GeCIP Board members will be selected based on their skills and knowledge in the area of genomic medicine in rare disease, cancer and infections. Any funder member, having contributed funds toward the Genomics England Programme, could be public, charitable or philanthropic funders but may not be an industry partner. .
- 2.3 The members of the Committee shall be Prof Dame Kay Davies FRS (Chair), Mark Caulfield (Chief Scientist), a nominated representative of the National Institute for Health Research, a nominated representative of the Wellcome Trust, a nominated representative of the Medical Research Council, a nominated representative of Cancer Research UK, a representative of the Science Advisory Committee, the Rare disease and Cancer domains (one representative per area) and working groups (one representative per group), a representative of the Ethics and Social Science domain, representatives from the devolved nations (one per country) and up to three participant representatives, ideally for cancer and rare diseases types.

- 2.4 The GeCIP Board Chair shall be an independent non-executive director with a seat on the Genomics England Board. The first Chair of the GeCIP Board shall be Professor Dame Kay Davies. In the absence of the GeCIP Board Chair, the Chief Scientist will be her appointed deputy. In the absence of both the Chair and her deputy, GeCIP Board meetings will not be considered quorate.
- 2.5 Only members of the GeCIP Board shall have the right to attend meetings. However, other individuals such as the Executive Chair of the Company, members of Genomics England staff may be invited to attend for all or part of any meeting as and when appropriate.
- 2.6 The GeCIP Board will seek to ensure that the Company has access to the best possible advice and will seek input from other groups, by invitation only, to attend part of designated or specially arranged GeCIP Board meetings.
- 2.7 Members of the GeCIP Board shall be appointed for a period of two years in the first instance. Such appointment may then be extended by a further two years provided the member continues to meet the criteria for membership of the GeCIP Board. Membership of the GeCIP Board will be reviewed annually and must be approved by the Board of Genomics England who will advise on replacements or additional expertise as needed. As new funders engage new representatives of those funders will join the GeCIP Board.

## **Secretary**

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The Chief Scientist's Team will provide the secretariat to support the GeCIP Board.

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## **Frequency of Meetings**

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- 4.1 The GeCIP Board shall meet at least two times a year and at such other times as the Chair of the GeCIP Board shall require. Meetings should be organised so that attendance by members is maximised. Meetings will be held in private, other than when input is sought as described in 2.5 above.

## **Notice of Meetings and Proceedings at Meetings**

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- 5.1 Meetings of the GeCIP Board shall be summoned by the secretariat at the request of any of its members.

- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the GeCIP Board, any other person required to attend and all other non-executive directors of the Company, no fewer than five working days prior to the date of the meeting. Supporting papers shall be sent to Board members and to other attendees as appropriate, at the same time.

- 5.3 Meetings of the GeCIP Board may be conducted when the members are physically present or in the form of either video or audio conferences.

## **Minutes of Meetings and reporting lines**

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- 6.1 The secretariat shall minute the proceedings and resolutions of all GeCIP Board meetings (including the names of those present and in attendance) and shall ensure the Board is properly constituted and advised. The Board will be quorate if there are two funders, two domain leads and two Genomics England representatives.

- 6.2 The secretariat should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

- 6.3 Minutes of the GeCIP Board shall be circulated to all members of the Committee and, once agreed, to all other members of the Board of the Company, unless a conflict of interest exists.

- 6.4 The GeCIP Board shall report through its Chair to the Genomics England Board. In the event that the Board cannot reach consensus on an item then a majority vote will be used to ratify decisions. If that produces deadlock then the GeCIP Board Chair will have a casting vote.

## **7 Annual General Meeting**

- 7.1 Should the Company hold an Annual General Meeting, the chairman of the GeCIP Board (or in his absence another member of the Committee) shall attend the Company's Annual General Meeting prepared to respond to any questions on the GeCIP Board's activities.

## **8 Duties**

- 8.1 The GeCIP Board shall, in conducting all of its duties in accordance with these Terms of Reference, act in a way it considers in good faith, would be most likely to promote the success of the Company. In doing so, the GeCIP Board must have regard (among other matters) to:
- (a) The need to oversee, manage, steer and review the progress and success of the GeCIP and consider the likely consequences of any advice in the short, medium or long term;
  - (b) the interests of patients providing data to the Company and the general public given the publicly funded nature of the Company;
  - (c) the need to foster the success of the Genomics England Clinical Interpretation Partnership domains and relationships with funders, the NHS and the UK and International Scientific Community;
  - (d) the interests of the broader community of stakeholders including employees, scientists and clinicians engaged in genomic research or clinical care, interest groups, medical charities and other potential collaborators;
  - (e) the impact of the Company's operations including of the GeCIP on the community and the environment;
  - (f) the importance of the GeCIP in ensuring the highest fidelity feedback to patients in the NHS by maintaining a reputation for high standards of publication and dissemination of results from the GeCIP activities. The GeCIP Board will ensure the Genomics England Publication Policy is adhered to and will offer advice to Genomic Enterprises and the Board on whether or not to licence intellectual property of Genomics England to GeCIP Members; and
  - (g) the success of each Domain in delivering the mission of enhanced feedback to patients. If necessary restructuring domains, dissolving and reforming domains and reforming Domains.
- 8.2 The GeCIP Board shall oversee and ensure the success of the GeCIP and advise the Board of Genomics England on any aspects of the GeCIP activity including aspects of strategy and disease areas or funding opportunities.

## **9 The GeCIP Steering Committee**

- 9.1 The GeCIP Board will have a sub-committee (Steering Committee) chaired by the Chief Scientist that will comprise representatives from the GeCIP Domain Leaders (1 representative for each two domains in rare disease, one representative for each cancer, and one representative for all non-disease domains). All committee members will be ratified by the GeCIP Board. This committee will oversee and ensure that they are highly successful in driving up the fidelity of clinical interpretation and transfer skills and knowledge across all domains to expedite success of the 100,000 Genomes Project.
- 9.2 The Steering Committee shall be entitled to:

- 9.2.1 evaluate reports and plans from the GeCIP and advise the GeCIP Board on the success, functionality or otherwise of the Domains. The Steering Committee will be able to modify or reject plans from a Domain and may recommend dissolution, restructuring or new leadership of a Domain;
- 9.2.2 advise the domains and the GeCIP Board on tasks or work packages to progress the Genomics England programme in a timely and efficient manner according to the Project Plan and associated milestones;
- 9.2.3 oversee and advise on appropriateness of grant plans, authorship or publication plans and membership of Domains. The Steering Committee will advise the GeCIP Board on the need to form new Domains.

**10 Reporting Responsibilities**

- 10.1 The GeCIP Board reports to the Genomics England Board through the Chair. The GeCIP Steering Committee reports to the GeCIP Board through the Chief Scientist on its proceedings after each meeting on all matters within its duties and responsibilities.

**11 Other Matters**

- 11.1 The GeCIP Board shall, at least once a year, review its own performance, constitution and these Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of the Company for approval.
- 11.2 The GeCIP Board shall consider any relevant guidelines when recommending any changes to these Terms of Reference.

**12 Authority**

- 12.1 The GeCIP Board is authorised by the Board of the Company to seek any information it requires from any employee or contractor of the Company in order to perform its duties.
- 12.2 In connection with its duties the GeCIP Board and its Steering Committee are authorised by the Board of the Company to:
  - (a) commission any reports, surveys or information which it deems necessary to help fulfil its obligations;
  - (b) secure the attendance of external advisers at its meetings;
  - (c) commit the Company to any expenses necessary for the operation of GeCIP;

all at the Company's expense after approval in advance of the Chief Operating Officer of Genomics England or his/her deputy.
- 12.3 Although the GeCIP Board can seek the advice and assistance of any of the Company's executives, it needs to ensure that this role is clearly separated from their role within the business.

**13 Procedure**

- 13.1 Subject to the constitutional documents of the Company and these Terms of Reference, the GeCIP Board shall determine its own procedures.

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Dated..... 2018

Signed by: