



The Data Lab

Governing Boards Terms of Reference

THE DATA LAB

BOARD TERMS OF REFERENCE

The Data Lab is an Innovation Centre funded by the Scottish Funding Council (SFC) in partnership with Scottish Enterprise (SE) and Highlands and Islands Enterprise (HIE).

SFC awarded funding to the University of Edinburgh to administer on behalf of the Scottish HEI partnership (currently comprising the University of Edinburgh, the University of Glasgow and Robert Gordon University).

In terms of its funding conditions, the SFC requires the University of Edinburgh to set up a Governance Board to manage the funding in accordance with the approved Data Lab business plan.

The governance structure of The Data Lab comprises four main elements:

1. **Governance Board**. Responsible for formulating, directing and guiding the implementation of the policies and strategies;
2. **Innovation Advisory Board**. Responsible for advising on collaboration project activity, reporting to the Governance Board ("IAB");
3. **Education Advisory Board**. Responsible for advising on educational activity, reporting to the Governance Board ("EAB");
4. **Management Team**. Responsible for implementing the policies and strategy as well as all day-to-day management, reporting to the Governance Board.

The Terms of Reference shall be reviewed on an annual basis and will be displayed on The Data Lab's website.

1. THE GOVERNANCE BOARD

1A. INTRODUCTION

The aims and objectives are to:

- 1A1 Establish the vision and strategic objectives of The Data Lab.
- 1A2 Ensure broad membership agreement.
- 1A3 Direct action to implement key activities.
- 1A4 Monitor progress through the key performance indicators (KPIs) set out in The Data Lab Business Plan.
- 1A5 Act as a sounding board for the Chief Executive Officer in the day-to-day management of The Data Lab.
- 1A6 Ensure that hub universities are not asked to perform activities that may risk potential issues around charitable status, state aid or other matters that may compromise their reputation or integrity.

1B. FUNCTION

The Governance Board is the ultimate decision-making body of The Data Lab and is responsible for:

- 1B1 Establishing the vision and strategy and promoting the values of The Data Lab.
- 1B2 Determining which industry sectors will be covered and any major changes in programme activities or projects undertaken.
- 1B3 Establishing the Innovation Advisory Group, the Education Advisory Group and appointing the Chair of each. The recruitment of each Chair will be conducted in an open and transparent manner, with an advertisement included on The Data Lab's website, the Host University's website and on the Public Appointments Scotland website.
- 1B4 Establishing criteria for membership.
- 1B5 Determining The Data Lab priorities and actions.
- 1B6 Approving the annual business plan & budget.
- 1B7 Approving the annual accounts and submitting to the University of Edinburgh.
- 1B8 Reviewing the Risk Register and any other items deemed appropriate.
- 1B9 Assuring Chief Executive Officer and Management Team performance against KPIs.
- 1B10 Assessing the overall effectiveness of The Data Lab in achieving its goals and mission.
- 1B11 The Data Lab is not a legal entity in itself and therefore the University of Edinburgh is legally responsible.

1C. MEMBERSHIP AND STRUCTURE

- 1C1 Board Members will normally be from private companies, the public sector or organisations engaged in The Data Lab activities, although this requirement may be waived in special circumstances.
- 1C2 Nominees should add credibility to The Data Lab Board and it is The Data Lab's aim to have a diverse Board in terms of gender, race, disability and other protected characteristics.
- 1C3 Consideration will be given to:
 - (i) ensure effective representation of industry sectors and a suitable spread of company sizes as deemed relevant to The Data Lab; **and**
 - (ii) ensure appropriate representation with respect to the academic sector.
- 1C4 The Governance Board should consist of a majority of members from industry. Therefore, membership will comprise of:
 - Governance Board Chair;

- Chief Executive Officer;
- Seven Industry representatives** from both public (one representative) and private sectors (six representatives) recruited via an open and transparent process;
- Two Academic representatives** nominated by the Host University and Scottish Informatics and Computer Science Alliance (SICSA);
- One representative from each of Scottish Enterprise, Highlands and Islands Enterprise and Scottish Funding Council (observers) as nominated by each organisation.

**The Industry and Academic representatives shall include the IAB Chair and EAB Chair.

- 1C5 In addition to attending Board meetings, Board Members are expected to:
- Attend a minimum of 4 events per annum in their Board capacity;
 - Promote The Data Lab to other businesses within the industry and across the public sector;
 - Contribute to The Data Lab marketing campaigns as appropriate, by providing 1-2 case studies/articles per annum.

1D. PROCESS AND VOTING

- 1D1 All agreed relevant papers will normally be sent electronically to Governance Board Members at least 5 working days before the date of the Governance Board Meeting.
- 1D2 Draft Minutes will normally be distributed to Governance Board Members within 10 working days of that Governance Board Meeting for comment. Governance Board Minutes will be in draft form until formally approved at the following Governance Board Meeting.
- 1D3 The Chair shall be responsible for the Agenda which will include (but not limited to):
- (a) Attendance and apologies for absence;
 - (b) Conflicts of interest;
 - (b) Minutes of the previous meeting and matters arising;
 - (c) CEO Report, including: Financial Performance; Delivery Performance and Risk Register.
- 1D4 The Governance Board will keep non-confidential Minutes of its proceedings and make these available to the representatives of the founding partners and funding bodies. Minutes may not be shared by Board Members without the prior written consent of the Chair. Minutes may be subject to the Freedom of Information Act.
- 1D5 Any urgent or emergency items requiring Governance Board approval shall be dealt with through a special meeting process as requested by the Chair and requires a Quorate (see 1G1) to be present for such approvals to be given.
- 1D6 All matters requiring decisions of the Governance Board will be decided by a simple majority of votes, with the Chair's vote carrying the casting vote.

1E. DELEGATION OF POWERS

- 1E1 In the event that the Chair is unable to attend, the Chair will nominate an IAB Member (excluding the CEO) to act in that capacity in their absence.
- 1E2 In the event that the CEO is unable to attend, the CEO will nominate a member of the Management Team to attend in their absence.

- 1E3 In the event that any other member of the Governance Board is unable to attend, the member will nominate a deputy to attend in their absence, with such deputy requiring the approval by the Chair in advance of a Board Meeting. The deputy must sign The Data Lab's Confidentiality Agreement in advance of the Governance Board Meeting, otherwise attendance will not be permitted.

1F. LENGTH OF APPOINTMENT

- 1F1 Governance Board Members will normally serve on the Governance Board for a period of two years with the option to extend this by an additional one year at the request of the Chair, after which they will be required to retire from the Governance Board. They may offer themselves for re-election thereafter. Governance Board Members will normally serve no more than two terms. This time period does not apply to Academic Representatives and Observers.
- 1F2 The Chair will be selected by the Governance Board and serve a period of three years.
- 1F3 On the retirement of the Chair, the Governance Board will be responsible for appointing a new Chair.
- 1F4 In order to rotate the membership of the Governance Board on a regular basis, one third of the Governance Board will retire each year.

1G. QUORATE

- 1G1 The Governance Board will be Quorate if the Chair and CEO (or a nominated deputy are present and there is a minimum of one representative from each of the main stakeholder groups (Academic, Industry and Public Sector) and the majority of Board Members attending are from Industry. Deputies acting on behalf of Governance Board Members will be also counted.
-

2. INNOVATION ADVISORY BOARD

2A. INTRODUCTION

The aims and objectives of the IAB are to:

- 2A1 Be responsible for reviewing and approving Collaborative Innovative Project investment spend of over £20K on projects.
- 2A2 Ensure The Data Lab is targeting and identifying appropriate projects.
- 2A3 Monitor project progress and completion through the KPIs set out in The Data Lab Business Plan as it applies to Collaborative Innovation Projects.
- 2A4 Act as a sounding board for the Head of Business Development in Industry targeting.
- 2A5 Ensure The Data Lab has a balanced engagement across our Academic Partners.

2B. FUNCTION

The IAB is the ultimate decision making body for The Data Lab's Collaborative Innovative Projects and is responsible for:

- 2B1 Establishing the vision and strategy and promoting the values of The Data Lab's collaborative innovation approach.
- 2B2 Determining which industry sectors will be covered and any major changes in programme activities or projects undertaken.
- 2B3 Assuring Chief Executive Officer and Management Board performance against KPIs.
- 2B4 Assessing the overall effectiveness of The Data Lab in achieving its goals and mission as applicable to collaborative innovation projects.

2C. MEMBERSHIP AND STRUCTURE

- 2C1 IAB Members will normally be from private companies, the public sector and Academia, although this requirement may be waived in special circumstances.
- 2C2 Members should add credibility to the IAB and it is The Data Lab's aim to have a diverse IAB in terms of gender, race, disability and other protected characteristics.
- 2C3 Consideration will be given to ensure effective representation of industry sectors and a suitable spread of company sizes and individual experience.
- 2C4 The IAB will consist of:
 - IAB Chair;
 - Chief Executive Officer;
 - Three Industry representatives from either public and private sector (one Industry representative must be from the investment community) via an open and transparent recruitment process;
 - One Academic representative as identified by The Data Lab in conjunction with Scottish Informatics and Computer Science Alliance;
 - One representative from Scottish Enterprise, Highlands and Islands Enterprise or Scottish Funding Council (Observer status) as nominated by these organisations.
- 2C5 In addition to attending IAB meetings, IAB Board Members are expected to:
 - Attend a pre-IAB conference call to agree to a project shortlist to be invited to present at the main IAB;
 - Attend a minimum of 2 events per annum in their Board capacity;
 - Promote The Data Lab to other businesses within the Industry and across the public sector;
 - Contribute to The Data Lab marketing campaigns as appropriate.

2D. PROCESS AND VOTING

- 2D1 All agreed relevant papers will normally be sent electronically to IAB Members at least 5 working days before the date of the IAB Meeting.
- 2D2 Draft Minutes will normally be distributed to IAB Members within 10 working days of that IAB for comment. IAB Minutes will be in draft form until formally approved at the following IAB.
- 2D3 The Chair shall be responsible for the Agenda which will include (but not limited to):
- (a) Attendance and apologies for absence;
 - (b) Conflicts of interest;
 - (c) Minutes of the previous meeting and matters arising;
 - (d) Project Presentations and Q&A, Review Discussion and Scoring;
 - (e) CEO / Head of Business Development Update on The Data Lab activity.
- 2D4 The IAB will keep non-confidential Minutes of its proceedings and make these available to the Governance Board, representatives of the founding partners and funding bodies. Minutes may not be shared by IAB Members without the prior written consent of the Chair. Minutes may be subject to the Freedom of Information Act.
- 2D5 Any urgent or emergency items requiring IAB approval shall be dealt with through a special meeting process as required by the Chair and requires a Quorate (see 2G1) to be present for such approvals to be given.
- 2D6 Project approvals are based on scoring criteria made on the following elements and must score 60 or more out of 100 for approval**:
- (a) Economic or Social Impact of the Project (40%)
 - (b) Ability to Execute of the Project Partners (40%)
 - (c) Novel and Innovation application of Data Science (20%)

**Projects above the value of £150,000 must be referred to the Governance Board for approval.

2E. DELEGATION OF POWERS

- 2E1 In the event that the IAB Chair is unable to attend, the IAB Chair will nominate an IAB Member (excluding the CEO) to act in that capacity in their absence.
- 2E2 In the event that the CEO is unable to attend, the CEO will nominate a member of the Management Team to attend in their absence.
- 2E3 In the event that any other member of the IAB is unable to attend, the member will nominate a deputy to attend in their absence, with such deputy requiring the approval by the Chair in advance of a Board Meeting. The deputy must sign The Data Lab's Confidentiality Agreement in advance of the IAB Meeting, otherwise attendance will not be permitted.

2F. LENGTH OF APPOINTMENT

- 2F1 IAB Members will normally serve on the IAB for a period of two years with the option to extend this by an additional one year at the request of the IAB Chair, after which they will be required to retire from the IAB. They may offer themselves for re-election thereafter. IAB Members will normally serve no more than two terms. This time period does not apply to Academic Representative(s) and Observer(s).
- 2F2 The IAB Chair will be selected by the Governance Board and serve a period of three years.

- 2F3 On the retirement of the IAB Chair, the Governance Board will be responsible for appointing a new Chair.
- 2F4 In order to rotate the membership of the IAB on a regular basis, one IAB Member will retire each year.

2G. QUORATE

- 2G1 The IAB will be Quorate if the Chair and CEO (or a nominated deputy) are present and there is a minimum of one Industry representative and one Academic representative. Deputies acting on behalf of IAB Members will also be counted.

3. EDUCATION ADVISORY BOARD

3A. INTRODUCTION

The aims and objectives of the EAB are to:

- 3A1 Establish the vision and strategic objectives of Skills and Talent programmes of The Data Lab.
- 3A2 Direct action to implement key activities.
- 3A3 Monitor progress through the KPIs as applicable to Skills and Talent programmes.
- 3A4 Act as a sounding board for the Skills Manager in the day-to-day management of the Skills and Talent activity of The Data Lab.

3B. FUNCTION

The EAB is the ultimate decision-making body for the Skills and Talent activity of The Data Lab and is responsible for:

- 3B1 Establishing the vision and strategy and promoting Skills and Talent activity of The Data Lab.
- 3B2 Determining which Skills and Talent programmes will be covered and any major changes in programme activities or projects undertaken.
- 3B3 Establishing criteria for membership of the EAB.
- 3B4 Determining The Data Lab Skills and Talent priorities and actions.
- 3B5 Approving the Skills and Talent plans & budget.
- 3B6 Approving the Skills and Talent investments such as MSc University selections, Online Learning selections and Industrial Doctorate selections.
- 3B7 Assuring The Data Lab performance against KPIs as they relate to Skills and Talent.
- 3B8 Assessing the contribution of the Skills and Talent programmes to the overall effectiveness of The Data Lab in achieving its goals and mission.

3C. MEMBERSHIP AND STRUCTURE

- 3C1 EAB Members will normally be from private companies, the public sector, academia or organisations engaged in The Data Lab activities, although this requirement may be waived in special circumstances.
- 3C2 Nominees should add credibility to the EAB and it is The Data Lab's aim to have a diverse Board in terms of gender, race, disability and other protected characteristics.
- 3C3 Consideration will be given to ensure effective representation of industry sectors and a suitable spread of company sizes and experience.
- 3C4 The EAB would consist of a majority of members from industry. Therefore, membership should comprise of:
 - EAB Chair;
 - Chief Executive Officer;
 - The Data Lab Head of Data;
 - Four Industry representatives from both public and private sectors via an open and transparent recruitment process;
 - Two Academic representatives as identified by The Data Lab with support from SICSA;
 - One representative from Scottish Enterprise, Highlands and Islands Enterprise or Scottish Funding Council (observer status) as nominated by these organisations.
- 3C5 In addition to attending EAB Meetings, EAB Members are expected to:
 - Attend a minimum of 2 events per annum in their Board capacity;

- Promote The Data Lab to other businesses within the industry and across the public sector;
- Contribute to The Data Lab marketing campaigns as appropriate.

3D. PROCESS AND VOTING

- 3D1 All agreed relevant papers will normally be sent electronically to EAB at least 5 working days before the date of the EAB Meeting.
- 3D2 Draft Minutes will normally be distributed to EAB within 10 working days of that EAB for comment. EAB will be in draft form until formally approved at the following EAB.
- 3D3 The Chair shall be responsible for the Agenda which will include (but not limited to):
- (a) Attendance and apologies for absence;
 - (b) Conflicts of interest;
 - (c) Minutes of the previous meeting and matters arising;
 - (d) Skills and Talent Activity Report, including: Financial Performance and Delivery Performance.
- 3D4 The EAB will keep non-confidential Minutes of its proceedings and make these available to the Governance Board, representatives of the founding partners and funding bodies. Minutes may not be shared by EAB Members without the prior written consent of the Chair. Minutes may be subject to the Freedom of Information Act.
- 3D5 Any urgent or emergency items requiring EAB approval shall be dealt with through a special meeting process as requested by the Chair and requires a Quorate (see 3G1) to be present for such approvals to be given.
- 3D6 All matters requiring decisions of the EAB will be decided by a simple majority of votes, with the Chair's vote carrying the casting vote.

3E. DELEGATION OF POWERS

- 3E1 In the event that the EAB Chair is unable to attend, the EAB Chair will nominate an EAB Member (excluding the CEO) to act in that capacity in their absence.
- 3E2 In the event that the CEO is unable to attend, the CEO will nominate a member of the Management Team to attend in their absence.
- 3E3 In the event that any other member of the EAB is unable to attend, the EAB Member will nominate a deputy to attend in their absence, with such deputy requiring the approval by the Chair in advance of a Board Meeting. The deputy must sign The Data Lab's Confidentiality Agreement in advance of the EAB Meeting, otherwise attendance will not be permitted.

3F. LENGTH OF APPOINTMENT

- 3F1 EAB Members will normally serve on the EAB for a period of two years with the option to extend this by an additional one year at the request of the EAB Chair, after which they will be required to retire from the EAB. They may offer themselves for re-election thereafter. EAB Members will normally serve no more than two terms. This time period does not apply to Academic Representative(s) and Observer(s).
- 3F2 The EAB Chair will be selected by the Governance Board and serve a period of three years.
- 3F3 On the retirement of the EAB Chair, the Governance Board will be responsible for appointing a new Chair.

3F4 In order to rotate the membership of the EAB on a regular basis, one third of the EAB will retire each year.

3G. QUORATE

3G1 The EAB will be quorate if the Chair and CEO (or a nominated deputy) are present and there is a minimum of two EAB representatives. Deputies acting on behalf of EAB Members will also be counted.

4. MANAGEMENT TEAM

4A. INTRODUCTION

4A1 The Management Team are responsible for implementing The Data Lab's policies and strategy that have been agreed with the Governance Board and also for the day-to-day management of all the activities associated with delivery in accordance with The Data Lab Business Plan.

4B. MEMBERSHIP AND STRUCTURE

4B1 The members of the Management Team are:

- The Chief Executive Officer
- Head of Business Development
- Head of Data
- Head of Operations
- Finance and Administration Controller

4B2 New members can be appointed to the Management Team by promotion by the Chief Executive Officer on achievement of the relevant grade.

4C. FUNCTION

4C1 Work together as an integrated team to deliver The Data Lab's Business Plan to schedule and budget.

4C2 Manage all The Data Lab's staff, located at the three hubs in Edinburgh, Glasgow and Aberdeen and to foster a team spirit and general wellbeing whilst adhering to the Host University's HR policies.

4C3 Facilitate the creation and delivery of commercial and public body led projects in the field of Data Science with University partners which deliver true value, be that financial or social.

4C4 Set up processes and systems that facilitate and enable effective internal and external collaboration, subject to the Host University's policies and procedures.

4C5 Generate a Data Science Community in Scotland to catalyse the potential value creation by matching a 'business need' with appropriate academic expertise.

4C6 Agree on the appropriate Data Lab presence at conferences and related events.

4C7 Manage stakeholder relationships and engagements.

4C8 Create living Strategic and Operational Plans which are reviewed and approved by the Governance Board.

4C9 Prepare quarterly Governance Board reports and SFC reports in a timely manner.

4C10 Highlight to the Governance Board any matters of risk, opportunity or significant investment that requires Governance Board consideration and approval. A Risk Register will be maintained.

4D. MEETINGS AND PROCESS

4D1 The Management Team will meet on a weekly basis, as determined by the Management Team.

4D2 The Meeting will be chaired by the CEO or another member from the Management Team may be nominated by the CEO as appropriate.

4D3 The Meeting is intended to be an informal, round table update of recent developments and forthcoming events.

4D4 The Agenda for the Management Board Meetings will be determined by the Management Team.

4D5 Relevant content from the Meeting will be shared either verbally or in writing with The Data Lab staff as appropriate.

4E. REPORTING

4E1 The Management Team report to The Data Lab CEO who in turn reports to the Governance Board Chair. The CEO is also a member of the Governance Board.

4E2 The CEO will also regularly update The Data Lab key stakeholders on progress against The Data Lab's Business Plan and KPIs.

5. MATTERS WHICH APPLY TO ALL MEMBERS OF THE GOVERNANCE BOARD, IAB AND EAB

5A. REGISTER OF INTERESTS (“Register”)

- 5A1 All Board Members (including their deputies), observers and officers must disclose to the CEO and relevant Chair, all interests which could reasonably be deemed to conflict with their duties owed to The Data Lab. For the avoidance of doubt, a Board Member must not participate in any decisions which relate to the funding of projects or activities proposed by their own organisations.
- 5A2 The Register will be available for inspection by the public on The Data Lab’s website.
- 5A3 Board Members are required to keep their entries in the Register up-to-date.
- 5A4 Any Board Member (including their deputy), observer or officer who has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the relevant Board at which he / she is present shall – if not already done so – disclose the fact of his / her interest to the meeting and shall withdraw from that part of the meeting.
- 5A5 The Register should be reviewed by the CEO and each Chair on an annual basis.

5B. BOARD MEMBER NOMINATIONS

- 5B1 The relevant Chair will be tasked with appointing new Members to its Board, and may draw upon other Board Members to nominate and/or review candidates as required. An open and transparent recruitment process will be conducted.
- 5B2 The objective is to maintain the appropriate quality and coverage of representation on each of the Boards.
- 5B3 The relevant Chair shall oversee the rotation of Board Members according to the policy agreed with the Governance Board.
- 5B4 The relevant Chair shall invite and receive applications for Board Membership in a transparent manner, review and accept or reject applications and provide reasons to the Governance Board.
- 5B5 Nominations will be considered in light of the current Board structure, representation and the aims of The Data Lab. Nominees must be willing and able to devote sufficient time *pro bono* to actively contribute to The Data Lab including agreeing to author or co-author a relevant paper once a year for publication to support the recognition of The Data Lab.
- 5B6 The relevant Chair will advise nominees as to whether or not they have been successful. Decisions are final and there is no obligation to disclose the reason to the nominee.

5C. APPOINTMENT LETTERS

- 5C1 Each Board Member (including deputies, observers and officers) shall sign the appointment letter within thirty (30) days of receiving the letter.
- 5C2 Each Board Member (including deputies, observers and officers) must sign the appointment letter before attending their first Board Meeting and will not be able to attend until such letter is signed and delivered to the Chair of the relevant Board.

5D. CONFIDENTIALITY AGREEMENT

- 5D1 All Board Members, including their representatives, must sign The Data Lab's Confidentiality Agreement. Failure to do so will mean that attendance at the relevant Board Meeting will not be permitted. Requests must be sent to the relevant Chair and CEO in advance of the relevant Board Meeting to ensure a Confidentiality Agreement can be actioned timeously.

