

External Steering Board

Terms of Reference

1. Purpose

The Bristol Digital Futures Institute (BDFI) External Steering Board (ESB) fulfils five main functions:

- a. provide critical advice that helps shape the vision and strategy of the Institute;
- b. provide essential market intelligence, horizon scanning, and other advice to ensure BDFI and its programmes achieve the desired societal and industrial impacts,
- c. to assist in raising the Institute's profile - acting as ambassadors and advocates;
- d. to assist in identifying new opportunities (including funding) and provide steer for programmes of strategic importance for the Institute's work (including the £100m RPIF programme); and
- e. assist in evaluating performance against BDFI aims, objectives, annual plans, funded programme deliverables, and co-investment targets.

2. Governance and scope

The ESB advises the Institute's Executive Board, who take final decisions regarding Institute strategy, budget and performance monitoring. The Executive Board's decisions, taking due account of this advice, are implemented by the core BDFI team and programme delivery Boards (e.g. RPIF Delivery Board, with the further advice of the and Academic Advisory Group). See Figure 1. The ESB does not have authority to make decisions on behalf of BDFI, but may take a vote on recommended actions.

3. Proposed Membership

The ESB will comprise the following members (NB Final Membership is TBC pending availability and confirmations):

Name	Position	Advisory Capacity
Jeremy Silver (Chair)		
Nick Crew	COO Airbus Endeavr. Research and Technology Manager, Airbus Defence and Space UK.	Aerospace
Sado Jirde	Director, Black South West Network	Community
Carolyn Hassan	Director, Knowle West Media Centre	Community
Clare Reddington	CEO, Watershed	Creative
Tim Whitley	MD Applied Research, BT	Telecom
Keith Misson	Transformation Director, LV	Financial services
TBC	Post TBC, Frazer Nash Consultancy	Consultancy
Andrea Kells	Director, Research Ecosystem, ARM	Tech
Nik Willets	President and CEO, TM Forum	International
Darren Jones MP	MP & Chair, House of Commons Business, Energy and Industrial Strategy Committee.	Policy

The following individuals are 'in attendance' at meetings of the ESB (that is, they are required or have the right to attend meetings and to receive papers, but cannot vote):

Name	Advisory Capacity
Philip Taylor	PVC-Research
Jon Hunt	Executive Director of Research & Enterprise

Dimitra Simeonidou	Academic Co-Director, BDFI
Susan Halford	Academic Co-Director, BDFI
Jenny Knapp	Director of Programmes and Operations, BDFI
Hayley Shaw	Institute and Partnerships Manager, BDFI
Chris Burton (Minutes)	Research Administrator, BDFI

The Chair may invite others to attend a meeting for particular agenda items, or issue a standing invitation, if their presence will assist the business of the ESB. Individuals who are so invited will not normally receive any meeting papers, and they cannot participate in any voting.

4. Appointment and reappointment

Members are invited to join by the Chair and Academic Co-Directors and serve an initial term of two years. In considering the appointment and reappointment of members, the following will be reviewed: the balance of skills and experience across the membership, including any areas where greater depth or breadth would be desirable; sectoral representation; and the diversity of the membership.

Members may be reappointed at the end of their term for a further two years by mutual consent, and in exceptional circumstances for further periods should this be in the best interests of the Institute. Reappointment at the end of a member's term of office is not automatic. The term of any member will end when that member ceases to be in the position or category of membership in which they were appointed to the ESB. The outgoing member may propose a replacement from an equivalent post and category of membership, for discussion with and approval at the discretion of the Chair and Academic Co-Directors.

5. Chairing

The University of Bristol will appoint a Chairperson for the ESB. If this post happens to be unfilled at the time of any ESB meeting then the Executive Board will nominate an ESB member to act as an interim Chair for that meeting only.

The Chair is responsible for the leadership of the ESB, and to the Executive Board for the ESB's effectiveness. This includes:

- ensuring that the ESB acts fully within the responsibilities and authorities as set out in these Terms of Reference;
- promoting the efficient operation and ensuring the smooth running of ESB meetings;
- ensuring that the members work effectively, individually and together as a ESB;
- ensuring accountability for decisions made and actions taken;
- ensuring coherent rationales for recommendations are provided.

6. Quorum

The quorum necessary for the transaction of business is four members of the ESB, of whom at least three must be external stakeholders, and one must be a BDFI Director. Attendance by telephone or video call or any other electronic means will form part of the quorum. The University's current guidance (03/06/2021) is to either construct meetings entirely virtually or entirely in person to ensure equal participation.

7. Frequency of meetings

The ESB will meet twice annually for roughly two hours, and we anticipate roughly 1 hour of preparation time would be required prior to any ESB meeting. ESB members may also be approached on an ad-hoc basis through the year for specific advice relating to their expertise/ skillset. Additionally, ESB members will be invited to workshops, events and research reviews through the year on an ad-

hoc basis to advise and partner in an informal capacity. The frequency of meetings will be reviewed every two years.

We anticipate that the ESB will coincide with an 'all partner' meeting once annually of roughly 1.5 hours.

8. Reimbursement

Membership of the ESB is voluntary. Travel and subsistence may be claimed by ESB members using an [Expense Claim Form](#) to support their participation in meetings, in accordance with the [University Travel and Subsistence Policy](#) and accompanying [FAQs](#). Responsibilities of the claimant are [laid out online](#). Alternatively, ESB members who are co-investors in BDFI may claim these expenses as part of their co-investment commitment to BDFI as stated in the UK Research Partnership Investment Fund (RPIF) proposal to Research England.

9. Claiming co-investment

Members of the ESB who have committed to co-invest in BDFI via the Research England RPIF programme may claim their time and expenses as part of their co-investment. In order to claim this, confirmation of the participating members' day rate and all relevant receipts must be sent to bdfi-enquiries@bristol.ac.uk.

10. Records of meetings

Formal minutes will be taken at each meeting by the BDFI Administrator and circulated within 3 weeks of each meeting.

11. Conduct

If the Chair of the ESB is not present – in person, by telephone, video-conference or other electronic means – within 15 minutes of the scheduled start time of the meeting, the members shall nominate one of their midst to chair this meeting. For the duration of this meeting, the member acting as Chair may exercise any of the powers, duties and responsibilities normally held by the Chair. The meeting minutes shall record this arrangement.

Members may attend by way of telephone or video call, or otherwise by electronic means, and if necessary will give their apologies as much in advance of a meeting as possible

Members who are unable to attend a meeting may propose a suitably qualified nominee, and invite them at the discretion of the Chair. Nominees shall count towards the quorum as though they were the member by whom they were nominated and shall be entitled to vote where relevant.

12. Conflicts of interest

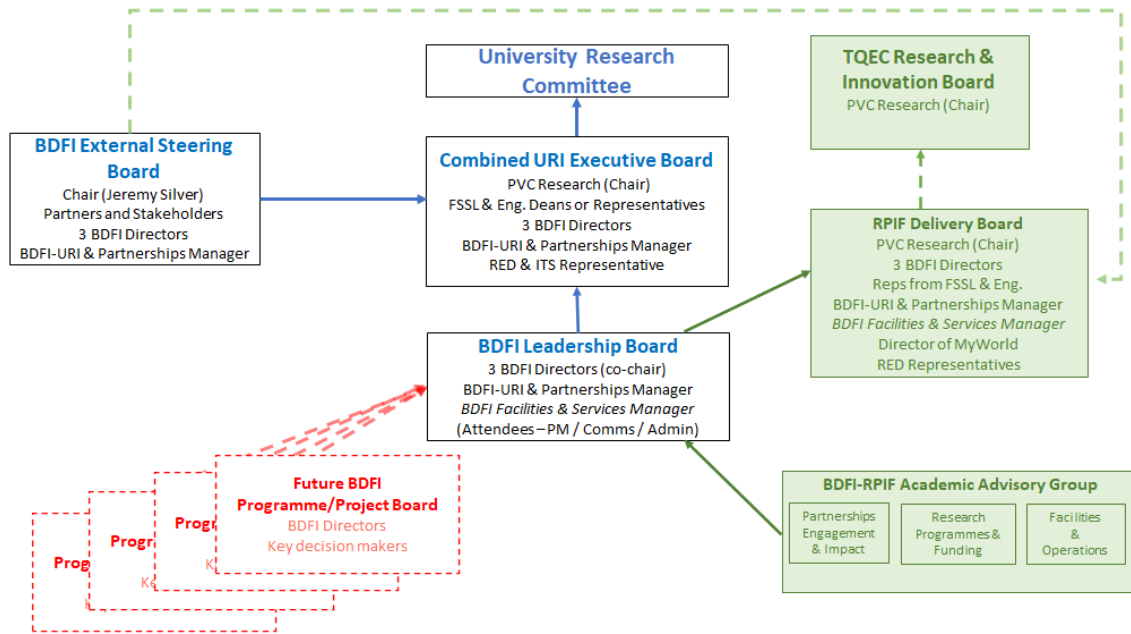
Members and attendees must declare any conflict of interest relating to the business of the ESB and may be asked to withdraw from a meeting during discussion of items for which there is a conflict. The University's Conflict of Interest Regulations apply.

13. Meeting Documents

The agenda and papers for a meeting will, as a matter of good practice, normally be sent to all those who are entitled to receive them seven days before each meeting. At a minimum, papers should be circulated three working days before a meeting.

Papers submitted to the ESB should not be longer than ten pages (including annexes and appendices), unless the Chair gives prior approval otherwise. Matters/papers 'for information' should not be discussed at meetings, unless specifically requested and agreed by the Chair. Papers

submitted 'for information' should be kept to a minimum, and if circulated at all, should be no longer than two pages.



Key: BDFI (URI) Governance (Long-term), RPIF Programme Governance (10+ years), Future BDFI Programmes/Projects Governance (Variable).
Italicized – Post to be appointed.

Figure 1. BDFI Governance Structure