

Knowledge Exchange and Enterprise Board (KEE Board)

Terms of Reference and Constitution

Governance reporting line: University Executive Board

Document owner: Director of Enterprise & Knowledge Exchange, Research & Innovation Services

1. Origin

Knowledge Exchange & Enterprise Board (KEE Board) is a University committee under the accountability of the Vice-President (Research, Knowledge Exchange and Enterprise).

2. Purpose

Its core responsibility is to oversee and champion the enterprise and innovation agenda at the University to enhance its strong enterprise ecosystem within a strategic framework. Ensuring compatibility with the University's Strategy, the Knowledge Exchange (KE) and Enterprise Strategic Plan and Knowledge Exchange Concordat (KEC) Action Plan. KEE Board will maintain a focus on quality and sustainability whilst enabling enterprise activity to contribute to the diversification of income for the University, maximizing the impact of its research outputs and maintain the University's world leading reputation for enterprise and KE.

The Chair is responsible for ensuring that any equality impacts against each project/policy/process/procedure have been considered as part of the decision-making process.

3. Responsibilities and activity

- 1) Oversight of knowledge exchange and enterprise strategic plan development and implementation across the University including for the following areas
 - Consultancy and access to Facilities for enterprise purposes
 - Enterprise Units
 - Continuing professional development

- Commercialisation (IP Management, licensing and spin-outs) including commercialisation for social good
 - Business acceleration and incubation
 - Student Enterprise
 - Any other activities which have an enterprise, technology transfer or knowledge exchange component including collaboration with business and external partners
 - Maintaining oversight of the wider knowledge exchange activities including policy influencing, public engagement, and meeting our civic university commitments which may also have focused steering/advisory boards within the University.
- 2) To consider matters of policy and procedure related to knowledge exchange and enterprise strategic priorities and provide advice and recommendations to the University on all aspects of knowledge exchange and enterprise implementation including revenue sharing, reward and recognition. Policies under KEE Board responsibility shall include:
- Consultancy Policy
 - IPR Regulations
- 3) Provide guidance to the Faculty Knowledge Exchange & Enterprise Boards &/or IP Panels and to provide oversight to ensure consistent and harmonized approach across all Faculties in relation to delivering on the enterprise strategy and policy implementation.
- 4) Provide guidance to and oversight of RIS, Finance and other Professional Services Departments; including reviewing and advising on strategic and operational issues and relationships, with the University community, and with other internal and external stakeholders in relation to the enterprise services they provide.
- 5) Direct responsibility for oversight and monitoring of the spinout pipeline, approvals for spinout & staff start-ups and the appointment of directors to spinouts.
- 6) To monitor the performance of the portfolio of spin out companies, decide on actions to be taken and consider and decide on responses to actions taken or consents requested by those companies. In this respect KEE Board will consider and decide on any proposal by a spin out company to list on a public market, taking into account the wider interests of the University. Delegated authority from Finance Committee to approve the sale of shares up to a total value of five million pounds.
- 7) To consider, advise and recommend policies, procedures and actions on the acquisition, holding, re-financing and disposal of equity stakes in companies spun out from the University and of utilisation of realisations/income from sale of shares.
- 8) Provide shareholder oversight to any spinout company held directly by the University and/or through a holding company (including University of

Southampton Holdings Limited, Southampton Asset Management, & Southampton Innovations Limited).

- 9) Oversight of the University's membership of the SETSquared Partnership and associated applications for external funding and incubation initiatives
- 10) Oversight of other business incubation activities including those run at/by the University of Southampton Science Park Limited and within the Faculties (e.g. FutureWorlds, Institute of Medical Innovation).
- 11) Approval of the management and allocation plans in relation to the investment of funding from institutional awards for impact acceleration and enterprise including: UKRI IAAs (or similar); HEIF; Connecting Capability Funding; Regional Innovation Fund; Strength in Places Funding and Industrial Strategy Challenge Fund.
- 12) Oversight of the relationship with investors and funds including IP Group Ltd.

4. Reporting arrangements

KEE Board shall report indirectly via the Vice President to University Executive Board (UEB) on an annual basis and to Finance Committee on the exercise of any delegated authority. Faculty Enterprise Boards, UKRI Impact Acceleration Account Panels and SETSquared Partnership Board report into this body.

5. Constitution

The membership of SEB shall include:

- Vice-President (Research, Knowledge Exchange and Enterprise) (Chair),
- Vice President Operations
- Director of Finance
- Director of Research & Innovation Services (RIS)
- Executive Director Student Experience
- Head of Faculty Research and Enterprise Finance
- Associate Deans Research & Enterprise or Enterprise x 5
- Director Enterprise & Knowledge Exchange
- CEO University Southampton Science Park
- 3 Independent Members (see note below)

The President and Vice Chancellor shall have an open invitation to attend any meeting

Members may delegate to a suitably senior member of staff where prior &/or unavoidable commitments with agreement of Vice President

In attendance:

- Heads of Technology Transfer & IP; Industry Relations; and Business Acceleration - as appropriate and as required for specific matters
- Representatives from other University teams or departments - as appropriate and as required for specific matters
- Secretariat provided by RIS.

Independent Members:

Three independent members being individuals external to the University drawn from different backgrounds to bring in an external perspective to our enterprise and knowledge exchange activities. Independent Members should have some understanding of the University and the UK Innovation Strategy. Each member shall bring experience and understanding of at least one of the following perspectives:

- industry, large corporate and/or SME
- innovation funding, and venture capital investment
- public/non-profit/educational organization
- the local economic environment (Southampton/Hampshire & IOW).

Independent Members to be appointed for an initial term of three years, renewable up to a maximum of three terms (total 9 years max).

Equality Diversity and Inclusivity:

To ensure a strong breadth and diversity of inputs into KEE Board members should be selected, wherever possible, to positively contribute to ensuring equality, diversity and inclusivity representation on KEE Board.

6. Quorum and frequency

6.1 Quorum

For decision making the quorum shall be at least five members which shall include the Chair (or delegate) and at least one of Director Finance &/or Vice President Operations, two Associate Deans and one member from RIS.

If the Committee is not quorate, any decisions made should be ratified by email communication by the required quorum or at a subsequent quorate meeting.

6.2 Frequency of meetings

KEE Board shall meet 6 times a year. Each meeting should have Minutes and agreed Actions.

All members are expected to attend all Committee meetings. Where this is not possible, a delegate of appropriate seniority should be appointed to attend the Board in order to represent the respective member.

7. Resources

- Provision of secretariat support will be by RIS
- Resources by KEE Board should be prioritised for HEIF Investments

8. Terms of Reference review

Date of last review: September 2023

Date of next review: September 2024