

The Charter for EBRNetwork

Version 1, February 2023

SECTION 1: GENERAL INFORMATION ABOUT EBRNetwork

1. Name

- a. The name of the corporation is Evidence-Based Research Network - abbreviated as EBRNetwork.

2. Location

- a. The EBRNetwork is based in Norway until further notice.

3. Finance Model

- a. The EBRNetwork is a nonprofit organization.

4. Host Institution

- a. The EBRNetwork is hosted by an institution through an associated agreement.
- b. Agreement with Host Institution
 - i. Steering Committee Chair & Vice Chair in consultation with the Steering Committee will be responsible for identifying and negotiating the affiliation (including associated contracts) with its host institution to the EBRNetwork.
 - ii. A vote of the Steering Committee will confer final approval of the host institution.
 - iii. There will be no financial reimbursement to the host institution.
 - iv. Dissolution of the agreement can be made by either the host institution or the EBRNetwork with 6 months' notice of intent to dissolve the agreement in writing.

5. Purpose

- a. Nonprofit Purpose: The EBRNetwork is organized exclusively for educational and scientific purposes.
- b. Specific Purpose: The purpose of the EBRNetwork is to promote, implement, and monitor the transparent and systematic use of evidence to inform decisions about research.
- c. Specific Objectives: The objectives of the EBRNetwork are to:
 - i. Make evidence-based research a fundamental part of the research culture in all scientific disciplines
 - ii. Identify and advocate for changes in the organisational structures and processes of the research environment to facilitate evidence-based research
 - iii. Identify and conduct research projects to inform the methodology and implementation of evidence-based research
 - iv. Develop and disseminate scientific products for evidence-based research.

SECTION 2. MEMBERSHIP

1. Eligibility

- a. Application for voting membership shall be open to all individuals who support the purpose statement in Section 1.5. Individual membership is granted after completion and receipt of a membership application and annual dues.

2. Categories

- a. Voting membership:
 - i. Voting membership is given to all members whose application has been agreed based on the review of their Conflict of Interest declaration and confirmation of paid annual dues.
- b. Non-voting membership:
 - i. The Steering Committee shall have the authority to establish and define non-voting categories of membership.
- c. Steering Committee membership:
 - i. A Founding Steering Committee shall be confirmed during the first General Meeting/Assembly held in 2022, composed of members of the EBR Strategy Group who have prepared the continuation plan for EVBRES/EBRNetwork.
 - ii. Rolling elections shall be held at General Assemblies from 2023 onwards.

3. Voting Rights

- a. Each member shall be eligible to cast one vote for all voting matters relating to the EBRNetwork.

4. Annual Dues

- a. The amount required for annual dues is set by a majority vote of the members at the General Assembly. Proposed changes over 10% require a new vote, whereas lower changes can be approved by the Steering Committee in accordance with its quorum and decision threshold regulations. Continued membership is contingent upon being up-to-date on membership dues.

5. Resignation & Termination

- a. Any member may resign by completing an online resignation form. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

SECTION 3. MEETINGS

1. EBR International Conference:

- a. Purpose
 - i. The purpose of the EBR International Conference is to provide an opportunity for everyone to share their knowledge and experience relevant to the EBR approach.
- b. Notice

- i. The date and location of the next EBR International Conference shall be announced during the final plenary session of the preceding EBR International Conference.
- c. Frequency
 - i. The EBR International Conference shall take place bi-annually unless a different frequency is agreed by the Steering Committee. The specific date, time, and location will be proposed by the General Assembly/EBR International Conference Subcommittee and approved by the Steering Committee.
- d. Planning/Hosting Costs
 - i. Prior to the preceding EBR International Conference, an agreement is reached between EBRNetwork and the host of the EBR International Conference. The development of this agreement is supported by the EBRNetwork's host institution and/or the Grant & Finance Manager.
 - ii. The planning and the hosting costs of the conference of the EBR International Conference shall be funded through EBRNetwork budget, supplemented by the host institution as required.
 - iii. Conference fees will be waived for the Steering Committee members and Subcommittee Chairs.
 - iv. Any surplus income from the EBR International Conference shall be added to the EBRNetwork budget.
 - v. Any shortage of funds to cover the costs of the EBR International Conference shall be covered by EBRNetwork and/or its host institution, depending on the agreement with the host institution.

2. General Assembly:

- a. Purpose
 - i. At this General Assembly, the members shall elect Steering Committee members and officers, receive reports on the activities of the EBR Network, and determine the direction of the EBR Network for the coming year.
- b. Notice
 - i. Notice of each meeting shall be given to each voting member by email and via the EBRNetwork website not less than two weeks prior to the meeting.
- c. Frequency
 - i. The General Assembly shall take place at the time and location of the annual EBR International Conference, the specific date, time and location of which will be designated by the Chair.
- d. Planning/Hosting Costs
 - i. Prior to the 2nd General Assembly, an agreement is reached between EBRNetwork and the host institution of the EBR International Conference, during which the General Assembly shall take place. The development of this agreement is supported by the EBRNetwork's host institution and/or the Grant & Finance Manager.

- ii. The planning of the General Assembly, as well as any costs of the session itself shall be funded through EBRNetwork membership fees.
- e. Quorum
 - i. No quorum shall be required.
- f. Voting
 - i. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.
 - ii. If an e-vote is required, it can be initiated at the Steering Committee's discretion and decided by a simple majority. Tacit votes are counted as approval.

3. Emergency Meetings:

- a. Call
 - i. Emergency meetings may be called by the Chair of the Steering Committee or at least 40% of the Steering Committee. A petition signed by five percent (5%) of voting members may also call an emergency meeting.
- b. Notice
 - i. Notice of each meeting shall be given to each voting member, by email or via the EBRNetwork website, not less than 1 week prior to the meeting.
- c. Quorum
 - i. No quorum shall be required.
- d. Voting
 - i. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.
 - ii. If an e-vote is required, it can be initiated at the Steering Committee's discretion and decided by a simple majority. Tacit votes are counted as approval.

4. Records of Proceedings:

- a. The General Assembly and EBRNetwork emergency meeting shall be managed by
 - i. An agenda, circulated no later than 2 days prior to the meeting
 - ii. Recordings in case of online meetings
 - iii. Minutes circulated to invitees no later than 1 week following the meeting
 - iv. Maintained action log that is reviewed at the start of each meeting as required.

SECTION 4. CONFLICT OF INTEREST AND COMPENSATION

1. Purpose:

- a. Conflict of interest, or even the appearance of conflict of interest, by the Board of Trustees, Steering Committee members, and involved representatives of the host institution must not compromise the mission of the EBRNetwork.
- b. The Board of Trustees, Steering Committee, and involved representatives of the host institution have the responsibility of administering the affairs of EBRNetwork honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit

of EBRNetwork. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with EBRNetwork or knowledge gained from their position for their personal benefit. The interests of the EBRNetwork must have the first priority in all decisions and actions.

2. Definitions:

- a. Conflicts of Interest have been defined as “a divergence between an individual's private interests and his or her professional obligations such that an independent observer might reasonably question whether the individual's professional actions or decisions are motivated by personal gain, such as direct financial, academic advancement, clinical revenue streams, or community standing”.
- b. Conflicts of interest range from direct financial (financial relationships with entities that have investment in products or services directly relevant to EBR) to indirect (nonfinancial), for example through a competing professional, academic, personal or political role related to issues such as academic advancement, clinical revenue streams, and community standing and reputation.

3. Processes:

- a. The Board of Trustees and involved representatives of the host institution, as well as each EBRNetwork member with an official role (Steering Committee and Subcommittee Members) and outside experts shall fill out a Conflict of Interest Declaration Form prior to taking up any associated responsibilities.
- b. Changes to declared Conflicts of Interest shall be communicated as soon as possible to the Steering Committee Chair but at least 1 month prior to any EBRNetwork meeting the member is planning to attend.
- c. The Steering Committee:
 - i. Develops the policy for the management of Conflicts of Interest for EBRNetwork
 - ii. Sets the rules for Conflict of Interest management for EBRNetwork
 - iii. Appoints a Responsible Officer to review members’ answers provided via the EBRNetwork Conflict of Interest Declaration Form
 - iv. Decides whether any declared interests are such that a member shall not be allowed to take up their official role
 - v. Depending on circumstances, may decide not to allow their official role to continue if all relevant information was not fully completed or disclosed on the Conflict of Interest declaration form
 - vi. Approves eligibility for an official role where no potential conflict exists, or any declared interest is irrelevant or insignificant
 - vii. If a declared interest is determined to be potentially or clearly significant, applies one or more of the following three measures for managing the Conflict of Interest:
 1. Allows full participation, with public disclosure of the member’s interest

2. Mandates partial exclusion (eg. from specific activities related to the declared interest and from the corresponding decision-making or research process)
 3. Mandates total exclusion (member will not be able to take up the official role)
- viii. Ensures that Conflict of Interest declarations are gathered, securely and confidentially stored and kept up to date
 - ix. Responds promptly to enquiries and requests regarding new or changing Conflicts of Interest
 - x. Makes publicly available the current list of Conflict of Interest Declarations
 - xi. Defines procedures for handling disputes in Conflict of Interest resolution and resolves any conflicts arising during the Conflict of Interest process.
- d. Each member of the Board of Trustees, involved representatives of the host institution, EBRNetwork members with an official role and outside experts agree to:
- i. The conditions outlined in the EBRNetwork policy for the management of Conflicts of Interest
 - ii. Review, complete, and sign the EBRNetwork Conflict of Interest Declaration Form electronically or in paper format, and submit it to the Steering Committee Chair no later than 1 month before taking up their role, and annually thereafter
 - iii. Disclose any circumstances that could represent a current potential Conflict of Interest
 - iv. Disclose on the EBRNetwork Conflict of Interest Declaration Form any current financial, professional or other interest relevant to their official EBRNetwork role and activities, in which they plan to participate or contribute towards, and any interest that could be affected by the outcome of such work
 - v. Declare relevant current interests of their immediate family members and, if they are aware of it, relevant interests of other parties with whom they have substantial common interests, and which may be perceived as unduly influencing their judgment
 - vi. If they are unable or unwilling to disclose the details of an interest that may pose a real or perceived conflict, disclose that a Conflict of Interest may exist
 - vii. Promptly inform the Steering Committee Chair and update their Conflict of Interest declaration if there is any change in this information prior to or during the EBRNetwork work
 - viii. To disclose verbally any up to then undisclosed changes to previously reported interests to the other participants at the start of an EBRNetwork activity, and for these interests/changes to be recorded in any meetings' minutes
 - ix. Accept the decisions of the Steering Committee (represented by the Responsible Officer) on inclusion and exclusion as final and adhere to its measures relating to their Conflict of Interest declarations

- x. To be excluded from discussions, decision-making or research projects on which their Conflicts of Interest bear
- xi. To the contents of their Conflict of Interest Declaration Forms to be made publicly available.
- e. Rules for Conflict of Interest:
 - i. The Steering Committee should ensure that a Conflict of Interest policy is put in place, implemented across the EBR Network, and reviewed every 3 years.
 - ii. Thresholds for Financial Conflicts of Interest:
 - 1. Non-monetary support from a commercial entity or other organization with an interest related to EBRNetwork (including equipment, facilities, research assistants, paid travel to meetings, etc.): Valued at more than 1,000 EUR overall
 - 2. Current investments in a commercial entity with an interest related to EBRNetwork (including indirect investments such as a trust or holding company but excluding mutual funds, pension funds or similar investments that are broadly diversified and on which the KSA GC Task Force member exercises no control): Valued at more than 5,000 EUR overall guidance.
- f. Compensation:
 - i. The Board of Trustees, Steering Committee, and Subcommittee members do not receive any compensation for undertaken EBRNetwork activities.
 - ii. Compensation will be forthcoming for services provided by the hosting institution and, if applicable, for required competencies not covered by the hosting institution or by EBRNetwork members.

SECTION 5. FINANCIAL ASPECTS AND AUDIT

1. Audit Committee:

- a. In the case of EBRNetwork operating without a hosting institution:
 - i. The Steering Committee establishes a standing Audit Committee consisting of no fewer than three independent Steering Committee members (none of whom shall be members of the Finance Committee), appointed by the chair, with the advice and consent of the Steering Committee.
- b. In the case of EBRNetwork operating with a hosting institution:
 - i. The hosting institution establishes a standing independent Audit Committee in line with its local rules and regulations.
- c. The Audit Committee shall have access to financial expertise, whether in the form of a single individual serving on the Audit Committee, or collectively among the Audit Committee members.
- d. The Audit Committee reports to the Steering Committee and maintains lines of communication with management and the independent auditor. The Audit Committee is not a policymaking body, but shall meet as necessary and appropriate,

and no fewer than twice per year, upon the call of the Audit Committee Chair, to carry out the following responsibilities

- e. Audit Committee responsibilities:
 - i. Be familiar with the relevant Audit Committee rules and regulations
 - ii. Appoints, approves the fees of, and terminates an independent auditor, either from the pool of EBRNetwork members or via a hired firm (if operating without a hosting institution), or utilising the hosting institution's audit setup (if operating with a hosting institution). Reviews the terms of the auditor's engagement each year and considers auditor rotation at least every five years.
 - iii. Approves any non-audit services performed by the auditing firm.
 - iv. Reviews the scope and plan of the audit proposed by the independent auditor.
 - v. Oversees the performance of the auditor.
 - vi. Recommends approval of the annual audit report to the Steering Committee.
 - vii. Conducts a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor.
 - viii. Confers with the auditor in executive session to ensure the affairs of EBRNetwork are in order.
 - ix. Enquiries of management and the independent auditor about significant risks or exposures facing EBRNetwork; assess the steps management has taken to minimize such risks; and periodically review compliance with such steps.
 - x. Reviews the adoption, implementation and adequacy of EBRNetwork's internal control structure.

2. Audit Policy:

- a. It is the policy of the EBRNetwork to undergo an annual independent audit, under the direction of the Audit Committee, in order to fulfill requirements established by the relevant regulatory bodies, as well as to ensure ongoing accountability to its members and the general public.
- b. The audit process shall comply with the following:
 - i. The audit will be completed no later than four and a half months from the close of the fiscal period (unless cause for delay can be substantiated and approved by the Audit Committee).
 - ii. The audit will be conducted in compliance with the relevant Audit Committee rules and regulations, and generally accepted auditing standards.
 - iii. The audit will encompass the entire scope of EBRNetwork's activities, including all Subcommittees or other entities that operate under the auspices of EBRNetwork.
- c. Audit footnote disclosures will follow the disclosure requirements as set forth by the most currently applicable accounting standards, and, at a minimum, include the following:

- i. Description of organisation
- ii. Description of funds
- iii. Description of activities
- iv. Description of significant accounting policies
- v. Method for allocating costs
- vi. Method for computing depreciation
- vii. Method for computing supporting service costs (overhead/organizational administration and fundraising)
- viii. Summary of long-term commitments
- ix. Summary of significant accounting adjustments
- d. The audit draft document will be:
 - i. presented to the EBRNetwork Audit Committee for review.
 - ii. considered and voted upon for approval and recommendation to the Steering Committee for final action.

3. Books & Records:

- a. EBRNetwork records
 - i. The Steering Committee shall keep details of
 - 1. Members of the Board of Trustees, Steering Committee, Subcommittees, outside experts, and all EBRNetwork members
 - 2. Results of any votes and resolutions during Steering Committee, General Assembly, and EBRNetwork emergency meetings
 - 3. Promises EBRNetwork makes for payments of any kind
 - 4. Loans secured against EBRNetwork's assets.
- b. Accounting records
 - i. The Steering Committee shall keep accounting records that include
 - 1. All money received and spent by EBRNetwork
 - 2. Details of any assets owned by EBRNetwork
 - 3. Debts EBRNetwork owns or is owned
 - 4. All goods bought and sold
 - 5. Who any goods were bought from or sold to
 - 6. Any other financial records, information and calculations to inform the annual audit and annual statement.
- c. Records shall be kept for 10 years from the end of the last financial year they relate to.
- d. If records are lost, stolen or destroyed, the Steering Committee shall do its best to recreate them, tell the Audit Committee straight away, and include this information in the annual statement.

4. Annual Statements:

- a. The Steering Committee shall circulate to members and make publicly available an Annual Statement describing EBRNetwork's operations and financial conditions.
- b. The Annual Statement shall include among others
 - i. General information about EBRNetwork

- ii. Letter to members from the chair
- iii. Chronicle of EBRNetwork activities over the past year
- iv. Forecasts about the future of EBRNetwork
- v. Financial statements (including balance sheet, income statement, and cash flow statement)
- vi. Notes to financial statements
- vii. Auditor's report
- viii. Summary of financial data
- ix. Accounting policies.

SECTION 6: GOVERNANCE STRUCTURE

1. Board of Trustees

- a. Responsibilities: The only responsibility of the Board of Trustees is to act as signatories for maintaining the non-profit status of the EBRNetwork in Norway. They shall obtain a valid Norwegian D-number using the relevant form (<https://www.brreg.no/wp-content/uploads/BR-1015E.pdf>) or be Norwegian citizens with a personal ID number, so that EBRNetwork can be registered as a Norwegian charity.
- b. Members: The Board of Trustees will consist of at least 2 Norwegian residents.
- c. Tenure/Term: There will be no limit on the tenure/term for any Trustee.
- d. Resignation/Vacancies: Trustees resigning their status must provide written notification to all members of the Board of Trustees and the Steering Committee Chair, optimally 6 months prior to the resignation taking effect. The Steering Committee Chair and Board of Trustees will then identify a replacement member.
- e. Meetings: As required by Norwegian law, the Board of Trustees will meet at least once per year. Meetings can be conducted virtually or in-person.

2. Grant & Finance Manager

- a. Responsibilities:
 - i. The Grant Finance Manager will be entrusted with select administrative duties of the EBRNetwork.
- b. Roles:
 - i. The Grant & Finance Manager will be appointed by the host institution. The responsibility of the Grant & Finance manager will include functions, as agreed upon between the host institution and the EBRNetwork, such as: processing payments such as grants, honoraria, fees or allowances; developing and managing the budget, including overseeing income and expenses; preparing financial reports required for regulatory requirements.

3. Steering Committee

- a. The Steering Committee shall have control of and be responsible for the management of the affairs of the EBRNetwork including overseeing the work of the Subcommittees and General Membership to achieve the organization's Strategic Plan. The Steering Committee shall be comprised of seven to nine elected members.

- b. All Steering Committee members are expected to:
 - i. Act at all times in the best interests of the EBRNetwork as a whole organization, and in accordance with its vision, mission and values;
 - ii. Uphold high standards of governance;
 - iii. Appoint members of EBRNetwork Subcommittees;
 - iv. Set organizational strategic direction and policy, and review these on a regular basis in order to continue to be responsive to the changing environment in which the organization operates;
 - v. Monitor the achievement of the strategic objectives and compliance with the policies established;
 - vi. Oversee the EBRNetwork's financial reporting and disclosure.
- c. Roles/Responsibilities
 - i. All members of the Steering Committee are expected to be fully consultative, have vision, be adept at dealing with people, be able to solve problems and resolve conflicts effectively, communicate well, and be able to represent EBRNetwork in a variety of different settings, as well as undertake responsibilities delegated by the Chair and/or responsibilities determined by the Steering Committee and facilitating strategic planning (including creation/dissolution of Subcommittees) by the Steering Committee.
 - ii. At the first meeting of the Steering Committee following each year's General Assembly, the Steering Committee will appoint the following positions:
 - 1. Chair: The specific responsibilities of the Chair include:
 - a. Chairing Steering Committee;
 - b. Chairing EBRNetwork's General Assembly;
 - c. Facilitating strategic planning by the Steering Committee;
 - d. Serving as official spokesperson(s) for EBRNetwork and the Steering Committee, with the authority to delegate this responsibility to others;
 - e. Responding to issues raised by members of the EBRNetwork;
 - f. Pursuing those initiatives and projects agreed by the Steering Committee to be the responsibility of the Chair.
 - g. Work directly with the Grant & Finance Manager (host institution) and Steering Committee to:
 - i. Ensure preparation of appropriate financial reports
 - ii. Prepare the annual budget
 - iii. Determine long-term financial strategies.
 - 2. Vice-Chair: The specific responsibilities of the Vice-Chair include:
 - a. Undertaking responsibilities delegated by the Chair and/or responsibilities determined by the Steering Committee;
 - b. Facilitating strategic planning by the Steering Committee;
 - c. Responding to issues raised by members of the EBRN;

- d. Pursuing those initiatives and projects agreed by the Steering Committee to be the responsibility of the Chairs.
 - 3. Secretary: The specific responsibilities of the Secretary include:
 - a. Handle meeting minutes (take minutes, prepare and post meeting minutes within 30 days of the meeting, provide previous meeting minutes), correspondence, and documentation
 - b. Collect Subcommittee meeting minutes and reports.
 - 4. Treasurer: The specific responsibilities of the Secretary include:
 - a. Monitor all financial movements of the EBRNetwork
 - b. Present an overview of the financial status of the EBRNetwork during each Steering Committee meeting
 - c. Present an annual report about the financial status of the EBRNetwork at each year's General Assembly
 - d. Review the conclusions of the auditor.
- iii. Host Institution Representative: As a non-voting member of the Steering Committee, the specific responsibilities of the host institution representative include:
 - 1. Contribute host institution's perspective to all matters discussed by the Steering Committee
 - 2. Serve as a point of contact between the Steering Committee and host institution
- d. Founding Steering Committee: A Founding Steering Committee was approved at the 1st General Assembly to be in-place until the 2nd General Assembly. These Founding Steering Committee members were responsible for development of the initial Charter, Strategic Plan, and Business Plan:
 - i. Caroline Blaine
 - ii. Klara Brunnhuber (Vice-Chair)
 - iii. Hans Lund (Chair)
 - iv. Miloslav Klugar (Treasurer)
 - v. Mona Nasser
 - vi. Karen Robinson
 - vii. Jennifer Yost (Secretary)
- e. Election:
 - i. All members of the Steering Committee will be elected through majority vote at the General Assembly.
 - ii. All candidates must be members of the EBRNetwork to be considered for election.
 - iii. The Steering Committee will make arrangements for the holding of elections in any calendar year in which any of the other members cease to hold office. Arrangements shall in particular include:

1. the giving of notice of elections and for specifying the closing date for voting;
 2. specifying the record date by which a person must be a member to be eligible to vote in the elections, which shall not be more than 60 days prior to the closing date for voting;
 3. the nomination of candidates;
 4. the term to be served by the candidates if different to the 2-year term specified below;
 5. the provision of information by candidates;
 6. the conduct of voting, which shall include provision for any eligibility or constituency representation requirements for any position, and further, provision for eligible persons to vote by post or through electronic means;
 7. the timing and form of the announcement of the results of the election and the appointment of the Steering Committee Members.
- f. Tenure/Terms:
- i. Steering Committee membership will be a 2-year term, renewable for up to 3 consecutive term(s).
 - ii. Steering Committee Membership will be staggered. In any given year no more than $\frac{1}{3}$ of the Steering Committee seats will be up for election.
 - iii. Steering Committee members must hold active membership in the EBRNetwork during their tenure.
 - iv. No member of the Steering Committee may serve more than eight years, unless a period of at least 4 years has elapsed since the end of their previous term.
- g. Disqualification:
- i. A member of the Steering Committee shall cease to hold office if they:
 1. are absent without the permission of the Steering Committee from 2 consecutive meeting and
 2. the Steering Committee votes that her or his office be vacated or ceases to be a member of the EBRNetwork.
- h. Resignation/Vacancies:
- i. Steering Committee members resigning their status prior to the end of their term should provide written notification to the Steering Committee Chair, optimally 6 months prior to the resignation taking effect.
 - ii. Upon receiving receipt of the resignation, the Steering Committee will commence an election to fill the vacancy.
- i. Meetings:
- i. Frequency:
 1. The Steering Committee may regulate its meetings (including notice, frequency, location) as it sees fit.
 - ii. Quorum:

1. Quorum for the transaction of the business of the Steering committee may shall not be less than one third of the full Steering Committee.
- iii. Records of Proceedings:
 1. Steering Committee meetings shall be managed by
 - a. An agenda, circulated no later than 2 days prior to the meeting
 - b. Recordings in case of online meetings
 - c. Minutes circulated to invitees no later than 30 days following the meeting
 - d. Maintained action log that is reviewed at the start of each meeting as required
- j. Conflict of Interest:
 - i. A member of the Steering Committee must, if so, requested by the Chair, absent themselves from any discussions and voting of the Steering Committee in which it is possible that a conflict will exist between their to act solely in the interests of the EBRNetwork and any personal interest (including but not limited to any personal financial interest).

4. Subcommittees

- a. Membership:
 - i. Membership of the EBRNetwork Subcommittees will be appointed by the Steering Committee.
 - ii. Each Subcommittee shall be comprised of at least 3 members, of which at least one of whom will be a Steering Committee Member.
 - iii. The Subcommittee Chair will also be appointed by the Steering Committee.
- b. Responsibilities:
 - i. Regardless of the remit of the specific Subcommittee they serve, all Subcommittee members are expected to:
 1. Act at all times in the best interests of the EBRNetwork as a whole organization, and in accordance with its vision, mission and values;
 2. Maintain confidentiality in respect of all discussed issues where this is so required;
 3. Provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views;
 4. Through the Subcommittee Chair, provide routine written or verbal reports on its activities to the Steering Committee;
 5. Seek consultation on any matters that require the decision of the Steering Committee and/or their attention;
 6. Monitor the achievement of strategic objectives of the Subcommittee towards achieving the EBRNetwork's Strategic Plan.
- c. Subcommittee Remits:
 - i. Governance Subcommittee: The aim of the Governance Subcommittee is to provide ongoing review and recommendations to enhance the quality and future viability of the Steering Committee. Specific areas of focus include:

1. Periodic assessment of the governance structure. Proposes, as appropriate, changes in the Steering Committee structure and operations (including the number and scope of its Subcommittees);
 2. Periodic assessment of current and anticipated needs related to the composition of the Steering Committee and Subcommittee membership, inclusive of succession planning and recruitment;
 3. Periodic assessment of the process for individual membership. Proposes, as appropriate, changes in the individual membership process (including the membership fee and renewal structure);
 4. Periodic assessment of Steering Committee policy, guidelines, and practice.
- ii. Editorial Subcommittee: The aim of the Editorial Subcommittee is coordination of dissemination products (e.g. publications, presentations) of the EBRNetwork. Specific areas of focus include:
1. Periodic assessment of EBR Framework. Proposes, as appropriate, changes to the EBR Framework to reflect developments in EBR;
 2. Maintaining an inventory of planned research studies and dissemination products involving EBRNetwork members. Provides external review, when solicited;
 3. Maintaining standardized dissemination templates (e.g. PowerPoint templates, EBRNetwork acknowledgements text).
- iii. General Assembly/EBR International Conference Subcommittee: The aim of the General Assembly/EBR International Conference Subcommittee is to implement a yearly conference on EBR by:
1. Identifying the conference date, location, and local management team, in consultation with the Steering Committee;
 2. Appointing the Scientific Committee Chair, Abstract Committee Chair, and Communications Chair;
 3. Working with the Scientific Committee to identify a conference theme and key ideas for the conference;
 4. Working with the Scientific Committee Chair, Abstract Committee Chair, and Communications Committee to identify committee membership;
 5. Working with the local management team to oversee registration and local arrangements (e.g. venue, accommodation);
 6. Working with the Grant & Finance Manager to determine a budget.
- iv. Communication Subcommittee: The aim of the Communication Subcommittee is to oversee all issues related to EBRNetwork communications by:
1. Maintaining all EBRNetwork branding guidelines and materials (including logo, communication style guide, presentation templates);

2. Liaising with the host institution's assigned team member/s responsible for the hosting and technical maintenance of the EBRNetwork's communication channels (in particular the EBRNetwork website, Newsletter, and social media channels) to resolve and issues and ensure optimum user experience for recipients;
 3. Authoring or commissioning content for EBRNetwork communication channels including but not limited to EBRNetwork website, social media channels, Newsletter, and emails to EBRNetwork members;
 4. At least annually reviewing all content posted to the EBRNetwork website to ensure that all pages reflect relevant, correct, and up-to-date information about the EBRNetwork and its activities;
 5. Working with the Chairs of all Subcommittees and Leads of all major projects undertaken by the EBRNetwork to ensure timely content generation for the EBRNetwork Communication Channels;
 6. Working with the EBR International Conference Subcommittee and host institution's assigned team member/s responsible for the planning (and potentially hosting) of the EBR International Conference to agree and deliver the event's communication strategy.
- d. Tenure/Terms:
- i. Subcommittee membership will be a 4-year term, with no restrictions on renewal.
 - ii. Subcommittee members must hold active membership in the EBRNetwork during their tenure.
- e. Resignation/Vacancies:
- i. Subcommittee members resigning their status prior to the end of their term should provide written notification to the Steering Committee Chair, optimally 6 months prior to the resignation taking effect.
 - ii. Upon receiving receipt of the resignation, the Steering Committee will commence appointment of a new Subcommittee member to fill the vacancy.
- f. Meetings:
- i. Each Subcommittee may regulate its meetings (including notice, frequency, location) as it sees fit.
- g. Decision Making:
- i. All decisions will be voted on by a simple majority of those present at any given Subcommittee meeting.
 - ii. In the case of equality, the Subcommittee Chair will have a casting vote.
- h. Conflict of Interest:
- i. A member of the subcommittee must, if so, requested by the Subcommittee Chair, absent themselves from any discussions of the Subcommittee in which it is possible that a conflict will exist between their ability to act solely in the interests of the EBRNetwork and any personal interest (including but not limited to any personal financial interest).

SECTION 7. OTHER RULES AND PROCESSES

1. Use of Outside Experts

- a. The Steering Committee shall
 - i. Decide whether the use of outside experts is required for any aspect of EBRNetwork
 - ii. Define the tasks and required skills and expertise of the outside expert
 - iii. Determine the available budget for the relevant task/mission, and how the relevant work shall be financed
 - iv. Specify the Terms of Reference for the outside expert in accordance with requirements, outlining
 1. The purpose of the specific task/mission
 2. Context in terms of project, relevant areas and involved partners
 3. Preferred or essential working methods
 4. Involvement of partner organisations and any organisational approach to be employed
 5. Objectives of the expert's tasks including expected outcomes, the expert's contributions and prioritised factors
 6. Timetable with starting and finishing dates and any intermediate milestones
 7. Types of outputs/reports expected, and their formats
 8. Budget.
 - v. Select the most appropriate candidate following consultation with EBRNetwork members and a documented, data-driven evaluation of potential candidates according to agreed criteria
 - vi. Provide a description of any work carried out by outside experts as part of the Annual Statement.

2. Amendments

- a. The EBRNetwork Charter, Strategy, Business Model, and any Bylaws may be amended through a majority vote at a Steering Committee meeting, with the exception of changes to the membership fees above a threshold of 10% that require a majority vote at the General Assembly.

3. Dissolution of the organization

- a. In the event of EBRNetwork's dissolution, any remaining assets will be distributed for other charitable purposes, to be determined by the Steering Committee.