Name	:	**Technology, Innovation and Value Creation Committee Terms of Reference**
Approved by	:	**Council**
Contact	:	**University Secretary**
Last reviewed	:	**28 May 2024 (by Council)**

TECHNOLOGY, INNOVATION AND VALUE CREATION COMMITTEE – TERMS OF REFERENCE

1. NATURE AND PURPOSE

1.1. The Technology, Innovation and Value Creation Committee (**the Committee**) is a standing committee of Swinburne University of Technology (**the University**) Council, established pursuant to *Swinburne University of Technology Act 2010* (Vic) (**the Act**), sch. 1 cl. 15(1).

1.2. The purpose of the Committee includes:

 a) To act as an advisory body and 'think tank' to both Council and management by providing strategic advice in relation to:

 i. the University's technology and innovation focus;

 ii. the development and realisation of its strategic objectives;

 iii. emerging technology and potential relevant technology disruption;

 iv. technology provider trends and opportunities; and

 v. the University's research, commercialisation and partnership strategies.

 b) To assist Council in fulfilling its governance and oversight responsibilities in relation to:

 i. Research strategy and governance;

 ii. Value creation and commercialisation;

 iii. Industry engagement, partnerships and collaboration; and

 iv. Engagement from the Deans and Schools in the research and value creation strategies.

1.3. Whilst other standing committees of Council (and the Academic Senate) may consider and engage with each of the abovementioned areas in fulfilling their own functions and duties, the Committee maintains its responsibility to provide holistic and effective oversight of these areas and Council maintains its ultimate accountability.

1.4. The Committee has primary oversight of management in its performance of the following responsibilities:

 a) Development and achievement of strategies relating to research, value creation, commercialisation, industry engagement, partnerships and collaboration.

 b) Development of appropriate governance frameworks and management processes (including policies and procedures) relating to research, value creation, commercialisation, industry engagement, partnerships and collaboration.

 c) Enabling effective and efficient operation of those frameworks and processes through systems and technology, where appropriate.

d) Monitoring progress against strategies, compliance with frameworks and processes, and the ongoing effectiveness of those strategies, frameworks and processes.

2. POWERS

2.1. The Committee has full delegated authority from Council to fulfil its responsibilities. Specifically, for the purpose of carrying out its functions and duties, the Committee is delegated authority from Council to:

a) Seek independent professional advice from external parties with relevant experience and expertise (including contributions from local and international thought leaders);

b) Have unrestricted access to members of management, employees and relevant information including records, data and reports that it considers necessary to discharge its duties;

c) Request attendance at a Committee meeting by any University management or staff, including internal and external auditors, subject to any relevant contractual arrangements;

d) Request any management or staff to provide a written and/or verbal brief to the Committee on key matters relating to their functions; and

e) Access reasonable University resources to undertake its functions and duties.

2.2. Other than in the case of its Key Management Contacts, the Committee and its members should first consult the Chair and the Vice-Chancellor before making a request of University management or staff.

2.3. University management and staff are required to cooperate with Committee requests to the extent reasonably practicable.

3. FUNCTIONS AND DUTIES

In fulfilling its purpose, the Committee will undertake the following activities:

3.1. Research Strategy and Governance

Oversee the University's strategy and governance in relation to research, including:

a) Contribute to the development and ongoing review of the University's research strategy, including:

    i. Consulting with the Academic Senate (and other committees) as needed; and

    ii. Providing endorsement of the strategy on behalf of Council.

b) Oversee elements of the University's research governance framework relating to:

    i. Governing outcomes and any escalations from the Research Policy and Quality Committee;

    ii. Research partnerships and collaboration;

    iii. Maximising the effectiveness of research resources;

    iv. Governance and management of research centres and programs (internally and externally funded), and major infrastructure; and

    v. Governance and management of research data and intellectual property.

c) Engage with ARC as required to manage risks including integrity, ethics, biosecurity, and security (such as foreign interference risk).

d) Review the University's performance against the research strategy periodically.

3.2. Value Creation and Commercialisation

Oversee the University's approach toward value creation and commercialisation including:

a) Contribute to the development and ongoing review of the University's value creation and commercialisation strategy, including providing endorsement of the strategy on behalf of Council.

b) Oversee the University's frameworks, policies and procedures relevant to value creation and commercialisation, including in relation to the governance and management of intellectual property.

c) Oversee the governance and operation of Swinburne Ventures Limited (SVL), including:

   i. SVL deal guidelines;

   ii. SVL value creation capital allocation decisions and approvals; and

   iii. SVL ventures pipeline.

d) Review the University's performance against its strategy periodically.

e) Respond out-of-cycle as required to review capital allocation approvals to ensure we are agile and responsive to opportunities.

3.3. Industry Engagement, Partnerships and Collaboration

Oversee the University's industry engagement, partnerships, and collaboration including:

a) Contribute to the development and ongoing review of the University's strategy in relation to industry engagement, partnerships, and collaboration value, including providing endorsement of the strategy on behalf of Council.

b) Oversee the University's frameworks, policies and procedures relevant to industry engagement, partnerships, and collaboration.

c) Review the University's performance against its strategy periodically.

3.4. Engagement of the various Schools with the Research and Value Creation strategies

a) Host presentations and reviews from Deans and their delegates to understand how Schools are executing on and contributing to the Research and Value Creation strategies and industry partnerships.

b) Recommend content from these presentations to be elevated for Council review.

3.5. Emerging Technology Reviews

a) Systematically review and advise on the University's approach to key areas of emerging technology, considering how these are approached in teaching and learning, research, venturing and by internal IT capability.

b) Invite co-opted experts to these reviews as required to provide advice and guidance.

4. COMPOSITION

4.1. Membership

a) The Committee will comprise the following:

   i. A number of independent non-executive Council members, as determined by Council; and

   ii. A number of co-opted members, as determined by Council, but will be no greater than 50% of Committee membership.

b) Committee members will be rotated to ensure changes in membership are staggered to maintain continuity.

4.2. Skills and capability

a) All members of the Committee should have sufficient skills and experience to be able to consider and contribute to the matters for which the Committee is responsible. The following skills and experience are sought:

 i. Senior management and/or broad experience in high-tech industries;

 ii. Major applied research backgrounds in high-tech industry;

 iii. Financing experience relevant to high-tech industry;

 iv. Experience with start-ups and entrepreneurship;

 v. Experience in research strategy, governance and program management;

 vi. Experience in research commercialisation;

 vii. Experience in industry engagement, partnerships and collaboration;

 viii. Student perspective;

 ix. Broad strategic IP management and IP legal experience; and

 x. Experience at the interface of technology and society.

4.3. Chair

a) The Chair of the Committee will be elected by Council from the non-executive independent members of Council on the Committee.

b) The term of office is two (2) years and is eligible for reappointment.

c) In the absence of the Chair the Committee will elect a chair from among the independent members.

4.4. Secretary

a) The University Secretary (or other appropriate designated person, as agreed with the Chair) will be the Committee Secretary.

b) The Committee Secretary will assist the Chair to develop and distribute agendas, papers, minutes and work plan.

4.5. Key Management Contacts

a) While each maintains their position within the management structure of the University, the following persons will be the Key Management Contacts of the Committee and there is established a direct line of communication between each of these persons and the Committee (through its Chair):

 i. Deputy Vice-Chancellor, Research; and

 ii. Vice President (Innovation & Enterprise).

b) As such, the Committee and its Chair should be informed of any people management issues relating to the Key Management Contacts (including any movements).

5. COMMITTEE MEETINGS

5.1. Meeting protocol

a) The Committee will meet as required throughout the year with a minimum of four (4) meetings to be held.

b) A quorum of the Committee will consist of half the members of the Committee.

c) Each member will have one vote and decisions shall be made on a majority basis.

d) The Chair shall call a meeting of the Committee if so requested by the Chancellor.

5.2. Additional meeting invitees

a) The following persons will be provided with a standing invitation to attend Committee meetings:

    i. Chancellor;

    ii. Vice-Chancellor;

    iii. Deputy Vice-Chancellor, Research;

    iv. Vice President (Innovation & Enterprise); and

    v. Chief Information Officer.

b) The Chief Financial Officer and General Counsel will be invited to attend as required.

c) Any University employee (including management and staff) or external professional adviser may attend any meeting of the Committee or part thereof, if invited by the Chair.

d) Non-members of the Committee may be asked to withdraw from all or any part of any meeting and may not vote on any matter at a meeting.

6. COMMITTEE REPORTING

6.1. The minutes of each meeting shall be provided to Council. The Chair will report to Council after each Committee meeting on the business and recommendations of the Committee.

6.2. As and when requested by the Chancellor of by the Chair of the ARC, the Chair will report to the ARC providing an overview of the key issues considered by the Committee that are relevant to the ARC's functions and duties (including, but not limited to, its role in overseeing the University's management of enterprise technology and data).