



HIBAR Research Alliance

Bylaws

Amended and approved by HRA Governing Council

May 4, 2021

HIBAR RESEARCH ALLIANCE BYLAWS

Section 1. Mission and Vision

1.1. HIBAR Research Alliance Mission

The mission of the HIBAR Research Alliance (HRA) is to catalyze significant expansion of collaboration between university-based researchers and non-academic participants, working together as equal partners, in order to discover new knowledge and greatly accelerate progress toward solving society's critical problems.

1.2. HIBAR Research Alliance Vision

The vision of the HIBAR Research Alliance is an improved research and innovation ecosystem that better contributes to solving society's critical problems.

Section 2. Organizational Roles and Structure

The HIBAR Research Alliance is a decentralized organization with distributed and shared management and governance responsibilities.

2.1. Participation and Membership

Both individuals and organizations participate in HRA activities.

2.1.1. Individuals: There are three categories of individuals participating in HRA activities: Individual Members, Individual Affiliates, and Representatives.

2.1.1.1. An *Individual Member* is a person who contributes time, effort, and/or expertise to at least one HRA activity on an ongoing, sustained basis. The Nomination and Governance Committee will assess the circumstances of the ongoing contribution in order for the individual to receive or maintain this Individual Member status.

2.1.1.2. An *Individual Affiliate* is a person who contributes time, effort, and/or expertise to at least one HRA activity, but the contribution need not be on an ongoing basis as is required in order to be designated as an Individual Member. The Nomination and Governance Committee will assess the circumstances of the contribution in order for the individual to receive this Individual Affiliate status.

2.1.1.3. A *Representative* is an individual representing a specific organization in an HRA activity.

The Nomination and Governance Committee will carry out an annual review of the contributions of Individual Members and Individual Affiliates. Some individuals may have multiple roles as both a Representative and an Individual Member or Individual Affiliate, depending on the HRA activity and the circumstances.

2.1.2. Organizations: There are two categories of organizations participating in HRA activities: Institutional Members and Institutional Affiliates.

The Nomination and Governance Committee will carry out an annual review of the contributions of Institutional Members and Institutional Affiliates. The Nomination and Governance Committee will make recommendations to the Council on the basis of this review regarding the status of membership of each of the participating organizations. The review process will be fair and flexible in order to acknowledge that organizations may be undergoing internal changes that would make them only temporarily unable to meet the requirements.

2.1.2.1. Institutional Members: Any organization (university and non-university) can become an Institutional Member.

An Institutional Member has the following roles and responsibilities:

- At least three (3) individuals affiliated with the organization who are considered to be Individual Members of the HRA.
- At least one (1) of these Individual Members has committed time and effort in a leadership role, for example as a chair of a Collaborative Action Group or task group.
- In addition to the above contributions, Institutional Members contribute either additional time and effort by Individual Members and/or Individual Affiliates, or a compensating cash contribution in the form of an annual membership fee, which supports basic operating and administrative expenses of the HRA.

Institutional Members will vote for members of the Council as seats become available due to expiring terms or unexpected changes.

There is no limit to the number of Institutional Members.

2.1.2.2. Institutional Affiliates: Any organization (university and non-university) can become an Institutional Affiliate.

An Institutional Affiliate has at least one (1) individual affiliated with the organization who is considered to be an Individual Member of the HRA.

Institutional Affiliates do not have any voting rights.

There is no limit to the number of Institutional Affiliates.

2.2. Governing Council

The Governing Council (or simply “Council”) is the main governing and decision-making body overseeing and managing the priorities and policies of the HRA.

The Council consists of eighteen (18) individuals, referred to as Council Members.

- One individual from each of twelve (12) universities that are also Institutional Members. These universities are named “Governing Member Universities” during the period of time that they hold the Council seat.

- One individual from each of six non-university organizations, including government agencies or laboratories focusing on innovative research with societal impact (including funding agencies), for-profit businesses that focus on enhancing innovative research, and non-commercial organizations focusing on social impact.

Individual Council Members are not merely representing the interests of the organization with which they are affiliated, but rather they bring to the Council the perspectives of organizations like theirs within the overall research ecosystem. Council Members will work together to ensure that decisions are made that benefit the HRA and its stakeholders as a whole.

The HRA will seek to ensure geographic diversity by aiming, over time, to have no more than 75% of the Council seats held by individuals from any single country.

Each of the eighteen members of the Council has a single, equal vote.

2.3. Management Group

The Management Group functions as the executive committee of the HRA. The Management Group is comprised of the Director, the Associate Director, the Manager, at least one and no more than two Council Members and at least two and no more than three individuals who are not Council members and have relevant expertise to contribute to the strategic planning and ongoing management process.

Members of the Management Group work together to advance the agenda and interests of the HRA under the general direction of the Council. The Management Group coordinates the working groups, assists with communication among participants, provides administrative support, assists with proposal writing and other centralized project support services. The Management Group also facilitates the collaboration with other organizations and helps to disseminate HRA findings.

2.4. Council Committees

Council committees may be established from among the Council membership for the purposes of carrying out key activities of the Council, such as nomination, governance, strategy, and finance. The Council votes on all appointments to Council committees. Either the Management Group or the Council may recommend a committee be formed to conduct detailed work on important areas of HRA activity.

- 2.4.1. Nomination and Governance Committee:** The Nomination and Governance Committee has ongoing nomination and governance functions. Members of the Nomination and Governance Committee work together to evaluate membership requests, carry out an annual review of the membership, assess eligibility of nominations for vacant Council seats, and evaluate candidates for vacant positions of the management group, Council committees, and other committees. Generally, the Nomination and Governance Committee will submit recommendations to the Council for approval.

2.5. Other Committees

Ad hoc committees, standing committees, or working groups may be established from among the Council membership, members of the Management Group, and others involved in HRA activities. The Director, in consultation with the Management Group and Nomination and Governance Committee, makes all appointments to committees. Either the Management Group or the Council may recommend a committee be formed to conduct detailed work on important areas of HRA activity.

2.6. Collaborative Action Groups

Collaborative Action Groups (CAGs) carry out intervention-related activities related to the organizational culture change required for the HRA to achieve its goal. Each CAG has a well-defined planned contribution toward the overall goal, and it has an evolving, clearly articulated action plan and timeline for achieving it. The Management Group works with each Collaborative Action Groups in initial framing and design, as well as in facilitating communication and coordination among other CAGs. The creation of new Collaborative Action Groups must be approved by the Council.

2.7. Task Groups

Task groups focus on specific tasks, with clear specific deliverables. Generally, a task group provides its results to a Collaborative Action Group, the Management Group, or Council, and its work is then complete. The Management Group works with each task group in initial framing and design, as well as in facilitating communication and coordination among other task groups and CAGs.

2.8. Director

The Director is responsible for the overall management of the HRA. The Director shares leadership responsibilities and coordinates with the Associate Director. The Director is a member of the Management Group and attends Council meetings.

2.9. Associate Director

The Associate Director is responsible for assisting the Director, is a member of the Management Group and attends Council meetings. The Associate Director shares leadership responsibilities and coordinates with the Director.

2.10. Manager

The Manager assists the Director and Associate Director in carrying out the day-to-day management of the HIBAR Research Alliance.

2.11. General Powers

The Director, in cooperation and consultation with the Associate Director, the Manager, and the Management Group and the Council, shall manage, control and direct the business of the HIBAR Research Alliance.

Section 3. Policies of Governance

3.1. Agreement

The HRA sets a high value on achieving synergy in realizing its goals, operating from a shared sense of commitment to its activities among its members. To this end it conducts discussions with substantial opportunity for participation and works whenever possible by consensus. That said, both to assure clarity about key decisions when there appears to be a consensus and to proceed with confidence even when there is not, the HRA establishes the following procedures for voting by the Council or a Council committee.

3.2. Voting

Unless specified elsewhere in these bylaws, Council and Council committees may vote on any question brought before it. Each member has one vote.

The voting procedure is described in the HRA Operating Principles and Processes Manual. The voting procedure will depend on the nature of the question and the urgency, according to the following four categories, in decreasing order of anticipated frequency.

- 3.2.1. Voting on general matters of routine urgency:** Decisions on general matters that are not substantive according to these bylaws will require a simple majority of members. Members physically present at the meeting, or attending via video or teleconferencing, will be included in such a vote.
- 3.2.2. Voting on substantive matters of routine urgency:** Decisions on substantive matters, such as changes to the bylaws and/or as specified elsewhere in these bylaws, will require an affirmative vote by a two-thirds majority of Council Members. Council Members physically present at the meeting, or attending via video or teleconferencing, will be included in such a vote. Such substantive matters will be discussed in one or more meetings before the one in which a vote is taken.
- 3.2.3. Voting on unusually urgent matters requiring discussion:** From time to time, a need may arise for the Council to make a decision the Management Group believes cannot wait until the next regularly scheduled Council meeting and which requires conversation among Council Members. In such cases the Management Group may call a Special Council Meeting for this purpose. The voting procedure in a Special Council Meeting is the same as for a Regular Council meeting.
- 3.2.4. Voting on unusually urgent matters not requiring discussion:** From time to time, a need may arise for the Council or Council committee to make a decision the Nomination and Governance committee and/or the Management Group believes cannot wait until the next regularly scheduled meeting and does not require conversation among members. In such cases, the Nomination and Governance committee and/or the Management Group may employ a ballot circulated by email, whereby the HRA will send to each member a clear description of the approval request, its rationale, and the response deadline. The vote passes if a simple majority of all members provide their approval in writing before the deadline; otherwise it is not. In this case the matter would be postponed until the next duly-scheduled meeting.

3.3. Quorum

A quorum for discussion shall consist of a simple majority of members. Whether a quorum exists shall be determined at the time the meeting is called to order.

3.4. Appointment Procedures

3.4.1. Appointment of Council Members: Vacant Council seats are filled via election by the full membership of Institutional Members.

To fill vacant university Council seats, the membership will elect which universities will fill the vacant seats, not the specific individual who will be the Council member. Any Institutional Member university that wants to become a Governing Member University can submit a bid that describes the contributions that organization is making to HRA activities. The bid will be submitted to the Director and assessed by the Nomination and Governance Committee for eligibility. Eligible bids will be passed along to the Council for consideration.

The Council will put forward the list of eligible candidate universities for the vacant Governing Member University seats for election. Institutional Members will vote to elect the new Governing Member Universities. Once the new Governing Member Universities have been elected, the default Council Member will be the Vice President Research (or equivalent) of the university. If the Vice President Research would prefer to delegate this role to another individual at their university, the individual will be mutually agreed upon by the Vice President Research and the remainder of the Council.

To fill vacant non-university Council seats, the membership will elect the individual who will be the Council Member. Nominations for individuals to fill vacant Council seats will be submitted to the Director and assessed by the Nomination and Governance Committee for eligibility. Eligible bids will be passed along to the Council for consideration. The Council will put forward the list of eligible candidates for the vacant non-university seats for election. Institutional Members vote to elect the new non-university Council Members.

3.4.2. Appointment of Management Group Members: Management Group members, though they need not be affiliated with one of the Institutional Member organizations, should be familiar with HRA, its mission, and its activities and show a strong interest and a long-term commitment to active participation in the HRA. Management Group members are elected by a vote of the Council.

3.4.3. Appointment of Council Committee Members: Council committee members, though they need not be affiliated with one of the Institutional Member organizations, should be familiar with HRA, its mission, and its activities and show a strong interest and a long-term commitment to active participation in the HRA. Council committee members are elected by a vote of the Council.

3.4.4. Appointment of the Director: The Director is elected by a vote of the Council. Election will be by at least a two-thirds majority.

3.4.5. Appointment of the Associate Director: The Associate Director is elected by a vote of the Council. Election will be by at least a two-thirds majority.

3.5. Terms

3.5.1. Term of Council Members: Council Members will be appointed/elected for a term of three (3) years. Terms will be staggered to ensure continuity and stability, and it will be planned that a maximum of one third of the Council member terms will conclude in any given year.

3.5.2. Term of Management Group Members: The initial term for a new member of the Management Group will be one year, with the intention of renewal for a three-year term, which could be followed by a second three-year term. Terms will be staggered to ensure continuity and stability.

3.5.3. Term of Council Committee Members: Council committee members serve for a two-year term, renewable with approval by the Council. Terms will be staggered to ensure continuity and stability.

3.5.4. Term of the Director: The Director serves for an initial three-year term, renewable with approval by the Management Group and the Council.

3.5.5. Term of the Associate Director: The Associate Director serves for an initial three-year term, renewable with approval by the Management Group and the Council.

3.6. Vacancies

Vacancies may occur because of normal rotation or by the resignation of a member.

3.6.1. Vacancies of Council Members: Vacant Council seats are filled via election by the Institutional Members. The procedures for filling vacant Council seats are described in the HRA Operating Principles and Procedures Manual.

3.6.2. Vacancies of Management Group Members: When a need for a new Management Group member occurs, the Director will notify the Council, and the Nomination and Governance Committee will undertake a search for candidates.

3.6.3. Vacancy of the Director: Should the Director notify members of the Management Group and Council of his/her/their intent to step down from this position, the Nomination and Governance Committee will undertake a search for candidates.

3.6.4. Vacancy of the Associate Director: Should the Associate Director notify members of the Management Group and Council of his/her/their intent to step down from this position, the Nomination and Governance Committee will undertake a search for candidates.

3.7. Meetings

- 3.7.1. Annual General Meeting:** An Annual General Meeting (AGM) will be held once per year. The AGM will typically be held via telephone or video conference. All Institutional Members and Institutional Affiliates are invited to attend the AGM. Institutional Members and Institutional Affiliates will be notified of the date and time of meeting by electronic mail at least three months in advance.
- 3.7.2. Council Meetings:** The Council will meet at least three times each year, where two of the meetings are regular Council meetings and one meeting includes the Annual General Meeting. Council meetings will typically be held via telephone or video conference. Interim special meetings can be arranged as needed when unexpected or time-sensitive issues arise.
- 3.7.3. Council Committee Meetings:** Council committee meetings will typically be held via telephone or video conference. Committee members will be notified of the date and time of regular committee meetings at least one month in advance. Interim special meetings can be arranged as needed when unexpected or time-sensitive issues arise.
- 3.7.4. Management Group Meetings:** The Management Group meets routinely, approximately weekly, by telephone or video conference to discuss and advance the work of the HRA.
- 3.7.5. Meetings of the Director, Associate Director, and Manager:** The Director, Associate Director, and Manager meet regularly to direct the day-to-day management of HRA activities.

3.8. Policies and Procedures

The Council shall implement and follow organization policies including, but not limited to, Anti-Discrimination, Code of Ethics, Compensation, Conflict of Interest, Gift Acceptance, and Whistleblower policies.

Policies and procedures of the HRA are described in the HIBAR Research Alliance Operating Principles and Procedures Manual. The Operating Principles and Procedures Manual will be reviewed on an annual basis by the Management Group and the Council. Amendments to the Operating Principles and Procedures Manual require an affirmative vote of a simple majority of Council Members.

3.9. Amendments

These bylaws may be altered, amended, repealed or added to by an affirmative vote, at a Council meeting, comprising a two thirds majority of Council Members. As part of the bylaw amendment process, the Management Group and the Council will review all HRA documents that reference the bylaws (including the Operating Principles and Procedures Manual) to ascertain the implications of the bylaw amendments regarding the content described these other HRA documents, and will revise the content as appropriate.

3.10. Review of Bylaws

These bylaws will be reviewed by the Management Group and the Council on an annual basis to ensure that they continue to align with the core values of the HRA and adequately enable the HRA to achieve its mission.