



CLSI Board of Directors Business Development Committee Terms of Reference

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The Business Development Terms of Reference were approved at a meeting of the CLSI Board of Directors Business Development Committee on April 23, 2007.

Revision History

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0	2005-11-01	Original Draft	Beryl Lepage
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1.0 SCOPE/PURPOSE

The purpose of the Business Development Committee is to provide oversight of CLSI business development activities to promote applied science, generation of fees, and economic benefits from the use of synchrotron techniques.

2.0 AUTHORITY

The Business Development Committee makes recommendations to the Board, and has authority to retain services necessary to assist in the assessment of business development issues.

3.0 MEMBERSHIP

The Business Development Committee includes at least three members and not more than five members of the Board of Directors.

3.1 INDEPENDENCE AND EXPERTISE

Members will be familiar with broad aspects of business operations. The Business Development Director will be available for meetings.

3.2 TERM OF OFFICE

Membership will be for a three-year term, renewable for no more than one term. To ensure continuity, terms will be staggered with typically one seat filled each year, as appropriate. Any member may be removed or replaced at any time and shall cease to be a member of the Committee upon ceasing to be a Director.

3.3 COMMITTEE CHAIR

The Chair will be a Director appointed by the Board.

3.4 COMMITTEE SECRETARY

The Corporate Secretary will appoint a secretary to the Business Development Committee. The Director of Business Development will act as a resource to the Committee.

4.0 PROCEDURES

4.1 MEETINGS

i. Schedule of Meetings

ii. **The Business Development Committee will meet as called by the Chair or the CLS Director of Business Development as required, but not less than twice a year. Quorum**

No business may be transacted by the Committee except at a meeting of its members at which a quorum is present. A majority of members constitutes a quorum.

iii. Meeting Format and Agenda

The standard meeting procedures are noted below:

- a. Meetings may be held in person, by video conference, telephone, or electronic network.
- b. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.
- c. Minutes will be prepared.

iv. Meeting Attendance

The Director of Business Development will be expected to attend or be available for attendance at the meeting. The Committee may invite other officers, directors, CLSI employees or outside resources as it sees fit from time to time. The Committee has the right to determine who shall and shall not be present at any part of the meeting.

4.2 REPORTING

All recommendations, directions, decisions and resolutions of the Committee shall be recorded by the Secretary in the minutes of the meetings of the Committee; such minutes will be circulated to the members of the Committee prior to the next meeting. The deliberations of the Committee will be confidential to the extent legally possible.

The Committee advice to the Board will be in the form of written reports containing recommendations on matters addressed by the Committee. The report will be submitted at the Board meeting following the Committee meeting. The Board of Directors will have the final authority to accept or reject the recommendations of the Committee.

5.0 ROLES AND RESPONSIBILITIES

The mandate of the Committee is to provide oversight of CLSI activities pertaining to the generation of revenues from applications of synchrotron technologies and the promotion of applied science. These activities include:

- a. Annually review and approve the preparation of a multi-year CLSI Business Development Strategic Plan ("Plan") with annual goals and associated supporting documents.
- b. Approving the associated supporting business development policies and procedures.
- c. Monitoring the activities undertaken and the progress made, toward the goals set out in the Plan.
- d. Advising the Board on business development issues, initiatives and plans, including:
 - o Expanding the general awareness of the potential of synchrotron technologies
 - o Overall economic benefits of the facility
 - o Transfer of synchrotron technologies
 - o Building capacity and commercial relevance of synchrotron technology
 - o Collaborative activities
 - o Review of marketing priorities and focus of commercial targets
 - o Review of baseline assumptions and post-commissioning commercial participation metrics, and forecast revision practices
- e. Advising the Board on those portions of the framework of CLSI management policies and guidelines concerning the provision of commercial analytical access and services, and the achievement of up to 25% commercial presence on selected beamlines, including:
 - o Balancing allocations of beam time among academic, government, commercial and collaborative programs
 - o Beamline access models and commercial terms of access
 - o Costing models, and the cost recovery methodologies
 - o Pricing structures
 - o Resolving potential conflict of interest issues
- f. Reviewing and approving the guidelines and general contractual terms of significant commercial arrangements and proposals, commercial beamlines, or investment opportunities.