Science and Innovation Ministerial Advisory Council – DRAFT Terms of Reference

Purpose and Scope

1. The Science and Innovation Ministerial Advisory Council (the Council) provides independent expert advice to the Minister for Science and Innovation (the Minister) on matters relating to science and innovation in Queensland. The Council provides the Minister with the opportunity to engage and listen to key research and industry stakeholders to strengthen Queensland's science and innovation ecosystem and support delivery of the *Ideas into Impact: From discovery to delivery: Science and Innovation Strategy* (the Strategy).

2. As an advisory body, the Council does not make decisions on strategic priorities, programs or investments. Responsibility for these matters rests with the Minister and is supported through established departmental governance and decision-making processes.

Role

3. The role of the Council is to:

   (a) provide independent expert and future-focused advice to the Minister on science and innovation policy, partnerships and investment opportunities;

   (b) identify emerging opportunities, risks and system gaps in Queensland's science and innovation ecosystem;

   (c) advise on progress and impact of the Science and Innovation Strategy;

   (d) champion and strengthen strategic connections across Queensland, nationally and internationally; and

   (e) recommend changes where evidence shows that priorities or actions are not achieving the intended outcomes.

Membership

4. The Council is comprised of a maximum of twelve (12) (inclusive of Chair and ex-officio members).

5. Members will be inclusive and collaborative individuals with significant leadership experience and recognised expertise in science, innovation, research, investment, philanthropy, education, commercialisation or related fields. Members will be expected to leverage their networks to benefit Queensland's science and innovation ecosystem and the interests of Queenslanders and help drive coordination across the ecosystem.

6. Members will be appointed based on their expertise, experience, leadership and ability to contribute to the objectives of the Strategy. Collectively, the Council will bring a broad range of perspectives, skills and knowledge from across Queensland's science and innovation ecosystem.

7. Membership appointments will seek to achieve an appropriate balance of expertise, diversity and regional representation across Queensland's science and innovation ecosystem, and encompass the following skill areas:

(a) commercialisation, entrepreneurship and research translation;

(b) venture capital and investment;

(c) research and university leadership;

(d) industry leadership;

(e) advanced technologies and future industries;

(f) strategic partnerships, collaboration and key networks (state, national, international);

(g) regional and place-based leadership;

(h) science, technology, engineering and mathematics (STEM) education leadership;

(i) First Nations knowledge and leadership; and

(j) philanthropy.

8. Upon appointment, all Members will receive an induction to the Council covering the Council objectives and priorities, their role and responsibilities, handling conflicts of interest and administrative arrangements. Members will also be provided with the Terms of Reference and relevant policy guidelines and documentation.

Role of the Chair

9. The Chair will be appointed by the Minister and report to the Minister on behalf of the Council.

10. The Chair is responsible for:

(a) providing leadership to the Council and ensuring it operates effectively in accordance with the Terms of Reference;

(b) managing actual, potential and perceived conflicts of interest in accordance with these Terms of Reference;

(c) approving the attendance of observers, guests and subject matter experts;

(d) keeping the Council informed of progress in implementing the Strategy and other matters relevant to the Council's functions;

(e) supporting engagement with the Queensland Government Science and Innovation Strategy Committee and relevant Queensland Government agencies to inform the Council's advice;

(f) representing the Council and approving public communications relating to Council activities, advice and outcomes;

(g) approving meeting agendas, papers, minutes and other relevant Council documentation;

(h) reporting on Council activities, advice and outcomes to the Minister;

(i) responding to requests for information or advice from the Minister; and

(j) monitoring member attendance and participation and providing advice to the Minister on membership matters.

Role of Members

11. Members are responsible for contributing their expertise and perspectives to support the Council in providing independent advice to the Minister, on matters relating to science and innovation in Queensland.
12. The core responsibilities of members are to attend meetings, review papers, deliberate and provide advice.
13. Ambassadorial contributions of members, such as stakeholder engagement, events and introductions, will be as agreed with the Chair.
14. Members are expected to commit adequate time to fulfil their responsibilities. This includes attending a minimum of two (2) meetings per year (sub-committee attendance does not count towards the attendance record), participating in events and engagements, and contributing to the work of the Council.
15. Members are not permitted to nominate proxies and must communicate absences to the Secretariat in advance of meetings.

Reporting

16. Advice and recommendations of the Council will be provided to the Minister through the Chair.
17. Where appropriate, advice provided by the Council may be considered through established departmental governance and decision-making processes.
18. The Chair will provide an annual report to the Minister on the Council's activities, advice and outcomes every December.

Operational Procedures

19. **Member Appointments**

    (a) Vacant positions on the Council, including the Chair will be filled as they arise. Nominations will address the role nominees play in science and innovation ecosystems, their contemporary knowledge and/or experience of science and innovation and willingness to engage and use their networks to benefit Queensland and to demonstrate a commitment to the prosperity of the ecosystem.

    (b) Potential and appointed Members must reside in Queensland and work for, or operate, an entity based in Queensland.

    (c) Members will be appointed by the Minister in consultation with the Premier, for a term of up to three (3) years. Reappointments will be considered, subject to approval.

    (d) The Queensland Chief Scientist and Queensland Chief Innovator are ex-officio Members.

20. **Observers and Guests**

    (a) The Chair may invite observers or guests to participate in Council meetings or on subcommittees of the Council to present on or discuss specific topics and provide expert advice.

(b) Observers and guests may contribute to discussions but do not participate in the development of formal advice or recommendations of the Council. Views expressed by observers and guests do not represent the views of the Council.

21. **Remuneration**

(a) Participation on the Council is voluntary and not remunerated.

(b) Reasonable out-of-pocket expenses will be paid to Members in accordance with the *Remuneration Procedures for Part-Time Chairs and Members of Queensland Government Bodies*.

22. **Termination or Resignation**

(a) The Chair is responsible for monitoring member attendance and participation and advising the Minister on membership matters.

(b) The Minister may terminate the membership of any Member including on the recommendation by the Chair, where the member is unable to fulfil the requirements of the role or has otherwise failed to meet the expectations of membership, without notice.

(c) Resignations are to be tendered by Members to the Minister for action with a minimum of 14 days' notice.

23. **Confidentiality**

24. Members may receive information that is regarded as 'Cabinet-in-Confidence', 'Commercial-in-Confidence' or have privacy implications. Members must maintain confidentiality of all information that is not in the public domain and in accordance with relevant policy and legislation guidelines.

25. **Conflict of Interest**

(a) Members will be required to make a conflict of interest declaration, whether nil, perceived or real, in writing as part of their appointment and update their declarations or state nil change, in writing, every 12 months.

(b) In addition, at the commencement of each Council meeting, Members must disclose any real or perceived conflicts of interest relating to the items set out in the agenda. The Chair will assess any conflict-of-interest disclosures made by Members and decide the appropriate management approach. If the Chair discloses a conflict of interest, Members will assess and decide the appropriate management approach.

(c) The presence of a conflict does not automatically result in the exclusion of a Member from contributing to the functions of the Council. Members with conflicts will work with the Council Chair and Secretariat to take steps to ensure the integrity of the Council whilst not losing the Member's important contributions.

(d) In disclosing a conflict of interest, the Member must provide the following information:

i. If the conflict relates to an organisation in which they are involved, the name of the organisation and nature of the involvement (for example: shareholder, director, employee);

ii. If the conflict is because of a relationship, the nature of the relationship (for example: spouse, child, friend) and their involvement (for example: position in an organisation); and

iii. The nature of the conflict of interest and potential benefit (for example: whether it is a financial interest, professional interest, and/or business interest).

(e) All conflicts of interest disclosed by Members and appropriate mitigation actions agreed are recorded and maintained in a register by the Secretariat.

(f) A key probity risk for Members is having access to information not publicly available regarding funding programs that could benefit them if they were to apply. The above protocols regarding conflicts of interest should address these circumstances. An independent probity advisor will be engaged by the Chair, if required. Should the need arise for members to sign non-disclosure or confidentiality agreements to manage information access risk, these will occur on an as-needs basis.

26. **Meetings**

(a) Council meetings will take place at least three (3) times per year. Additional meetings will be called by the Chair, as required, in consultation with the Council.

(b) In consultation with the Chair, the Secretariat will organise the time, date and location of meetings, giving due consideration to Member availability and travel requirements.

(c) A minimum of one (1) meeting per year will be held in regional Queensland.

(d) To maximise Member participation, meetings may be held in either hybrid or in-person format, with at least one meeting per year conducted face-to-face.

(e) A majority of Members are required to attend for a quorum for meetings.

(f) Meeting papers will be circulated a minimum of five (5) business days prior to meetings.

(g) Minutes including key discussions, advice, recommendations and actions will be taken for all Council meetings and circulated to Members, the Minister and other relevant officers within seven (7) business days after a meeting and retained by the Secretariat.

(h) Minutes are to be circulated to all Members, the Minister and other relevant officers.

(i) Council records form part of the public record and should provide adequate detail of proceedings, advice, recommendations and actions arising.

(j) Each meeting will approve a one-page public communiqué to be released within one week of the meeting outlining in general terms the outcomes of the meeting. This communiqué will be general in nature and not include member views or sensitive/confidential information.

27. **Review**

(a) The following reviews will be conducted every 12 months:

i. Review of the Terms of Reference;

ii. Review of Member performance; and

iii. Review of Council processes.

(b) Significant changes to the Terms of Reference and/or Membership will be recommended through the Chair to the Minister for approval.

(c) Recommendations for non-material changes to the Terms of Reference will be enacted by the Secretariat with the approval of the Chair.

28. **Secretariat Support**

(a) A Secretariat will support the Council and will be responsible for:

i. supporting the Chair with preparing relevant meeting documentation, including relevant M&E information for the strategy;

ii. recording the minutes of each meeting, including key decisions and actions;

iii. maintaining appropriate records for the administration of the Council and maintaining records of advice, recommendations and actions arising from meetings;

iv. preparation of resources for Member inductions;

v. supporting the Council in managing matters and/or documents with appropriate confidentiality; and

vi. providing administrative and logistical support including regional meeting travel bookings, expenses reimbursement, calendar of Member availabilities and Conflict of Interest register.