

# IP Inclusive Advisory Board

## DRAFT terms of reference

---



*The IP Inclusive Advisory Board is a non-executive body established to guide and support the work of IP Inclusive Management (IPIM). These are its terms of reference.*

*The IPIM constitution is annexed.*

### **1 Purpose and roles**

- 1.1 The Advisory Board will guide and support IPIM and its executive staff in pursuing IPIM's objects<sup>1</sup>.
- 1.2 It is intended to act as sounding board and critical friend, both informally and in scheduled meetings, and to introduce a range of perspectives to strengthen IP Inclusive.
- 1.3 IPIM may seek the Board's input at any time and on any matter, whether at the strategic or the operational level.
- 1.4 Without limitation, the Board and its members will:
  - a. Advise on IPIM's strategies and plans in light of its constitution and objects.
  - b. Make recommendations where appropriate based on their knowledge of the IP sector and of relevant best practices elsewhere.
  - c. Update IPIM on developments and opportunities they become aware of in the IP sector or in the context of equality, diversity, inclusivity and wellbeing more widely.
  - d. Help IPIM take account of the needs and views of as wide a section as possible of the community it serves<sup>2</sup>.
  - e. Act as links between (i) IPIM and (ii) the people and organisations they represent or have access to.
  - f. Act as ambassadors for the IP Inclusive and Careers in Ideas initiatives.
- 1.5 In its activities, the Advisory Board will share the same objects as IPIM, namely, to promote and improve equality, diversity, inclusivity and wellbeing in the UK's IP professions. It will work for

---

<sup>1</sup> See section 2 of the IPIM constitution

<sup>2</sup> See section 2.2 of the IPIM constitution

the benefit of the community of: UK-based IP professionals, those they work with and those wishing to become one.

## **2 Relationship with IPIM**

2.1 IPIM will meet with the Advisory Board at least twice a year.

2.2 It will consult with the Board, both in and if necessary outside of their meetings, over its key decisions and will take due account of the Board's input when pursuing its own objects. The Advisory Board's guidance will not however be binding on IPIM.

2.3 IPIM may consult with Advisory Board members individually or in groups, as well as with the Board as a whole.

2.4 The Advisory Board and its members are not liable for IPIM's actions, including things done in response to the Board's recommendations or advice.

2.5 Advisory Board members will not hold or be responsible for the assets and liabilities which accrue as a result of activities carried out under the IP Inclusive and Careers in Ideas brand names. Nor will they have the authority, unless specifically delegated, to act on IPIM's behalf. Membership of the Board does not carry executive responsibilities and is not a directorship.

2.6 IPIM will share with the Advisory Board the minutes of its meetings and associated meeting papers. IPIM however reserves the right to withhold items deemed to be of a sensitive or confidential nature.

## **3 Membership**

3.1 The Advisory Board may have up to fourteen members.

3.2 Membership is open to any individual, other than an IPIM member, who can contribute relevant skills, expertise and perspectives to assist IPIM. Board members do not need to be IP professionals.

3.3 A Board member may be a representative of an organisation (for example an IP sector membership body) or of an IP Inclusive community, network or working group.

3.4 Membership will normally be limited to three years, other than where IPIM believes it is appropriate for a member to serve for longer due to the nature of their contribution to the Advisory Board's work or to ensure appropriately staggered re-appointments. In this case a majority of the other Advisory Board members must agree to the extended membership term, which must be for a finite period.

## **4 Appointment and removal of members**

4.1 Advisory Board members will be appointed by IPIM, taking due account of recommendations and input from existing Board members.

4.2 New Board members may be appointed when IPIM or the existing Board members determine they would benefit from access to particular skills or expertise.

4.3 Any individual may apply to join the Advisory Board at any time, by writing to the IPIM Secretary, whether or not in response to a specific request for recruits.

4.4 IPIM will appoint Advisory Board members through fair and inclusive processes based on the skills and expertise needed for the Board to fulfil the roles identified at 1 above. It will seek to appoint a diverse range of people and perspectives so as to help it understand the needs of as wide a section as possible of the community it serves, as well as to bring in relevant skills and experience from outside the IP sector.

4.5 An Advisory Board member may withdraw their membership at any time by giving notice in writing to the IPIM Secretary.

4.6 IPIM may remove an Advisory Board member, in particular for acting in a way that is contrary to these terms of reference, but must consult first with the other Advisory Board members and provide good reasons for doing so.

## **5 Meetings**

5.1 IPIM and the Advisory Board will agree when to meet. The Board may in addition organise its own meetings, and/or request an additional meeting with IPIM if a subject of special interest arises.

5.2 Advisory Board meetings (including those with IPIM) may be held remotely, for instance by teleconference or video conference.

5.3 The Board will appoint a Chair for its meetings from among its members, and re-appoint them annually.

5.4 Where the Board members need to reach agreement on a matter, including the appointment of a Chair, a simple majority of voting members will suffice. Voting may be by any appropriate means, including in person at a meeting, by proxy, by telephone or by electronic means. Each member will have one vote.

5.5 IPIM members may attend any Advisory Board meeting, by agreement of a majority of the Board members (such agreement not to be unreasonably withheld), but will not be eligible to vote.

## **6 Involvement of the community**

- 6.1 The Advisory Board may, with IPIM's agreement, consult directly with the community of UK-based IP professionals before taking significant decisions.
- 6.2 Information about the Advisory Board's work will be made available to that community. This will include the Board's membership, terms of reference, activities and decisions.

## **7 Committees and working groups**

The Advisory Board may appoint committees or working groups to undertake parts of its work as it sees fit. Non-members of the Board may be co-opted onto such committees or working groups if the members consider this appropriate so as better to fulfil the Board's roles.

## **8 Remuneration**

- 8.1 Membership of the Advisory Board is a voluntary role and is not paid.
- 8.2 Advisory Board members may however be appointed by IPIM as executive staff<sup>3</sup> in order to perform specific tasks, in which case they may be remunerated for that work.
- 8.3 Reimbursement of Board members' out-of-pocket expenses, for example for travel to face-to-face Board meetings, will be considered by IPIM on a case-by-case basis.

## **9 Intellectual property**

- 9.1 Advisory Board members may use the brand names IP Inclusive and Careers in Ideas, and the IP Inclusive logo appearing at the top of these terms of reference, to indicate their membership, or otherwise in association with activities agreed by, and in a manner approved by, IPIM.
- 9.2 Subject to 9.3 below, intellectual property generated by a Board member in carrying out their duties under these terms of reference will belong to the relevant member, who will grant IPIM a royalty-free licence to use such intellectual property in pursuit of its objects.
- 9.3 Goodwill accruing to the IP Inclusive and Careers in Ideas brand names as a result of activities carried out as an Advisory Board member will belong to IPIM.

---

<sup>3</sup> See section 8 of the IPIM constitution

## **10 Terms of reference**

IPIM may change these terms of reference, but in doing so will take due account of recommendations and input from Advisory Board members.

## **Annex: IPIM constitution**