

IP Inclusive Advisory Board

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 (hereafter “the Board”) will guide and support IPIM and its executive staff in pursuing IPIM’s objects¹.
- 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 the 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 the community it serves².
 - 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 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 act for the benefit of the community of UK-based IP professionals and those they work with, and also of those wishing to join that community.

¹ See section 2 of the IPIM constitution

² See section 2.2 of the IPIM constitution

2 Relationship with IPIM

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

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

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

2.4 The 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 Members of the Board 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 Board the minutes of its meetings and associated meeting papers. IPIM reserves the right to withhold items deemed to be of a sensitive or confidential nature.

3 Membership

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

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

3.3 Membership will normally be for a period of three years, unless IPIM believes, taking account of recommendations from the Board, that it is appropriate for a member to serve for a longer period due to the nature of their contribution to the Board's work or to ensure appropriately staggered re-appointments. In this case a majority of the other members of the Board must agree to the extension of the membership term, which must be for a finite period. The extended membership term must not exceed six years.

4 Appointment and removal of members

4.1 Members of the Board will be appointed by IPIM, taking due account of recommendations and input from existing Board members and aiming for a Board membership of from 10 to 30 individuals.

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

4.3 Any individual may apply to join the 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 members of the Board 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 A member of the Board may withdraw their membership at any time by giving notice in writing to the IPIM Secretary.

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

5 Meetings

5.1 IPIM and the 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 The Board's meetings (including those with IPIM) may be held remotely, for instance by teleconference or video conference.

5.3 IPIM will appoint a Chair for the first meeting of the Board. The Board will appoint a Chair for its subsequent meetings from among its members. The Chair will be re-appointed annually by the Board.

5.4 Where members of the Board 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 meeting of the Board meeting, by agreement of a majority of the Board's members (such agreement not to be unreasonably withheld), but will not be eligible to vote.

6 Involvement of the community

6.1 The 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 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 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 Board considers this appropriate so as better to fulfil its roles.

8 Remuneration

8.1 Membership of the Board is a voluntary role and is not paid.

8.2 Members of the Board may be appointed by IPIM as executive staff³ in order to perform specific tasks, in which case they may be remunerated for that work.

8.3 Reimbursement of the Board's members' out-of-pocket expenses, for example for travel to face-to-face meetings of the Board, will be considered by IPIM on a case-by-case basis.

9 Intellectual property

9.1 Members of the Board 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 member of the Board in carrying out their duties under these terms of reference will belong to the relevant member, who will grant IPIM an irrevocable, royalty-free licence to use such intellectual property in any way 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 a member of the Board will belong to IPIM.

³ 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 members of the Board.

Annex:

IPIM constitution

IP Inclusive Management (IPIM) is an unincorporated association responsible for the governance of the IP Inclusive initiative (www.ipinclusive.org.uk). This is its constitution.

Note that this version of the constitution was adopted at an IPIM meeting on 7 June 2021 and replaces all previous versions.

1 Name

- 1.1 The name of the association is “IP Inclusive Management”, referred to in this constitution as “IPIM”.
- 1.2 IPIM also carries out and/or directs activities under the names “IP Inclusive” and “Careers in Ideas”.

2 Objects

- 2.1 IPIM’s objects are to promote and improve equality, diversity, inclusivity and wellbeing in the UK’s IP (Intellectual Property) professions.
- 2.2 It acts for the benefit of the community of UK-based IP professionals and those they work with, and also of those wishing to join that community.
- 2.3 IPIM will oversee the activities carried out, in pursuit of such objects, under its IP Inclusive and Careers in Ideas brand names. It will hold and be responsible for the assets and liabilities which accrue as a result of such activities, including financial donations and goodwill in its brand names.
- 2.4 The activities may include, without limitation, the establishment and administration of “best practice” Charter schemes; promoting the IP professions upstream of the point of entry, and associated outreach work to diversify intake; training and awareness-raising events and resources; and support for specific groups of IP professionals and their allies (including through events, resources, networking opportunities and lobbying). The activities may be carried out by or through IP Inclusive’s networking and support communities, its regional networks, its Careers in Ideas campaign and/or its other working groups or networks.
- 2.5 IPIM will not undertake political campaigning or activities intended to support political campaigning.
- 2.6 For the present purposes “IP professionals” encompasses any individual who works in the IP sector and includes, *inter alia*, patent attorneys; trade mark attorneys; barristers and solicitors

working in IP; staff within IP registering offices; patent and IP managers; IP administrators, secretaries and paralegals; IP licensing executives; information scientists, searchers, translators and any other professionals (including HR and management professionals) working in IP or with other IP professionals; those who provide representative, support or advisory services to IP professionals; and employers, managers and regulators of IP professionals. The term also encompasses individuals who have previously worked in the IP sector but no longer practise there.

2.7 “UK-based” IP professionals are those whose IP-related work is or was carried out principally within the UK or who work(ed) for organisations having a UK base.

3 Membership

3.1 IPIM will have from three to ten members.

3.2 Any UK-based IP professional, as defined at 2.6 and 2.7 above, is eligible to be a member of IPIM if they agree to support its objects.

3.3 New members must be approved by a majority of the existing IPIM members.

3.4 IPIM may by resolution establish requirements for becoming or remaining a member (including the membership term), and/or categories of membership and the rights and responsibilities thereof, and/or changes to the number of members.

3.5 A member may withdraw from membership of IPIM by providing written notice to the Secretary.

3.6 IPIM may by resolution expel any member, in particular for acting in a way that is contrary to its objects.

4 Meetings

4.1 IPIM will meet at least three times a year. Its meetings may be held remotely, for instance by teleconference or video conference. If any subject of special interest arises, a meeting may be called by any three members by notice to the Secretary.

4.2 Minutes will record IPIM’s resolutions and other matters agreed by the members present at its meetings.

4.3 Non-members may attend IPIM meetings, by agreement of a majority of its members, but will not be eligible to vote.

4.4 IPIM will additionally hold an Annual General Meeting (AGM), which will be open to all UK-based IP professionals to attend. IPIM will, in its decisions and activities, take appropriate account of the views of those present at the AGM.

4.5 A special general meeting may be called by a majority of IPIM members if they believe the views of other IP professionals should be sought on a subject of particular interest or importance. Such special general meetings will be open to all UK-based IP professionals to attend.

5 Voting

5.1 IPIM resolutions will be carried by a simple majority of voting members, except that any resolution to amend this constitution or to expel a member will require a majority of at least two thirds of those voting. 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.

5.2 Subject to 5.1 above, IPIM Officers will have the power to determine the means of voting to be adopted and will have conduct of the voting procedure.

6 Officers

6.1 IPIM will have a Chair, a Secretary and a Treasurer, who will be its Officers. The role of either the Chair or the Secretary (but not both) may be carried out by a non-member in which case they will be a non-executive Officer. Non-executive Officers may not enter into contracts on IPIM's behalf or deal with its financial or other assets. Non-executive Officers may only be appointed by agreement of a majority of the members.

6.2 In all other circumstances the Officers may be authorised by the other members to act individually or jointly on IPIM's behalf, including to enter into contracts and to deal with its financial and other assets. These powers may also be vested in IPIM members other than the Officers, by majority agreement.

6.3 The Officers will be elected at the AGM and will remain in office until the end of the next AGM. Nominations for election must be received by the Secretary before the AGM. There will be separate ballots for the Chair, Secretary and Treasurer who in each case will be the candidate securing the most votes. In the case of a tie which is material to the outcome, the tied vote will be resolved by lot.

7 Advisory board

7.1 IPIM will appoint a non-executive advisory board to guide and support its work.

7.2 Membership of the advisory board will be open to any UK-based IP professional as defined at 2.6 and 2.7 above, other than an IPIM member, and also to individuals outside the IP sector with relevant expertise.

7.3 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.

7.4 Subject to 7.2 and 7.3 above, IPIM will decide the terms of reference for the advisory board.

7.5 IPIM will meet with the advisory board at least twice a year. It will consult with the board over its key decisions and take due account of the board members' input when pursuing its objects.

8 Executive staff

8.1 IPIM may delegate aspects of its duties, in particular the day-to-day management of IP Inclusive, to one or more executive staff. These executive staff may be either members or non-members of IPIM or its advisory board.

8.2 IPIM will decide the job descriptions, powers and responsibilities for such executive staff, the terms on which it interacts with them and the things they are authorised to do on its behalf.

8.3 IPIM may authorise its executive staff to appoint and/or manage other staff on its behalf.

8.4 Executive staff may be remunerated and their out-of-pocket expenses reimbursed, whether or not they are IPIM members. They may be appointed either as employees of IPIM or as independent contractors. IPIM will decide the level of remuneration in each case.

8.5 IPIM will publish the job descriptions and remuneration levels for all its executive staff.

9 Committees and working groups

IPIM may appoint committees or working groups to review or undertake any matters as it sees fit. Non-members of IPIM may be co-opted onto such committees or working groups if the members consider this appropriate so as better to further its objects.

10 Involvement of the community

10.1 Where appropriate and feasible, IPIM will consult with the community of UK-based IP professionals before taking significant decisions or actions, including through its AGM, through the advisory board and through IP Inclusive's communities and networks.

10.2 Information about IPIM's work will be made available to that community. This will include IPIM's membership and constitution, its activities and decisions, the minutes of its meetings, its future plans, relevant reviews such as impact and risk assessments, and details of its executive staff and their remuneration.

10.3 In particular IPIM will publish (a) an annual report of activities carried out under the IP Inclusive and Careers in Ideas brand names and (b) an annual financial report, for presentation to and approval by the AGM. It will also publish an annual business plan and budget.

11 Financial matters

11.1 IPIM will operate on a not-for-profit basis. All of its income will be used in pursuit of the objects defined at 2 above.

11.2 IPIM will be responsible for securing and handling the finances associated with activities carried out, in pursuit of its objects, under the IP Inclusive and Careers in Ideas brand names. This includes the keeping of appropriate records, compliance with statutory reporting requirements and the mitigation of financial risk.

11.3 IPIM may raise funds for its work in any appropriate manner, including through donations and grants from both within and outside the IP sector. It will publicly account for its fundraising methods, the money it raises, the way in which that money is spent, and the source of any individual donation representing more than 15% of its budget for the relevant year.

11.4 IPIM members will not receive any dividends or other income as a result of their membership, other than remuneration if applicable under 8 above.

12 Indemnities and insurance

IPIM will indemnify its members against liabilities incurred as a result of its work, except such as may arise from a member's wilful act or default. IPIM will procure appropriate liability insurance for this purpose.

13 Intellectual property

13.1 IPIM members may use the brand names IP Inclusive and Careers in Ideas, and the IP Inclusive logo appearing at the top of this constitution, to indicate their membership, or otherwise in association with activities agreed by, and in a manner approved by, the other members.

13.2 Intellectual property generated by a member in carrying out their duties under this constitution will belong to IPIM. This includes goodwill accruing to the IP Inclusive and Careers in Ideas brand names.

14 Equality, diversity and inclusion

14.1 IPIM will recruit, manage and promote personnel (including its own members, advisory board members and executive staff) through fair and inclusive processes based on the skills and expertise needed for pursuing its objects.

14.2 IPIM recognises the potential impact of unconscious bias and will take steps to mitigate its impact on IPIM's work. In particular it will seek to appoint personnel, to consult and to allocate roles in a way that involves a diverse range of people and perspectives.

15 On dissolution

If IPIM is dissolved, any assets remaining after its liabilities have been settled will be donated to an organisation of its choosing, the objects of which align with those in 2 above.