

TERMS OF REFERENCE



RESEARCH COMMITTEE

Reports to: UHN Board of Trustees

Approved: November 16, 2022

Last Reviewed: November 16, 2022

ROLE

The Research Committee (the “**Committee**”) monitors and evaluates UHN’s Science and Research portfolio (“**Research**”) and provides recommendations to the UHN Board of Trustees (the “**Board**”) with respect to discovery and innovation, translation, clinical, health services, and education research, as well as commercialization activities.

RESPONSIBILITIES

To provide strategic oversight and to review, assess, and make recommendations to the Board in accordance with the responsibilities below. Additionally, and as appropriate, to bring other research matters to the attention of the Board and to address other relevant matters at the Board’s request.

1. Strategy and Planning

- a) Periodically, to receive updates on the development and implementation of the Research Strategy and make recommendations to the Board with respect to performance against strategy and associated considerations and risks.
- b) Periodically, or as needed, to assess the commercialization of UHN intellectual property and make recommendations to the Board with respect to the development and implementation of the Research Commercialization Strategy, including performance against strategy and associated considerations and risks.

2. Financial Performance and Sustainability

- a) Regularly, to monitor performance against approved budget and the mitigation of any material budget variances, as well as the long-term financial sustainability of Research. Relevant recommendations are made jointly to the Board by both the Committee and the Finance and Audit Committee.
- b) Regularly, to receive updates on financial performance related to commercialization, including returns and milestones.
- c) Regularly, to receive a multi-year financial forecast for Research and make recommendations related to the affordability and sustainability of the research enterprise over time and any risks. In respect of this item, recommendations are made jointly to the Board by both the Committee and the Finance and Audit Committee.
- d) As needed, to review and evaluate Research funding sources and associated requirements, within the context of financial performance and sustainability.

3. Risk

- a) At least twice annually, to receive and review a Risk Report specific to the responsibilities of the Committee to ensure that adequate strategies and processes are in place for UHN to appropriately respond to significant uncertainties in the operations and strategic initiatives of research. These include but are not limited to risks to research funding, relationship management, and clinical trial liabilities.



- b) To ensure that any significant threats or opportunities relevant to the matters overseen by the Committee are appropriately reported to the Board and, as needed, to make recommendations to the Board with respect to their management.

4. Policies and Procedures

- a) Periodically, or as required, to review key Research policies and procedures, including those that have a significant impact on research talent recruitment and retention, research finance, commercialization of UHN intellectual property, research integrity, and research risk.
- b) As needed, to receive information on changes in the regulatory environment, associated considerations and risks to Research, and management's actions to ensure compliance.

MEMBERSHIP AND VOTING

- **Independent Trustees (Voting):** A minimum of two (2) Independent Trustees
- **Ex-Officio Trustees (Voting):** Board Chair (or designate); President & CEO; Chief Nursing Executive; University of Toronto representative
- **Ex-Officio Other (Voting):** Chair of the Princess Margaret Cancer Foundation Board (or designate); Chair of the UHN Foundation Board (or designate)
- **Ex-Officio (Non-Voting):** Executive Vice President, Science & Research; Executive Vice President, Education & Chief Medical Officer; Executive Vice President and Chief Financial Officer; Medical Staff Association representative
- **Other:** Such other persons as the Board may from time to time appoint, provided that at least one-third of the voting members of the Committee are Independent Trustees.

CHAIR

- An Independent Trustee appointed by the Board.

MEETING FREQUENCY

- At least four (4) times per year at the call of the Chair, or as requested by the Board.

QUORUM

- Forty percent (40%) of voting members.

RESOURCES

- Executive Vice President, Science & Research, UHN