



OPTiMA Centre Executive Committee Terms of Reference

The purpose of the OPTiMA Centre Executive Committee is to develop strategies and vision for the future relative to the proposed goals and objectives of the Centre and create better linkages between academia, industry, and government. The Committee will offer advice to the Director, the Centre Manager and the Administering Organisation regarding the research direction of the Centre, the structure and general operating principles of the Centre, and intellectual property and commercialisation management.

The OPTiMA Centre Executive Committee must be run in accordance with the requirements as laid out in the Participants Agreement as outlined below. The Committee will meet monthly, either in person or via teleconference, in a timeslot that complies with OPTiMA's equity, diversity and inclusion policies (10 am-3 pm).

1) OPTiMA Centre Executive Committee Terms of Reference as laid out in the Participants Agreement.

- a) The Parties agree to establish a Centre Executive Committee as soon as practicable after the Commencement Date, the initial members of which will be:
 - i) the Training Centre Director;
 - ii) the Training Centre Deputy Director;
 - iii) the Training Centre Manager;
 - iv) each Research Program Leader; and
 - v) one member appointed by each Other Eligible Organisation not represented under paragraphs (i) to (iv) above (if any).
- b) The chair of Centre Executive Committee will be the Training Centre Director.
- c) The Centre Executive Committee is responsible for advising the Training Centre Director on matters relating to the implementation of the Training Centre and the Projects.
- d) The Centre Executive Committee must:
 - i) meet in person (or by technological means) on a sufficiently regular basis to ensure that it adequately carries out its functions, but not less frequently than monthly;
 - ii) receive, review and evaluate all such Project Proposals as the Training Centre may receive from any Party from time to time, and make recommendations to the Training Centre Director for the adoption or rejection of each such Project Proposal based the merits of the relevant Proposal;
 - iii) approve the admission, substitution and removal of new parties to the Training Centre;
 - iv) approve the appointment and removal of any Research Program Leader or Specified Personnel;
 - v) facilitate the delivery of Projects so as to meet the requirements of the Funding Agreement and any Key Performance Indicators for the Training Centre;



- vi) conduct an annual review of all extant Projects at the end of each Year during the Term to ensure the Training Centre Objectives, and the Parties' expectations are being met;
 - vii) exercise leadership, enterprise, integrity and judgement to ensure the Training Centre's continuing and lasting prosperity and at all times act in a manner based on transparency, accountability and responsibility;
 - viii) obtain input from the Industry and International Partner Organisations, Other Eligible Organisations and Other Organisations as required, including to better understand their respective capacity and areas of expertise that may be able to be made available for the conduct of the Activities; and
 - ix) carry out any other functions imposed on Centre Executive Committee under this Agreement or as may be necessary for the monitoring, management, and direction of the Training Centre in accordance with this Agreement or the Funding Agreement.
- e) The Centre Executive Committee will report to the Parties:
- i) formally, by providing a written report on the activities to the Industry Advisory Committee and the Scientific Advisory Committee during the previous reporting period on a six-monthly basis; and
 - ii) informally, through open communication between each Party and the individual that Party has appointed to the Industry Advisory Committee.
- f) The Centre Executive Committee decisions must be made by a majority of those present at the meeting provided always that a minimum of 3 people must be present and that must include at least one representative from each Eligible Organisation.
- g) The Centre Executive Committee does not have any authority or power to act for, or to create or assume any responsibility or obligation on behalf of, or to waive or modify the rights of, any Party. For the avoidance of doubt, The Centre Executive Committee does not have the power to alter any provision of the Partnership Agreement or any Project Agreement.

2) Additional terms agreed upon by the OPTiMA Centre Executive Committee (04/06/2021)

- a) The Centre Executive Committee will also be responsible for providing advice and recommendations to the Centre Director including but not limited to:
- i) Develop and implement strategic plans, including implementation of agreed recommendations from the Advisory Committees (IAC and SAC).
 - ii) Develop the Operational Plan, key performance indicators, and endorse the Centre's business plan as required.
 - iii) Approval of the Centre's annual budget and quarterly forecasts.
 - iv) Approval of quarterly activities of the Centre operationalised by the Centre Manager.
 - v) Monitor and act on risks associated with the significant projects which underpin the deliverables for the Centre.
 - vi) Monitor the progress of milestones for the ARC ITTC projects.



- vii) Establish and dissolve any required sub-committee to execute identified ARC ITTC deliverables where additional expertise and focus is required.
- b) In all its decisions, it will follow the guidelines of the Centre's Equity, Diversity and Inclusion policy; this includes but is not limited to:
 - i) Promoting gender equity when nominating for its advisory committees;
- c) In all its decisions follow the guidelines of the Centre's Education and Training policy, this includes but is not limited to:
 - i) Support the inclusion of at least one ECR on each of its advisory committees.
- d) Standing items as stated below:
 - i) Industry engagement
 - ii) Update from the theme leaders
 - iii) Update from the sub-committees, as submitted by email to the Centre Manager
- e) The meeting time will be the first Friday of each month, 10 am – 12 pm.

3) OPTiMA Centre Executive Committee Members 15 April 2021

Role	Name	Node
Centre Director, Chair	Kate Smith-Miles	University of Melbourne
Deputy Director, Deputy Chair	Peter Stuckey	Monash University
Centre Manager, Minutes	Charlotte Hurry	OPTiMA
Chief Investigator	Guido Tack	Monash University
Chief Investigator	Andreas Ernst	Monash University
Chief Investigator	Adrian Pearce	University of Melbourne
Chief Investigator	Doreen Thomas	University of Melbourne
Chief Investigator	Rob Hyndman	Monash University
Chief Investigator	Peter Taylor	University of Melbourne