

# Terms of Reference

## Management structure “The microbial challenge – an emerging threat to human health”, a Joint Programming Initiative on Antimicrobial Resistance (JPIAMR)

### The Management Structure

#### Composition

The management structure shall be composed of:

- a Management Board (MB)
- a Steering Committee (SC)
- a Scientific Advisory Board (SAB)
- a Secretariat

The “Management Board” (MB) will be the decision making body. It will have a variable number of strategic “Working Groups” to implement different tasks. It will also set a “Core Call Steering Group” that supervise and provides harmonisation to all the Joint Call Steering Groups. The MB will seek advice from the Scientific Advisory Board on the Strategic Research Agenda and related matters. The Steering Committee will support the Management Board in all aspects concerning the preparation and implementation of decisions. The Secretariat will organise the day to day management of the management structure and implement those tasks assigned to it by the Management Board and the Steering Committee. It will take the necessary actions and will report accordingly to the MB and the SC. The MB also seek advice from the Stakeholder Forum.

The JPAMR Management bodies will exert their mandate with the utmost regard to transparency and fairness. Decisions will be governed by equal treatment and taking ethically relevant aspects in due account. In order to tackle major societal challenges, continuity of the management structure shall be ensured.

#### Participants

Any Member State of the European Union (EU) or any State associated to the European Framework Programme willing to participate in the present joint programming initiative can be represented. Countries outside the EU can also apply to become members according to the conditions established in the “JPIAMR Membership Policy”. Active contribution to the activities of JPAMR is expected. Active participation in the MB Working Groups is expected.

All participating States are represented in the Management Board. The MB national representatives must represent their country and not only their organisation.

Membership in the JPAMR initiative is terminated if the respective member country has put its wish in writing to the Chair of the Management Board, who in turn informs all its members.

See the full JPIAMR Membership Policy (Annex 1) <http://www.jpiamr.eu/about/how-to-become-a-member>

# 1. The Management Board (MB)

## Mandate

- Establishing a shared vision of the nature of the challenge, the opportunities and threats associated with it, the added value of joint work and the impact which a joint initiative could have over time, to combat antimicrobial resistance.
- Specifying the objectives of the initiative and appropriate indicators to monitor and evaluate its progress.
- Establishing and update a strategic research agenda and its implementation.
- Identifying areas of collaborations and joint activities across Europe and beyond within AMR that add value and show impact.
- Raising the profile of JPIAMR nationally and internationally. Reporting at the political level.
- Using the SRA as a supporting document nationally and internationally.
- Communicating and/or coordinating with other European initiatives, national programmes and agencies (e.g. EC, DG R&I, DG SANTE, IMI, ESFRI initiatives) and internationally through WHO, and other global initiatives relevant to AMR (e.g. TAFTAR)
- Adopting documentation and final decisions.

## MB procedures

The MB will also decide on:

- Procedures to establish the management structure including:
  - a. the Scientific Advisory Board (rights to suggest candidates, selection criteria, decision on final composition, approval of changes), its role, and its interaction with the MB
  - b. the Steering Committee, its role and its interaction with the MB
  - c. the Secretariat, its location, host
- The necessary budgetary arrangements for the management structure.
- The approval of memberships joining the JPAMR initiative.
- Changes of the Terms of References.
- Procedures in regards of the framework conditions (e.g. evaluation framework, IPR guidelines, establishing expert groups or working groups, etc.)

In order to perform these tasks, the MB will delegate specific tasks to the SC at MB meetings and the SC reports back to the MB. The Steering Committee will play a key role in driving the initiative and supporting the MB. Task leaders of the WGs will work in close collaboration with the SC and they will report to the MB. The MB can set a Call Core Group to supervise the activities of the different Joint Calls Secretariats and they will report to the MB.

The MB will consult and make available documentation to the Stakeholders Forum. In the deployment of activities the SC and the Secretariat will work closely with the Stakeholders when relevant.

## Membership in the Management Board

JPIAMR Membership model:

- Members
- Observers
- Partners

Membership rights and responsibilities:

Members:

- The nominated Management Board member has a governmental mandate (coming for instance from ministries, research organisations, funding bodies, research councils and others) and are nominated by the competent Ministry.
- All Members are represented in the Management Board (with a maximum of 2 representatives, one should be appointed as the voting member)
- They have voting rights, each Member Country has 1 vote
- Active contribution to the activities of JPIAMR is expected from countries represented by the Management Board member:
  - o Attend regularly Management Board meetings
  - o Be a member of at least 1 MB Working Group
  - o Participate in some of the Joint Actions Answer to the official JPIAMR surveys
  - o Contribution to JPIAMR operations:
  - o Contribute in-kind for the time for participation in meetings, workshops and Working Groups events and travel costs of member's representatives
  - o Contribute in-kind with the organisation of some of the JPIAMR meetings or workshops
  - o If in the future financial fees are decided to be set by the MB its members would have to contribute:
    - if a member do not pay the fee it should be moved to "observer status"
    - a country cannot maintain "observer status" for many years, they should become a full member within 2 years.
- Each representative will be responsible to transport the recommendations of the MB to the national decision making body and be instrumental in arranging structural and financial support at national level.
- If none of the nominated representatives will be able to attend a certain meeting, a deputy/proxy may participate instead. This should be communicated to the Secretariat in writing by a nominated Management Board member in advance.

#### Observers:

- The Observers are represented in the Management Board (with a maximum of 1 representative)
- They do not have voting rights
- They cannot be a member of the Steering Committee
- Active contribution to the activities of JPIAMR is expected:
- Attend regularly Management Board meetings
- Be a member of at least 1 MB Working Group
- Participate in some of the Joint Actions
- Answer to the official JPIAMR surveys
- Contribution to JPIAMR operations:
- Contribute in-kind for the time for participation in meetings, workshops and Working Groups events and travel costs of member's representatives
- After 2 years its membership status should be evaluated.

#### Partners:

- Involvement in specific JPIAMR activities only
- Information on JPIAMR activities
- Participation does not imply a role in JPIAMR governance

Any accession and/or change of nominated persons shall be addressed to the Secretariat without delay.

### **Chairmanship of the Management Board and election**

The Management Board shall have a Chair and a Vice Chair. A Search Committee will prepare nominations for chair, vice chair and Steering Committee positions and present these for the MB prior to elections. The Search Committee should make sure that the nominated candidates agree to take on the task. The Search Committee should strive to find a constellation of member representatives for the positions that together constitute the best leadership for JPIAMR. The Search Committee should carefully respect ethical standards such as conflict of interest issues and gender equality. The Search Committee consists of three members of the MB, representing different Member Countries. The three members of the search committee are not electable. The MB would also be able to elect candidates beyond the ones proposed by the Search Committee.

The Chair shall be elected from candidates nominated by a Member Country and shall have the financial support and endorsement of the Member Country. Candidates does not necessary have to be a Member of the Management Board. The vice-Chair shall be elected from the Management Board. They have a mandate of 2 years. The Vice Chair shall automatically take the place of the Chair if the Chair is prevented from attending to his/her duties. The terms of office of Chair and Vice Chair shall begin on the first day after their predecessors' terms of office, with the possibility of one reappointment. The Vice Chair is eligible to be elected Chair for up to two consecutive terms also after serving one or two terms as Vice Chair.

The Chair shall have a neutral function and shall not participate in the voting.

### **Meetings of the Management Board**

The Management Board shall meet at least twice a year. Additional meetings may be requested by any of the members of the Management Board. The date and place of the meetings shall be decided by the MB at its preceding meeting. Special attention has to be paid to the **fulfilment** of the quorum for these meetings.

### **Agenda and preparatory documents**

A draft agenda for an MB meeting shall be drawn up by the Steering Committee, based on proposals from members of the Management Board and from the Scientific Advisory Board. It shall contain in addition any items requested by the Chair. A draft agenda should be forwarded to the members of the Management Board. It shall be adopted at the beginning of each meeting.

The draft agenda for an MB meeting, together with the relevant material for decision-making will be forwarded to the members in the name of the Chair by the Secretariat, at least 10 working days prior to each meeting.

Points requiring decisions shall be indicated in the agenda, the respective documents have to be available according to the rules laid down above. With the agreement of the members present or represented and providing the quorum rules are fulfilled, urgent questions may be added to the agenda at any time prior to the end of the meeting. Points requiring a vote cannot be added to the agenda during the meeting unless there is a unanimous agreement to vote on such a point and all countries represented in the MB are present. Items on the agenda may be deleted or carried over to a subsequent meeting with the approval of the members present or represented.

### **Admission of observers or other experts to the meetings of the Management Board**

The Chair (or one of the members) of the Scientific Advisory Board should attend the meetings of the Management Board. The Chair, vice Chair or a member of the Scientific Advisory Board has an observer status.

Representatives from the European Commission can attend the Management Board meeting as non-voting members.

The Head of the Secretariat, or another representative from the Secretariat, shall attend the meeting of the Management Board, Steering Committee and Scientific Advisory Board.

If items on the agenda need additional expertise, external experts can be invited to the meetings of the MB.

### **Quorum**

To ensure the quality of the discussions at least the representatives of more than half of the member countries shall constitute the quorum necessary for the meeting to be valid. In the absence of the quorum, the Chair will search an alternative solution such as discussion on important matters followed by a written procedure or shall close the meeting and convene another one as soon as possible.

### **Voting**

The Management Board shall take its decisions as far as possible by consensus. However, in absence of consensus, decisions shall be taken by a voting of its members present, upon suggestion from the Chair. The absence of one or several members does not affect the result of the vote as long as the quorum is respected.

Each member country shall have one vote in the Management Board, irrespective of the number of its representatives. The vote shall be indivisible. If the voting member cannot attend a specific meeting, the vote transfers to the second representative automatically if present. Other representatives sent as deputies for nominated Management Board members are allowed to vote if they have a written mandate from the voting member. The mandate can concern a specific vote or give the full mandate to vote on their behalf in any of the decisions.

The required majority differs with different issues:

Changes to the ToR: 2/3 of all countries represented in the MB  
Adoption of the SRA: 2/3 of all countries represented in the MB

Procedures to establish the SRA: 50% of all countries represented in the MB

Suggestions for specific initiatives: any number of countries willing to participate is enough

All other decisions of the MB shall be taken by simple majority of the members present or represented.

Each decision adopted by the Management Board shall be recorded. A statement of the views may be entered in the minutes along with the decision, if a member so requests.

In exceptional cases, a vote in writing may be placed and forwarded to the Chair and Secretariat before the meeting.

### **Written procedure**

Decisions of the Management Board are taken during meetings. In exceptional cases, where circumstances do not allow for a meeting, decisions of the MB might also be taken by written / electronic procedure. The members of the MB have 10 working days to approve or reject a decision. The absence of reaction is considered as a neutral position. The members are informed without delay on the outcome of a written procedure.

### **Transmission of final documents/ Minutes of meetings**

The draft minutes, with the attendance list, and the decisions taken shall be forwarded to the members not later than 10 working days after the end of each meeting.

Comments and/or objections need to be forwarded to the Chair within 10 working days of receipt of the draft minutes, with copy to each member.

The finalization of the documents should not exceed more than 30 working days including answers and exchange to comment and/or objections.

The draft minutes shall be definitively approved at the beginning of the next MB meeting.

### **Conflict of Interest**

A member of the Management Board shall not participate in any decision where a situation or circumstance of personal or professional nature can compromise his/her availability to decide in the interest of best performing his/her objectives and tasks.

If a member of the Management Board considers himself/herself to be in a situation of potential conflict of interest he/she shall raise the issue with the Chair, who in turn shall inform the MB. The MB has to decide whether he/she may participate in the discussion. The MB will take a decision listing the situations considered as conflict of interest.

A member in the Management Board may not simultaneously be:

- member of the Scientific Advisory Board
- member of the Secretariat
- the coordinator of a project associated with the JPAMR initiative
- evaluator or reviewer of proposals submitted to a Call of the JPAMR initiative.

### **Confidentiality/Transparency**

Members or any other person present in the Management Board shall respect the confidential character of the discussions of the Management Board.

Observers and experts are expected to keep confidentiality of meeting discussions and outcomes.

## **2. The Steering Committee**

A Steering Committee (SC) shall be established among the members of the Management Board.

Its mission is:

- To provide steering direction of the JPIAMR and strategic input to deliver its mission.
- To assist the Management Board in setting up the meeting agendas, and agreeing documentation if needed.
- To oversee the work of the Secretariat and specify the tasks to be carried out by it.
- To mandate input /work to the SAB.
- Represents the JPIAMR at strategic meetings.

The SC will be composed of the Chair, Vice Chair and three or four other members from the Management Board. The Steering Committee shall represent different countries. The Search committee will prepare nominations and propose new members of the Steering committee. The Steering committee is elected by consensus or by voting. Steering Committee members other than Chair and Vice-Chair can stay in the Steering Committee for a total maximum of two straight 2-year terms (i.e. for 4 years total, not counting possible terms as Chair, Vice-Chair or former Chair), after which they would have to leave the Steering Committee for at least one 2-year period. The tasks of the Steering Committee will be specified by the Management Board. The Steering Committee will report back to the MB before or at the MB-meetings.

## **3. The Scientific Advisory Board (SAB)**

### **Mandate of the Scientific Advisory Board**

The Scientific Advisory Board (SAB) shall assist the Management Board (MB) in all matters of scientific interest, including establishing the Strategic Research Agenda (SRA), and proposing scientific priorities based on societal needs and new scientific evidence. It shall support the MB activities to implement the SRA according to a realistic timeline upon demand of the MB.

The roles of the SAB are to:

- Provide input to the SRA and to give recommendations on the implementation of the final SRA with variable participatory arrangements and a definition of mid and long term objectives.
- Suggest priorities for each domain (i.e. scientific, medical, social), and their expected outputs, after having taken in consideration national and EU activities.

- Provide input on the nature of joint research activities and joint calls, including scientific projects, human resources and capacity building actions, or coordinated use of infrastructures.
- Deliver strategic advice to the Management Board and/or Steering Committee on scientific issues including collaborative actions.
- Provide advice on any other matters regarded as important to reach the objectives of JPIAMR.
- Provide input regarding reviewing calls topics and evaluating project proposals and follow ups of projects.
- Provide description of the state of the art in the latest scientific trends or results.

The SAB will set up its Rules of Procedure – in conformity with the Terms of Reference– that shall be approved by the MB.

SAB members should act in an individual capacity, independent of national or institutional affiliation, without any interests of any scientific community, country, stakeholder or lobby.

### **Composition of the Scientific Advisory Board**

Members of the SAB shall be nominated on personal merits among the most pre-eminent scientists in the field. Gender balance and JPIAMR member states representation needs to be considered. The Scientific Advisory Board shall not have more than 15 scientists, and should contain representatives from outside of Europe or scientists having international affiliations.

Their independence and integrity shall be beyond doubt.

The composition of the Scientific Advisory Board shall reflect:

- Recognised expertise and / or leadership in specific relevant fields, with the ability to bridge scientific, medical, social and policy issues, including public health.
- An understanding of the organisational and operational setting of transnational cooperation.
- Experiences with programmatic procedures and implementation of a strategic research agenda.
- The capacity to cover the themes integrated in the JPIAMR initiative.

Members of the Scientific Advisory Board shall be appointed by the MB for a term of 2 years; renewal is possible once with the approval of the MB. The MB should aim to renew half of the SAB at the end of each 2-year period.

### **Chairmanship of the Scientific Advisory Board**

The SAB members shall elect among themselves a Chair. The Chair of the Scientific Advisory Board appointment will be confirmed by the MB, for a term of 2 years, with the possibility of one reappointment with the approval of the MB.

The SAB will elect a Vice-Chair from its members by a simple majority vote and for a term of two years (preferably from the new SAB incoming members). The Chair will moderate the meetings of the SAB, with the Vice-Chair assuming this responsibility in the event of the Chair being unable to attend or in case of conflict of interests.

The Chair or the Vice Chair shall represent the Scientific Advisory Board externally and report directly to the MB. One of them shall attend the MB meetings. They should have regular interaction with the Steering Committee.

### **Meetings of the Scientific Advisory Board**

The Scientific Advisory Board shall meet at least twice a year. Meetings should be organised by the SAB Secretariat at the request of the Management Board, Steering Committee, the JPIAMR Secretariat or the Chair of the SAB.

Regular attendance to meetings by SAB members is expected and will be a consideration in the renewal process. The SAB members are also expected to participate in online meetings, consultations and surveys to provide advice to the MB.

The minutes of the meeting will be drafted by the SAB Secretariat and approved by the SAB Chair – and circulated to the SAB members within 10 working days after the meeting.

Any comments and proposals for changes have to be put in writing within 10 working days and circulated to all members of the SAB and the Steering Committee. The decision on the minutes is taken during the following meeting. The minutes are transferred to the Management Board after approval without undue delay.

A member of the Steering Committee and of the JPIAMR Secretariat should attend the meetings of the SAB as observers.

In consensus with the Steering Committee and with the help of the Secretariat, the SAB may invite collaborative ad-hoc working groups of experts and/or relevant stakeholders were necessary to support them in their tasks.

### **Quorum**

To ensure the quality of the discussions and the involvement of most SAB members, at least more than half of the members of the Scientific Advisory Board shall constitute the quorum necessary for the meeting to be valid.

In the absence of the quorum, the Chair will search an alternative solution such as discussion on important matters followed by a written procedure or shall close the meeting and convene another one as soon as possible.

### **Voting**

The Scientific Advisory Board shall take its decisions as far as possible by consensus of its members present or by majority voting. Each decision adopted shall be recorded.

### **Conflict of Interest**

If the member of the SAB considers himself/herself to be in a situation of potential conflict of interest he/she should raise the issue with the Chair of the SAB, who in turn informs the members of the SAB, according to the JPIAMR conflict of interest policy.

The SAB shall decide on whether he/she may participate in the discussion. The SAB will take a decision listing the situations considered as conflict of interest.

Conflict of interests would include any personal participation or from its own research group to a JPIAMR call. If the members of the SAB have not participated in the development of the call texts they can apply into the call however not as Coordinators.

## **4. The Secretariat**

### **Mandate of the secretariat**

The functions of the Secretariat shall include:

- Making necessary arrangements for the proper organisation and timetable of the meetings within the management structure.
- Assisting the Management Board, the Steering Committee and the Scientific Advisory Board with the preparation of documents, reviews and reports.
- Ensuring the necessary logistical coordination and communication among different bodies of the management structure (MB, SC, SAB), the additional working groups, and other relevant bodies.
- Compiling, archiving (filing) and transmitting reports and other documents (minutes of the meetings etc) submitted to it.
- Preparing the necessary budgetary arrangements to run the management structure.

Every year a report shall be submitted to the Management Board on the performance of the tasks assigned to the Secretariat.

Appropriate budgetary procedures shall be instituted to ensure the independence of the operations of the Secretariat.

**Composition of the secretariat**

The Secretariat will be hosted by an organisation which has the administrative capacity to implement decisions, monitor progress and report to the MB and one person should be the Head of the Secretariat.

Persons shall be identified in such an organisation to take responsibility for the delegated tasks, and their nomination in this capacity shall be subject to prior approval by the Management Board.

These persons shall not be the same as those ones acting as representatives of their countries in the Management Board.