

Alliance for Accelerating Excellence in Science in Africa (AESA) Independent Strategic and Scientific Advisory Board (ISSAB)

Terms of Reference

The Independent Strategic and Scientific Advisory Board (“ISSAB”) is an advisory committee established by AESA in consultation with its founding organizations, the African Academy of Sciences (AAS), Wellcome Trust, the UK Department for International Development (DfID), the Bill and Melinda Gates Foundation (B&MGF), and the New Partnership for Africa’s Development (NEPAD).

1. Remit

- a) To provide, predominantly via its meetings, advice, support, and guidance to the Director of AESA on AESA’s scientific and strategic direction, operations, and the furtherance of its mission. This will include in particular:
 - i. Advice on the scope and balance of AESA’s activities;
 - ii. Evaluation of AESA’s activities, specifically:
 - Contribution to scientific research capacity development in Africa
 - The building and maintenance of partnerships
 - Promotion of evidence-based policy-making
 - Contribution to the shaping of the continent’s science strategies
 - Transparent grant-making
 - Monitoring and evaluating investments in science in Africa
 - iii. Review of AESA’s forward plans.
- b) To provide reports of its meetings to the Director of AESA, which can then be subsequently made available to the Executive Director of the AAS, and the Board of Funding Partners.
 - i. To provide advice regarding the progress of the AESA’s scientific direction, strategy, operations and mission to the Director of AESA, Executive Director of the AAS and the funders on an *ad hoc* basis.
 - ii. For the avoidance of doubt, the ISSAB is not a funding committee and has no authority to commit funding, or recommend decisions to the funders regarding the funding of Programmes.

Modus Operandi

2. Appointment and Composition

ISSAB will comprise at least seven members. A balanced composition will be sought in the membership of the Board in relation to geographic regions, gender and scientific discipline.

The AESA Director, in consultation with the ISSAB, the Executive Director of the AAS and the funders will appoint, remove or replace all Members. Members will generally serve for three years, renewable at the discretion of the Director of AESA in consultation with the Executive Director of the AAS and the funders for a further three years.

a) Chair

The Chair will have responsibility for the calling, agenda and conduct of ISSAB meetings, for maintaining a record of proceedings and producing reports of meetings. The Director of AESA will support the Chair in these responsibilities, at the direction of the Chair.

b) Members

Members serve in their personal capacity not as representatives of the organisations by whom they are employed, engaged or with whom they are associated.

c) Observers

The AAS and the joint founder funders may appoint an observer each, who will be entitled to attend all meetings of ISSAB.

d) Invited Attendees

The ISSAB may invite persons other than the observers listed above to attend its meetings as observers or for the purpose of informing and advising Members about specific issues or generally.

3. Management of conflicts of interest

All Members, including the Chair, will declare any relevant personal, academic, professional or business interests on an ongoing basis, including in particular, prior to the consideration of an item for discussion by ISSAB in which they have such an interest.

a) The Chair shall be responsible for the proper management of conflicts of interest. Members may be excluded from the consideration of specific items in which they have an interest where this is necessary to avoid unmanageable conflict or the appearance of it.

b) Where a member believes he or she has a potential conflict of interest, the African Academy of Sciences Policy on Conflicts of Interest as amended from time to time, shall apply.

c) If a member is in any doubt as to the relevance of an interest that he or she has, such interest should be disclosed to the Chair before the meeting or, if not practicable, as soon as the potential conflict becomes apparent at the meeting. The Chair and Secretary shall determine whether the member should

absent/recuse himself or herself from the relevant part of the meeting in accordance with the provisions of the Conflicts of Interest Policy.

4. Meetings

The ISSAB will meet as frequently as it deems necessary or desirable but in any event not less than once a year.

- a) Members should endeavour to attend all meetings where possible. The meeting will be conducted by members being physically present or by teleconference depending on the availability of funding.
- b) If the Chair is not able to attend, the Vice Chair shall chair the meeting. In the absence of both the Chair and Vice Chair, a Chair will be elected from ISSAB members present.
- c) The first meeting of the ISSAB will be called by AESA Director in consultation with the AAS Executive Director. The Chair of the ISSAB will be selected by the AESA Director after consultations with the AAS Executive Director.
- d) Subsequent meetings of the ISSAB will be scheduled by the ISSAB Chair in consultation with the AESA Director.
- e) At its first meeting the first business of the Board will be to appoint a Vice-Chair who can deputise for the Chair, from among the members present, or from among the members of the ISSAB.
- f) The quorum for the proceedings of the AESA ISSAB shall be five (5) members or such other quorum as may be fixed by the ISSAB members from time to time.
- g) Following each meeting, a written report on the discussions and conclusions will be prepared by AESA and sent to ISSAB members after approval by the Chair.

5. Reporting and relationships

The ISSAB provides advice and information to the Director of AESA, which is then shared with the Executive Director of the AAS and the Board of Funders as he sees fit, or as called upon to do so by these offices.

6. Access to information and confidentiality

In order to fulfil its remit, the ISSAB is reliant on access to appropriate and timely information concerning the work, plans and activities of AESA and its staff. The AESA Director will be responsible for ensuring the ISSAB has access to such information in good time to enable it to provide timely advice on matters within its remit.

Some of the information provided to the ISSAB may be confidential. Information that is provided to ISSAB in confidence, or that is by its nature is confidential, will be treated in confidence by ISSAB members and not disclosed to third parties (including invited attendees and sub-group members) except insofar as necessary to fulfil its remit, on a confidential basis.