

NDRIO's Governance and Membership Model

Preamble

During October and November 2019, approximately 250 people attended six face-to-face and five virtual community consultation sessions. Participants were asked to provide input and advice on the governance and membership model for the new digital research infrastructure organization (NDRIO). For a summary of the key themes and input that emerged from these sessions please see *Summary of New Org Consultations: Fall 2019*.

In addition to input from the community, the model also needs to reflect principles of good governance along with a number of specific requirements (e.g. equity, diversity and inclusion, independent directors) as defined in the new organization's funding agreement with the federal government.

Governance

The governance of the new organization is made up of the following components - the Board of Directors, the Members, and the Researcher Council. All will play an important role in the governance of the new organization.

Board of Directors

Composition

- The Inaugural Board will consist of up to 15 Directors.
- The Board of Directors will have knowledge of or expertise in one or more of the following: advanced research computing (ARC), research software (RS), data management (DM); governance and financial management. International expertise in DRI will be sought as well as public and private sector perspectives.
- Individual Directors will be recruited based on an established skills and competency model. **(Note the competency model is nearing completion and will be posted for information and comment shortly – please continue to monitor this site for updates.)**
- The profile of the Board will reflect the diversity of the community in ARC, RS and DM domains. It will be a competency-based governing Board.
- Directors will be required to act independently and not as representatives of their affiliated organizations. There will be strong researcher voice to the Board through the implementation of a Researcher Council.
- At least 50% of the Directors will be independent, where independent is defined as having no material relationship with the activities of the new organization.
- The Chair will be an independent Director.

Equity, Diversity and Inclusion (EDI)

- The new organization is committed to the principles of equity, diversity and inclusion.
- Best efforts will be made to ensure EDI principles are applied to the selection of the Board, including the appointment of 50% female Directors
- Board Directors will reflect the geographic diversity of the country.

Researcher Council

- The Researcher Council will be essential to establishing a culture of service to, and engagement with, researchers.
- Members of the Researcher Council will be nominated by the voting Members with the overall membership approved by the Board.
- The Board will be responsible to ensure that the Researcher Council is multi-disciplinary and representative of the broader research community and may appoint Members as needed to fulfil this requirement.
- The Researcher Council will oversee the researcher needs assessment process, provide advice to the new organization on matters related to the delivery of services and programs for the research community, and be a conduit for engagement with the broader research community.
- The Researcher Council will be responsible for working with discipline-specific communities to ensure that the perspectives of researchers from across all disciplines are reflected when it provides advice.
- It will also be responsible for working with staff to ensure that its advice to the Board aligns with the vision, mission, and goals of the organization and is within its funding and operational parameters.

Note: The creation of the Researcher Council will be a priority activity for the Inaugural Board. It is expected that the process will be led by a researcher with oversight by the Inaugural Board and support from the new organization and/or the interim management team.

Board Operations

- Stringent conflict of interest policies and procedures will be adopted and applied.
- There will be a commitment to transparency in Board operations.

Recruitment Process

- Potential Directors will be recruited through an open and transparent process, which will include community outreach activities.
- The recruitment and assessment process will be overseen by the Applicant Board and supported by an executive recruitment firm.

- Potential Directors will be vetted by a selection committee made up of members of the Applicant Board and additional community members and/or external resources.
- Best efforts will be made to present a full slate of Directors to the Members at the first general Members' meeting planned for the first quarter of 2020.
- Following the appointment of the Inaugural Board, new (or additional) and returning Directors will be nominated and voted on by Members at the organization's annual general meeting (AGM) each year.
- The next AGM for the new organization will take place in Fall 2020.
- Directors may be appointed for three-year terms and will be permitted to serve up to two consecutive terms.
- The Inaugural Directors will be appointed in staggered terms (one, two and three-year terms) to ensure continuity.

Membership

The new organization will be a membership-based not-for-profit organization where the roles and rights of members and an appropriate fee structure are critical elements of its overall governance.

Membership will not be required to access the programs of NDRIO and will be made available to eligible researchers and research institutions across Canada. However, the new organization's governance will rest and draw upon its committed membership.

Member Recruitment

- Members will be recruited up to three weeks before the first general Members' meeting.
- Members will be asked to complete a Membership form naming a primary and secondary representative.
- Eligibility of the initial Members will be confirmed by the Applicant Board.
- The Inaugural Board will review and establish the membership process going forward.

Membership

1. Primary Members (Voting)

- Voting Members will be defined as post-secondary institutions that are eligible for Tri-Council grants.
- Based on this definition, post-secondary institutions eligible to be voting Members are defined as:
 - being engaged in research, research training, and related activities;
 - and

- having a research and research training mission.
- The rights and responsibilities of the voting Members include:
 - attendance at, participation in, and voting at all annual general meetings;
 - the opportunity to nominate researchers for the Researcher Council;
 - the opportunity to advise the Board of Directors on the strategic direction, policies and programs of the new organization; and
 - the opportunity to sit on advisory/ad-hoc committees or other bodies that may be established by the new organization to fulfil its responsibilities.
- Voting Members will name a primary representative who will represent the Member institution on all matters requiring a vote.
- Annual Membership fees will range from \$5,000 to \$15,000, based on research intensity.

2. Associate Members (Non-Voting)

- Associate Members will include:
 - post-secondary institutions that choose not to be voting Members; and,
 - organizations with responsibilities, services or expertise relating to or supporting the national DRI ecosystem.
- Associate Membership must be approved by the Board of Directors.
- The rights and responsibilities of Associate Members include:
 - Attendance at annual general meetings and other meetings as appropriate;
 - Participation on advisory and ad-hoc committees as appropriate and applicable; and
 - Acting as a conduit to provide information to and gather input from their Members.
- Associate Members will pay a flat rate membership fee of \$500 per year.

Guiding Principles

In addition to providing the input needed to finalize the governance and membership model, consultation participants also provided the Applicant Board with additional information describing how the new organization may want to conduct itself as it undertakes its initial and ongoing responsibilities. As a result, the following guiding principles will be provided to the Inaugural Board for consideration and inclusion in its planning and operations.

1. Researcher-Centric

The new organization and its programs and services will be driven by researcher needs. A researcher-centric culture will ensure that researchers have the opportunity to engage with the new organization; create awareness of, support

for and facilitate adoption and use of DRI in research; and help ensure that all researchers across Canada have knowledge of and ability to access DRI services and platforms, regardless of their discipline, geographical location or size of institution.

2. Service-Oriented

The new organization will establish a culture of service and community engagement. A key focus of the organization will be to ensure minimal disruption to researchers as infrastructure and services are integrated into its national activities. A culture of service to researchers and engagement with the DRI community will be embedded in the organization.

The organization will be agile and be able to respond to the rapidly changing nature of DRI. It will be lean and focused on providing quality services in a streamlined fashion.

3. Accountable and Transparent

The new organization will be accountable to its membership, to the research community and to its funder. Through clear, transparent and effective governance processes, the new organization will ensure its decisions are transparent and its operations effective.

NDRIO will ensure appropriate operational and decision-making processes and practices, including arms-length peer-reviewed assessment of merit to ensure appropriate allocation of resources.

The organization will be accountable to and trusted by researchers and institutions. It will provide credible advice and information that is accurate, timely and relevant. It will create a secure and predictable DRI environment to foster research in Canada.

4. Excellence

The organization will support and facilitate the utilization of DRI by researchers in support of excellence in research in Canada. The new organization will also strive for excellence in its own activities and will promote Canada as a global leader in DRI activities.

5. Collaborative

The new organization will enable collaborative and efficient development of the services and supporting policies, standards, protocols, processes and procedures essential to supporting researchers in their work.

The new organization will work to bring partners and stakeholders together, to work towards common goals, enhancing the ecosystem for all partners. The new organization will work to form partnerships and alliances within the ecosystem and can only succeed by working collaboratively with its partners.

NDRIO will facilitate and support an environment of integrated DRI services for researchers through collaboration with CANARIE; other national DRI organizations; and regional, provincial, and local delivery layers.

Next Steps

If you have any additional feedback or comments on the governance and membership model as presented please provide send it to info@engagedri.ca **by end of day Thursday, December 12, 2019.**

The Inaugural Board competency model matrix and recruitment process are nearing completion and will be posted for comment. Please continue to monitor this site for further updates and details.