

Rules of procedure of the Commercialisation Board of the University of Hradec Králové

Article 1

Competence of the Commercialisation Board of the University of Hradec Králové

- 1) The Commercialisation Board of the University of Hradec Králové (hereinafter referred to as the “*Board*”) is the Rector’s advisory body and is established on the basis of Article 8 of the Rules for the Internal Governance of the University of Hradec Králové.
- 2) The basic mission of the Board consists mainly in the assessment and commercialisation of the scientific and research findings of the University of Hradec Králové (hereinafter referred to as the “*UHK*”) and is defined in more detail in the Rector's managing acts.
- 3) In particular, the Board recommends the Rector to approve or disapprove the submitted cases of commercialisation of findings and submits recommendations to the Rector regarding other matters in the field of commercialisation of the scientific and research findings of the UHK.
- 4) The Board decides on the approval of sub-projects for subsequent financial and non-financial support, on discussing interim reports, final reports and implementation plans, and decides on substantial changes to sub-projects and on the termination of sub-projects.
- 5) The Board discusses the submitted project of commercialisation of the finding and recommends the UHK Rector to approve or disapprove it, or to require its modification or finalization.
- 6) The Science and Knowledge Transfer Office submits to the Board a proposal for the establishment of a spin-off company of the UHK. The Board recommends to the UHK Rector to decide whether or not the UHK will seek to acquire a participating interest in a spin-off company of the UHK.
- 7) All UHK units and employees are obliged to provide the Science and Knowledge Transfer Office with the necessary cooperation in the performance of activities ensuring the functionality of the Board.

Article 2

Membership and composition of the Board

- 1) The Board has at least five full members, an associate member and a Chairperson who is also a full member. The number of full members of the Board must always be an odd number.
- 2) The Board consists of representatives of the UHK management, representatives of the Science and Knowledge Transfer Office and representatives of the application and financial spheres. The representatives from the academic sphere with voting rights may constitute no more than 50% of the full members of the Board.
- 3) The Board members become members by appointment. Full members of the Board are appointed by the Rector for a term of office identical to that of the UHK Rector.
- 4) The Vice-Rector for Science and Creative Activities is an associate member of the Board by virtue of his/her position. His/her membership thus arises together with his/her appointment as Vice-Rector for Science and Creative Activities and ceases at the time of termination of the position of the Vice-Rector for Science and Creative Activities. He/she is not a full member and, therefore, has no voting rights but only an advisory vote.
- 5) The appointment of the individual members is based on the demonstrated experience of the proposed members in the area falling within the Board's competence.
- 6) The basic duties of a Board member include:
 - a) To fulfil actively and responsibly the mission of the Board as the UHK Rector's advisory body;
 - b) To participate in the discussions, approvals and comments on the matters submitted;
 - c) To act in the interest of the UHK;
 - d) To vote consistently on the basis of personal responsibility and clarity of statements;
 - e) To undertake to maintain confidentiality on matters under discussion so that information cannot be misused;
 - f) To declare in advance any conflict of interest that may arise at any time in connection with the Board membership, i.e., to refrain from commenting on projects, in the successful completion of which he/she has a personal interest;

- g) The Board membership is terminated upon the resignation of a member at his/her own written request, the expiration of his/her term of office, or removal by the Rector.

Article 3

Board Secretary

- 1) The Board Secretary (hereinafter referred to as the “*Secretary*”) convenes meetings of the Board on behalf of the Chairperson, proposes the agenda and manages the proceedings of the meeting.
- 2) The Secretary also carries out the administrative and technical activities required for the functioning of the Board.
- 3) The Secretary is not a full member of the Board and, therefore, has no voting rights.
- 4) The Secretary is usually an employee of the Science and Knowledge Transfer Office and is appointed to his/her position by the Rector.
- 5) The office of the Secretary always ceases in the event of termination of employment in the Science and Knowledge Transfer Office, otherwise by removal by the Rector.

Article 4

Board Chairperson

- 1) The Board Chairperson (hereinafter referred to as the “*Chairperson*”) is appointed by the Rector from among the full members of the Board.
- 2) He/she represents the Board externally, acts on its behalf and signs documents approved by the Board.
- 3) The Chairperson convenes meetings of the Board through the Secretary.
- 4) The term of office of the Chairperson is the same as that of a full member of the Board. The office of Chairperson terminates upon expiration of the term of office, termination of full membership, or upon removal by the Rector.
- 5) The Chairperson of the Board is authorized to decide on minor operational changes in the preparation and implementation of commercialisation, i.e. up to CZK 10,000 or without affecting the budget within the framework of the preparation activities already approved and addressed by the Board and without affecting the implementation of commercialisation.

- 6) The Board Chairperson is authorized to decide on urgent changes in the preparation and implementation of commercialisation that cannot be delayed for more than 10 days without incurring significant additional costs or damage within the preparation activities already approved and addressed by the Board and without affecting the implementation of commercialisation.
- 7) In the event of a decision to make changes pursuant to paragraph 5 of this Article, the Chairperson notifies promptly the full members of the Board of the changes made and explains and justifies duly such decision. The notification may be made electronically.
- 8) In the event of a decision to make changes pursuant to paragraph 6 of this Article, the Chairperson informs the full members of the Board and provides an explanation of the situation and the reasons for its decision promptly after the decision of the changes has been implemented. The ordinary members of the Board will be given the opportunity to communicate their suggestions for further corrective actions within 5 working days.

Article 5

Board meetings

- 1) Board meetings are closed to the public and are held in the form of a meeting requiring personal attendance or by videoconference (on-line meetings).
- 2) The Chairperson is obliged to convene a meeting of the Board if at least half of the Board members or the authorized statutory representative of the UHK require so. The meeting should take place within 30 days of the request being made to the Board.
- 3) The Science and Knowledge Transfer Office may, in consultation with the Vice-Rector for Science and Creative Activities, invite other UHK employees and representatives of the professional community (expert consultants) to the Board meeting. Invited participants may take part in the Board's deliberations but they do not have voting rights and the basic duties of Board members, in particular Article 2(6)(e), apply to them.
- 4) An invitation to attend a Board meeting with a draft agenda is sent by the Secretary to all Board members at least 1 week before the scheduled meeting.
- 5) The Board has the capacity to act and to take decisions if a majority of the full members of the Board are present.

Article 6

Submission of documents and proposals for the Board meetings

- 1) The Board acts and takes decisions, as a rule, on the basis of documents and proposals submitted to it in writing by the Secretary via e-mail.
- 2) The Secretary provides the Board at least once every three months with an update on the progress of the approved activities within the individual sub-projects and on the preparation and implementation of commercialisation and on the proposals for changes and termination of activities previously approved for the sub-projects.
- 3) The documents for the Board meeting must be delivered to the members of the Board no later than 24 hours before the meeting. In the case of a meeting by videoconference (on-line meetings), the supporting material is sent with the invitation to the meeting.

Article 7

Board voting

- 1) Only full members (including the Chairperson), the associate member and staff of the Science and Knowledge Transfer Office participate in the voting. Each Full Member has one vote. The Secretary, the associate member and the staff of the Science and Knowledge Transfer Office do not have the right to vote.
- 2) The Board decides by open vote at the Board meetings.
- 3) The Board may also make use of *per rollam* voting which takes place outside the Board meeting by delivering written statements to the Secretary who makes a record of the voting in accordance with Article 8.
- 4) If a new project proposal is submitted to the Board for scoring and a member abstains from voting for any reason, including his/her conflict of interest in relation to a particular project, then in order to maintain comparability of scores across the projects, a score equivalent to the average of all scores received from other duly voting members of the Board will be added.
- 5) In case of a *per rollam* vote, the full members of the Board state their position on the proposal sent in the manner requested, or abstain from voting. The full members are also expected to ask relevant questions and take initiatives that will be dealt with by the Secretary by answering questions, clarifying ambiguities, setting out a new or modified course of action on the basis of the Board Members'

initiative, or by putting the primary requirements of the individual full members to an additional vote, as the Secretary deems appropriate.

- 6) A resolution of the Board is adopted if a majority of the members present vote for it or if a majority of all votes cast in the case of a *per rollam* voting are in favour of the resolution.
- 7) The course and results of the voting are recorded in the minutes of the meeting.

Article 8

Minutes of the Board meeting

- 1) The Secretary takes the minutes of the meetings of the Board.
- 2) The minutes must include all items discussed and resolutions adopted by the Board. Any member of the Board has the right to request that his/her opinion be recorded in the minutes.
- 3) Minutes are also taken in the case of a *per rollam* voting.
- 4) The result of the voting on the Board resolution must be recorded in the minutes.
- 5) The Secretary sends the minutes and resolutions to all members for comment within 7 working days after the end of the meeting. The deadline for comments on the minutes is three working days.
- 6) The minutes of the Board meetings are not public. The Secretary may, at his/her discretion, provide third parties and research teams with an extract of the minutes. If this is a condition of the grant or subsidy, the Secretary also provides the representative of the funder with the full text in confidential mode.
- 7) The staff concerned (investigators and applicants for support of the commercialisation preparation and implementation) are notified of the summary of resolutions contained in the minutes of the Board meeting and the comments and suggestions of the Board are dealt with in the same way with the above-mentioned staff concerned, unless the Chairperson decides otherwise or unless a member of the Board requests that his/her opinion be communicated to the investigators or applicants, indicating his/her name. Such a deviating decision occurs automatically if a full member of the Board requests to meet the members of the investigator's or applicant's teams.
- 8) The minutes are sent to all members of the Board. Objections to the approved minutes may be lodged without undue delay with the Chairperson through the Secretary. If the Chairperson does not accept the objections, the Board decides on them at its next meeting.
- 9) The final minutes are sent by the Chairperson, through the Secretary, to all members of the Board, to the associate member of the Board and to the Rector.

Article 9

Conflict of interests

- 1) A member of the Board has a conflict of interest in particular if he/she:
 - a) Is an applicant or a member of the project team of the project under discussion;
 - b) Has such personal or professional bonds with the applicant or other members of the research team of the project under consideration that could affect his/her independence in the consideration of that project.
- 2) After being informed of a particular R&D result under investigation or at any time thereafter, each full member of the Board always considers conscientiously whether he/she has a conflict of interest and is able to act as an independent and unbiased member of the Board.
- 3) In the event that a full member believes that he/she has a conflict of interest, he/she notifies immediately the other members of the Board. A member of the Board who has declared a conflict of interest in connection with a matter under discussion may only provide additional information but may not vote on the matter.

Article 10

Checking the implementation of the Board resolutions and their documentation

Responsibility for the implementation and documentation of the Board resolutions is borne by the Secretary. The UHK Vice-Rector for Science and creative activities monitors the implementation of the resolutions and consults on problems with the implementation.

Article 11

Final provisions

- 1) All materials resulting from the Board's activities are stored and filed in both digital and paper form in accordance with the Filing and Shredding Regulations of the UHK.
- 2) These Rules of Procedure of the UHK Commercialisation Board become valid and effective on the date of their signature and replace the Rules of Procedure of the Commercialisation Board of the UHK dated 3 June 2019. In accordance with the UHK Constitution, they are issued in the form of Rules of Procedure.

In Hradec Králové on 7 January 2022

Prof. Ing. Kamil Kuča, Ph.D.
Rector