

CCCI Advisory Board

The Executive Board will convene the Advisory Board and invite members shortly after its inauguration. The Advisory Board will be comprised of a group of approximately 8-10 members who are important to the CCCI itself and/or can play a key role in its success. We envisage that individuals will, for the most part, act as representatives for organisations, although a few select individuals may be invited to join in their own individual capacity. It is envisaged that the advisory board will include:

- those that have donated significant financial support to the CCCI (totalling £2.5 million or more),
- those who have a key strategic relationship with the CCCI and its objectives (such as the Greater London Authority),
- those who can support strategic areas of development for the CCCI where advice is desired, and on the basis of broader inclusion and diversity dimensions. In the first instance, we expect these invited advisory members to cover: broader innovation, climate change policy, funding, investor groups, skills and innovation in London.

Key strategic and donor members will have a place in the Advisory Board for the period of that relationship. Other invited members will have a two -year term or until the need for such advice and input has ceased, whichever is sooner.

Members of the advisory group will need to be supportive of the objectives of the CCCI. To ensure that their perspectives are aligned with the CCCI's objectives, specific criteria will be applied, aligned with the structure used in the corporate membership application scheme for the CCCI e.g. commitment, credibility, engagement, seniority, influence. The Executive Board will finalise these criteria and apply them when inviting members.

The Advisory Board will agree amongst themselves who will act as chair and will meet at least two times a year, receiving the same reports that go to the Executive Board, and discussing a mixture of issues – some raised by the Management Team or Executive Board, and others raised by the Advisory Board itself. There may be certain documents that will not be made available to the advisory board for confidentiality reasons.

The Advisory Board will be invited to give guidance, and the Management Team will respond to and explain how they have followed up on their advice, but are not bound to comply with any guidance or recommendations.

In addition to the Advisory Board, individual partner meetings with the corporate partners and donors such the GLA, HSBC etc. will be held regularly, focusing on more operational and less strategic aspects of the relationship.

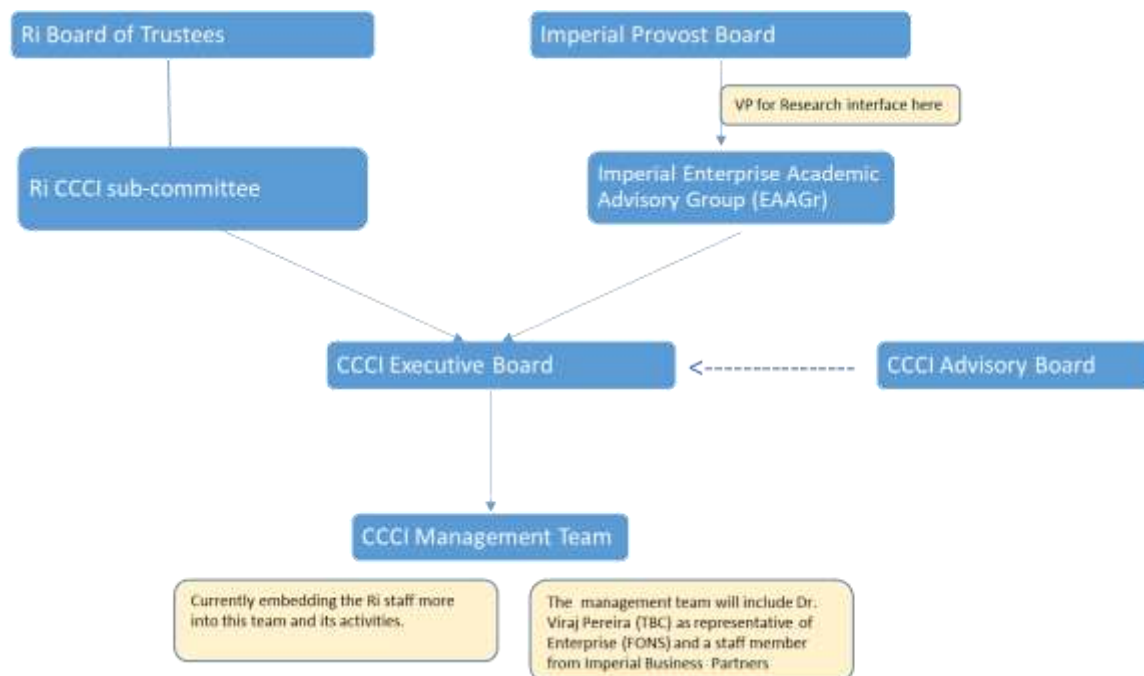
Note for Executive board first meeting re: advisory group:

Currently the organisations that qualify for membership of the advisory group, according to the criteria above are the GLA and HSBC. The Executive Board will need to identify the other members, as appropriate.

APPENDIX 2 - GOVERNANCE AND MANAGEMENT STRUCTURE

Overview

The CCCI is a collaboration between Imperial and the Ri. The diagram below shows the governance structure of the CCCI (Executive Board membership is discussed below):



The CCCI will be managed jointly by the Ri and Imperial with a Management team carrying out the daily work of CCCI, and oversight and decision making by an Executive Board including annual approval of budgets and activities. Oversight of the Executive Board will be provided by the Grantham Institute at Imperial and the Ri CCCI sub-committee in the Ri. These bodies will consider how CCCI activities fit with other activities within Imperial and the Ri. An external Advisory Group including large donors as well as external actors with insight into the climate change innovation ecosystem may be created to provide external ideas and inputs to vision and will connect to the Executive Board.

Policy and processes shall be agreed for:

- approving the application and solicitation of funding and sponsorship and for the approval of receipt of such funds including due diligence processes, involving each Party separately as necessary, and split of contributions and/or funding between the Parties;
- procedures for public-facing events and communication.

The relationship between the CCCI and the Grantham Institute

The Grantham Institute is a global institute of Imperial College London. Its role is to bring together academic expertise across Imperial to help drive action and activity on climate change and the environment. The Grantham Institute undertakes five sets of activities to achieve its remit: research, training, informing, networking and innovation. The Centre for Climate Change Innovation (CCCI) is the Grantham Institute's flagship innovation activity. As such, the Director of the Centre for Climate Change Innovation will sit on the Grantham Institute Management Board as the

Director of Innovation. As set out above, one of the Co-Directors of the Grantham Institute sits on the Executive Board of the CCCI.

The CCCI will be the home for the Grantham Institute's activities on climate innovation, including direct innovation activity, as well as activities that fall within other aspects of the Grantham Institute's priorities, but has a climate innovation focus e.g. providing networking opportunities related to climate innovation, producing climate innovation-focused training, and policy-related information activities related to climate innovation.

There are a number of areas of activity, particularly the work on the schools programme and the public engagement programme at the CCCI that will also speak more broadly about climate change, not only about climate change innovation. This work will be carried out through direct connection to the communications staff at the Grantham Institute to ensure that programmes are complementary to other public talks and activities being carried out at the Grantham Institute. For the public engagement programme in particular, the Grantham Institute team are working directly with the Ri to devise an appropriate CCCI public engagement programme that identifies and targets the appropriate audience and is complementary to both organisations' existing programmes.

Importantly, there will not be duplication of activities between the Grantham institute and the CCCI. Coordination of activities will be ensured through the close working relationship at the level of the Executive Board, the Director of the CCCI and the CCCI management board, and operationally through direct links between the operational staff at the CCCI and the Grantham Institute communications manager. This level of coordination will not only avoid duplication but it will add impact, maximizing the collaboration with Grantham channels.

Management Team: *The CCCI* will be managed by individuals appointed by the Grantham Institute (GI) and Ri. These individuals will be responsible for the day-to-day running of *The CCCI*. As *The CCCI* is not a separate legal entity they will be employed by Imperial or the Ri as appropriate, the majority under external funding including grant funding or sponsorship (including HSBC and EDRF). The Management Team will report to the Executive Board on at least a quarterly basis, highlighting progress and any risk or issues identified, and shall provide input and data for the Mid-Year and End-of-Year Reviews and annual budgeting.

Executive Board: Decision-making, including in relation to material expenditure and strategy, will be conducted by an Executive Board consisting of Ri and Imperial representatives. It shall make decisions on the necessary items proposed by the Management team. It will also take responsibility for long-term strategy and planning.

Executive Board Mandate

The **Executive Board** may establish other committees and workstreams as it deems appropriate to oversee the Activities on a day-to-day basis, such as a Fundraising working group.

Their main responsibilities shall include:

- Ensure the CCCI's strategy is aligned with Party expectations and commensurate with net-zero climate action.
- Review existing Activities annually including the Parties' respective roles and contributions, and the costs associated with this.
- Approval of budget as/if needed for the new projects

- Review the fundraising activities
- Agree the level of fees for different levels of 'Membership' and 'Sponsorship'
- Provide comments and suggestions on risks, assess risk and acceptability of mitigations
- Oversee production of reports for submission to the Grantham Institute Management Board and Ri CCCI sub-committee. Such reports will be further shared with Imperial's Provost's Board and the Ri's Board of Trustees to report on progress.
- Identify Imperial academics for research collaborations. In the event that there are no suitable Imperial experts, we would look to collaborate with others
- Authority to spend / commit funds, issue proposals etc
- Submit the annual budget for the next year to the Grantham Institute Management Board and Ri CCCI sub-committee for approval.

The Executive Board shall hold at least quarterly meetings to receive reports on the progress of projects and financial updates from the Management Team. Additionally, it will hold a Mid-year review meeting to evaluate overall performance in the first half of the year; and a Year-end review meeting to evaluate overall performance throughout the year and make plans for the next year, including the annual budget. These Reviews will report into the Imperial Enterprise Academic Advisory Group (EEAGr) and Ri CCCI sub-committee.

Imperial Enterprise Academic Advisory Group and Ri CCCI sub-committee of

Trustees: Provide advice on strategic approaches and directions to aid in achieving long-term objectives. These bodies consist of Imperial and Ri Trustees who are not involved in CCCI and shall oversee how the Activities fit with other activities within Imperial and the Ri (e.g. the Accelerator and other accelerator programmes within Imperial). They shall receive reports for the annual review of the activities and shall conduct a formal review of the collaboration as detailed in Clause 3.2, reporting back to Ri Trustees and Imperial Provost's Board.

Board Composition

Each of Imperial and the Ri shall each appoint three (3) representatives to serve on the **Executive Board**. The Parties' nominated representatives will be finalised prior to the Effective Date but provisionally are as follows:

	Imperial members	Ri members
Executive Board	Co-Director Grantham Institute	Director of the Ri
Executive Board	Head of IPC (Natural Sciences)	Director of Science engagement
Executive Board	Imperial Academic carrying out research on climate action and solutions	One more TBD

It is not expected that there will be external representation on the Executive Board. If required a separate Advisory Board with external representation will be established. Each of the Parties shall have the responsibility to chair the meetings on a rotating basis, starting with Imperial.

If a representative of a Party is unable to represent such Party on single occasion, such Party may nominate an alternative representative who shall have the authority to do the same as if the alternative representative was the representative at that meeting. Meetings

will be minuted and actions logged centrally so that progress can be monitored by the Management Team.

Quorum and Voting

Any question, matter or issue to be decided at an **Executive Board** meeting shall be decided by a majority of votes, provided that at least one representative from each Party votes in favour of the decision. At least one member from each Party must be present for the meeting to be quorate and able to make decisions. The Chair shall not have a casting vote.

In the event of a divided vote the issue will be escalated as appropriate and ultimately to the Vice Provost for Research at Imperial and the Chair of the Board of Trustees at the Ri.

Advisory Group

There will be relationships with funders, sponsors and donors and mechanisms to work with these will be established as required (for example, a climate change chapter within the Imperial Business Partnership). Significant donors and other stakeholders may be considered to form an Advisory Group to input to the direction of **The CCCI** but shall not have formal governance powers.

Workstreams

The Management Team will deliver a range of workstreams. A joint fundraising team will comprise staff wholly or partially funded to support **The CCCI** including GI staff (Director of the Centre for Climate Change Innovation and Director of Innovation with additional support from Imperial funded staff in Advancement and Enterprise at Imperial) and Ri funded staff (Director of Finance and Director of Fundraising). Where staff move onto other roles, they will be replaced to maintain this institutional balance. The management team will be led by the CCCI Director, whose responsibilities are set out below

CCCI Director: Responsibilities

- Leadership of the CCCI
- Engagement with Imperial and Ri
- Engagement with CCCI collaborators and funders
- Responsible for delivering the CCCI strategic plan
- Leading fundraising and membership drive for CCCI
- Head of management team, responsible for reporting to the Executive Board
- Responsible for delivery of the work programme
- Budgetary management
- Lead on maintaining key relationships
- Staff management, team cohesion and collective values
- Monitoring and evaluation of success to inform future activities

