

ÓDIN

Open Discovery
Innovation Network

2024-2028

**Governance
Principles**

ÓDIN

This document contains the suggested Rules of Procedure and Rules for Eligibility for both governing bodies of a national ODIN (2024-2028).

The Rules are based on the governing principles for ODIN (2020-2023) and the Public Administration Act in Denmark.



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A. Rules of Procedure

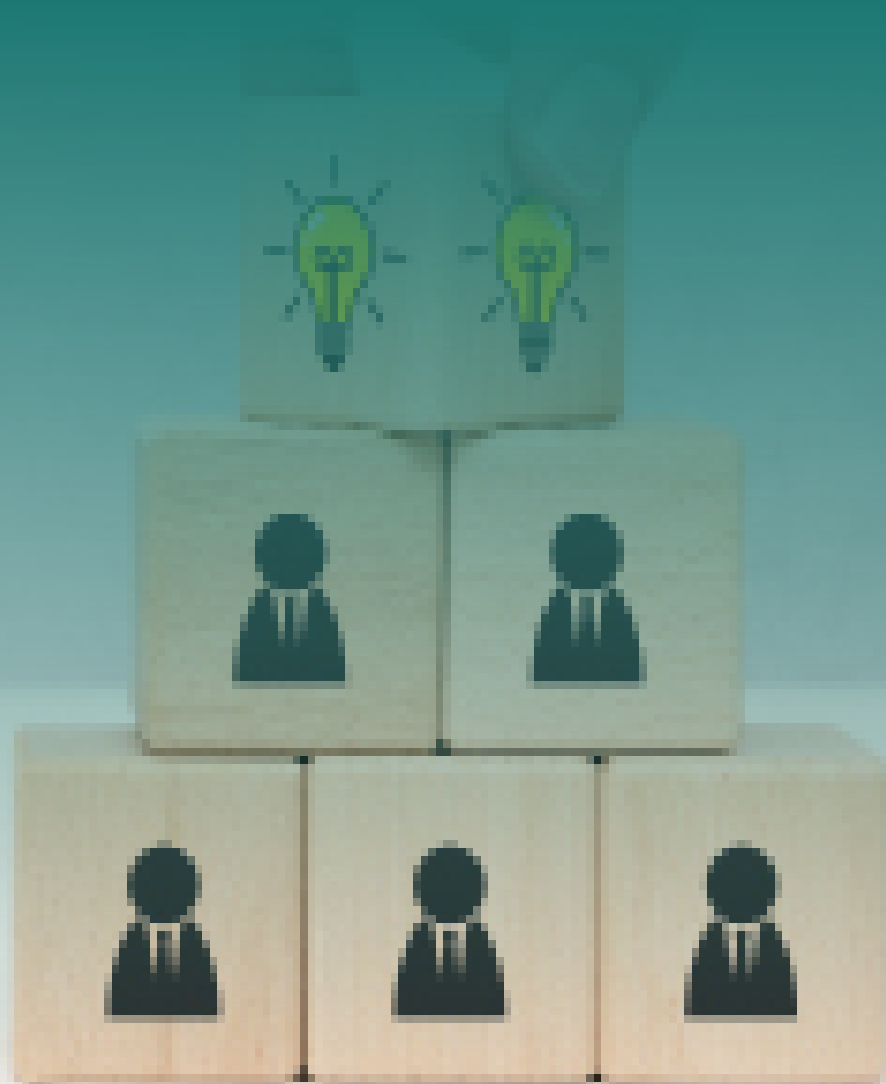
B. Rules for Eligibility



2. Steering Group

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Rules of Procedure - Steering Group

Constitution:

- The Steering Group consists of ten voting members: One high-level representative from each of the five partnering universities, one high-level representative from each of four companies appointed from the group of core industry partners as well as a representative from Lægemiddelindustriforeningen (Lif).
- In addition to this, one non-voting observer from the NNF can be present at the Steering Group meetings (see below).

Meeting frequency and practice:

- The Steering Group will meet as required, but at least twice a year, in person or via teleconference or the like.
- The Secretariat will send out an agenda and materials for the meeting two weeks prior to the meeting. The Steering Group members must access ODIN applications online on the designated and GDPR compliant application and review-system WorldLabs.
- The ODIN Secretariat will send out meeting minutes for approval no longer than one week after a Steering Group meeting. The minutes must be approved by the Steering Group members no later than seven days after receiving the minutes. The Secretariat will send out the final minutes from the Steering Group meeting after approval. If the Secretariat does not receive comments within the seven days from a member, the minutes are considered approved by that member.
- The Steering Group can make decisions via e-mail when needed. The Secretariat will facilitate the process. Steering Group members must vote no later than seven days after receiving the material via e-mail.

Decision-making competence / quorum:

- The Steering Group shall form a quorum when two thirds of members are present or represented by another member by a power of attorney.
- Each voting member of the Steering Group has one vote.
- Guests and observers can participate in meetings by invite with speaking rights but without voting rights.
- The Steering Group strives to achieve consensus when making decisions. In case consensus cannot be achieved, the Steering Group will make a decision by a two thirds majority by the present members.

Confidentiality:

- The Steering Group members are bound by rules of confidentiality as stated in the Framework Agreement and the Consultancy Agreement (for Lif).

Conflict of interest:

- Procedures for conflict of interest are stated in the ODIN Rules for Eligibility.

Regarding the Steering Group's appointment of the Project Review Committee:

- As listed amongst its tasks (in the ODIN application and the ODIN Framework Agreement), the Steering Group shall appoint members for the Project Review Committee. Although originally stated in the application that the industry members must be selected from the companies who have delivered Letters of Support for ODIN, the Novo Nordisk Foundation has since granted the Steering Group the mandate to appoint members from other companies insofar the Steering Group deems it necessary in order to cover ODIN's scientific scope sufficiently. A list of new companies must first be approved by the Novo Nordisk Foundation.

Rules of Eligibility - Steering Group

1. Disqualification:

Any member of ODIN's Steering Group is disqualified from being involved in the evaluation of a particular application where:

- i) the member has a particular personal or financial interest in the outcome of the application
- ii) her/his spouse, a relative or a person related by marriage in the direct line of ascent or descent or related in the collateral line as close as nephews or other closely related persons has a particular personal or financial interest in the outcome of the application or has previously represented someone with such interest
- iii) the member serves in the management of or is otherwise closely involved in an enterprise, an association or other private legal entity which has a particular interest in the outcome of the case
- iv) there are other circumstances which are suited to raise doubt about the relevant person's impartiality.

There is no disqualification if it is deemed, owing to the nature or level of importance of the interest, the nature of the case or the relevant person's functions in connection with the processing of the case, that there is no risk that the determination of the case may be affected by irrelevant considerations.

Any person disqualified in respect of an application may not make decisions, participate in determining or otherwise be involved in processing the relevant decision making regarding the application.

Examples:

Based on the text above, which refers to the Public Administration Act section 3, the ODIN secretariat provides the following non-exhaustive examples of when members of ODIN's Steering Group are disqualified:

- i) The member her/himself is a co-applicant
- ii) The member has a close family relation to any of the co-applicants on the application to be evaluation
- iii) Deans from the Universities are disqualified when an application is from their own university because they are part of the top management. Other managers from the universities are disqualified with regards to applications from their own faculty but they are not disqualified when an application is from other faculties from their home institution. Similarly, company representatives are disqualified if they are part of the company management, serve on the board, is a shareholder or owner of an applicant company
- iv) "Other circumstances" could be friendship, strong disagreements, representations or the like.
- v) As described below, it is the responsibility of the individual members to make the ODIN Secretariat aware of any other circumstances that may deem them disqualified from evaluating an application.

2. Procedure in case of disqualification:

- i) Members shall notify the ODIN Secretariat of any ineligibility as soon as possible and no later than 5 working days after receiving the applications to be decided upon.
- ii) The ODIN Secretariat will make the final decision on all cases regarding disqualifications.
- iii) In case of ineligibility, members are disqualified from participating in the decision process and shall leave the (virtual or physical) meeting room while the decision is taking place. Disqualified members are prohibited from discussing material with other members and/or alternates.
- iv) Clause 2.iii. does not apply if the Steering Group is not quorate, and the processing cannot be postponed without significant damage to the interest of ODIN.
 - a. In this case, the decision will rely on the assessment from the Review Committee.
 - b. The member with the least relation in the application will remain eligible for the decision.

2. Project Review Committee

2.1. Rules of Procedure



Rules of Procedure - PRC

Constitution:

- The Project Review Committee consists of 10 members from academia and industry with an elected chairperson. The members of the Project Review Committee must be employees of the Parties (here defined as the partnering universities and the core companies, which sign the ODIN Framework Agreement).
- The Project Review Committee members shall be appointed by the Steering Group.
- Each Party shall have the right, subject to the approval of the Steering Group, to replace its member of the Project Review Committee with another representative from their organization. If a Party resigns or withdraws its member from the Project Review Committee without appointing a replacement, the Steering Group may appoint a substitute.

Meeting frequency and practice:

- The Project Review Committee meets regularly (online or in person) at set time-points to review project proposals from up to two annual call rounds and, if needed, ad hoc to follow up on the progress of projects. In addition, the Project Review Committee will occasionally, when part of the annual call rounds, review fast-track applications (short type 2 grants) for e.g. top-up funding without assembling, using an on-line scoring system.
- The ODIN Secretariat will send out an agenda and materials for the meeting no later than three days before the meeting. The Project Review Committee members must access ODIN applications online on the designated and GDPR compliant application and review-system WorldLabs.
- Minutes from the meeting must be approved by the Project Review Committee members no later than 4 days after receiving the minutes. The ODIN Secretariat will send out the final minutes from the Project Review Committee meeting after approval. Insofar the ODIN Secretariat does not receive comments from a member within the 4 days, the Secretariat will consider the minutes approved by that member.
- The Project Review Committee can make decisions via e-mail when needed. The ODIN Secretariat will facilitate the process. The Project Review Committee members must reply no later than three days after receiving the material via e-mail.

Decision-making competence / quorum:

- The Project Review Committee shall form a quorum when two thirds of all members are present or represented by another member by a power of attorney.
- Each member of the Project Review Committee shall have one vote.
- The Project Review Committee strives to achieve consensus when making decisions. In case consensus cannot be achieved, the Project Review Committee will make decisions by a simple majority vote by the present members. In case of a tie regarding a project proposal, the initial review from the International Review Panel will be assigned more weight to resolve the situation.

Confidentiality:

- The Review Committee members are bound by rules of confidentiality as stated in the ODIN Framework Agreement.

Conflict of interest:

- Procedures for conflict of interest are stated in the Rules for Eligibility.

Rules of Eligibility - PRC

1. Disqualification:

Any member of ODIN's Project Review Committee is disqualified from being involved in the evaluation of a particular application where:

- i) the member has a particular personal or financial interest in the outcome of the application
- ii) her/his spouse, a relative or a person related by marriage in the direct line of ascent or descent or related in the collateral line as close as nephews or other closely related persons has a particular personal or financial interest in the outcome of the application or has previously represented someone with such interest
- iii) the member serves in the management of or is otherwise closely involved in an enterprise, an association or other private legal entity which has a particular interest in the outcome of the case
- iv) there are other circumstances which are suited to raise doubt about the relevant person's impartiality.

There is no disqualification if it is deemed, owing to the nature or level of importance of the interest, the nature of the case or the relevant person's functions in connection with the processing of the case, that there is no risk that the determination of the case may be affected by irrelevant considerations.

Any person disqualified in respect of an application may not make decisions, participate in determining or otherwise be involved in processing the relevant decision making regarding the application.

Examples:

Based on the text above, which refers to the Public Administration Act section 3, the ODIN secretariat provides the following non-exhaustive examples of when members of ODIN's Project Review Committee are disqualified:

- i) The member her/himself is a main or co-applicant
- ii) The member has a family relation to any of the co-applicants on the application to be evaluation
- iii) Academic members of the Project Review Committee are disqualified if they will in any way benefit from the nomination of an application. For instance, through involvement in a spin-out company, acts as advisors (or members of advisory boards) of the applicant or if the member is a close collaborator with the applicants. Similarly, company representatives are disqualified if they have financial or direct professional interests in the nomination of the application.
Deans from the universities are disqualified when an application is from their own university because they are part of the top management. Other managers from the universities are disqualified with regards to applications from their own faculty but they are not disqualified when an application is from other faculties from their home institution.
- iv) It is the responsibility of the individual members to make the ODIN Secretariat aware of any other circumstances that may deem them disqualified from evaluating an application.