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## REGULATIONS OF THE BUSINESS ADVISORY BOARD BAB)

The Business Advisory Board (BAB) is as a direct advisory body that collaborates closely with the institute's Board of Trustees and Director team. The BAB is composed by CEOs and general managers of health sector companies dedicated to health data, diagnostics or treatments and institutions related to innovation and economic promotion. Its primary mission is to actively contribute to the realization of the Institute's objectives in the field of Innovation. This mission entails offering guidance and conducting assessments related to Innovation management and knowledge-based businesses, as well as the monitoring of IRBLleida Innovation and transference performance indicators (KPIs). The Statutes of the IRBLleida define the BAB as an advisory board with independence of criteria and autonomy of decision, in the fulfilment of its functions, with respect to the Institute. The BAB does not hold, in any case, executive or representation functions.

## FUNCTIONS OF THE BAB

The BAB plays a pivotal role in aligning with the strategic progress of IRBLleida's Innovation initiatives and provides expert advice to ensure optimal adherence. Furthermore, it serves as a conduit for showcasing results and actively works to bridge opportunities between the Institute and the industrial sector. The main functions of the BAB are:

- a) Advisory Role: Advising the Board of Trustees and the Directorate when required, offering recommendations on matters related to innovation and knowledge transfer.
- b) Sectoral Needs: Collaborating in the identification of sectoral needs and presenting proposals in these areas.
- c) Technological Opportunities: Identifying opportunities for technological development.
- d) Visibility and Networking: Providing visibility to the results achieved and contributing to closer ties between the Institute and the industrial sector.
- e) Research Collaboration: Participating in joint research projects and facilitating the Institute's access to both public and private resources.
- f) Spin-off Initiatives: Collaborating in the creation of spin-off companies.
- g) Evaluation activities: Participate in the evaluation of the innovation and KTT activity of the existing and possible new groups of IRBLleida in collaboration with the external scientific advisory board (ESAB)
- h) Other Compatible Activities: Undertaking other functions and activities that align with the objectives of the Institute, in accordance with the guidelines established by the Board of Trustees.

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## COMPOSITION OF THE BAB

- The BAB of IRBLleida is made up of a minimum of three and a maximum of twenty members.
- The members of the BAB cannot be otherwise associated with the Institute and at least one of them must have his/her residence outside of Spain.
- The composition of BAB should adhere, as far as possible, to the principles of gender equality.
- Candidate members will be invited by the IRBLleida Directorate to be part of the BAB, after consultation with the Internal Scientific Committee. In case of acceptance, they will be appointed by the Board of Trustees for a period of 4 years, and may be renewed for one additional period of 4 years.
- The president of the BAB will be proposed by the IRBLleida Directorate and approved by the Board of Trustees of the Institute.
- Members of the BAB can cease to be part of this advisory board by resigning at any time or by failing to attend at least one of the annual meetings, except for reasons of force majeure. These changes in the composition of the BAB will be informed by the Directorate of the Institute to the Board of Trustees.

## FUNCTIONS OF THE MEMBERS OF THE BAB

### ***a) Common functions for all members***

- Attend the scheduled annual meetings, actively participate in the functions of the Business Advisory Board and make proposals for improvement.
- Participate, when necessary, in evaluations or other specific tasks or meetings of the IRBLleida proposed by the IRBLleida Directorate.


### ***b) Specific functions of the president***

- Propose the agenda of the meetings and send it to the secretary.
- Sign the minutes of the meetings together with the secretary of the BAB.
- Propose membership terminations, and if necessary, their provisional substitution.

### ***c) Specific functions of the secretary***

- Ensure the preparation of the minutes of the meetings and sign them together with the president.
- Distribute the agenda and the minutes of the previous meeting by email at least one week before the next BAB meeting.
- Take the place of the president of the BAB if he/she are not attending the meeting.
- Take the place of the president when he/she cannot assist to the meetings.
- Any tasks delegated by the president of the BAB

## OBLIGATIONS OF THE MEMBERS OF THE BAB

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- BAB members have to agree to attend to a face-to-face meeting at Lleida at least once a year.
- BAB members will sign a confidentiality agreement and a document stating that they do not have any conflict of interest that may affect their function (Annex I).

### **RULES OF INTERNAL OPERATION OF THE BAB**

- The BAB shall meet face-to-face at least once a year. Additional meetings can be scheduled whenever deemed necessary. Exceptionally, the BAB can meet remotely.
- The BAB meeting can take place when more than 50% of the members are present.
- For specific extraordinary tasks entrusted to the BAB, the Comitè can delegate their functions to part of the members to operate in smaller workgroups.
- The meetings shall be convened by the President of the BAB, on the initiative of the Director of the Institute. Exceptionally, the Board of Trustees could ask the BAB President to convene a non-ordinary meeting.
- Details of upcoming meetings will be distributed by the secretary of the BAB at least one week before the meetings. The agenda of the meeting will also be distributed, and no agreements can be reached by the BAB on topics not included in the meeting agenda.
- The Director of the Institute, and other members of the IRBLleida invited by the Director, will normally attend the meetings.
- The majority of the votes are needed for any decisions reached by the BAB. When needed, ties shall be settled by the vote of the President of the BAB.
- Minutes of all meetings will be recorded by the Secretary of the BAB. The IRBLleida can provide the necessary assistance if required.

### **FINANCIAL COMPENSATION FOR THE MEMBERS OF THE BAB**

- Travel and accommodation expenses needed to attend the annual face-to-face meetings will be covered by IRBLleida. All flights, when needed, will be in economy class.
- The participation of BAB members on regular or extraordinary meetings will not be financially remunerated.

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## ANNEX I

### RESPONSIBLE DECLARATION OF CONFIDENTIALITY AGREEMENT AND ABSENCE OF CONFLICT OF INTERESTS

Barcelona, xx<sup>h</sup> Xxxxx 202x

To the attention of the Director of the Lleida Biomedical Research Institute;

I agree to participate as a member of the Business Advisory Board (BAB) of Institut de Recerca Biomèdica de Lleida (IRBLleida). As a member of this Board my contribution will be as an advisor without entailing any responsibility for the results, decisions or actions that the IRBLleida would carry out.

My collaboration is carried out as a .....(Position) ..... of .....(Institution)..... This collaboration is not paid and I will manage it free of conflicts of interest. None of my contributions will be for the benefit or profit of the company/Institution I represent. The information that may be derived from IRBLleida will not be used by .....(Institution).....to obtain competitive advantages.

I understand that my contribution and, by extension the contribution of .....(Institution)....., is to provide a market vision and provide inputs to be able to accelerate the processes of reaching the market of the innovation opportunities that are managed in the IRBLleida.

I agree to keep all the information discussed in the meetings or derived by the IRBLleida as confidential information. All information treated as confidential will be non-transferable to third parties outside of ...(Institution).... On the other hand, ...(Institution)... is responsible for the use of confidential information within the company, whose objective will be solely to advise on IRBLleida about Innovation and Market strategy.

The period of my participation as a member of the BAB will be annual, and extendable under written consent. The use of corporate email will be accepted as a sign of compliance.

By signing this letter, I am responsible for the fact that the company/Institution ...(Institution)... which I represent, is aware of the obligations described above.

Sincerely,

Name and Surname

Position

Company/Institution