

**Version 2.1**

**2<sup>nd</sup> version: Adopted by S4C group 16<sup>th</sup> September 2019,**

**2.1 is the version amended 01 April 2021**

**change: page7 clause 1 reflecting change of duration of hosting arrangements to 31 March 2022**



# GOVERNANCE AND MEMBERSHIP

Published by Space4Climate, NCEO, © University of Reading 2019

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*Please note that in the context of specific individuals the term "s/he /they" refers to individuals of all gender identities*

## OVERVIEW

Whilst commonly referred to as a group, the Space4Climate group operates as a “partnership” defined by the Audit Commission as “an agreement between two or more independent bodies to work collectively to achieve an objective”.

The group is an unincorporated association. The National Centre for Earth Observation, part of the University of Reading, is the Accountable Body for the group, providing essential support including managing the group’s finances and funds.

This document provides an overview of the governance of the group and our membership requirements and protocol. The governance arrangements provide the group with:

structure to

- provide oversight of programmed activities including financial expenditure
- facilitate members to work collectively

flexibility for the group to:

- respond and take advantage of changing funding, market and political environments
- facilitate sub-groups of members who wish to explore issues and/or thematic areas of benefit to the group’s objectives

## Space4 Climate group membership structure

**Board members** - founding financial funders of the group’s activities, providing funding for the salary of the group coordinator, line manager of group coordinator and one non-funding, elected, research or government institution Group member.

**Group members** - approved climate and space sector members with a UK registered office. New Member Organisations may be proposed to join the Group by an existing member of the Group who has ensured they meet the criteria for Member Organisations. All applications must be made using the membership application form. Nominations with accompanying application form must be sent to the Group coordinator, the Climate Services Development Manager, at least one week in advance of the Group meeting. Election will be by a vote of the Group. If application for membership falls between meetings, the Group coordinator will request election electronically on the basis of a period of a fortnight in which time Group members can record an objection. If no objections are received, the applicant will be accepted. If an objection is received the application will be referred to the group’s Board for a decision.

**Associates** individuals invited by members to take part in specific task-based activities. Associates do not need to have a UK registered office. Members can nominate eligible associates and associates that are eligible can put forward a self-nomination request for Organisation Membership to the Space4Climate Group.

**Space Data ambassadors** -Organisation Member representatives and Associates willing to act as ambassadors for the group and UK climate EO expertise domestically and internationally.

**Followers** individuals who have signed up to receive information from the group and, or, follow the group’s public communications via social media channels.

## GROUP MEMBERSHIP

Each existing and new member of the Steering Group adheres to a membership protocol (see Annex 1).

A 'Member Organisation' of the Space4Climate Group constitutes an organisation, with a UK registered office, involved in, or with an interest in supporting the UK's world-leading climate community to deliver, sustain and make use of climate information from space.

## GROUP GOVERNANCE

### Board

The Board is chaired by the UKSA Head of Earth Observations and Climate, with an industry-based Vice Chair nominated annually.

Comprised of group members providing funding for the salary of the group coordinator and one elected non-funding research or government institution Group member – meet quarterly, action points recorded. The Board is responsible for:

- Coordination and oversight of delivery of core operational tasks
- Financial programme review, granting of approval with delegated authority at agreed expenditure limit per transaction, outside of the agreed Work Plan, of £1.5K to the Group coordinator, the Climate Services Development Manager. Discretionary approval can be sought by the Group coordinator, the Climate Services Development Manager, from NCEO Director or, from the Group Chair, of up to £5K for non-programmed expenditure if the decision-making period is outside of the quarterly review meetings.

### Programme team

Managed by the Group coordinator, the Climate Services Development Manager

Comprised of NCEO administrative support and the Climate Services Development Manager

- Monthly review of contracts and expenditure
- Responsible for
  - Maintaining register of Steering Group membership
  - Maintaining register of Followers
  - Maintaining the register of UK providers of EO related climate services
  - Maintaining the register of Space Data ambassadors (that are willing to speak about use of EO climate data and the group)
  - Ensuring minutes of the Group are circulated
  - Liaising with any Group members providing secretariat support in kind

### Group

(Any Member Organisation representative can attend)

Member organisations of the Group will meet a minimum of 2 times a year to conduct the business of the Space4Climate Group. Each meeting will include the chairs of any task groups (who must be Group members), or a nominated Task Group representative if the Task Group chair is unable to attend.

A Member Organisation may have more than one representative attend the Group meeting but must decide in advance which representative will uphold the Member Organisation's voting right at the meeting.

Coordinated by the Climate Services Development Manager, the group will:

- provide strategic advice for development of the network
- review biannually the register of UK providers
- review group member requests and associate membership nominations
- advise the Accountable Body where the Accountable Body is responsible for third party funding e.g. government grants
- set up and disband Task Groups as appropriate, including appointing a chair, setting terms of reference and setting defined timescales
- monitor the progress of task groups
- sign off outputs of projects such as reports

The Group is responsible for:

**Task groups** – group members volunteer to be on a Task group. Each Task group has an annually self-volunteered rotating chair. The task group chair will;

- represent the task group on behalf of the Space4Climate Group,
- organise meetings as appropriate, invite appropriate Space4Climate Group organisations to take part in the work of the task group.
- be responsible for agreeing the programme of work and the funding for the group, including any additional funding raised separately.
- manage the work of the task group to achieve the agreed objectives within the agreed timescale.
- communicate group activities to the Programme Team and liaise with the Space4Climate Group Chair about the task group's work. This includes providing proceedings of the task group for upload to the Space4Climate Group website.
- ensure key decisions and actions of the group are recorded and circulated to members of the Task Group and the Chair and Vice Chair of the Space4Climate Group

Meeting arrangements and communication of Task Group activities are facilitated by the programme team. Each Task Group will meet a minimum of 2 times a year to coordinate strategic tasks in a temporary, project-based way. Non-steering group members (deemed associates) can be part of these groups by invitation from a Space4Climate Group member.

**Thematic groups** – The Space4Climate Group can establish, if Group members wish to do so, thematic groups for longer-term discussions on specific climate data related themes. Steering Group members can invite non-members with relevant specific expertise to be part of these groups. The thematic group must report in any relevant activity/knowledge to the Task Groups and, or the Steering Group.

### **Quorate criteria**

The meeting will be quorate if at least six of the constituent organisations of the Space4Climate Group membership are represented at the meeting. The Agenda for the meeting will be determined by the Group coordinator, the Climate Services Development Manager, in discussion with the Chair, and sent, together with any appropriate papers, to members of the Steering Group at least three working days ahead of the meeting. All members of the Group must confirm their attendance with the Group secretariat in advance of each meeting. When Members are not attending the meeting, they must inform the Climate Services Development Manager of progress on any actions outstanding for them, in advance of the meeting, in writing or by email.

Where an organisation's representative is absent from the meeting, a substitute may attend in their place with full voting rights. In the instance where a Member Organisation has more than one representative, only one representative can uphold the Member Organisation's voting right. Guests may attend meetings of the Steering Group as agreed in advance by the Chair, and may participate in the discussion of meetings, at the discretion of the Chair, but are not entitled to vote.

Notes of the meetings, including actions agreed, will be agreed between the Chair and the Secretariat, and then circulated to the Steering Group members. The proceedings of the Group and all Task Groups should be transparent and available to the public through the Space4Climate Group's website.

### **Conflicts of interest**

The Space4Climate Group meetings often rely upon, and have actions based on, the independent advice of Member Organisation representatives to make decisions or recommendations. Representatives of Member Organisations are therefore expected to declare any conflicts of interest at the start of each meeting they attend. All relevant interests, as determined by the Chair, will be publicly declared and noted in the meeting record.

A "conflict of interest" means any interest declared by a Member Organisation representative attending the meeting that could impair or be perceived as impairing his/her/their objectivity and independence in providing advice. For the avoidance of doubt, types of interest that must be declared are:

- Direct interest relating to personal financial gain, business interests, research funding and/or intellectual property interest
- Interests of others including family members and, or, other parties with substantially similar interests
- Professional or intellectual bias including public statements made and positions held

A Declaration of Interest is not required by observers, industry group representatives, representatives of national agencies or academic centres of excellence. Nor is it required from individuals under contract to the group for the provision of services.

A conflict of interest does not preclude participation in the group but if a declaration is made, then, if the Chair believes the declared interest to be relevant and significant, the Chair may request that the Member Organisation representative is precluded from participating, partially excluded or conditions imposed, in any Space4Climate Group activity, including voting, that would undermine the independence and integrity of that activity.

### **Decision making**

All significant decisions will be made by the Group, led by the Chair. Decisions will be made by consensus wherever possible. Where votes are taken, one representative from each Member Organisation will have one vote and in the event of an equal number of votes being cast on any matter, the Chair will have the casting vote. The Accountable Body has the right to veto any decisions that have significant financial or administrative consequences for it. All decisions will be recorded in the minutes. Where decisions need to be made between meetings, the following will apply:

- For an issue which is both significant and urgent, the members of the Group will be informed by email and given a deadline for their response. Responses must be made by email. A decision will be made based on the collated responses.
- Where the issue is either not significant or urgent, the Chair will make a decision. The Steering Group will be informed by email, unless the issue is not significant in which case it will be reported at the next meeting.
- An issue is significant if:
  - It involves expenditure of £10,000 or more, or

- It is controversial or politically sensitive
- Where a decision has clear and particular implications for a group member, that member will be informed as soon as is reasonably possible.

No financial commitments can be made on behalf of the Space4Climate Group without a decision made in accordance with the above.

### **Dispute resolution**

In case of dispute between Group members, the group Chair will in the first instance seek to arbitrate between the disputing partners. If the Chair is unable to enable resolution between the partners, the Accountable Body will seek to facilitate resolution. If the dispute is between the Chair and a funding partner, the Accountable Body will provide arbitration. If the dispute is between the Chair and the Accountable Body, the Vice-Chair will seek to arbitrate.

### **Group coordinator**

Currently within the role of the group's Climate Services Development Manager who is employed by the Accountable Body. The role of the manager is to:

- Manage the Partnership's work programme
- Support the Space4Climate Group and Chair
- Work with the Task Group Chairs to support delivery of the Task Groups' work programme
- Conduct activities as appropriate to the efficient running of the Space4Climate Group.

The Accountable Body has the right to veto any candidate for employment as Manager if it is thought that proposed working arrangements are not manageable.

### **Governance**

The Space4Climate Group will have regard to the requirements and recommendations of the Accountable Body with respect to the governance of Partnerships. The Accountable Body will inform the Chair of the Space4Climate Group when such requirements and recommendations change. In particular, these Terms of Reference and other Group arrangements will be reviewed periodically, and any changes made notified to the Accountable Body.

### **Acknowledgment of credit**

All work of the Space4Climate Group will be credited principally to the Space4Climate Group. Where individual group members promote the work of the Space4Climate Group, they must ensure that the Group's role is acknowledged.

## MEMBERSHIP ARRANGEMENTS

The group is funded by contributions from members. Founding funding members making contributions towards the coordinator's salary sit on the Group's Board for the year in which the contribution is given. The financial contributions cover the cost of group coordination, administration and activities of the group. There is an existing all-party funding agreement held by the Accountable Body to secure funding for minimum group coordination, renewed on a biennial basis. Funds for group activities and coordination are also raised from Member Organisations via contributions agreed as a written agreement between the accountable body and the group member.

- 1) For the period 1st October 2019 – 31st March 2022 the following rules will apply to industrial members:
  - a) All UK-based industry members are able to attend S4C meetings free of charge, with the following privileges outlined below in (d) for fee paying industrial members.
  - b) if an opportunity arises with public funding, procurement is open and all members will be alerted and anyone are able to participate and respond on an equal basis.
  - c) The following non-mandatory fees apply as follows:
    - i) £5k/year standard industrial fee
    - ii) £2.5k for industrial organisations with <50 members of staff employed in their UK business
  - d) Fee-paying industry members receive the following privileges:
    - i) First refusal on opportunities arising through Space4Climate generated leads. It is noted that a fee-paying member may agree to subcontract an area of work generated from a lead to a non-fee paying member, with the non-fee paying member then working on behalf of the fee-paying member. If no fee-paying members are interested in a lead (i.e. no email notification provided of interest within 5 working days of lead generation) then non-fee paying members will be allowed to pursue that lead and realise any resulting revenues and own any resulting IPR. Finally, if no fee-paying members are interested in a particular sub-component of work arising from a given lead, then non-fee paying members will be allowed to become a partner in the opportunity and own the work package in question (realising any resulting revenues and owing any resulting IPR).
    - ii) First refusal on marketing and communications opportunities arising through Space4Climate actions
    - iii) First refusal on Chair positions of Task Groups
- 2) Research and government institutions will not be asked to pay a fee as government, NDPBs and academic contributions are covered by contributions from UKSA and NCEO, they access the same benefits as set out to industry members in 1(d). However, any spin-out companies or commercial enterprises arising from NDPBs and/or research institutions will be subject to the rules on pursuing opportunities generated from Space4Climate leads as outlined in 1.

## Membership Terms of Reference

All Member Organisations must:

- be organisations that have a role in making usable and, or, accessible, climate data from space
- be organisations with a UK registered office
- contribute to the Space4Climate Group, in terms of time, expertise and/or resources, towards delivery of the Group's work programme
- agree to support the Group's work programme, taking responsibility for the delivery of actions and projects they have agreed to undertake
- provide a representative to attend meetings, or notify of representation absence, and respond to the Group agenda in a timely manner
- agree to these Terms of Reference

Therefore, all Member Organisations and the representative(s) they appoint to participate in Space4Climate activities must read and adhere to the Space4Climate membership protocol (Annex 2). Member Organisations may leave the Group by giving notice to the Chair at any time.

The Group may contain more than one representative from each member organisation. All representatives, of Member Organisations, attending the Steering Group, agree to:

- Contribute actively to the business of the Space4Climate Group, including by attending meetings of the group
- Contribute to the group's programme of work through the unique contribution and perspective of their organisations or sectors
- Communicate the work of the Space4Climate Group to others, including to appropriate colleagues in their own organisations
- Report to the Space4Climate Group any significant developments they are aware of appropriate to the business of the Group
- Make best endeavours to enact agreed actions of the Group and report back on actions taken.
- Interact with other Group members and the Accountable Body staff in an appropriate and respectful way

If no person from a Member Organisation attends two successive meetings, or if a Member Organisation fails to provide a reasonable level of continuity of nominated person attending, then:

- The Group coordinator, the Climate Services Development Manager, will contact the Member and report to the Chair on the reasons given for absence
- The Chair may recommend to the Steering Group that the Member Organisation ceases to be a member of the Space4Climate Group
- The Group may vote to cease the Member Organisation's membership

### **The Chair's role is:**

- to provide leadership of the group and impetus to achieve the group's mission and objectives
- to chair meetings of the Board and Space4Climate Group
- to ensure development and delivery of the Group's programme of work
- to ensure co-ordination of and liaison between Task Groups
- to take operational decisions about the work of the group between Group meetings

Board and Group meetings should be chaired in a manner which is business-like, inclusive, and resolves conflict through achieving consensus as far as possible. In this role, the Chair will be supported by, and responsible to, all Members.

Should the position of 'Head of Earth Observations and Climate' at UKSA cease to exist, the Chair should give as much notice as possible before resigning the position, and support succession planning for a new Chair during the final period in post.

### **Appointment of Chair**

Should the position of 'Head of Earth Observations and Climate' at UKSA cease to exist, the appointment process of a new Chair will be organised by the Accountable Body. Nominations for the Chair will be canvassed from the Group members. If a particular candidate receives the support of an outright majority of Group members, s/he/they will be granted the position. Otherwise, at least one month's notice will be given of a vote at a Group meeting. Each candidate will be invited to submit a paper of maximum length two sides of A4 using minimum font size 12 point to promote their candidacy which should be circulated to members of the Space4Climate Group in advance. The selection process will be chaired by the outgoing Chair, if not a candidate for re-election, or by the Vice Chair, if also not a candidate, or another member of the Group agreed by the Group of the purpose, and the deliberations of the Group will be held without any candidates present.



### **Deselecting the Chair**

Any Group member may instigate a vote of no confidence in the Chair. If the vote is supported by more than two-thirds of Member Organisations on the Group, then the Chair shall stand down immediately and the Vice Chair shall initiate the appointment process for a new Chair.

### **Vice Chair**

To deputise for the Chair when the Chair is not available. The Vice Chair will be appointed by a similar process to the Chair, on an annual basis, with the criteria that their Member Organisation be deemed 'industry'. S/he /they will be drawn from the g Group and the position not advertised. The Vice Chair cannot be employed by the Accountable Body.

The deselection of the Vice Chair shall follow the same mechanism as the deselection of the Chair, with the Chair being responsible for managing the appointment of the Vice Chair

## ANNEX 1

### Membership protocol

(Applicable to all representatives of Space4Climate Group Member Organisations participating in Space4Climate group activities)

All members of the Space4Climate Group are committed to working together to further the aims and objectives of the group.

#### Group members:

- ensure that their representative organisations take appropriate action to support the UK's world-leading climate community to deliver, sustain and make use of climate information from space.
- take responsibility for the delivery of allocated projects and actions where defined by the Space4Climate Group.
- facilitate the delivery of agreed actions, using their organisation's resources, where appropriate.
- inform the group of relevant work they are carrying out to making climate data from space usable and/or accessible.
- inform Space4Climate Group members where group activity will, or may have, particular implications for their organisations
- are present at meetings of the Space4Climate Group and/or Task Groups, send a representative from their organisation in their stead or send advance apologies for their absence.
- notify the group of any threat to their continued full participation in the group.

#### The Accountable Body will:

- employ the Group coordinator to coordinate the group
- provide a venue (virtual or physical) for the Group and Board meetings, as appropriate and subject to room availability.

#### In return, the Group coordinator agrees to:

- carry out the agreed programme of work efficiently
- keep Space4Climate Group members informed on progress with the programme of work
- provide Space4Climate Group members with the outputs of the programme of work