



IAVI Scientific Advisory Committee: Terms of Reference

Role of the Scientific Advisory Committee

The Scientific Advisory Committee (SAC) is charged with providing overall scientific and technical advice to the Vaccine Research and Development programs of IAVI, and in helping to assure the success of these programs. The primary roles of the SAC are to review IAVI's draft operating plan for Research and Development annually and to review progress of the major projects. In addition, members of the SAC will provide IAVI with advice on:

- The state-of-the-art in AIDS vaccine research and product development
- Clinical trials of AIDS vaccines
- New R&D proposals

Operationally, the SAC serves as the primary scientific advisory committee to IAVI, with the Chairman of the SAC working closely with the Senior Vice President, Research and Development in establishing scientific priorities for the organization, which together with the annual funding plan are presented to IAVI's Executive Office and Board of Directors for review. The SAC meets at least twice a year in June-July, preceding the annual budget planning process for the next calendar year, and in December-January to monitor progress of IAVI funded projects. As the primary scientific advisory committee to IAVI which reviews the progress of the Research and Development program, each SAC meeting will include a "Closed Session" with IAVI's President and CEO.

Membership Terms of the Scientific Advisory Committee

Members of the SAC shall be appointed by the Senior Vice President, Research and Development after consultation with IAVI's Executive Office for initial three year terms with potential for renewal for a further term. Membership terms will be staggered so as to provide for institutional memory and continuity, while concomitantly bringing new perspectives. Members will be selected based on their knowledge and expertise in HIV/AIDS basic and clinical research, vaccine development, and the needs of developing countries associated with vaccine development and evaluation. A quorum is half or more of appointed members.

Members of the SAC will serve in their individual capacity and not as a representative of any organization, special interest group or constituency, and will be expected to maintain confidentiality of the Committee's sessions. SAC members shall be required to sign IAVI's

Confidential Disclosure Agreement and Agreement on Ownership of Intellectual Property, ensuring confidentiality and assigning rights to inventions created during SAC meetings to IAVI.

Duties & Time Commitment Expectations of Scientific Advisory Committee Members

SAC members will be expected to

- Participate in the two SAC meetings per year, each meeting planned for 2-days;
- Participate in ad-hoc reviews of IAVI's R&D programs- anticipated level of effort would be one programmatic review per three year term
- Participate in review of new proposals as required- anticipated level of effort would be reading and assessing three (3) proposals per year

Committees and/or ad hoc Groups of the Scientific Advisory Committee

In order to more effectively advise IAVI on the progress of its key projects, the SAC will maintain a PMC (Project Management Committee) and other ad hoc advisory groups, as needed to carry out its work. Each subcommittee or ad hoc group will be chaired by a SAC member, and will consist of SAC members, and ad-hoc scientific advisors. Ad-hoc scientific advisors to the subcommittees of the SAC shall be appointed by the Senior Vice President, Research and Development and Chairperson of the SAC in consultation with IAVI's Executive Office.

- ***Project Management Subcommittee***

The Project Management Subcommittee will provide advice and recommendations on the management of projects within IAVI's R&D product development portfolio. The Subcommittee will review progress against objectives and advise the overall SAC about the developmental integrity of each project. It is envisioned that this group will meet at minimum twice per year. A member of IAVI's Research and Development staff will serve as Executive Secretary to the Project Management Subcommittee.