HEPTech Terms of Reference

1 Preamble

HEPTech is a network whose objective is to enhance technology and knowledge transfer from fundamental research in physics to society (hereinafter referred to as "HEPTech" or "the Network"). It is composed of institutions active in particle, astro-particle, nuclear physics and photonics or represented by their independent Technology and Knowledge Transfer Office (TTO/KTO), respectively (each referred to as a "Member").

HEPTech defines technology and knowledge transfer as an exchange or sharing of intellectual property, knowledge, skills, processes or technologies across different organisations, industry and society.

2 Mission

HEPTech is operated by technology and knowledge transfer professionals from large scale High-Energy Physics (HEP) science projects and research facilities in Europe. Network members work together to share best practice and experience to maximise the socio-economic impact of IP generated and facilitate commercial exploitation of both the skills and technologies developed across large-scale HEP science projects.

HEPTech leverages the strengths of its Members through the participation of their technology and knowledge transfer experts and/or scientists in its activities.

HEPTech is not concerned with performing technology transfer, a task that remains with each member. It should rather help identify and exploit possible synergies among the Members' action.

3 Network Activities

3.1 Sharing of Best Practice

The uniqueness of HEPTech is that this network acts for its Members as a platform for best practice and experience exchange in the specific HEP niche. Therefore, the Network aims to hold dedicated best practice exchange meetings twice a year on a rotational base. HEPTech supports the hosting member of those best practice events with a financial contribution up to 1.000 Euro per event.

3.2 Academia Industry Matching Events

To facilitate commercial exploitation of both the skills and technologies developed across large-scale HEP science projects, HEPTech concentrates its activities in the organisation of Academia-Industry-Matching Events (AIMEs) for specific HEP-topics.

The events should be organised by at least 2 Members together with HEPTech as a network in partnership. Each partner has representatives for this event in the scientific and organising committee of the event. HEPTech supports the event with a financial contribution up to 8.000 Euro per event.

Furthermore, HEPTech supports AIM-like events from Members as Co-Organiser with a financial contribution up to 2.000 Euro per event. HEPTech is not directly involved in the organisation of the event, but will support the organisers with contacts from the network, if needed, and will share all event communication through the network. In return, HEPTech is placed with its logo at all event

communication material and will be announced as Co-Organiser of the event. The event will be open to all other HEPTech members for participation.

A Decision Paper for the Board has to be submitted generally by the main organiser (in general the host) of the event. Decisions on the tasks for the event organisation and corresponding financial contributions have to be approved by the Board.

The number of those events per year depends on financial and personal resources of the network.

3.3   Relationship with Other NETWORKS

HEPTEch will increase its efforts to establish cooperation and to maintain relationships with other similar networks active in HEP-related fields. To this end, information about HEPTEch will be disseminated among networks of potential interest to HEPTEch and joint events and meetings will be initiated.

3.4   Communications

Both internal and external communications are essential for achievement of HEPTech objectives.

To this end, the following communication tools are employed: website, direct mailing, participation in events, press-releases, HEPTech LinkedIn page.

The HEPTech website will be regularly updated with information about the activities of the network and the Members. There will be also an event calendar. Direct emailing will be used for promotion of events of the network and Members. A HEPTech LinkedIn page will support the dissemination of best practice and TT showcases.

Press-releases (reports) of the AIMEs will be produced by the hosts for both internal and external communication purposes.

Effective communications depend on the active contribution of the Members that will provide information about their best practice and showcase their TT, and keep their websites up-to-date in the TT sections.

4   Governance

The purpose of this governance clause is to establish a structured framework for the functioning of the HEPTech Board with an annual rotating chair on a fixed rota, ensuring equitable distribution of leadership responsibilities and promoting effective governance.

The Board shall consist of representatives from each of the Network's Member Institutions see Section 5 HEPTech Board for detail.

4.1   Annual Rotating Chair with Fixed Rota

The Board shall agree and designate a fixed rota (Annex 1) outlining the order in which directors will assume the role of Chair on an annual basis.

The Chair's term shall commence in June and conclude at end of June following year, as per the predetermined rota.

The fixed rota shall be designed to ensure that each Member Institution has an equal opportunity to serve as Chair during their tenure.

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4.1.1 Responsibilities of the Chair

The Chair has the following responsibilities:

- The Chair shall preside over all board and workshop meetings, ensuring orderly conduct and adherence to established governance principles.
- Organization of the Board meetings and all other events and meetings in general.
- Collaborate with the other board members to set the agenda for board meetings and circulate agenda and papers two weeks prior to the meetings.
- Work with the Board to establish strategic priorities for the Network.
- Implement decisions taken by the Board.
- Act as the primary liaison between the Board and partner networks, providing regular updates and facilitating effective communication handling all the network activities.
- Coordinate the administration, finance, communication and network activity management in general.
- Ensure that HEPTech's expenditures match the budget approved by the Board.
- Preparation of reports and project proposals and their presentation to the Board.
- Receiving suggestions for new actions and activities.

4.1.2 Succession Planning

The Board shall engage in ongoing succession planning to identify potential candidates for the role of Chair and ensure a smooth transition as per the fixed rota. The Chair shall provide mentorship and support to the incoming Chair for the full year of their tenure to facilitate a seamless transition of leadership responsibilities.

4.1.3 Network Assistance

The Member Institution holding the Chair can apply for additional financial resources if required for the fulfilment of their responsibilities for example with administrative or support with travel and subsistence associated with attending board meetings. The proposal must be submitted to the Board, which decides if the request can be accepted.

5 HEPTech Board

5.1 Guidelines and Composition

Each Member Institution appoints a representative person (hereinafter referred to as "Representative") for all matters related with HEPTech.

The HEPTech Board is the general assembly of the Network, in which each Member is represented - with the right of vote - by its Representative.

In case a Representative cannot attend a specific HEPTech Board meeting, he/she can be replaced by another person, whose name must be notified to the Chair in writing.

A Representative can be accompanied by assistants/experts. However, each Member can send to the Board meeting maximum three people, including the Representative.

5.1.1 Board Meetings

Ordinary Board meetings take place twice a year at locations (e.g. CERN and Chair's Member Institute) on rotation base among the Members. Extraordinary Board meetings may be called at any time with four weeks' notice by the Chair to address urgent matters.

- Board meetings require a quorum of at least two thirds of the Members.
- A formal summary record is kept of each Board meeting.

5.1.2 Duties and Responsibilities

The HEPTech Board:

- Approves/ceases activities of the Network,
- Approves the budget, reports and work plans,
- Considers and approves new membership applications and changes to a Members's membership status,
- Approves/removes the Member Institution
- Changes the Terms of Reference,
- Sets the membership fees,
- Addresses any other matters of significance to the Network.

5.1.3 Voting Procedure

Each HEPTech Member Institution carries one vote.

Decisions on matters 5.1.2 and any change to the HEPTech Terms of Reference are taken by two-thirds majority vote. Decisions on all other matters are taken by simple majority.

If a Representative is unable to attend a Board meeting, the Member may appoint another Member of the network or person to act as its proxy, whose name must be notified to the Chair.

The maximum number of votes carried by one Member is three. Should this maximum number be exceeded, the Chair is empowered to redistribute the proxies across the other Members.

The Chair announces the appointment of proxies at the start of the meeting.

Votes are conducted by a show of hands, or by email.

In the event of a tied vote on decisions requiring a simple majority, the Chair has the casting vote.

If there is no quorum at a Board Meeting or a short-term decision is urgently needed, electronic voting carried out by the Chair after the Board Meeting is also possible.

6 Membership

6.1 Membership Status

The network is composed of institutions active in particle, astro-particle, nuclear physics, and photonics or represented by their independent Technology and Knowledge Transfer Office (TTO/KTO) respectively (each referred to as a "Member").

6.2   Membership Applications

Any legal entity, which is active in particle, astro-particle and nuclear physics or photonics and has an interest in technology transfer, may apply to join HEPTech. If its Technology Transfer Office (TTO) is a distinct entity, only one of the two may be represented as a Member in HEPTech.

The application process is as follows:

An application is notified to the Chair, who makes a preliminary evaluation of the prospective new member and informs the board. In the event of a positive evaluation by the Chair and no objections by the Board, the Chair invites the prospective Member to submit a formal application, which is forwarded to the Board for consideration at its next meeting.

A representative of the prospective Member presents the application at a Board meeting and its admission is put to the vote.

6.3   Membership Fees

The annual membership fees are determined by the Board, have to be yearly updated and approved by the Board in December's budget plan.

With a decision of the Board exceptionally the membership fee can be substituted by in-kind contribution of the Member. This decision should be done in Decembers Board Meeting for the contribution of the following year.

In exceptional cases and in consultation with the Chair if unscheduled in-kind contribution can be performed within the current year, the decision of the Board can also be made electronically and the call for payment of member contribution can be withdrawn.

Failure to pay the annual membership fee may, at the discretion of the Board, result in that Member's membership status being terminated.

6.4   Duties

All HEPTech Members agree to;

- pay the membership fee annually by June 30th, respectively (in exceptional cases and in consultation with the Chair by December 31st,
- abide by the Terms of Reference,
- designate a representative person ("Representative") who has the authority to make decisions on behalf of the Member,
- be represented at all Board meetings either by their Representative or by a proxy (c.f. Article
- contribute to the HEPTech activities,
- promote the HEPTech activities,
- inform the network annually about events in the matter of TT/KT or with any industry partnering possibilities, in advance.

The events of each Member should be open for participation to the other Members of the network and be officially announced in a common HEPTech network event calendar.

In the case a Member gives an official report about HEPTech and its activities to other Networks or institutions, their own Council or equivalent management structures, the content of the presentations has to be shared with the Chair in advance. This should ensure a professional external

appearance of HEPTech and also supporting the external communication activities. Members have the opportunity to invite the Chair for assistance of reporting or to attend the presentation.

The Members will provide the necessary support to the Chair on administrative/coordination/financial/communication/technical matters.

6.5   Termination of Membership

Membership of HEPTech is terminated in the following cases:

if the Member tenders its resignation to the Chair in writing by giving four (4) weeks' notice to the end of the calendar year,

if the HEPTech Board decides, by a two-thirds majority of all Members, that the Member in question is unable to fulfil its functions or has failed to abide by the Terms of Reference.

In the event of termination, all membership rights are revoked and membership fees already paid are not reimbursed.

7   Structure of the Network

The HEPTech organizational structure should be flexible and relevant to the activities of the Network.

For given projects/tasks/activities, Conveners may be appointed by the Board and they will have to take the responsibility for the organization and performance of the activities and to report to the Chair and to the Board.

Conveners may call working meetings inviting the Chair and HEPTech members.