The Global Genome Biodiversity Network Draft Terms of Reference

I. Document Purpose and Objective
The aim of this document is to establish a formal governance structure for GGBN, to be discussed and finalized by GGBN members. This document serves as a guide for members of the Global Genome Biodiversity Network as the Network makes the transition from a concept created in 2011 to a formalized member-driven organization. This transition will be guided by GGBN’s International Steering Committee (hereinafter referred to as the Interim Executive Committee), which was established in January 2012.

Principle changes to the Network’s organizational model embodied within this text include:
- The Interim Executive Committee will be succeeded by an Executive Committee;
- A General Assembly will be established;
- Procedures for membership of the General Assembly, Executive Committee and Task Forces will be established, and
- Expected financial contributions by members will be established.

II. Background
The Global Genome Biodiversity Network is an international network of institutions that share an interest in long-term preservation of genomic samples representing the diversity of non-human life on Earth. GGBN provides a platform for biodiversity biobanks from across the world to: Collaborate, ensure consistent quality standards for DNA and tissue collections; improve best practices for the preservation and use of such collections; and harmonize the exchange and use of material in accordance with national and international legislation and conventions. The Global Genome Biodiversity Network provides its members with the primary benefit of making DNA and tissue collections discoverable for research through a networked community of biodiversity biobanks. In doing so, GGBN provides trusted and transparent access to genomic samples for all, through an access and benefit sharing framework.

Since the Network’s conception in 2011, GGBN has grown to include 29 collaborating biodiversity biobanks from 17 countries, six biodiversity information management organizations, and six global biodiversity collections initiatives. In March 2013 the GGBN interim Executive Committee released a Memorandum of Cooperation for signature by member organizations. At present, 28 of the 29 biodiversity biobank collaborators have signed this document. Twelve Core member institutions are contributing data to the GGBN Data Portal and 17 Associate member institutions are working toward Core membership.

The Following sections outline the proposed GGBN Governance Model. GGBN goals and definitions, as outlined in the Network’s Memorandum of Cooperation, will remain unchanged.
III. Proposed GGBN Governance Model

A. Member Roles and Responsibilities

Membership in GGBN is open to biodiversity biobanks and organizations that have an interest in biodiversity biobanks. Institutions, government agencies, and other scientific organizations that own and manage collections of non-human genomic samples, along with other organizations involved in genomic biodiversity may apply to the Executive Committee to become new Members or can be nominated by GGBN Members at any time. Membership in GGBN is by mutual agreement between the prospective Member and the Executive Committee. Prospective Members are expected to have interests in (1) genomic research and research infrastructure connected to non-human biodiversity, (2) interacting with other Members and the GGBN Secretariat, and (3) contributing to the achievement of GGBN’s goals in various ways. GGBN has three Membership categories for institutions and organizations: Observer members, Associate members, and Core members.

1. Observer Members.

Institutional biodiversity biobanks and organizations that have an interest in biodiversity biobanks and biodiversity informatics and/or:

   a. Collect and contribute material to Core and Associate members in compliance with the relevant national/international laws and regulations;
   b. Support the goals of GGBN;
   c. Provide technical expertise to GGBN; and
   d. Participate in GGBN activities and Task Forces.

2. Associate Members.

Institutional biodiversity biobanks that have initiated the process of becoming Core members and therefore:

   e. Have made a commitment to long-term preservation of genomic collections and associated data, for the purpose of providing access for research;
   f. Have an enterprise level data system that can provide data on a reliable basis;
   g. Are represented in an institutional registry of biodiversity biobanks; and
   h. Intend to prepare and contribute data to the GGBN Data Portal in compliance with the standards established by the relevant GGBN Task Force.

3. Core Members.

Institutional biodiversity biobanks, which fulfill all the requirements of Associate membership and are also actively contributing data to the GGBN Data Portal in compliance with the standards established by the relevant GGBN Task Force.
4. Financial Responsibilities and Associated Benefits

Financial responsibilities and associated benefits for Core, Associate and Observer members are outlined in the table below. Financial contributions by members (i.e. Financial Contributors) may be made in kind or in cash, based on the institution’s biodiversity biobank specimens and collection staff size, as outlined in section VII. In kind contributions will be reviewed and approved by the Executive Committee annually based on the needs of the Network’s annual operating budget.

<table>
<thead>
<tr>
<th></th>
<th>Core</th>
<th>Associate</th>
<th>Observer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Financial Contribution</td>
<td>Required</td>
<td>Optional</td>
<td>Optional</td>
</tr>
<tr>
<td>Eligible to serve on General Assembly</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Eligible to vote in General Assembly elections</td>
<td>Yes</td>
<td>Yes for Financial Contributors</td>
<td>Yes for Financial Contributors</td>
</tr>
<tr>
<td>Eligible to serve on Executive Committee</td>
<td>Yes</td>
<td>Yes for Financial Contributors</td>
<td>Yes for Financial Contributors</td>
</tr>
<tr>
<td>Eligible for technical support for making tissue and DNA collections discoverable for research</td>
<td>Yes</td>
<td>Yes for Financial Contributors</td>
<td>No</td>
</tr>
<tr>
<td>Eligibility for participation on Task Forces</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Eligible for reduced registration rates for GGBN Conferences</td>
<td>Yes</td>
<td>Yes for Financial Contributors</td>
<td>Yes for Financial Contributors</td>
</tr>
</tbody>
</table>
B. General Assembly
The General Assembly represents the entire GGBN membership, including Core, Associate and Observer members and is the ultimate decision-making body for GGBN. A quorum consisting of at least half of the financial contributors is required for all decisions. Financial contributors may send more than one representative to meetings of the General Assembly but financial contributors will have one vote only. A financial contributor may cast its vote in absentia or may delegate its vote to another financial contributor that will be present at a General Assembly meeting. In absentia votes and a delegation of voting rights must be provided to the Secretariat one week prior to the beginning of a General Assembly meeting. Members that are not Financial Contributors will not vote.

C. Membership.
The General Assembly is made up of individuals representing GGBN member organizations.

D. Authority and Duties.
The General Assembly has the authority:
   a. To modify the Governance Model and GGBN MOC (see letter m below);
   b. To alter the rates of the annual financial contributions by members (see letter m below);
   c. To elect members of the Executive Committee at its first meeting after the 21st Financial Contributor has signed the MOC and annually thereafter;
   d. To nominate members of standing Task Forces;
   e. To renew the term of or nominate the Secretariat and Technical Management hosts;
   f. To identify strategic activities and partners;
   g. To identify new Task Forces;
   h. To propose issues, ideas, and new Task Forces for consideration by the Executive Committee;
   i. To approve GGBN’s strategies as proposed by the Executive Committee;
   j. To approve policies, budgets, and work plans as proposed by the Executive Committee; and
   k. To consider any matters pertaining to GGBN or its operations submitted to it by the Executive Committee Chair, the Secretariat Host, the Technical Management Host, or by any Member.

The General Assembly is to make decisions by consensus whenever possible or by simple majority, with the following exceptions that will require a two-thirds majority:
   l. Modifying the Governance Model and GGBN MOC, and
   m. Changing the rates of the annual financial contributions by Members.

E. General Assembly Meetings.
Meetings will coincide with annual or biennial GGBN Conferences. An annual vote to approve the operating budget, work program, and other essential decisions
recommended by the Executive Committee will take place at meetings or by electronic ballot if no meetings are scheduled to take place within the calendar year. Conferences are preferably held each time in a different geographical location hosted by a Financial Contributor.

F. Leadership.
The General Assembly will be chaired either by the Executive Committee Chair or a meeting chair specifically elected at the meeting.

IV. Executive Committee
The Executive Committee is a working committee responsible for overseeing the operations of the Secretariat and Technical Management Office in implementing the work program and budget.

A. Membership.
   A maximum of 11 members:
   • Chair;
   • Vice Chair; and
   • Up to nine members representing the General Assembly or Standing Task Force Chairs.

The Program and Technical Managers serve in a non-voting ex-officio capacity. The Program Manager will act as secretary to the Executive Committee. Members may include those institutions or organizations that have signed the GGBN MOC and are making a financial or in-kind contribution to the Network. No more than two non-collection holding organizations can hold a seat on the Executive Committee at one time (E.g. GBIF, ISBER, ESBB). Membership is through election by the General Assembly. The Executive Committee can invite observers with specific expertise or knowledge to join discussions at any time (e.g. GBIF, ISBER, or ESBB). The interim Executive Committee established during the transition from the International Steering Committee will present a slate of candidate Members for approval by the General Assembly that seeks a balance among geographic regions and between Core, Associate and Observer Members and reflects the distribution of Financial Contributors among size categories and disciplines. Approval of the proposed slate requires a simple majority. The Chair is nominated by the Executive Committee and confirmed by the members of the General Assembly.

B. Leadership.
The GGBN Executive Committee will have a Chair and Vice-Chair. During the interim phase, the Chair and Vice-Chair were elected by the International Steering Committee. During the implementation phase, the Chair and Vice-Chairs will be elected by the General Assembly at its first meeting, following nominations by the Executive Committee.

C. Authority and Duties.
The Executive Committee shall be responsible for setting strategy, policy, direction and budgets; developing and implementing work plans; evaluating progress and producing yearly reports; raising funds, and reviewing applications
for membership. Nominations and proposals made by the General Assembly will be confirmed by the Executive Committee and resubmitted to the General Assembly for final approval.

D. **Term.**
Henceforth membership is by election by the General Assembly. Members of the GGBN International Steering Committee, selected by GGBN Collaborators in 2011, will serve on the Interim Executive Committee during the transition phase. To create staggered terms of membership on the Executive Committee, one third of the initial terms will be for one year, one third will be for two years, and one third will be for three years. The duration of these initial terms of membership will be by a random process agreed to by the members of the Executive Committee following their election. During the implementation phase the Executive Committee members will be nominated by the General Assembly from the present slate of candidate members, and elected by the General Assembly at its first meeting.

E. **Meetings.**
The Executive Committee shall meet in person at least one time per calendar year and at other times as deemed necessary by the Executive Committee. In person Executive Committee meetings shall coincide with annual or biennial GGBN Conferences.

V. **Task Forces.**
Three initial Task Forces were established in 2011 to address: 1) Data Standards and Data Access for Genomic Samples, 2) Policies and Practices Related to Management and Stewardship of Genomic Samples and 3) Marketing and Outreach. New Task Forces may be proposed and identified by the General Assembly.

A. **Membership.**
Task Forces will be composed of nominated GGBN member representatives with capabilities and resources to offer GGBN, plus the Task Force Chair. The GGBN Program Manager serves in an ex-officio capacity on each of the Task Forces. Members may include those institutions or organizations that have signed the GGBN MOC and strategic partners. Membership is through nomination by the GGBN General Assembly and serves a three-year term that may be renewed indefinitely. Chairs are nominated by the members of the General Assembly and confirmed by the Executive Committee. Chairs serve a three-year term that may be renewed by the General Assembly.

B. **Authority and Duties.**
Task Forces shall be responsible for achieving goals outlined by the Executive Committee and approved by the General Assembly.

C. **Meetings.**
Task Forces shall meet in person and/or by teleconference as needed in order to accomplish the goals of GGBN. In person meetings will coincide with annual or biennial GGBN Conferences.

D. **Leadership.**
Each Task Force will be led by a Task Force Chair.
VI. **Secretariat and Technical Management Offices.**
GGBN’s Executive Committee will oversee the Secretariat and Technical Management Offices.

A. **Secretariat Office.**
Perform day to day operational management for GGBN, coordinates member activities, and provides administrative support and communication services for the General Assembly, Executive Committee, Task Force chairs, Technical Management Office, and GGBN Members.

B. **Technical Management Office.**
Perform day to day operational management of the GGBN Data Portal, GGBN Registry, and GGBN Library, coordinates further improvements, and provide technical support for GGBN Core and Associate Members.

C. **Composition.**
The Secretariat Office and Technical Management Office will consist of a Program Manager and Technical Manager, respectively, and any additional staff members whose positions will be approved by the General Assembly. Members of the Secretariat and Technical Management Offices will be employed on term appointments subject to the availability of funding. The Program and Technical Managers will report to the Chair of the Executive Committee.

D. **Term.**
The Secretariat and Technical Management Offices are run by volunteer institutions nominated by the General Assembly every five years starting in June 2016.
VII. Financial Contributions by Members

Any GGBN Core, Associate, or Observer member can make a financial contribution to the Network. These contributions will be made in kind or based on the member’s biodiversity biobank specimens and collection staff size, as outlined in the table below. In kind contributions will be reviewed and approved by the Executive Committee annually based on the needs of the Network’s annual operating budget.

<table>
<thead>
<tr>
<th>Category</th>
<th>Specimens Size</th>
<th>Collection staff size</th>
<th>Expected Contribution (US dollars/year)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Large-A</td>
<td>&gt;200K</td>
<td>&gt;10</td>
<td>10,000</td>
</tr>
<tr>
<td>Medium-Large-B</td>
<td>100-200K</td>
<td>5-10</td>
<td>5,000</td>
</tr>
<tr>
<td>Medium-C</td>
<td>50-99K</td>
<td>3-4</td>
<td>2,500</td>
</tr>
<tr>
<td>Medium-Small-D</td>
<td>20-49 K</td>
<td>1-2</td>
<td>1,200</td>
</tr>
<tr>
<td>Small-E</td>
<td>&lt;20 K</td>
<td>&lt;1</td>
<td>250</td>
</tr>
</tbody>
</table>

Member institutions fall within one of the five categories listed above based on a simple matrix using the institution’s biodiversity biobank specimen size against the biodiversity biobank collection staff size, as outline below. Both specimen size and collection staff size estimates are based on information made available to the Network from GGBN member institutions.
VIII. Activation and Deactivation of GGBN

A. Interim phase
The period of time during which potential Financial Contributors submit letters of intent to make an annual financial contribution to GGBN based on their biodiversity biobank specimens and collection staff size, and the subsequent period of time during which they sign the GGBN Memorandum of Cooperation.

B. Activation
This document will be activated as GGBN’s governance model at the point that 11 Financial Contributor organizations join the Network by signing the GGBN MOC.

C. Implementation phase
The period of time after 11 Financial Contributors have submitted letters of intent to make an annual financial contribution to GGBN and signed the GGBN MOC. A General Assembly will be established at this time.

D. Deactivation
GGBN will be deactivated with a two-thirds majority vote in the General Assembly.
IX. GGBN Operational Budget

The Global Genome Biodiversity Network is supported by grants and in-kind support through December 2015, and only partially supported by grants and in-kind support through December 2018. The Global Genome Biodiversity Network should be supported through in-kind support and financial contributions from its members starting in January 2016. The basic costs of operating the Global Genome Biodiversity Network is approximately $260,000 USD/year and the basic cost of operating plus Network conferences is approximately $300,000 USD/year.

<table>
<thead>
<tr>
<th></th>
<th>CY15</th>
<th>CY16</th>
<th>CY17</th>
<th>CY18</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operations</strong></td>
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<td></td>
</tr>
<tr>
<td>Program Support</td>
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<td>$10,080</td>
<td>$10,080</td>
<td>$10,080</td>
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<tr>
<td><strong>Staffing</strong></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Secretariat</td>
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<td>$55,052</td>
<td>$55,052</td>
<td>$55,052</td>
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<tr>
<td>Program Manager</td>
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<td>$181,650</td>
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<tr>
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<td>$24,150</td>
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<tr>
<td>Technical Assistant</td>
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<td>$36,750</td>
<td>$0</td>
<td>$42,000</td>
</tr>
<tr>
<td><strong>Coordination</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GGBN Conference</td>
<td>$258,030</td>
<td>$307,682</td>
<td>$270,932</td>
<td>$312,932</td>
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<tr>
<td>Travel</td>
<td>$258,030</td>
<td>$307,682</td>
<td>$270,932</td>
<td>$312,932</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$258,030</td>
<td>$307,682</td>
<td>$270,932</td>
<td>$312,932</td>
</tr>
</tbody>
</table>
If GGBN’s financial goals are not met by January 2016, then GGBN will revert to restricted operations until these goals are met.

<table>
<thead>
<tr>
<th></th>
<th>CY15</th>
<th>CY16</th>
<th>CY17</th>
<th>CY18</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operations</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Program Support</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
<tr>
<td>Equipment and supplies, marketing and press, printing</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Staffing</strong></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Secretariat</td>
<td>$52,430</td>
<td>$55,052</td>
<td>$55,052</td>
<td>$55,052</td>
</tr>
<tr>
<td>Half-time Program Manager</td>
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<tr>
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<td>$95,550</td>
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<tr>
<td>Technical Manager, Technical Assistant</td>
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<td></td>
<td></td>
</tr>
<tr>
<td><strong>Coordination</strong></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>GGBN Conference</td>
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<td>$0</td>
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<td>$0</td>
</tr>
<tr>
<td>Travel assistance, Venue</td>
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<td></td>
</tr>
<tr>
<td>Travel</td>
<td>$0</td>
<td>$0</td>
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<td>$0</td>
</tr>
<tr>
<td>Meetings, Technical house calls</td>
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<tr>
<td><strong>Total</strong></td>
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