

The Governance Structure of the Multiphase Flow Innovation Centre (FACE)

Preamble

The FACE CRI is a virtual Centre, with three contributing institutions, IFE, SINTEF and NTNU. The Host Institution, IFE is party to the agreement with the Research Council of Norway and bears practical, professional and financial responsibility for the establishment and operation of the centre in accordance with the agreement between the Research Council and the Host Institution.

1 The governance structure of the centre

The governance of the centre is illustrated in Figure 1, and consists of the following entities:

- The Board
- The CRI Partners Group (CPG)
- The Reference Group (RG)
- The Centre Manager (MG)
- The Centre Management Group (CMG)

The key personnel are:

Chair of the Board – a representative from the User Partners appointed by the Host Institution in consultation with the Consortium Participants.

Chair of the Reference Group – a representative from the User Partners.

Centre Manager - a person appointed by the Host Institution in consultation with the CRI Partners Group and approved by the Board.

No single person shall have active responsibilities at different levels in the Centre at the same time, e.g. be both project leader and chair of the reference group.

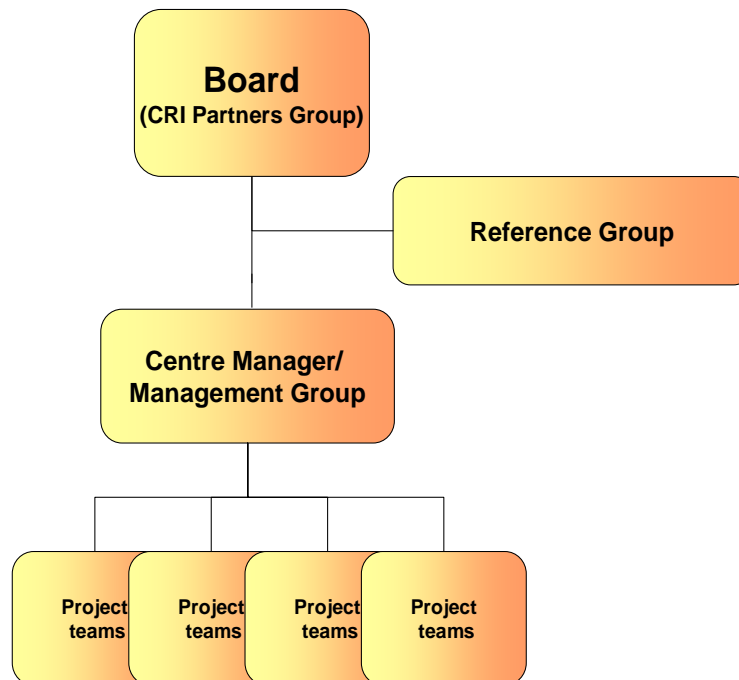


Figure 1: The governance structure of FACE CRI

1.1 The Board

The Board shall consist of one representative from each of the Consortium Participants. The Chair of the Board is a representative of the User Partners and is appointed by the Host Institution in consultation with the Consortium Participants.

The Board shall ensure that the intentions and plans underlying the contract for the project are fulfilled, that the activities described in the Project Description and in the Funding Plan are completed within the defined time frame, and that the “in kind” contributions are delivered as specified. The Board will further ensure that the interaction between the Centre, the Host Institution and the other Consortium Participants functions smoothly.

The Board shall further:

- Formulate the strategy for the Centre
- Approve the annual Working Plan, including annual budget
- Monitor the performance of the Centre according to the goals in the Project Description and annual Working Plan, and make corrective actions when needed, including termination and initiation of activities.
- Evaluate and accept annual accounts
- Accept or reject “in-kind” contributions from User Partners
- Accept new Consortium Participants

Each Consortium Participant is entitled to appoint one member to the Board. Consortium Participants are free to replace Board members, but are required to keep the Centre Manager informed of who is representing the Consortium Participant.

The Board shall meet regularly and will be convened with reasonable notice. The convening letter should be accompanied by an agenda and the documentation needed to deal with the items on the agenda. Each Board participant will cover its own costs related to the meetings of the Board.

The Board has a quorum when more than half the members participate physically or by proxy in the Board's deliberations. The Board will normally adopt its decisions unanimously among the members that are present or participate in the Board's deliberations. In ongoing matters that do not affect the individual Consortium participant's rights under the Consortium Agreement or the Contract, the Board can adopt decisions by a simple majority. The Board cannot take decisions that are in conflict with the Contract between the Host Institution and the Research Council or the "Requirements and Guidelines for CRIs". The Board can also make decisions by voting electronically between meetings.

1.1.1. The CRI Partners Group

The CRI Partners Group (IFE, SINTEF, NTNU) forms a subgroup (CPG) of the Board with special responsibility for the supervisory control of leadership and operational management of the Centre. Personnel that hold executive line management positions in the three research institutions shall constitute the CPG. The representative from the Host Institution shall chair the CPG.

The CRI Partners Group shall:

- Meet at least twice a year to review the operational management of the centre (Normally in connection with a Board meeting). The meetings are called by the Chair of the CPG.
- Take decisions in cases when disagreement occurs between the Centre Manager and the project leaders

The Centre Manager shall attend the CPG meetings as observer, and also be the secretary in these meetings.

1.2 The Reference Group

The Reference Group (RG) shall be composed of senior technical personnel from the Consortium Participants, supplemented by at least two experts from international research institutions. The Chair of the Group is a User Partners' representative, appointed by the Host Institution in consultation with the Board.

The Reference Group shall give technical advice, but have no decision making authority. The group shall assemble 1-2 times per year, normally 2-3 weeks before the Board meeting.

The Reference Group shall:

- Give advice to the Board regarding scientific quality and industrial relevance of proposed activities of the Centre and of Project Results. The Reference Group shall prepare a report on this issue in October each year, as an input to the Board's processing of the annual Working Plan.
- Monitor the scientific quality and industrial relevance of the Centre activities during their execution, and report deviations and propose corrective actions to the Board if required.

1.3 The Centre Manager (CM)

The Centre Manager shall be nominated by the Host Institution in consultation with the CRI Partners Group. The Centre Manager must have confidence within the scientific staff of the CRI Partners and be approved by the Board.

The Centre Manager shall have responsibility for the day-to-day management of the Centre. He is responsible for the progress of work of the project and the implementation of budgets, according to the annual Working Plan. The Centre Manager reports to the Board.

The Centre Manager and the project leaders form the Centre Management Group (CMG). The Centre Manager is chair of the CMG, but should not be leading any of the sub-projects. The Centre Manager is encouraged to take active part in technical work within his field of expertise.

Decisions in the CMG should be based on consensus. The Centre Manager shall inform the CRI Partners Group when significant disagreement within the CMG occurs. If a disagreement cannot be resolved the CRI Partners Group may, at its discretion, impose a decision.

The Centre Manager shall be responsible for the preparation of all documents required by the Research Council. The documents will be approved and signed by the Host Institution. The Centre Manager shall not be entitled to act or to make legally binding declarations on behalf of the Centre or Consortium Participants.

The Centre Manager shall attend all meetings of the Board, and shall be responsible for:

- a) Acting as secretary of the Board including keeping minutes of each Board meeting;
- b) Presenting proposals for budgets as directed by the Centre Management Group;

- c) Reporting on the Programme's economic progress to the Board and to the Participants.

The Centre Manager shall attend all meetings of the Reference Group, and shall:

- d) Act as secretary of the RG including keeping minutes of each RG meeting.

1.4 The responsibilities of the Host Institution

The Host Institution shall review and approve formal reports before submission to the Research Council.