

Our values



Bold



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Credible



Together

Research Committee Terms of Reference

March 2025



CANCER
RESEARCH
UK

Together we are
beating cancer

1. Constitution, Purpose and Conduct

- 1.1 The Research Committee (**Committee**) is constituted as a committee of the Council of Trustees (**Council**) of Cancer Research UK (the **Charity**). These terms of reference set out the authority and responsibilities of the Committee, as delegated to it by Council. The Committee performs its role by providing independent oversight to Council.
- 1.2 The Research Committee's purpose is to:
 - 1.2.1 Exercise supervisory oversight, on behalf of Council, of the development, implementation and review of the effective delivery of the Charity's research strategy.
 - 1.2.2 Make recommendations to Council on the Charity's research strategy and delivery against such strategy, in so doing, provide advice to Council, bringing insight and external perspective on areas relevant to research including emerging fields and new types of partnership working.
 - 1.2.3 In exercise of its oversight, carry out its duties as set out in paragraph 9, including (but not limited to) reviewing the Charity's policies relating to the employees of the Charity's Institutes and those funded through grants from the Charity and management of risk relating to such community of people.
- 1.3 The Committee shall have responsibility for direct oversight of management of risks that relate to those areas stated to be within its duties in these terms of reference. This recognises that the management of risks is shared between the committees of Council, in accordance with the authority delegated by Council (with risks relating to building and sustaining operations and change management overseen by the Audit and Risk Committee, risks relating to funding and managing research and innovation and influencing overseen by the Research Committee, risks relating to fundraising and income generation overseen by the Fundraising and Marketing Committee, risks relating to people by the People and Remuneration Committee and risks relating to financial management and stewardship by the Finance Committee).
- 1.4 The Committee shall in the course of its proceedings conduct itself in accordance with the Charity's Values, Code of Conduct and Code of Ethics.

2. Membership and Attendance

- 2.1 All Trustees designated as "Scientist Trustees" shall automatically be members of the Committee, unless agreed otherwise by Council. All other Trustee

members of the Committee shall be appointed by Council, on the recommendation of the Nomination and Governance Committee in consultation with the Chair of the Committee. The Committee Chair and any designated Deputy Chair of the Committee shall be a Trustee and shall be appointed as Committee Chair or Committee Deputy Chair by Council. The Chair of Council and the Treasurer shall be ex-officio members of the Committee.

- 2.2 The Committee may, if it considers it necessary or desirable, co-opt up to a maximum of three Non-Trustee Committee Members with particular expertise to the Committee. Non-Trustee Committee Members shall be appointed by Council, on the recommendation of the Nomination and Governance Committee in consultation with the Chair of the Committee.
- 2.3 The Committee shall collectively have the experience to enable the Committee to fulfil its duties. As the responsibility of the Committee evolves in response to developments, whether driven by scientific research, regulation, external context, digital/data, economic developments or otherwise, the Committee Chair will re-evaluate, no less than once every 2 years, the members' competencies and the overall balance of skills on the Committee in response to emerging needs and to ensure an appropriate mix of skills.
- 2.4 Any Trustee may attend a meeting of the Committee as an observer. The Committee Secretary should be informed who shall, in turn, inform the Chair of the Committee.
- 2.5 The Chief Executive Officer (**CEO**) and Executive Directors who are members of the Scientific Executive Board (**SEB**) shall normally attend the Committee meetings (whether all or part of it, as appropriate). Other non-members, including external leadership from the scientific research community (such as the Charity's Institute Directors, Centre Leads and Funding Committee Chairs), Executive Board members, Directors and Risk and Assurance staff may be invited to attend where business relevant to them is to be discussed. The Committee Chair will determine the need for closed sessions and attendance at such sessions.

3. Length of Service

- 3.1 Members (Trustees and Non-Trustee Committee Members) shall serve on the Committee for a maximum of 2 terms (subject to the limited exception below). In the case of Trustee members, this shall consist of a maximum initial term (of approximately three years) commensurate with their initial term as a Trustee, after which they may be reappointed by Council for a further term of three years (commensurate with their second term as a Trustee). In the case of Non-Trustee Committee Members, this shall consist of a maximum initial term of three years,

after which they may be reappointed by Council for a further term of no more than three years. If a Trustee is, by exception, reappointed for a third term as a Trustee (in accordance with the Charity's constitution), such Trustee may be appointed for a third term of no more than three years (again, commensurate with their third term as a Trustee), with the approval of Council. Continuance of Committee members (Trustees and Non-Trustee Committee Members) shall be reviewed, at the very least, prior to their reappointment for a further term.

- 3.2 Where possible, changes in membership should be phased to provide continuity.
- 3.3 Trustee members shall retire automatically from the Committee on ceasing to be a Trustee.

4. Secretariat

- 4.1 The Executive Director of Research & Innovation or their nominee shall act as the Committee Secretary and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

5. Quorum and Voting

- 5.1 The quorum necessary for the transaction of business is three Trustee Committee members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 5.2 In most cases, decision-making will be by consensus. However, in exceptional circumstances (as determined by the Committee Chair), decisions shall be made on a show of hands. In such cases, each Trustee shall have one vote. No resolution shall be passed unless the majority of Trustee Committee members present and in attendance vote in favour of the resolution. In the event of an equal vote, the Committee Chair (or in their absence, the chair of the Committee meeting in question) shall have the casting vote. Non-Trustee Committee Members shall not have voting rights.

6. Meetings

- 6.1 The Committee shall meet at least four times a year at appropriate times in the reporting and review cycle and at such other times as the Committee Chair shall require. Meetings of the Committee shall be called by the Committee Secretary at the request of any of the Committee's other Trustee members or at the

request of the CEO, the Executive Director of Research & Innovation, the Charity's Chief Clinician and/or the Charity's Chief Scientist.

- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers shall be forwarded to each Committee member and to any other person required to attend, no later than five working days before the date of the meeting.
- 6.3 The Chair of the Committee shall chair meetings of the Committee. In the absence of the Committee Chair or their appointed deputy, the remaining Trustee members present shall elect one of themselves to chair the meeting.

7. Minutes of Meetings and reporting procedures

- 7.1 The Secretary or their delegate shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Minutes of Committee meetings shall be reviewed by the Committee Chair and circulated promptly to all Committee members following which they will be included on the Council agenda for information. A report of each meeting of the Committee will be circulated to the next Council meeting.
- 7.3 The Chair of the Committee (or their designate, where necessary or appropriate) will report to Council following each Committee meeting.

8. Annual General Meeting

- 8.1 The Committee Chair shall attend the Annual General Meeting of the Charity to respond to any questions on matters within the scope of the Committee's responsibilities.

9. Duties

The main duties of the Committee are:

Key Priority Areas

- 9.1 Reviewing the landscape of the totality of CRUK's current research activities and investments including collaborations, partnerships, industry links and international portfolio;
- 9.2 Considering the Charity's research strategy and any significant changes

proposed for approval by Council;

- 9.3 Reviewing the implementation of the Charity's research strategy and agreeing the performance objectives, targets and measures of success for the Charity. Measures of success should encompass the outcomes and impact of research funded by the Charity, including benefit to patients and value for money;
- 9.4 Monitoring the delivery of objectives and achievement of targets and measures of success, including information on research outputs from the Charity's grantees and other indicators of the overall quality of research in the Charity's funding portfolio;
- 9.5 Reviewing the research operations plan, annual research budget and multi-year research funding plan for approval by Council;
- 9.6 Exercising delegated authority on matters arising in connection with the implementation of the research strategy and the research budget approved by Council;
- 9.7 Conducting deep dives into key priority/strategic areas;
- 9.8 Reviewing the Charity's strategy, plans and programmes in relation to equality, diversity and inclusion as it relates to how and who the Charity funds and how it conducts its research (including achieving diversity in our governance, leadership and funding structures in the researchers' community) and progress against such strategy. This shall include receiving and reviewing reports from management (or their delegates) on progress against the strategy insofar as it relates to this remit;

Oversight and Decision Making

- 9.9 Considering and, where appropriate, deciding or (where matters are reserved to Council) making recommendations to Council on:
 - i. The balance between basic, translational, clinical and other areas of research;
 - ii. The balance between intra-mural and extra-mural activities;
 - iii. The Strategy of individual Institutes and major Cancer Research UK (CRUK) Centres (clinical and non-clinical);
 - iv. The Charity's contribution to the national and international research agenda;
 - v. Specific research budgets, major research-related capital expenditure and proposed shifts in expenditure, with details of the effects of these on the overall portfolio balance;
 - vi. The response(s) to unforeseen scientific advances, changes to the research environment and/or new legislation;

Scientific Executive Board and Executive Updates

- 9.10 Review and approve terms of reference of the SEB;
- 9.11 Receiving a summary of meetings of the Charity's SEB so as to exercise oversight of the work of SEB and the Funding Committees. Full minutes of SEB meetings shall be made available to the Committee on request.
- 9.12 Reviewing (as it deems appropriate) and where necessary requesting further analysis of:
- i. Individual reports presented by Executive Board members on research progress including what is and is not working, and strategy implementation;
 - ii. Reports from individual Funding Committees detailing grants awarded so that implementation of agreed strategic changes to the portfolio balance can be monitored;
 - iii. Reports from any Institute reviews that have taken place during the year (which shall be provided to the Committee as a matter of course) and reviews of major research programmes to monitor progress; and
 - iv. High level consideration of possible future shifts in research strategy or portfolio balance and reports provided on specific research issues that are identified by Trustees as requiring more detailed analysis;

Delegation of Grant Approval Authority, Risk and Compliance

- 9.13 Approving research grants at or above £10m (instalment or lifetime value)¹

For approval of awards lower than the limits set out above, authority is delegated to the Scientific Executive Board;

Policies

- 9.14 Reviewing and/or being consulted on (as relevant) policies and any changes thereto relating to research as set out in the Appendix;
- 9.15 Considering and, where appropriate, deciding or (where matters are reserved to Council) making recommendations to Council on policies as they pertain to research, in each case, ensuring these are up to date, relevant to the charitable activity and facilitate progress towards the Charity's goals;

¹ Expenditure limits reviewed by RSC 16.09.14 and approved by Council 25.11.14. Further reviewed and endorsed without amendment by RC in Sept 2019. Further reviewed with amendment by RC in June 2024 and approved by Council in July 2024.

The Committee shall:

- 9.16 Determine Trustee representation at key evaluation events such as quinquennial assessments;
- 9.17 Review and endorse the budgets of the Charity's core funded institutes for approval by Council;
- 9.18 Review the schedule of business of the Committee and identify issues/areas for future discussion;
- 9.19 Monitor principal risks that relate to funding and managing research and innovation and influencing and ensure risks identified in the risk register relating to such areas are considered as part of the annual cycle of Committee business and as and when items are discussed. This shall include principal risks that relate to people insofar as it relates to employees of the Charity's Institutes and those funded through grants from the Charity (recognising that health and safety incidents and safeguarding incidents relating to that community of people shall continue to be reported to People and Remuneration Committee);
- 9.20 Receive and review regular consolidated reporting from across the Charity on the areas of risk for which it has oversight responsibility under paragraph 9.19; and
- 9.21 Oversee the Charity's approach on ESG/Sustainability and to oversee progress on delivery against the overall strategy, in each case in so far as it relates to areas of activity within the remit of the Committee.

10. Delegated Authority

The Committee is authorised by Council to:

- 10.1 Investigate any activity within its terms of reference;
- 10.2 Seek any explanatory information that it deems necessary or reasonable to discharge its responsibilities, including unrestricted access to management, employees, contractors and volunteers of the Charity and relevant information it considers necessary to discharge its duties. The Committee will also have unrestricted access to records, data and reports and the Charity's management and staff shall cooperate with requests of the Committee;
- 10.3 Obtain independent professional or legal advice as necessary, within reasonable financial limitations and in accordance with the Charity's expenditure policy and processes; and

- 10.4 To take all such other actions and decisions as may be necessary with regard to the scientific and research activities of the Charity in order to implement the research strategy, business plan and operating plan approved by Council within the research budget approved by Council.

11. Other

- 11.1 The Committee shall, at least once a year, review its own performance, constitution and these terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Council for approval. In any year when Council is conducting an external effectiveness review, the requirement for the Committee to review its own performance shall not apply.

Appendix

OVERSIGHT OF POLICIES AND REQUIREMENTS

Policy/Requirement	Committee Action	Council Approval
Dignity at Work In Research Policy	Approve	No



Cancer Research UK is a registered charity England and Wales (1089464), Scotland (SC041666), the Isle of Man (1103) and Jersey (247).