

ORGLILFDWLRQV WR WKH 612/\$% , QVWLWXWH¶V &RQV

Executive Summary

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On November 15th, 2012, the Board of Directors of the SNOLAB Institute approved the new constitution of the 612/\$% , QVWLWXWH DQG VXEPLWWHG LW WR 4XHHQ¶V IRU 6HQDWH , QVWLWXWH RI 4XHHQ¶V and Ontario facility for astrophysics, and is the premier facility of its mT(r)-3(o cs)-3(,)11(e404C>-6<00C>-4C>-e wo)1oparl00C>d.-4(t)Tab4(s)9(t)-4l(opoca(l)9(r)-3d 24(n

Board, the Universities can ensure the directions taken by the Board are consistent with the objectives and values of the Universities. This is a common governance structure, used for example by ACCURA and recently adopted by Compute Canada to also meet the governance requirements of CFI.

- Removal of all content regarding SNO and the SNOLAB construction as these two phases are complete.
- New definition of the Board Composition (Mostly in Terms of Reference).
- (OLPLQDWLRQ RI WKH 612/\$% , QVWLWXWH 'LUHFWRU¶V UROH management). At the time the previous version of the constitution was written, the management structure included: the Board; the SNOLAB Institute Director (currently T. Noble) reporting to the Board; and the SNOLAB Director (currently Nigel Smith) reporting to the Institute Director. This is no longer required, and the Institute Director position has been removed. It was essential earlier when the three parallel activities of SNO, SNOLAB Construction, and SNOLAB Operations were all vying for resources and priority, and it was the Institute Directors responsibility to manage the interactions between these somewhat competing activities.
- Editing WR PHHW FXUUHQW 4XHHQ¶V SROLFLHV
- Reworking of the IP section to define policy for SNOLAB employees. This was not fully fleshed out in the previous version, as the scientific program was not yet active. It is important to get this properly defined now that the scientific activities have begun. It is complicated as SNOLAB is a facility, and most of the IP resides with the Universities and institutions participating in experiments in the lab. But SNOLAB also has research scientists participating on a number of these experiments, and engineers doing design work for these projects, and their IP rights needed to be properly protected.

Review to date:

- The proposed version of the Constitution was developed originally by the SNOLAB Governance C



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the Province of Ontario Ministry of Economic Development and Innovation (previously the Ministry of Research and Innovation), being referred to as the SNOLAB Operations funding Agencies.

The Institute will also undertake activities to support the interaction of Collaborating Scientists and students and to extend the study of scientific topics addressable by the experimental techniques used in the laboratory. These activities could include support for conferences, educational workshops and visiting scientists.

The Institute shall have the following elements:

- 1) **An Institute Council** shall be established. Each Member Institution shall be entitled to appoint one individual to the Institute Council. The appointee will be known and hereafter referred to as a Member Representative and will act on behalf of the Member Institution. A Member Institution may remove its Member Representative and appoint another individual in their place and stead. Each Member Institution shall designate its Member Representative from among its senior administrative officers or its senior scientific staff. Each Member Representative is expected to represent effectively the interests of his or her Member Institution in the conduct of the affairs of SNOLABI. It is the goal of the Institute that the Institute Council will consist of senior administrative officers, such as the Vice-President (Research) or their designate, representing their respective Member Institutions. All questions at meetings of the Institute Council shall be decided by a majority of the votes of the Member Representatives present. The Institute Council shall meet annually. Quorum is defined as two-thirds of the Member Representatives of the Institute Council.

The duties of the Institute Council, representing the Member Institutions shall be:

- (i) to annually elect one of the Member Representatives to serve as Chair of the Institute Council for a period of one year;
- (ii) to recommend electing, renewing, or revoking, the Chair and members of the Board of Directors, from a slate of candidates recommended by the SNOLABI Governance Committee or by nomination at the meeting;
- (iii) provide comment upon the activities of the SNOLABI and other issues that any Member Representative considers worthy of consideration

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- (v) receive the audited financial statements; the Board annual report; and the agenda and minutes of the meetings of the Board of Directors;
- (vi) transact such other business as may properly be brought before the meeting.

2) **A Board of Directors** shall be established through which SNOLABI shall be operated, supervised and controlled.

The duties of which Board of Directors include but are not limited to: policymaking, determination of the budget and fund raising. The Duties, Responsibilities and Composition of the Board of Directors shall be defined through the SNOLABI Board of Directors Terms of Reference. The SNOLABI Board of Directors Terms of Reference, and subsequent amendments, shall be ratified by the Board of Directors, and

3) **A Chair of the Board of Directors** (hereinafter referred to as WKH³ & KDLU VKD appointed Chair by the Institute Council.

4) **An Executive Secretary of the Board of Directors** (hereinafter referred to as the "Executive Secretary") shall be appointed secretary to the Board in accordance with the SNOLABI Board of Directors Terms of Reference.

5) A **SNOLAB Executive Director** (Hereinafter referred to as the "SNOLAB Director"). The responsibilities of the SNOLAB Director include but are not limited to: health and safety, operation of the facility consistent with the strategic and facility plans, management of human resources, and administration of the budget. The complete set of duties and responsibilities for the SNOLAB Director are defined in the SNOLABI Board of Directors Terms of Reference.

6) **SNOLAB Associate Director(s)** may be appointed by the Board of Directors in consultation with the SNOLAB Director.

3. OFFICE OF THE INSTITUTE

Offices of the Institute shall be maintained at Stirling Hall, Queen's University and at such other places as the Board of Directors may reasonably determine from time to time in

4. INSTITUTE BOARD OF DIRECTORS RESPONSIBILITIES

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The Principal or Executive Head of any Member Institute may on reasonable notice inspect the financial books and records of SNOLABI.

22. NON-SNOLAB INTELLECTUAL PROPERTY

Intellectual Property Rights for Collaborating Scientists in collaborations which do not have any SNOLAB employees contributing to the Intellectual Property will be held in accordance with the relevant policies of the collaboration, their Member Institutes; granting agencies; places of employm-121(w)1ra ce with the 1(o)6(f 2 3(t)242e3(tr

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or their Employer or Institutions have contributed, and the non-SNOLAB related material and financial contributions of the Institutions, in that order. Respective Contributions will be determined by negotiation in good faith amongst the SNOLAB Member Institutions, the Collaborating Scientists; their employer or Institution and in accordance with the relevant policies of

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