

## **The McGovern Family Center for Venture Development in the Life Sciences Organizational Charter**

### **Mission**

The McGovern Center will be a major pathway for enabling the development and commercialization of Cornell technologies in the life sciences and related fields, for catalyzing transfer of Cornell research discoveries for societal benefit, to increase regional and NYS economic development, and for broader economic impact. The McGovern Center will promote and enhance the early stage start-up companies of Cornell faculty, staff, students, and others holding licenses to Cornell technologies.

To achieve this mission the McGovern Center will work in partnership with CCTEC and the Biotech Institute, and will:

- Provide early-state office space for start-up companies.
- Provide laboratory facilities to support proof of concept testing.
- Facilitate access to Life Science Core Facilities, other university support resources.
- Coordinate access to business start-up expertise, including service vendors, management talent, entrepreneurial experts, and alumni networks.
- Provide business planning expertise and support.
- Facilitate connection with investors, grantors, and other financial resources.
- Make available entrepreneurial advisory, educational, collaboration, and business planning opportunities extending to the Cornell community.

### **Operational Principles**

The McGovern Center will be operated in a manner that is fully consistent with Cornell University's Policy on Conflicts, its Policy on Inventions and Related Property Rights, and all other Cornell policies and established practices.

### **Management Structure**

Institutional Executive

- Senior Vice Provost for Research (SVPR)

Management

- SVPR or Designate

Executive

- Director, McGovern Center

### **Budget**

The budget for the McGovern Center will be determined annually by the Cornell administration, based on University priorities and the demonstrated needs, prospects, and successes of the Center.

### **Goals of Organizational Structure**

- Leverage breadth of expertise developed through NYSTAR CAT (Biotechnology Institute) and CCTEC through organizational alignment;
- Provide clear contact points for investors and corporate contacts and for inventors and businesses;
- Reduce duplication of effort and increase value of education, outreach, and business planning;
- Incorporate incubator facility and incubation program resources in early commercialization planning.

### **Advisory Council**

The McGovern Center Advisory Council (“Council”) provides strategic business advice and links to financial and management resources to support the commercialization of Cornell Life Sciences technologies.

The Advisory Council functions solely in an advisory capacity. Generally, the Council shall:

- Advise the Center Director on strategies for positioning the Center and Cornell University as a leader in commercialization of Life Sciences incubation and seed/early stage commercialization;
- Provide advice, oversight and guidance with respect to Center initiatives and goals;
- Provide detailed technology, market and product commercialization guidance to Center companies;
- Advise the Center Director in setting Center policies (including but not limited to standards for admission and graduation for Center companies) and Center rates/fees;
- Review prospective Center company applications and advise the Center Director on the acceptance of specific applicants;
- Review and provide input to prospective Center company incubation program proposals, advise the Center Director on the acceptability of such proposals, recommend implementation of acceptable programs, provide oversight of implementation of such programs by the Center Director and staff;
- Assist the Senior Vice Provost for Research (SVPR) in hiring the Center Director, advise the SVPR on the Director’s performance, and inform the SVPR of any concerns regarding the Director’s performance when deemed necessary;
- Perform such other duties as from time to time shall be requested by the SVPR or the Center Director.

## Membership

All Advisory Council members shall be appointed by the SVPR.

Standing Members (no term limit):

- Senior Vice Provost for Research or Designate (Chair)
- Vice President for Finance or Designate
- Vice Provost for Technology Transfer and Economic Development

External Members:

There shall be a minimum of seven (7) Members external to Cornell (3 year term, renewable). Preferably, external members will be alumni with expertise in life sciences and/or entrepreneurial success and/or experience as a professional investor in Life Sciences ventures in the venture capital and/or industrial context. In recognition of his critical role in the founding of the Center, Kevin McGovern's term will be renewed automatically. Mr. McGovern's seat on the Council is not transferable to friends or family members. Mr. McGovern and other informed individuals on the Council will provide the SVPR with nominations of appropriate candidates for these Council positions).

Faculty Representatives:

There shall be four (4) faculty representatives to the Council (three-year term, renewable. Two shall be selected from the Life Sciences, one shall be selected from Physical Sciences and Engineering, and one shall be selected from the Johnson School or Dyson School.

Resignation. Members may resign from the Council at any time upon providing written notice to the Chair, but shall continue to serve on the Council until the appointment of a successor.

## Member Duties

- Sign and comply with the Advisory Council Non-disclosure Agreement;
- Attend as many Council meetings as possible
- Avoid conflicts of interest, promptly disclose any potential or actual conflict of interest to the Chair (SVPR or designate) and Director, and recuse themselves from all discussions and recommendations in which the Member may have an actual or potential conflict of interest;
- Promptly disclose to the Chair and Director any substantive business discussions with Center companies, and preferably discuss the matter with the Chair and Director before initiating any such discussion.
- Conduct all Advisory Council activities within the scope of this Organizational Charter.

## Officers

Chair. The Advisory Council shall initially be chaired by the SVPR, and thereafter shall be chaired by the SVPR or the SVPR'S designate without any term limit. The Chair shall:

- Preside at all Advisory Council meetings;

- Set meeting agendas, with input from the Center Director;
- Serve as the official representative of the Council;
- Appoint such ad hoc committees as may be necessary or desirable to conduct Council business;
- Assume such other duties as may be necessary for the effective functioning of the Advisory Council.

Vice Chair. The initial Vice Chair shall be selected by the SVPR, and thereafter shall be selected by the Council. The Vice Chair shall serve for a term of one year. The Vice Chair shall:

- Preside at Advisory Council meetings in the absence of the Chair;
- Assume such other duties as may be necessary for the effective functioning of the Advisory Council.

Secretary. The Center Director shall serve as the Secretary and as an ex officio, non-voting member of the Council without any term limit. The Secretary shall:

- Record and distribute the minutes of every Council meeting;
- Maintain archive of minutes;
- Assume such other duties as may be necessary for the effective functioning of the Advisory Council.

### Meetings

The Advisory Council shall meet at least four (4) times a year and as the SVPR and Director deem appropriate. At least one such meeting shall be in person in Ithaca, New York or at another location selected by the Council. Other meetings may be held telephonically. The Council shall determine its own rules of procedures and the times and place of holding its meetings.

### Voting

Except as expressly provided herein, all Advisory Council acts and recommendations shall be made by majority vote. Each member shall have one vote.

### Quorum

A majority of Council members shall be necessary to constitute a quorum for the conduct of any business.

### Executive Committee

Standing members; member qualifications: The Advisory Council shall have a five (5) member Executive Committee, which shall consist of the Chair, the Vice Chair and three other members appointed by the Council. The three external members of the Executive Committee shall be professional investors employed full time in angel, seed, venture, or industrial Life Sciences investment contexts.

Duties: The Executive Committee shall:

Upon delegation by the Council, represent the Council as a whole with respect to Center Company admission decisions and Incubation Program recommendations that are time-sensitive matters and opportunities which cannot be accommodated within the quarterly meeting schedule of the full Council

- At the request of the SVPR and Director, advise the SVPR and Director on matters of actual and potential conflict of interest
- Recommend to the SVPR removal of Members for cause.

Meetings. The Executive Committee shall meet in person, telephonically, or via e-mail proxy as frequently as its members deem appropriate to carry out its responsibilities and shall maintain minutes of each meeting and vote. The Executive Committee shall fix its own rules of procedure and the time and place of holding its meetings. The Executive Committee may ask Members or others to attend meetings or to provide relevant information.

Actions. All members of the Executive Committee shall be necessary to constitute a quorum of the Committee. The affirmative vote of a majority of the Executive Committee members shall be necessary for any act, decision or recommendation of the Committee.

#### Amendments

The Advisory Council may recommend to the SVPR amendments to this Organizational Charter at any regular Council meeting by a vote of a  $\frac{3}{4}$ 's majority of the members of the Council.