

The Novo Nordisk UK Research Foundation (NNUKRF)



Terms of Reference for Trustees and Committee Members V1.0 March 2025

Registered charity 1056410
www.nnukrf.org.uk

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The Novo Nordisk UK Research Foundation

In this document NNUKRF refers to the Novo Nordisk UK Research Foundation. NNUKRF is an independent charity (number 1056410) whose sole donor is Novo Nordisk Ltd. Although Novo Nordisk Ltd is the sole donor, NNUKRF decides and allocates funding independently in order to fulfil its own independent charitable objectives.

Objectives

Promoting research into the causes and treatment of diabetes mellitus and publishing the useful results thereof.

The preservation and protection of the health of the public by educating them and conducting research into the causes and prevention of diabetes.

The advancement and promotion of education in the treatment of diabetes by members of the medical profession

Research Strategy

NNUKRF strategy is to support research projects likely to yield benefits in terms of patient care and management of diabetes and to support the development of academic HCPs within diabetes care. NNUKRF has 3 main funding streams aimed to achieve the objectives set out above:

Fellowships

- **Research Fellowships** - for medically qualified and other healthcare professionals early in their research careers. These may be run jointly with other charities and not for profit organisations.
-

Grant

Grants are awarded for clinical research or clinically relevant research and are intended primarily as finance to investigate a topic within an existing project, a pilot study or small piece of research for researchers early in their career working in the field of diabetes rather than the full funding of projects or salaries of established research workers.

Fund

Fund Awards are intended for primary and secondary care health care professionals except medically qualified HCPs (eg nurses, dieticians, podiatrists etc) working in the UK to help develop and enhance patient care.

Trustees

Terms of Reference for Trustees of the Novo Nordisk UK Research Foundation

The Trustees are responsible for:

- The governance of NNUKRF
- Setting the overall strategy for NNUKRF
- Assessing and, if thought appropriate, approving awards recommended by the Research Selection Committee and the Nurse and Allied Healthcare Professional Selection Committee in accordance with the objectives of NNUKRF
- Ensuring compliance with necessary rules and regulations with regard to the running of NNUKRF including the Charity Commission and The Association of Medical Research Charities
- Ensuring that NNUKRF operates in accordance with its own Trust Deeds

NNUKRF Board of Trustees may have between 5 and 11 members including one trustee representing the sponsor (Novo Nordisk Ltd).

The Trustees appoint a chairman/woman.

Trustees normally serve for a period of three years but may be re-elected for another three years. If a serving or past Trustee is elected to the Chair of Trustees then the period of service begins anew and the Chair may serve for three years and may be re-elected for another three years.

The Trustees meet at least twice a year. One of these meetings is the Annual General Meeting. Trustees may join by telephone or video link if they are unable to attend in person.

All trustees are required to sign a Trustee Declaration, this statement confirms that the individual is not disqualified from taking on the position of trustee (a copy of the declaration can be found in appendix 1)

All trustees are required to sign a contract with NNUKRF. This contract sets out the terms of the appointment and the requirements placed on the trustee (a copy of the agreement can be found in appendix 2)

Trustees are required to complete a Bank mandate by identifying themselves to Barclays Bank and completing a personal details form.

Business of the Trustees

The Trustees must act in the best interest of NNUKRF and in compliance with the requirements laid down by the Charity Commission.

The Trustees must ensure that the objectives of NNUKRF are fulfilled. This includes:

- Reviewing and approving the strategy and policies of NNUKRF.
- Reviewing and approving the awards made by NNUKRF.
- Appointing and constituting the advisory committees.
- Appointing the Chair of the Research Selection Committee.
- Appointing the Chair of the Nurse and Allied Healthcare Professions Selection Committee.
- Monitoring the budgets and expenses of NNUKRF.
- Monitoring progress of the research supported by NNUKRF.

When appointing members to the Selection Committees the Trustees must consider the diversity of experts involved in the review process in terms of location, career stage, gender and ethnicity or other factors as appropriate.

Conflict of Interest

Refer to the Conflict of Interest Policy.

Trustees will be asked to sign a copy of the Conflict of Interest Declaration when they join the Committee (appendix 3)

Appointment of Trustees

Trustees will be appointed by the Board

Newly appointed Trustees may be invited to attend one meeting as an observer before their appointment begins.

A 1:1 session with the Secretary will be offered as a form of introduction and training for the role.

Administrative and Operational Support

Novo Nordisk Ltd will provide non-financial support in the provision of, a Foundation Secretary, to assist with the day to day running of NNUKRF which shall consist of proposing one Novo Nordisk employee who will work part time for no more than 50% (fifty percent) of their working time for NNUKRF. Following the proposal for the Foundation Secretary from Novo Nordisk Ltd, the individual to fulfil this role will need to be approved by the Trustees. Such approval to occur on an annual basis if the same individual will fulfil the role of the Foundation Secretary for more than one year. The Foundation Secretary will dedicate his/her time on an ad-hoc basis as necessary. This position will be funded by Novo Nordisk Ltd.

Records of the work of NNUKRF and the Trustees, including grant applications and minutes of meetings will be maintained by the NNUKRF Secretary.

All correspondence should be sent via NNUKRF email to ukresearchfoundation@novonordisk.com .

Expenses and fees

Trustees are not paid a fee, however, NNUKRF will refund travel and subsistence expenses for Trustees attending meetings and other business of NNUKRF. They will be asked to complete a claim form.

A copy of NNUKRF expense procedure is available in the policies document of NNUKRF.

Research Selection Committee

Terms of Reference for Members of the Research Selection Committee (RSC) of the Novo Nordisk UK Research Foundation.

Role of the RSC

The work of the RSC is vital for NNUKRF to meet its objectives. The role of the RSC is to recommend to the Board of Trustees the award of research Grants and Fellowships.

Organisation of the RSC

The RSC will have a minimum of 3 and a maximum of 15 members, invited to join because of their specialist knowledge, expertise in diabetes or as lay members with an interest in diabetes research and education.

Each member of the RSC is asked to serve for maximum period of three years but may be re-elected to serve a further period (not exceeding six years in total).

Members will be appointed by the Board of Trustees. Newly appointed members will be offered a 1:1 session with the Secretary as a form of introduction and training for the role. Newly appointed Trustees may be invited to attend one meeting as an observer before their appointment begins.

There will be a minimum of one Trustee and maximum of two Trustees on the RSC. The members, the Chairman or the Secretary of the RSC cannot be a Trustee if such Trustee is employed or otherwise related to any of the Charity's sponsors.

One of the members will be appointed by the Board of Trustees as the Chair of the RSC. If a serving or past member of the RSC is appointed to the Chair of the Committee then the period of service begins a new and the Chair may serve for three years. Trustees may serve no longer than a total of 9 years including a period as Chair.

A Trustee may be the chair of the RSC. The Chair of the RSC does not vote or score applications.

The Chair (or an appointed deputy) of the RSC attends the Trustees meetings to report on the activity of the RSC.

The Chairperson may appoint a Deputy Chair. The Deputy Chair may be asked to substitute for the Chairperson in circumstances where the Chair is unavailable.

Members will be requested to attend one meeting per year. Members unable to attend may submit their review comments to the Chair or Deputy Chair of the RSC for presentation at the meeting. Members unable to attend or provide comments at two or more consecutive meetings may be asked, by the Chair of the Committee to stand down from the RSC.

Quorum for the Research Selection Committee shall be half the Committee or 5 members.

Members of the RSC may join the meeting by telephone or video link if they cannot attend in person.

In addition members of the RSC may, from time to time, be invited to attend other meetings of NNUKRF.

Members may resign at any time by informing the Chair of the RSC via NNUKRF Secretary.

Where a conflict of interest interferes with the running of the RSC, the Chair of Trustees or other board member will be asked to approve a process that will eliminate conflict of interest and ensure a fair and unbiased review process.

Members of the RSC who have applied for an award will not take part in the review process for that year. This includes the Chairman in which case a deputy chair will be appointed by the Chair of Trustees

Work of the RSC

The NNUKRF makes one round of awards each year. The members of the RSC are expected to review the applications for research fellowships and for research grants. Using their knowledge and expertise members are asked to form an independent opinion on the merits of supporting each project with reference to the goals and objectives of NNUKRF.

The call for applications will take place each year as determined by the Trustees. The timeline for applications may change at the discretion of the Trustees. Preliminary applications for NNUKRF Fellowships are 500 words and for NNUKRF Grants are in the form of a 250 word abstract. Members of the committee are asked to review and score all preliminary applications. If more than 20 Grant applications are received the RSC will each review a proportion of the applications. The Chair of the RSC will review the scores and identify a short list of applicants who are then invited to submit a full application. Committee members have a further period to review short listed full applications for NNUKRF Research Fellowships and Grants. A scoring system is used to help define the merits of each application and to determine the short list in addition to the comments from the external reviewer(s) (Fellowships only). The scores for Research Fellowships are reviewed by the Chair and a maximum of three candidates identified who will be invited to present their proposal at the meeting of the RSC. At this meeting members of the RSC will have the opportunity to challenge and question the applicants.

Shortlisted NNUKRF Grant applications will be reviewed at the once yearly meeting. The RSC will then discuss the merits of the applications. After all full applications have been presented and discussed a further round of scoring will take place. The Chair does not score. The mean and ranked scores will be used to assist the discussion and help determine which Grant applications will be recommended to the Board of Trustees by the Chair of the RSC for funding.

Conflict of Interest

Please refer to the Conflict of Interest Policy.

Members of the RSC will be asked to sign a copy of the Conflict of Interest Declaration when they join the Committee (appendix 3).

Members will be asked to declare any conflicts of interest at the beginning of each Committee meeting and any declared conflicts will be recorded in the minutes.

New Members of the RSC

New members will be provided with written information about the Committee and its' activities and will be offered the chance to meet with NNUKRF Secretary and the Chair of the RSC if necessary.

Administrative support

Novo Nordisk Ltd will provide Non-Financial Support in the provision of a Foundation Secretary, to assist with the day to day running of NNUKRF which shall consist of one Novo Nordisk employee who will work part time for no more than 50% (fifty percent) of their working time for NNUKRF. Following the proposal for the Foundation Secretary from Novo Nordisk Ltd, the individual to fulfil this role will need to be approved by the Trustees. Such approval to occur on an annual basis if the same individual will fulfil the role of the Foundation Secretary for more than one year. The Foundation Secretary will dedicate his/her time on an ad-hoc basis as necessary. this position will be funded by Novo Nordisk Ltd.

Records of the work of the RSC including grant applications and minutes of meetings will be maintained by NNUKRF Secretary

All correspondence should be sent via NNUKRF email to ukresearchfoundation@novonordisk.com .

Expenses and fees for members of the RSC

Members of the RSC are not paid a fee, however, NNUKRF will refund travel and subsistence expenses for members of the RSC attending meetings. They will be asked to complete a claim form available from NNUKRF. Receipts should be obtained for all expenses. A copy of the expense procedure is published with the policies of NNUKRF.

Nurses & Allied Healthcare Professional Selection Committee

Terms of Reference for Members of the Nurses and Allied Healthcare Professionals Committee (N&AHPSC) of The Novo Nordisk UK Research Foundation

Role of the N&AHPSC

The work of the N&AHPSC is vital for NNUKRF to meet its objectives. The role of the N&AHPSC is to recommend to the Board of Trustees the award of travel, education and clinical projects to nurses and professions allied to medicine.

Organisation of the N&AHPSC

Members will be appointed by the Board of Trustees. Newly appointed members will be offered a 1:1 session with the Secretary as a form of introduction and training for the role. Newly appointed Trustees may be invited to attend one meeting as an observer before their appointment begins.

The N&AHPSC will have a minimum of 3 and a maximum of 15, invited to join because of their specialist knowledge, expertise in diabetes or as lay members with an interest in diabetes research and education. Each member of the N&AHPSC is asked to serve for a maximum period of three years but may be invited to serve a further period (not exceeding six years in aggregate).

One of the members will be appointed by the Board of Trustees as the Chair of the N&AHPSC. The Chair (or an appointed deputy) of the N&AHPSC attends the Trustees meetings to report on the activities of the N&AHPSC. If a serving or past member of the N&AHPSC is appointed to the Chair of the Committee then the period of service begins anew and the Chair may serve for three years and may be re-elected for another three years.

There will be a minimum of one Trustee and a maximum of two Trustees on the N&AHPSC. The members, the Chairman or the Secretary of the N&AHPSC cannot be a Trustee if such Trustee is employed or otherwise related to any of the Charity's sponsors. Members will be requested to attend one meeting per year. Members unable to attend may submit their review comments to the Chair of the N&AHPSC for presentation at the meeting. Members may join by phone or video link if they are unable to attend in person. Members unable to attend more than two consecutive meetings may be asked, by the Chair of the Committee, to stand down from the N&AHPSC. Quorum for the N&AHPSC shall be 3 members.

In addition members of the N&AHPSC may, from time to time be invited to attend other meetings of NNUKRF. Members may resign at any time by informing the Chair of the committee via the Foundation Secretary.

Work of the N&AHPSC

NNUKRF makes one round of awards each year. The members of the N&AHPSC will be expected to review the applications for meetings, education and clinical projects. Using their knowledge and expertise members are asked to form an

opinion on the merits of supporting each project with reference to the goals and objectives of NNUKRF.

The call for applications will take place each year as determined by the Trustees. The timeline for applications may be changed at the discretion of the Trustees. Members of the committee are given a minimum of one month to review the applications.

If more than 25 applications are received each member of the Committee will receive a proportion of the applications to review.

Conflict of Interest

Refer to the Conflict of Interest Policy.

Members of the N&AHPSC will be asked to sign a copy of the Conflict of Interest Declaration when they join the Committee (appendix 3).

Members will be asked to declare any conflicts of interest at the beginning of each Committee meeting and any declared conflicts will be recorded in the minutes.

New Members of the N&AHPSC

New members will be provided with written information about the Committee and its' activities and will be offered the chance to meet with NNUKRF Secretary and the Chair of the Committee if necessary.

Administrative support

Novo Nordisk Ltd will provide non-financial support in the provision of administrative support to NNUKRF, in the form of a Foundation Secretary, to assist with the day to day running of NNUKRF which shall consist of one Novo Nordisk employee who will work part time for no more than 50% (fifty percent) of their working time for NNUKRF. Following the proposal for the Foundation Secretary from Novo Nordisk Ltd, the individual to fulfil this role will need to be approved by the Trustees. Such approval to occur on an annual basis if the same individual will fulfil the role of the Foundation Secretary for more than one year. The Foundation Secretary will dedicate his/her time on an ad-hoc basis as necessary. The Foundation Secretary position will be funded by Novo Nordisk Ltd.

Records of the work of NNUKRF and the Trustees, including grant applications and minutes of meetings will be maintained by the Foundation Secretary

All correspondence should be sent via NNUKRF email to ukresearchfoundation@novonordisk.com.

Expenses and fees for members of the N&AHPSC

Members of the N&AHPSC are not paid a fee, however, NNUKRF will refund travel and subsistence expenses for members of the N&AHPSC attending meetings. Members of the committee will be asked to submit a claim form.. Receipts should be obtained for all expenses. The Expenses Policy is published in the Policies of the Foundation.

External Reviewers

Information for External Reviewers for the Novo Nordisk UK Research Foundation.

The Novo Nordisk UK Research Foundation (NNUKRF) is a UK registered charity (No 1056410). NNUKRF donor is Novo Nordisk Ltd but the charity is run independently by a Board of Trustees in accordance with the charity laws and guidelines in the UK. Although Novo Nordisk Ltd is the sole donor, NNUKRF decides and allocates funding independently in order to fulfil its own independent charitable objectives.

NNUKRF is a member of the Association of Medical Research Charities (AMRC) and holds the AMRC Best Practice in Peer Review certificate.

Decisions on which applications to support are made by independent Committees. Members of these committees are chosen either because of their expertise and knowledge of diabetes or lay persons with diabetes or carers. External reviewers may be experts in the field of diabetes or experts from neighbouring fields when considered appropriate.

NNUKRF takes appropriate external independent advice as part of a thorough peer review process and in accordance with AMRC guidelines before making any awards above £25,000.

For each application exceeding £25,000 NNUKRF will seek 2 external reviewers. Members of the RSC will be asked to nominate appropriate reviewers. The applicant will also be asked to nominate two appropriate reviewers but NNUKRF is not obliged to approach these nominees.

Where external reviewers identify a conflict of interest (ie they have a connection to the applicant or their host institution which may result in a biased review) they should declare the conflict and return the application without reviewing.

External reviewers are asked to consider whether an application for funding meets the following criteria:

Adequate training/supervision

- Does the proposal contain provision for training and supervision of the research fellow, commensurate with that required for a higher degree?

Science and Methodology

- Does the proposal have a clear and worthwhile objective that is of importance for diabetes?
- Is the research of high scientific quality and does the methodology support the goals?
- Is the research likely to have patient benefits?
- Does the project make sense in light of current knowledge and is it likely to add significantly to the current knowledge base in this area?
- Is the project practical and does it have a reasonable chance of success when considering its scope, the resources available and the facilities and expertise of the host institution?
- Where the proposed project includes animals, does the project comply with the principles in the 3Rs ([The 3Rs | NC3Rs](#)) to replace, reduce and

refine and do you consider the project appropriately resourced for this kind of work?

Having considered the above criteria external reviewers will be asked to determine whether the application should proceed.

External reviewers will also be asked to provide comments that can be provided to the applicant and will also have the chance to make confidential comments to be used only by NNUKRF.

NNUKRF does not pay a fee for this review but is grateful for the time and effort involved.

**Appendix 1: Trustee Declaration
Novo Nordisk UK Research Foundation (Updated October 2022)**

Trustee Declaration – (name).....

By completing and signing this form, you declare that you:

- are willing to act as a trustee of the organisation named above
- understand your organisation’s purposes (objects) and rules set out in its governing document
- are not prevented from acting as a trustee because you:
 - have an unspent conviction for one or more of the offences listed here*
 - have an Individual Voluntary Arrangement, debt relief order and/or a bankruptcy order
 - have been removed as a trustee in England, Scotland or Wales (by the Charity Commission or Office of the Scottish Charity Regulator)
 - have been removed from being in the management or control of any body in Scotland (under relevant legislation)
 - have been disqualified by the Charity Commission
 - are a disqualified company director
 - are a designated person for the purposes of anti-terrorism legislation
 - are on the sex offenders register
 - have been found in contempt of court for making (or causing to be made) a false statement
 - have been found guilty of disobedience to an order or direction of the Charity Commission

You also declare that:

- the information you provide to the Charity Commission is true, complete and correct
- you understand that it’s an offence under section 60(1)(b) of the Charities Act 2011 to knowingly or recklessly provide false or misleading information
- your organisation’s funds are held (or will be held) in its name in a bank or building society account in England or Wales
- you will comply with your responsibilities as trustees - these are set out in the Charity Commission guidance ‘The essential trustee (CC3)’
- (if applicable) the primary address and residency details you provide in a charity registration application are correct and you will notify the Charity Commission if they change

Signature

Date

*
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/820804/Disqualification_Reasons_Table_v2.odt

Appendix 2: Trustee Contract
Novo Nordisk UK Research Foundation (updated October 2022)
Trustee Contract

As a Trustee of The Novo Nordisk UK Research Foundation (NNUKRF) I agree that.

1. I have been elected on to the Trustee Board from
(insert date). I can serve for three years with an option for re-election for a further three years, after which I will have to step down from the Trustee Board.
2. Should I at any time wish to resign from the Trustee Board I will do so by writing to the Chairman of the Trustee Board via the NNUKRF Secretary. Reasons should be given if they relate to the Novo Nordisk UK Research Foundation and its activities.
3. I have the rights as a trustee to:
 - a. Have equal status and voting rights with all the other trustees.
 - b. Receive training which relates to any area of the Trustee Board's work.
4. My individual responsibilities are to:
 - a. Attend and participate in Trustee Board meetings and (if a member) Selection Committee meetings. If you are unable to attend you should give your apologies to the Chairman via the NNUKRF Secretary.
 - b. Understand and be fully committed to the aims and objectives of NNUKRF.
 - c. Support all decisions once they have been agreed by the Trustee Board.
 - d. Respect the confidentiality of the Trustee Board matters and discussions.
 - e. Declare any personal interests that may conflict with the interests of NNUKRF while serving on the Board.
5. NNUKRF will provide support and information to help you meet your obligations as a Trustee and to familiarise yourself with the policies, plans and financial arrangements of NNUKRF.
6. Your joint responsibilities with other trustees are to:
 - a. Consider and approve if appropriate the funding of awards by NNUKRF as recommended by the Research Selection Committee and the Nurses and Allied Health Care Professionals Selection Committee.
 - b. Consider and approve, if appropriate, the Annual Report.
 - c. Agree the strategy, plans, policies and procedures for NNUKRF.
 - d. Be satisfied that within the constraints of the organisation NNUKRF is meeting its aims and objectives.

Trustee Declaration

I have read and understood the Trustees Contract.

I have received and read the Deeds, including the aims and objectives of NNUKRF and understand my duties as a trustee.

I undertake to familiarise myself with the Terms of Reference and the Policies of NNUKRF

I shall declare all conflicts of interest as and when they arise. If at any time these conflicts hamper my ability to perform my role as a Trustee I shall resign from the Trustee Board.

Signed.....

Dated.....

Appendix 3: Trustees, Research Selection Committee and Nurse and Allied Healthcare Professional Committee Conflict of Interest Declaration (Aug 2021)

CONFLICT OF INTEREST DECLARATION

To be completed by Trustees, members of the Research Selection Committee and Nurse and Allied Healthcare Professional Selection Committee.

Please declare any conflicts of interest that could influence your ability to make impartial decisions and to act in the best interests of the Novo Nordisk UK Research Foundation. For example: committee membership of other charities, interests in or support to you or your institution from NNUKRF donor Novo Nordisk Ltd. or involvement with other grant awarding organisations.

Name (please print):

DETAILS OF INTEREST AND NATURE OF BUSINESS

(Please list any conflict(s) below and return to Foundation Secretary, The Novo Nordisk UK Research Foundation, 3 City Place, Beehive Ring Road, Gatwick, RH6 0PA
ukresearchfoundation@novonordisk.com

Date:

Signed: