

# NDRI Phase 2 Independent Scientific Advisory Board (ISAB) Terms of Reference

April 2024



## 1. Definitions

**“Chair”** means the Chair of the ISAB or the NDRI Executive Committee.

**“Centre of Decommissioning Australia”** or **“CODA”** is an independent initiative working with industry, government and the community to create a collaborative and sustainable approach to decommissioning Australia’s aging oil and gas infrastructure.

**“Confidential Information”** means any information (in any form or media) relating to the NDRI or an Agreement disclosed by one (1) Party to another, or a contractor CODA engages to carry out research for the purposes of the NDRI and which the disclosing Party identifies as confidential or that is, by its nature confidential.

**“Conflict of Interest”** means a situation in which someone in a position of trust has competing professional or private interests.

**“Executive Committee”** means the Representatives responsible for the overall direction of the NDRI.

**“Independent Scientific Advisory Board”** or **“ISAB”** has the role or meaning given in section 2.0 of the ISAB Terms of Reference.

**“ISAB Terms of Reference”** refers to this document.

**“Independent Technical Advisor”** independent technical advisor whose services are requested by the ISAB in accordance with the ISAB Terms of Reference.

**“Letter of Engagement”** written agreement with ISAB Chair and ISAB Members, as executed by CODA on behalf of NDRI.

**“Member”** refers to the members of the ISAB.

**“National Decommissioning Research Initiative”** or **“NDRI”** is a research initiative established to improve understanding of the interaction that occurs between the environment and oil and gas structures in Australia’s oceans.

**“Party”** means a party to an NDRI (or CODA) agreement.

**“Project”** means a project funded or proposed for funding under the NDRI.

**“Proposal”** means an expression of interest to undertake a project funded or proposed for funding under the NDRI.



**“Project Director”** means the person appointed by CODA to work with the NDRI Executive Committee, ISAB and Third Parties to assist with the management and delivery of funded research.

**“Project Material”** includes any information, software, firmware, documented methodology or process, documentation or other material in whatever form (including any reports, specifications, business rules or requirements, user manuals, user guides, operations manuals, training materials and instructions) which is connected to the NDRI.

## 2. Role of the ISAB

An Independent Scientific Advisory Board (ISAB) has been established to support the National Decommissioning Research Initiative's (NDRI) fundamental objective of delivering independent and credible science.

The role of the ISAB is to oversee the independence of NDRI processes and maximise the scientific robustness of research commissioned under the NDRI.

## 3. Responsibilities

The ISAB is responsible for assuring the impartiality, accuracy, reliability, and credibility of NDRI related research outcomes. In addition, the ISAB may perform the following functions:

- Provide strategic advice in defining NDRI Phase 2 priorities of the research program.
- Assess proposals (expressions of interest) under the research program with priority given to those that will deliver robust science-based outcomes against the Executive Committee's objectives.
- Provide ongoing feedback to the Executive Committee as required, to ensure that the scientific approach of proposals and projects is sound and the intent and direction are appropriate.
- Review draft reports for scientific merit of the results and outcomes.
- Support the NDRI with *ad hoc* advice on decommissioning-related science.
- Support the NDRI, as required, in promoting the scientific rigour of the NDRI.

## 4. Membership and composition

The composition and performance of the ISAB is critical to the independence and credibility of the NDRI, and is therefore a focus for conflict of interest management.

The ISAB should comprise no more than four (4) and no less than two (2) ISAB members, unless the NDRI Executive Committee agrees otherwise, with one member to be appointed ISAB Chair.

The Chair of the ISAB will be appointed by the NDRI Executive Committee. Appointment of the remaining ISAB members will be recommended by the ISAB Chair for endorsement by the Executive Committee, giving priority to well-respected scientists with extensive experience in validating scientific method.

The ISAB Chair and members commit to the ISAB for a minimum one year, with the option to renew for the duration of NDRI Phase 2 program of work, unless other commitments make this unfeasible.

The ISAB members must give notice to the ISAB Chair if they can no longer participate as a member of the ISAB. In the event that a person ceases, for whatever reason, to be a member of the ISAB, the ISAB Chair must, as soon as possible, nominate a replacement member for the ISAB to be endorsed by the Executive Committee.

The NDRI Project Director is responsible for maintaining a record of ISAB membership.

The ISAB Phase 2 comprises the following members:

- Professor Peter Macreadie, Director, Blue Carbon Lab (ISAB Chair since 2018)
- Dr Sarah Gall, Lecturer in Marine Conservation, University of Plymouth, UK
- Dr Karl Bowles, Senior Principal Environmental Scientist with Jacobs and Adjunct Associate Professor at the University of Queensland

#### 4.1. Chair

The Chair is responsible for leadership of the ISAB to maximise scientific outcomes from NDRI.

The responsibilities of the Chair include:

- Facilitating Meetings and other formal engagements as required from time-to-time.
- Ensuring the ISAB engagement and conduct is undertaken in accordance with the requirements set out in the Participant Agreement, Terms of Reference and other relevant governance listed in Section 9.
- Ensuring ISAB activities are undertaken in line with the responsibilities outlined in Section 3.
- Mediating and facilitating resolution of ISAB decisions.
- Ensuring timely assessment of research proposals and outcomes (Project Material) issued by the NDRI Executive Committee for ISAB review.
- Stakeholder engagement, including engagement with the NDRI Chair and Project Director on behalf of the ISAB, as required.
- Timely communication of ISAB advice, assessment, decision making and outcomes as required.

#### 4.2. Members

ISAB members are accountable for undertaking the responsibilities outlined in Section 3. In addition, members are expected to:

- Actively engage in ISAB meetings or other formal or out-of-session engagements.
- Provide timely assessment, advice, and decision making on ISAB matters, NDRI research proposals and outcomes as required.

## 5. Meetings

The ISAB shall convene as required, with at least 14 days written notice of each meeting and its agenda given to ISAB members. The Chair may convene engagements, where deemed necessary or upon the request of the NDRI Chair or ISAB members.

A quorum will consist of no less than the Chair and one ISAB member. The ISAB will document key outcomes, rationale and decisions and communicate as required to the NDRI Chair or Project Director. Records of meetings will be provided to the Executive Committee as required.

## 6. Voting

ISAB decisions must be agreed to by a majority of the ISAB members and the ISAB will be responsible for establishing its own processes and procedures for this.

Exceptions to this occur where there are only two members of the ISAB. In this case, any decision must be unanimous and the ISAB Chair will not have a casting vote. If there are more than two members of the ISAB and a deadlock occurs, the ISAB Chair will have a casting vote.

## 7. Publications and Recognition

The Centre of Decommissioning Australia (CODA), the NDRI Executive Committee and the Participants, are encouraged to widely disseminate Project Material using best endeavours to ensure publication in journals and presentations at academic and industry conferences.

If the NDRI Executive Committee identify queries or comments relating to the Project Material for referral to the ISAB, no Party may publish such Project Material until the ISAB has responded, which may include revisions to the relevant Project Material.

## 8. Independent Technical Advisors

Members of the ISAB may seek expert opinion, review, or advice from Independent Technical Advisors, peer reviewers or individuals with specialist experience or knowledge of relevant matters, in support of meeting objectives. Any advice of this group or individuals is to be provided to the ISAB Chair.

Independent Technical Advisors may be invited to participate in ISAB meetings and other engagements to provide expert opinion, review, or advice, where appropriate, but do not have voting rights.

An Industry Technical Advisor may only engage with the ISAB Chair or persons engaged by NDRI (and CODA) to undertake research in connection with a Project on approval of

the Executive Committee Chair and the ISAB Chair. If the ISAB Chair and the Executive Committee Chair do not reach agreement in relation to such engagement, the ISAB Chair must document the reasons why agreement was not reached.

## 9. Conflict of Interest

The ISAB must comply with the Conflict of Interest Policy and Procedure set out in the Letter of Engagement.

Members of the ISAB should advise the ISAB Chair and NDRI Project Director of any real or perceived Conflicts of Interest associated with supporting the ISAB or NDRI.

A register of conflicts and the method of managing them will be maintained by the Chair (or NDRI Project Director on behalf of the ISAB) and made available to the NDRI on request. On an annual basis, the ISAB Chair (or NDRI Project Director) is to reconfirm with the ISAB that all perceived, potential, or actual Conflicts of Interest have been declared.

The ISAB must be transparent in all dealings with the ISAB and NDRI and not attempt to unduly influence its design or outcomes.

In the event that a Conflict of Interest arises in relation to an ISAB member, the Chair of the ISAB is to assess, in consultation with the Chair of the NDRI Executive Committee and determine an appropriate resolution. Any action to be taken in relation to such Conflict of Interest will require an Affirmative Majority Vote of the NDRI Executive Committee.

## 10. Governance

The ISAB activities and conduct will be undertaken in accordance with the following documents and policies:

- ISAB Terms of Reference (this document)
- ISAB Letter of Engagement (individual agreements)
- CODA Conflict of Interest Policy
- CODA Code of Conduct
- CODA Privacy Policy
- Other relevant CODA Policies & Procedures

## 11. Confidentiality

The ISAB have no authority to act on behalf of NDRI, make decisions or announcements on behalf of NDRI, or use the ISAB as a means for businesses other than in accordance with that set out in the Letter of Engagement and this Terms of Reference.

Information provided in confidence to, or from, the ISAB and NDRI shall be regarded as mutually confidential between the relevant Party and the ISAB. Such materials shall not be disclosed by any ISAB member or other Party unless formally agreed by all relevant Parties.

If a Party or member proposes to disclose Confidential Information for use in relation to the ISAB and NDRI and the Party to which the Confidential Information relates does not agree to disclosure, then the matter must be referred to ISAB Chair and if necessary, the NDRI Chair for consideration.

Outcomes from ISAB meetings will be published on the NDRI's website. Matters deemed to involve Confidential Information will have the relevant confidential parts redacted. Members of the ISAB will be required to abide by these guidelines.

## 12. Remuneration

The remuneration payable (if any) to members of the ISAB will be determined by the NDRI Executive Committee and reviewed annually in consultation with the ISAB, Project Director and NDRI Executive Committee Chair.

Rates are set at a level to recognise contributions but not to create a perception of ISAB members as being indebted or beholden to the NDRI. Reimbursement will also be paid for agreed reasonable expenses (travel, accommodation and subsistence), subject to annual review, for time spent on ISAB business.

The ISAB Chair in consultation with the NDRI Project director, will be required to ensure ISAB involvement is completed within the budget allocated and may be required to allocate activities or reviews to less than all ISAB members to ensure this can occur. In this case, the ISAB chair will endeavour to ensure the most appropriate ISAB member is utilised for each activity. Tasks should be directed to the NDRI Project Director where possible to manage ISAB costs.

No remuneration will be provided by the NDRI for peer reviewing or participation in research programs where academic benefit will derive from the involvement.

## 13. Review

The Terms of Reference will be reviewed or amended periodically, where deemed necessary by the ISAB Chair, with assistance from the NDRI Project Director.