



Brighton

collaboration

Constitution
15-May-2019

Constitution

I) Legal nature, purpose and guiding principles

- Article 1.** The Brighton Collaboration (hereinafter referred to as "Collaboration") is a global network of partners with a shared commitment to facilitate the development, dissemination and evaluation of high quality information about the safety of human vaccines.
- Article 2.** The Brighton Collaboration is a program of the Task Force for Global Health (hereinafter referred to as Task Force). As such it complies with the rules and regulations of the Task Force's Bylaws and policies. The Task Force is a tax-exempt, non-profit corporation organized under the laws of the State of Georgia, USA. The Task Force serves as the legal entity for the Collaboration and as such takes on the fiduciary responsibilities for all contracts, grants, employer obligations, tax returns and a series of services among which are legal and financial management.
- Article 3.** The Collaboration abides by the following principles:
- 1) Altruism: To serve the needs of the global community concerned with immunization safety.
 - 2) Collaboration: To work together effectively by promoting good internal and external communications through open decision making and teamwork.
 - 3) Global Participation: To promote global participation.
 - 4) Independence: To keep the Brighton Collaboration scientifically independent
 - 5) Multidisciplinary Approach: To involve people of different skills and backgrounds, in order to benefit and build upon their contributions.
 - 6) Generalizability: To minimize bias by adhering to a strict scientific approach, ensuring broad participation, and avoiding conflicts of interest.
 - 7) Relevance: To maintain Brighton documents and tools up-to-date by identifying and incorporating the highest achievable quality of clinical evidence.
 - 8) Accessibility of Work: To facilitate access to Brighton Collaboration documents and tools through strategic alliances and choice of media.
 - 9) Responsiveness: To provide high quality information by being open and responsive to criticism.
 - 10) Continuity: To maintain continuity of responsibility for Brighton documents and tools and key functions.
 - 11) Accessibility: To allow broad participation in the work of the Brighton Collaboration by minimizing obstacles to contributing and promoting diversity.
 - 12) Transparency: To provide transparency on all processes, work and products
- Article 4.** The Collaboration performs its activities under the name and trademark: "Brighton Collaboration" with logo.

Article 5. The official language within the Collaboration is English. Any working language is permitted.

II) Partners

Article 6. The partners of the Collaboration (hereinafter referred to as "Partners") consist of individuals and legal entities that have agreed to be partners of the Collaboration. A list of partners and their contact details is kept by the Science Board.

Article 7. The Science Board has the right to admit any individual or legal entity that has suitable expertise or skills to contribute to the Collaboration's objectives as a Partner. The Science Board decides at its own discretion, but with view to the objectives and guiding principles of the Collaboration.

Article 8. Partner status is personal and cannot be transferred.

Article 9. The Science Board can exclude a Partner from the Collaboration for material violation of this Constitution or of any other rules or policies of the Collaboration adopted in accordance with it.

Article 10. A Partner can terminate its participation in the Collaboration at any time.

Article 11. The accession of new Partners or the departure of existing Partners does not affect the legal existence of the Collaboration or its identity.

Article 12. The Collaboration can be dissolved by the Science Board.

III) Science Board

Science Board Composition

Article 13. The Partners elect among themselves a Science Board consisting of 5 to 10 members (hereinafter referred to as "Board Members"). To meet the needs of publicly declared emergencies, the Board can be expanded.

Article 14. New candidates for the Science Board are nominated by members of the existing Science Board after calling for recommendations of candidates among the Partners (as per Article 6). Then the Science Board chooses nominees with appropriate technical, strategic, policy and personal skills for a given position. The Science Board seeks to achieve a balanced composition of the Science Board as to the geographic and professional background of the Board Members. Further details of the voting procedure by Partners are laid down in the Regulations.

- Article 15.** The Science Board elects a chairperson ("the Chair") and a vice chairperson ("the Vice Chair") who shall act as chairperson in case of his/her absence. They may be removed from their office and replaced by other Board Members at any time.
- Article 16.** The Science Board can remove a Science Board Member from office for important reasons, such as a material violation of the Board Member's obligations, the Board Member's inability to work in a team, or the Board Member's incapability to properly perform its duties for health or other reasons.
- Article 17.** A Science Board member who does not participate in or otherwise contribute to three consecutive meetings can be replaced by decision of the other Science Board members.
- Article 18.** Board Members can resign from their office at any time.

Science Board Tasks

- Article 19.** The Science Board, within the framework of this Constitution, determines the scientific activities that the Collaboration engages in. It develops the Collaboration's scientific strategies and policies, and decides on new initiatives or the re-direction of current initiatives.
- Article 20.** The Science Board sets up the organizational structure for the scientific work of the Partners, such as working groups, committees and other units, and supervises the activities of the various units.
- Article 21.** The Science Board decides on the composition of the various organizational units. It chooses participants with suitable expertise or skills and seeks to ensure a balance of organizational affiliations as well as professional backgrounds. It takes into account possible conflicts of interest. Only Partners can participate in working groups, committees and other units of the Collaboration.

Science Board Meetings

- Article 22.** The Science Board convenes at least once per year. Meetings may be held in person, via teleconference or similar forums, provided that all participants can simultaneously communicate with each other.
- Article 23.** The invitations to the meetings have to be sent out timely enough to give the Board Members reasonable time for their time planning and for preparation of the meeting.
- Article 24.** The Chair convenes and presides over the Board meetings and is responsible for the implementation of the Board's decisions. In the event that the Chair is prevented from performing its duties, the Vice Chair will act as the Chair's substitute. In the event that

the Vice Chair is prevented as well, the Board members will elect an ad interim substitute.

- Article 25.** Meetings can also be convened by a certain number of Board Members. Unless otherwise specified in a Regulation, three Members are sufficient for this purpose.
- Article 26.** With the approval of the Science Board, temporary consultants can participate in Science Board sessions to provide input and perspective in discussions. Such consultants may not vote on Science Board decisions.
- Article 27.** With the approval of the Science Board, previous Board Members, liaisons of organizations and governmental agencies, associate partners of the Collaboration, and management team members can participate indefinitely in Science Board sessions as observers to provide input and perspective in discussions. Such observers may not vote on Science Board decisions.

Science Board Decisions

- Article 28.** Board decisions require a majority of 2/3 of the votes. The Board shall form a quorum whenever more than half of all members are present. In the event that a quorum is not formed, decisions must be confirmed by written procedure.
- Article 29.** The removal of a Board Member under Articles 16 and/or 17 requires that all of the votes cast are in favor of the exclusion of the Board member in question. If a Board member is proposed to be excluded, he or she will have to recuse himself or herself from the discussion of and decision on the removal. A vote for removal can only occur after giving notice of the intended removal prior to the meeting at which such vote shall take place.
- Article 30.** Decisions can also be adopted by written or electronic correspondence, unless one of the Board Members demands an oral discussion.
- Article 31.** The Science Board keeps records of all decisions adopted as well as minutes of all its meetings.

IV) Scientific director

- Article 32.** A Scientific Director is a Brighton Collaboration partner and will be appointed by the Science Board to represent the Brighton Collaboration and to ensure that key scientific programs and projects of the Collaboration progress. The Scientific Director will actively search for donations and/or scientific projects in the name of the Collaboration.

Article 33. The Scientific Director will attend the Science Board meetings and work closely with the Science Board to support its activities and to achieve the scientific priorities as developed with the Science Board.

V) Administration

Article 34. The Task Force supports the Collaboration with a variety of support services which may include: Facility services, Communications, Finance, Accounting, Fund Raising, and Information Technology.

Article 35. The Collaboration is administered by the Science Board, the Scientific Director and The Task Force. To ensure optimum efficiency, communication and transparency, a standing committee will be formed to include the Chair and Vice-Chair of the Science Board, the Scientific Director and the Representative of the Task Force.

VI) Fund Raising

Article 36. While reliance on volunteer activity is a major pillar of the Brighton Collaboration, funds are needed to manage and support the Collaboration. These funds can be raised from sources such as Governments or non-profit organizations; contracts regarding vaccine safety in the name of the Collaboration or its partners; services and donations through the Task Force (as per article 34). Funds will arrive at a dedicated Brighton Collaboration account.

Article 37. Contracts in the name of or with participation of the Collaboration will be reviewed and approved by the Science Board and Scientific Director, then signed by the Chief Operating Officer of The Task Force (as per article 34). .

Article 38. The Task Force (as per article 34) shall provide a complete and transparent accounting of expenses and revenue for the Brighton Collaboration to the Science Board at the end of each calendar year.

VII) Compensation

Article 39. The Science Board Members and Partners perform their duties under this Constitution on a voluntary basis. They are, however, entitled to reimbursement for reasonable travelling, hotel and other expenses properly incurred in connection with the performance of their duties conditional on prior approval by the Science Board.

VIII) Conflicts of Interest

Article 40. It is the interest of the Collaboration to protect and preserve public health. The decisions of the Partners shall not be influenced by any for-profit commercial concerns, any biases

or conflicting interests arising from an organizational or commercial affiliation or any financial interests.

Article 41. The development of any document must be free of any real or perceived bias due to the receipt of any benefit in cash or kind, any hospitality, or any subsidy derived from any source that may have or be perceived to have a financial interest or any other interest outside the scope of the purpose of the Collaboration in the outcome of the document.

Article 42. All Partners shall act at all times in a manner consistent with the best interests of the Collaboration. They shall fully disclose any conflict of interest. The Science Board shall exclude Board Members from its deliberations on the concerned matter in the case of a conflict of interest, if the affected Board Member does not abstain voluntarily.

IX) Brighton Documents

Article 43. Brighton Collaboration Documents include standardized case definitions for AEFI, guidelines for data collection, analysis, and presentation, template protocols, as well as other documents and tools developed within the framework and name of the Brighton Collaboration. In order to be presented as a Brighton Collaboration Document or tool, the document/tool must have been developed by Partners and approved by the Science Board.

Article 44. The Brighton Collaboration strives for the widest possible dissemination and accessibility of Brighton Collaboration documents and gives credit to participants and others where credit is due.

Article 45. Partners work under the understanding that, subject to the rules on authorship, Brighton Collaboration Documents will remain in the public domain and are not subject to any copyright.

X) Duties of Confidentiality

Article 46. Confidential Information is information that an individual has disclosed in a relationship of trust with the expectation that it will not be divulged to others in ways that are inconsistent with the understanding of the original disclosure. Confidentiality is the treatment of confidential information so that it is not divulged in ways that are inconsistent with the understanding of the original disclosure.

Article 47. The Partners and the Task Force personnel working with the Collaboration agree to hold information shared as confidential information by other Partners such as case information for case scenarios and organizational case definitions and protocols confidential. Unless otherwise provided by the person furnishing the information, the information may be shared with other Partners participating in the same working group, committee or other organizational unit or with Task Force personnel. With permission of

the Scientific Director, the information can also be shared with consultants and other collaborators.

- Article 48.** To protect the intellectual rights, confidential case information or protocols shall not be adapted or used by the Brighton Collaboration without permission of the Partner sharing this information.
- Article 49.** The meetings of the Science Board and any other discussions pertinent to the work of the Brighton Collaboration shall be confidential. The members of the Science Board shall not divulge to any third party information disclosed to them in the execution of their duties as members of the Science Board.
Observers or temporary participants attending a Science Board meeting shall agree to be bound by the Collaborations confidentiality rules.
- Article 50.** The Board Members shall keep in a proper manner all material provided to them by reason of their membership. When a Board Member retires, it shall return to the Chair all such material.

XI) Final Provisions

- Article 51.** This Constitution can only be amended by a written document approved by the Partners with a majority of at least 2/3 of the votes cast.
- Article 52.** This Constitution fully replaces the Constitution of 2010. The Regulations of 2010 are no longer effective and will be revised in line with this Constitution.

Approved May 15, 2019 by the Science Board (Barbara Law, Sonali Kochhar, Kathryn Edwards, Daniel Salmon, Nicholas Wood, Clare Cutland, Helen Petousis-Harris, Wan-Ting Huang, James Oleske, Delese Mimi Darko).