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MEMORANDUM

ATTENTION Senate **DATE** June 19, 2012
FROM Jon Driver, Vice-President, Academic and Provost, and Chair, SCUP **PAGES** 1/1
RE: Faculty of Health Sciences: Terms of Reference for the Proposed Chair in HIV/AIDS at St. Paul's Hospital (SCUP 12-19)

At its June 6, 2012 meeting SCUP reviewed and approved the Terms of Reference for the proposed Chair in HIV/AIDS at St. Paul's Hospital.

Motion:

That Senate approve and recommend to the Board of Governors the Terms of Reference for the proposed Chair in HIV/AIDS at St. Paul's Hospital.

encl.

c: J. O'Neil



SIMON FRASER UNIVERSITY
ENGAGING THE WORLD

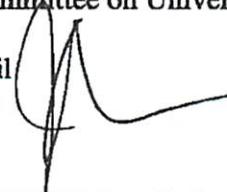
FACULTY OF HEALTH SCIENCES

PHONE (778) 782-4821
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MEMORANDUM

DATE: May 25, 2012

TO: Senate Committee on University Priorities (SCUP)

FROM: John O'Neil
Dean, FHS 

RE: Chair in HIV/AIDS at St. Paul's Hospital

Attached please find draft Terms of Reference for the proposed Chair in HIV/AIDS at St. Paul's Hospital. This is a re-submission to SCUP from a proposal submitted on December 7, 2011. The delay was necessary in order to provide the opportunity to St. Paul's Hospital Foundation (SPHF) to continue to secure donors who may wish to have their donation reflected in the naming of the Chair. One such donor is the Canadian Foundation for AIDS Research (CANFAR). However, SPHF is working with a second donor to support their pledge to SFU, and this second donor may wish to be included in the naming of the Chair. We have decided to proceed with the approval of the TORs because the SPHF funding commitment is in place and we have a potential outstanding candidate for the Chair who we may lose if we do not proceed. We will submit a later proposal to SCUP for the naming of the Chair once final arrangements are in place. This Chair represents an important and growing partnership between the Faculty of Health Sciences and St. Paul's Hospital where we have already established the "Pfizer/Heart and Stroke Foundation Chair in Cardiovascular Prevention Research at St. Paul's Hospital" (approved TORs for this Chair are also attached for reference). We also have strong linkages with the BC Centre of Excellence in HIV/AIDS, where this Chair will be based, and this Chair will help solidify SFU's reputation as one of the foremost institutions in the world contributing to finding a solution to the global HIV/AIDS pandemic.

BLUSSON HALL, ROOM 11300
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SIMON FRASER UNIVERSITY, BURNABY BC
CANADA, V5A 1S6



Endowment Fund Supporting the Chair in HIV/AIDS Research at St. Paul's Hospital

Appendix A: Terms of Reference

Overview

The Endowment Fund supporting the Chair in HIV/AIDS Research at St. Paul's Hospital (The Fund) was established at Simon Fraser University in 2008 by founding partners St. Paul's Hospital Foundation (SPHF), Providence Health Care, the British Columbia Centre for Excellence in HIV/AIDS, and the Providence Health Care Research Institute, and the Faculty of Health Sciences at Simon Fraser University (SFU).

The Chair in HIV/AIDS Research at St. Paul's Hospital (the Chair) will enhance the quality and quantity of research conducted in HIV/AIDS prevention and health policy in B.C. and beyond and will establish SFU and St. Paul's Hospital as leaders in research and knowledge transfer in relation to HIV/AIDS.

The Chair is funded by an endowment fund created with a \$1,500,000 pledged gift from SPHF and a \$1,500,000 matching grant from SFU.

Purpose of the Endowment

The Fund at Simon Fraser University will support the Chair. The Chair will build upon BC's unique health research and training resources to support the development of one of the world's leading centres in HIV/AIDS research, treatment, prevention and education. Specific objectives of the Endowment include:

- To recruit a world-class researcher committed to advancing HIV/ AIDS prevention and health policy across the BC research community; and
- To enhance the existing resources and research programs at SFU and St. Paul's Hospital.

Research will be focused on the breadth of HIV/ AIDS prevention and include such activity areas as:

- Research into critical health policy and interventions related to HIV/ AIDS prevention and control particularly at the population level;
- HIV/ AIDS disease epidemiology and database development particularly as it pertains to increasing research infrastructure and capacity in BC and beyond; and
- Research on the global aspects of HIV/ AIDS particularly targeting low and middle income countries, e.g. low cost technologies for low income settings.



Endowment Fund Supporting the Chair in HIV/AIDS Research at St. Paul's Hospital

Appendix A: Terms of Reference

Fund Administration

The Fund will be held by SFU and managed in accordance with SFU's Endowment Management Policy (GP 20). The administrator of the Fund will be the Vice-President, Academic, or his or her designate. Donations to the Fund may be made through Simon Fraser University, provided the terms and conditions of any donation are in keeping with the original spirit and general intent of the Fund.

The capital of the Fund (\$3,000,000) will be held in perpetuity. A portion of annual expendable earned income will be used each year to support the Chair-holder's salary, benefits and research activities. Any unused portion of the expendable earned income of the Fund will be made available to support the research program of the Chair, or may be added to the Fund, at the discretion of the Dean of the Faculty of Health Sciences in consultation with the Vice-President, Academic.

In the event that circumstances make the specified use of the Fund no longer practicable or desirable, the Board of Governors of SFU is hereby authorized to make any changes it may deem necessary in the terms of use of the Fund, or the Chair. Such changes, however, are to be in keeping as far as possible with the original spirit and general intent of the Fund; in such an event, SFU hereby agrees to so advise and consult with SPHF in writing prior to any changes being made.

Advisory Committee for the Chair

The Advisory Committee for the Chair will consist of five members : the Dean (or designate) of the Faculty of Health Sciences, two other representatives from SFU, the Director of the Centre for Excellence in HIV/AIDS at St. Paul's Hospital, and the Vice-President of Research and Academic Affairs at Providence Health Care. Other representatives, as mutually agreed to by SFU and St. Paul's Hospital, may be added to the Committee provided that the majority of the Committee membership is from SFU. In the case the Chair-holder is an MD and requires an adjunct appointment in the Faculty of Medicine at UBC in order to practice in Canada, a UBC designate from the Faculty of Medicine will be included on the Advisory Committee.

The Advisory Committee shall be chaired by the Dean (or designate) of the Faculty of Health Sciences at SFU. The members will be appointed for a five-year renewable term by the Vice-President, Academic at SFU on the advice of the Dean of Health Sciences at SFU and the Director of the B.C. Centre for Excellence in HIV/AIDS at St. Paul's Hospital. The Committee shall meet at least once a year to review progress of the Chair and be advised by the Chair-holder on future research directions. The Committee shall also be consulted at the time of appointment or renewal



**Endowment Fund
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Appendix A: Terms of Reference

of the Chair holder. None of the members of the Advisory Committee shall be paid any amount of money from the Fund for their functions on the Committee.

Endowment Fund Supporting the Chair in HIV/AIDS Research at St. Paul's Hospital

Appendix A: Terms of Reference

Appointment of the Chair in HIV/AIDS Research

SFU will appoint the Chair-holder in accordance with university policy A 10.01 and A10.06: Appointment of Specially Funded University Chairs, University Professors and Research Fellows. The Chair-holder will hold a tenure track academic appointment at the rank of Associate Professor or Professor in the Faculty of Health Sciences at SFU. In exceptional circumstances, the Chair-holder may be initially appointed as an Assistant Professor (tenure-track). The Chair-holder will be based at the B.C. Centre for Excellence in HIV/AIDS, at St Paul's Hospital.

The term of appointment for the Chair-holder will be a five-year renewable term. Renewal of the appointment will be concluded in accordance with University policy A10.06. The research focus of any replacement Chair holder must be consistent with the original proposal.

The workload of the Chair will be modified so that 75% of the Chair holder's time will be spent on research. Teaching responsibilities will include one course per year and supervision of graduate and undergraduate students as appropriate. All other terms and conditions of the Chair-holder's employment will be consistent with University policy as established or amended from time to time.

Reporting

The Chair-holder will provide the following reports to SFU with respect to the Chair and SFU will then forward these written reports to SPHF:

- a) A brief annual report of research activities, achievements, and general research plans. This annual report will also include financial reporting on the endowment in reasonable detail; and
- b) During every 5th year, a detailed report on the activities and achievements over the preceding five years. This report will also include the impact of the research program and benefits derived, research plans for the next five years and financial reporting on the Fund in reasonable detail.

The Advisory Committee will review all reports at the five-year review and will provide recommendations to the Dean of the Faculty of Health Sciences regarding whether or not the performance of the Chair-holder is satisfactory.



**Endowment Fund
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Chair in HIV/AIDS Research at St. Paul's Hospital**

Appendix A: Terms of Reference

Accepted by:

Ms. Ivone Martins
Vice President, Development,
St Paul's Hospital Foundation
Date _____

Mr. Christopher Fisher
Chief Financial Officer & Vice President, Operations,
St Paul's Hospital Foundation
Date _____

Dr. Yvonne Lefebvre
Vice President, Research & Academic Affairs
Providence Health Care
Date _____

Dr. Jon Driver
Vice-President, Academic
Simon Fraser University
Date _____

Ms. Cathy Daminato
Vice-President, Advancement & Alumni Engagement
Simon Fraser University
Date _____

Dr. John O'Neil
Dean, Faculty of Health Sciences
Simon Fraser University
Date _____

**Chair in HIV/AIDS Research at St. Paul's Hospital
Gift Agreement**

WHEREAS:

- A. St. Paul's Hospital Foundation (the "DONOR") wishes to support the Faculty of Health Sciences at SIMON FRASER UNIVERSITY ("SFU").
- B. The DONOR has voluntarily decided to pledge a gift of \$1,500,000 (the "GIFT") to be paid in installments to establish the Chair in HIV/AIDS Research at St. Paul's Hospital (the "PROJECT"). Completion of this pledge is estimated to be in calendar year 2013.
- C. In March 2011 the DONOR pledged to SFU an additional \$40,000 per annum, to be paid in 2012 and 2013, which will be allocated toward the payment of PROJECT related operational costs.
- D. In October 2011 the DONOR paid to SFU the first installment toward the GIFT in the amount of 500,000.
- E. In October 2011 CANFAR (Canadian Foundation for AIDS Research) pledged \$400,000 to the DONOR towards the PROJECT, which will be paid by CANFAR to the Donor in five installments of \$80,000, from December 31, 2011 to December 31, 2015. In recognition of this contribution CANFAR will be included in the official naming of the Chair.
- F. SFU has contributed \$1,500,000 to the endowment as matching funds towards the PROJECT.
- G. SFU has been advised of the DONOR'S intent and wishes as set out herein.

THIS GIFT AGREEMENT WITNESSES THAT, upon and subject to the terms of this Agreement:

- 1. The DONOR and SFU hereby confirm that the above recitals are true and correct. The recitals form part of this Agreement.
- 2. In making the GIFT, the DONOR has relied on the assurances by SFU that:
 - (a) SFU is a registered charity under the Income Tax Act (Canada) with business number BN (11852 0725 RR0001);
 - (b) The GIFT (\$1,500,000) and SFU's match (\$1,500,000), and all installments thereof, will be held in the SFU Endowment Fund in perpetuity in accordance with SFU's Endowment Management Policy GP20. The \$40,000 per annum mentioned in

“C” above will not be held in the Endowment Fund, but rather will be spent on operational costs; and

- (c) The income from the Endowment will be administered by the Faculty of Health Sciences pursuant to the Terms of Reference between the DONOR and SFU (the “Terms of Reference”) attached to this document as “Appendix A.”
3. At the end of each fiscal year until the GIFT is paid in full SFU will issue a written report to the donor of all gifts made in support of the PROJECT in that year.
 4. The value of charitable or business receipts issued by SFU will be established in accordance with the Income Tax Act (Canada).
 5. The GIFT shall constitute an irrevocable and unconditional donation and transfer to SFU of all of the DONOR’s legal and beneficial right, title and interest in such cash or property, absolutely and forever, and free and clear of all liens, charges and encumbrances, as payment on account of the GIFT, for no consideration, and effective as of the date that the cash payments are received by SFU. Upon receipt of each pledge payment, SFU shall execute and return a business or charitable receipt to the DONOR.
 6. Official naming of the PROJECT will be determined by the DONOR, subject to the approval from the SFU’s Senate. The naming of the PROJECT may include the titles of an individual, corporation or philanthropic organization, including CANFAR.
 - (a) The PROJECT will be recognized by SFU by its official name, once submitted by the DONOR and approved by the University’s Senate, in perpetuity;
 - (b) In the event that the PROJECT is established in advance of SFU approving official naming, submitted by the DONOR, the PROJECT will be recognized as the Chair in HIV/AIDS Research at St. Paul’s Hospital, pending official naming.
 - (c) To acknowledge the contribution to the PROJECT from CANFAR, SFU shall include CANFAR in the official naming of the PROJECT, in perpetuity, pending final approval from the DONOR.
 7. SFU will not publicly announce the establishment of the PROJECT until the DONOR sends written approval. The announcement of the PROJECT will be therefore coordinated between the SFU and the DONOR, with timing determined by the DONOR.
 8. This Instrument will in all respects be governed by the laws of the Province of British Columbia and the laws of Canada applicable in that province.
 9. Except as expressly provided herein,



- (a) The DONOR and SFU have not made or given any collateral promises, commitments or covenants; and
 - (b) The DONOR has not requested and does not wish to receive any benefit, consideration, indemnity or commitment from SFU in connection with, or as consideration for the transfer of the GIFT.
10. The DONOR confirms that they have obtained independent legal advice and income tax advice with respect to the GIFT, and the legal and tax consequences to them of entering into and completing the transactions contemplated in this Instrument and that, other than as set out in section 2(a) of this Instrument, SFU has made no representation or warranty to the DONOR regarding legal or tax consequences in respect of the GIFT.
11. The DONOR represents and warrants to SFU that it is a resident of Canada for purposes of the Income Tax Act (Canada).

AGREED by:

Ivone Martins
Vice President, Development
St. Paul's Hospital Foundation

Date

Christopher Fisher
Chief Financial Officer and
Vice President, Development
St. Paul's Hospital Foundation

Date

Cathy Daminato
Vice-President, Advancement
and Alumni Engagement
Simon Fraser University

Date



John O'Neil
Dean, Faculty of Health Sciences
Simon Fraser University

Date