Terms of Reference

Board of the Clinical Psychiatry Research Centre

0. Introduction: Vision of the Clinical Psychiatry Research Centre

In 2025, the Capital Region of Denmark and the Lundbeck Foundation agreed in a Memorandum of Understanding to establish the Clinical Psychiatry Research Centre. The Centre's research is intended to deliver direct clinical benefits to patients and to substantially increase our understanding of the neurobiological basis of mental illnesses.

The establishment, funding, and operation of the Clinical Psychiatry Research Centre are subject to the terms and conditions of the grant agreement with the Lundbeck Foundation, including the specified requirements and financial framework. All activities and strategic decisions must be aligned with these provisions.

The Clinical Psychiatry Research Centre will pursue research that is internationally competitive by engaging the existing strongholds in Denmark but also attract scientific capacity from abroad within areas complementary to the existing strengths. Achieving this ambition requires nationwide activities and the establishment of a Centre of excellence with a critical mass of researchers united by a common mission.

To achieve this, the Clinical Psychiatry Research Centre will be embedded in a clinical setting where research is already strong and with ties to other areas of Denmark. The Clinical Psychiatry Research Centre will host leading scientists from Denmark and abroad pursuing important research questions aligned with the Clinical Psychiatry Research Centre's strategic objectives.

The Research Centre will have a separate budget, ensuring operational independence and flexibility in terms of effective resource allocation in accordance with the Centre's specific purpose.

The Capital Region of Denmark and the Lundbeck Foundation share a commitment to the Research Centre, which includes a mutual understanding of the necessary funding obligations.

It is expected that the Centre will be able to attract substantial further funding from competitive grants over time from public and private funders including the Lundbeck Foundation and the Capital Region of Denmark (subsequently Region East). Further funding from the Capital Region of Denmark can only be provided within national and regional rules and regulations and in accordance with all applicable regional budget procedures.

1. Purpose of the Board

The Board holds the overall responsibility for ensuring that the Clinical Psychiatry Research Centre operates according to its overarching vision, strategic objectives and research plan.

The Board is responsible for ensuring that the Clinical Psychiatry Research Centre operates in full compliance with the terms and conditions of the Lundbeck Foundation's grant agreement.

The Board plays a key role in ensuring the Centre's position as an epicentre for the development of excellent clinical psychiatric research nationwide in Denmark fostering collaboration across all Danish regions.

The Board oversees that the Centre collaborates with international partners.

The Board is also overseeing that the Clinical Psychiatry Research Centre's activities contribute to the advancement of clinical practice and scientific knowledge, and that the Centre operates with integrity, transparency, and accountability.

2. Responsibilities

The Board is responsible for overseeing that the Clinical Psychiatry Research Centre operates in full compliance with applicable laws, regulations, ethical standards, and the terms and conditions of the Lundbeck Foundation grant agreement, including the research vision and strategic objectives established for the Centre.

The Board holds ultimate responsibility for risk management concerning the Centre's activities.

Other key responsibilities include:

- The Board recommends the appointment and termination of the director of the Research Centre, subject to approval by the hospital director
- The Board supervises the director of the Research Centre, including evaluating the performance
- The Board approves the annual reporting and budget prepared by the director of the Research Centre
- The Board sets and approves its own rules of procedure

Furthermore, the Board will:

- Approve the Clinical Psychiatry Research Centre's research plan and changes that are important for the overall vision and mission
- Decide on the initiation, extension or closure of major projects, based on recommendations from the director of the Research Centre
- Ensure the Clinical Psychiatry Research Centre's national and international profile in collaboration with the director of the Research Centre and the Scientific Advisory Board
- Ensure that the Clinical Psychiatry Research Centre is firmly embedded at the national level and promotes collaboration across regions through satellites in relevant research environments

- Ensure that all reporting obligations to the Capital Region of Denmark and the Lundbeck Foundation are met in a timely and accurate manner

3. Composition

The composition of the Board of the Clinical Psychiatry Research Centre shall contain competences to ensure a nationwide perspective in the Centre's activities and to serve as a catalyst for research at the national level.

The Board shall consist of eight members (seven from 2027 following the merger of the Capital Region and the Region Zealand) representing hospitals, educational institutions, and all regions of Denmark. Members are appointed by the respective executive management bodies as follows:

- A member of the Executive Management of the Capital Region of Denmark (who is chairperson of the Board) – appointed by the Executive Management of the Capital Region of Denmark
- A member of the hospital management at the host hospital, a representative who must preferably know of/be responsible for psychiatric research (deputy chairperson) – appointed by the Executive Management of the Capital Region of Denmark
- A member of management with research knowledge from a leading Danish research hospital who can secure an interdisciplinary perspective concerning the somatic area – appointed by the Executive Management of the Capital Region of Denmark
- Representatives from the other four (eventually three) regions at the Executive Management level (representative must know of/be responsible for psychiatric research) – appointed by the Executive Management of the separate Regions
- A member of the management (e.g. the Dean of the Faculty of Health) of a leading Danish university to represent the university perspective, – appointed by the Executive Management of Universities Denmark

The following individuals participate as non-voting observers, with the right to speak on relevant agenda items:

- A representative from the Lundbeck Foundation
- The chairperson of the Scientific Advisory Board
- The chairperson of the Implementation Council
- The chairperson of the User Panel
- The director of the Research Centre

Chairpersons from the Scientific Advisory Board, the Implementation Panel and the User Panel will participate in the relevant agenda items.

Over time, involving other profiles or competencies in the Board may be necessary. Changes to the composition of the Board must be approved by the Capital Region of Denmark (Executive Management) and the Lundbeck Foundation.

If a member resigns its position at the Board, the appointment of a new member of the Board will follow the principle described above in this section.

4. Organisational reference

The Board of the Clinical Psychiatry Research Centre is established jointly by the Capital Region of Denmark and the Lundbeck Foundation and is organisationally anchored at Bispebjerg Hospital.

The Board reports to the top Executive Management of the Capital Region of Denmark.

The Board is supported administratively by the Centre's secretariat. The Board's work is carried out according to the grant agreement including appendixes.

5. Finance and compliance

In accordance with its overall responsibilities as set out in section 2 above, the Board oversees the Centre's financial structure and operations in alignment with its research strategy and the terms and conditions in the grant agreement.

The Board is also having the ultimate responsibility for risk management and compliance within the Center and shall ensure that all financial decisions support the Centre's vision.

6. Support and advisory structure

To support the board in fulfilling its responsibilities, the Clinical Psychiatry Research Centre draws input from three advisory bodies, each representing a key area: scientific quality, implementation, and the user perspective. These bodies are advisory in nature and do not hold decision-making authority:

- The Scientific Advisory Board
  The primary task of the Scientific Advisory Board (SAB) is to guide and advise the director and the Board regarding the Centre's research strategy to ensure that the scientific quality meets international standards. SAB is also responsible for assessing and evaluating the quality and progress of the research Centre. The members of the SAB will be internationally recognized researchers.

- The Implementation Council
  The role of the Implementation Council is to ensure a strong focus on the ability to implement the Centre's research results into practice and create significant impact in the healthcare sector.

- The User Panel
  The role of the User Panel is to ensure that any resulting interventions align with the needs and priorities of the people they are intended for.

Input from these advisory bodies forms an integral part of the Board's decision-making process, but the board retains ultimate responsibility for all decisions.

7. Meetings and Procedures

The board shall meet at least twice a year, where at least one meeting is held in person. Additional meetings may be convened as needed.

The board shall be quorate when at least [5] of its members (including the Chair or the Deputy Chair) are present. Decisions are made by simple majority of the members present and voting. Each member has one vote.

Furthermore, decisions may be adopted between meetings by written procedure (including email) provided that all members are given the opportunity to participate and the decision is recorded in the minutes.

Board members who are unable to attend a meeting may submit written comments to the agenda in advance of the meeting. Substitutes cannot be appointed to attend on their behalf.

Meetings are convened by the Chair. The Chair shall convene an extraordinary meeting with a written request from two Board members and shall do so within a reasonable time. Any Board member may propose agenda items by submitting them to the Chair (and the Secretariat, if applicable) no later than 14 days prior to the meeting.

The meetings are planned, prepared, and supported by the Centre's Secretariat.

The Board's working language is English.

The Board sets its own rules of procedure in alignment with the Terms of Reference for the Board. The rules of procedure shall at least include notice, agenda, conflict of interest, confidentiality and communication.

8. Annual Report

The financial year is the calendar year. The first financial period runs from the grant start date until 31 December 2026.

The annual report and accounts shall be prepared in accordance with applicable laws, regulations, and the requirements of the Lundbeck Foundation's grant agreement.

The annual report and audited accounts must be approved by the Board and submitted to both the Capital Region of Denmark and the Lundbeck Foundation in accordance with the reporting requirements set out in the grant agreement.

9. Reporting and Review

The Board of the Clinical Psychiatry Research Centre reports to the executive management of the Capital Region of Denmark.

The director of the research Centre, reports to the Board, and is responsible for implementing the Board's decisions and the day-to-day management of the Centre.

The Board receives annual reports from both the director of the research Centre and the Scientific Advisory Board. These reports shall include updates on the Centre's activities, research progress, financial status, and compliance with strategic objectives.

The Board is responsible for ensuring that all reporting obligations to the Capital Region of Denmark and the Lundbeck Foundation are fulfilled in a timely and accurate manner.

The Board shall ensure regular reviews and evaluations of the Centre's strategy and activities.

10. Administrative support

The Board is served by the Centre's secretariat which is responsible for convening meetings, preparing minutes, and maintaining documentation.

Approval date:

Signature

By signing below, the undersigned members of the Board confirm their acceptance of and commitment to these Terms of Reference.

Name (printed)	Title/Role	Signature	Date