

Appendix 4 Principles to guide the operation of the High Value Nutrition National Science Challenge

General Principles

- Shared commitment to a common purpose and intent as a mission-led science investment and to the operation of the Challenge in the best interests of the HVN Challenge as a whole.
- Equivalence of the Parties managed through oversight and arms-length science investment decision making by the HVN Board and via establishment of a national brand with equal sub-branding of the parties.
- Science investments are made that contribute to the mission, balance economic impact and scientific merit, take account of performance and that complement related research investments across other National Science Challenges, Centres of Research Excellence and CRI core funding.
- Awareness of the relevant research, regulatory and commercial landscape for HVN Challenge in New Zealand and globally with a commitment to consider all relevant New Zealand capabilities and capacity when making science investment decisions.
- Maori are embedded within and integrated into the Challenge and its structures at all levels.
- Strong internal science leadership and accountability (via Director and Science Leadership Team) supported by Science Advisory Panel and Independent Science Review Panel and a food, ingredient and beverage industry advisory committee (Industry Advisory Panel).
- Transparency of all business and investment processes to all parties and a clear separation of the contracting party from the Challenge.
- Aim to build a sustainable research collaboration that doesn't create internal competition or duplicate capabilities and shares relevant information on related and aligned funding within each Party.
- Endeavour to respect and meet reasonable needs and expectations of all Parties, including valuing all contributions on merit.
- Use a standard operating/financial model based on full-cost funding of research;
- Act in the best interests of the Challenge to deliver the NSC Investment Contract (i.e. the mission (including objectives and aim) outlined in clause 2.0 of the Collaboration Agreement and the NSC Investment Contract requirements).
- Have sponsorship at senior levels in all Parties to ensure organisational support and to resolve issues as they arise.
- Create an environment where collaboration occurs by mutual agreement of the researchers and Parties.

Intellectual Property Policy and Principles

The Parties will observe the following Principles (which must not be inconsistent with the "Intellectual Property Policies and Principles" contained in Appendix 2 to the NSC Investment Contract, and, to the extent that they are, the provisions of the NSC Investment Contract will prevail) in dealing with Intellectual Property created from HVN Challenge funding.

The underlying purpose of the HVN Challenge is to create Benefit for New Zealand. It is expected that Project IP will, to the extent reasonable, be commercialised by the owning/Managing Party in a manner consistent with this purpose. Such commercialisation may involve making the Project IP available to a suitable New Zealand company, or publicly disseminating the Project IP.

For the avoidance of doubt

- Research organisations (including the Parties to this Agreement) participating in the HVN Challenge retain ownership of both Background IP and new Project IP created.
- Where multiple parties create IP then it is up to them to agree IP arrangements but the Challenge will have visibility of the outcomes of these discussions.
- Research organisations do their own technology transfer or commercialisation.

Furthermore

- The Parties will use all reasonable endeavours to maximise the Benefits for New Zealand of each investment through their management of any Intellectual Property created.
- The Parties will ensure that the ownership and/or assignment, if any, of Project IP is clear and will require employees to acknowledge the relevant ownership and rights associated with any Project IP (this may be via their employment agreement or a general institutional policy); ensure that researchers are advised of the potential value of Project IP and of the options available to them to add value to those rights; ensure that researchers are advised of any actual or potential confidentiality issues relating to Project Intellectual Property and any mutual obligations of the staff and the Parties in relation to Project IP management and protection.
- The Parties will ensure internal processes are in place to identify protectable and potentially valuable Project IP and associated commercial activities and to prevent the infringement of existing protected Project IP and associated commercial activities; and which provide guidance on the prompt disclosure and resolution of potential conflicts of interest concerning the generation, ownership, management and use of Project IP; and cover good scientific conduct, including sound record keeping and human and animal experimentation ethics.
- The Intellectual Property Policies and Principles of the Parties should ensure that cultural, Treaty of Waitangi, and Māori issues are properly taken into consideration.
- The Parties should give preferential access to competent New Zealand-based firms to develop the Project IP. Where a Party believes that it is best to commercialise the Project IP outside of New Zealand, the Party should seek to retain ongoing research, science, and technology in New Zealand and reinvest any net income derived from the commercialisation of the Project IP in research, science, and technology in New Zealand.
- The Parties should, wherever possible: provide assistance to researchers in fulfilling Challenge Programme Intellectual Property Rights obligations and responsibilities; encourage participation by researchers in any subsequent commercialisation process of any Challenge Programme Intellectual Property Rights; and develop policies that incentivise staff and other stakeholders to generate benefits to New Zealand from the work.