

BloodPAC Consortium ("BloodPAC")

Appendix 1

1. Organization and Structure

The mission of BloodPAC is to accelerate the development and validation of liquid biopsy assays to improve the outcomes of patients with cancer. To do so, BloodPAC will develop and operate a collaborative infrastructure that enables sharing of information between stakeholders in industry, academia, advocacy groups, foundations, and federal agencies including regulatory and reimbursement agencies, to support the advancement of research in liquid biopsy assays, develop open standards, develop open source software, manage data commons and related cloud computing infrastructure, run meetings, workshops and other events, and in general to advance the state of the art in liquid biopsies, consistent with CCSR's status as a non-profit, tax-exempt institution.

BloodPAC is financially self-supporting through membership fees and charitable donations. Membership in BloodPAC is open to any operating organization agreeing to the terms of this Appendix 1 that executes a BloodPAC Member Agreement and approved by BloodPAC following the procedures for admitting new members. Initial membership begins on the first day the member joins and continues through the last day of the same calendar year. If the organization is itself a consortium, user society, or otherwise has members or sponsors, the rights and privileges granted under this agreement extend only to the paid employees of the organization, not to the members or sponsors.

2. Membership

a. Membership Categories

BloodPAC has several categories of Membership. Descriptions of each category can be found at the BloodPAC website: bloodpac.org

b. Fees

Annual fees for BloodPAC Membership are found on the membership schedule on the BloodPAC website (bloodpac.org). There will be no Member Fees for the first year of BloodPAC (January 1, 2017 – December 31, 2017).

The fee applicable to the Member is dependent on circumstances particular to the Member. Initial membership begins on the first day the member joins and continues through the last day of the same calendar year. The initial fee is due at the time the member joins. The due date in each subsequent year will be the last day of the calendar year; i.e., December 31st. The Membership Fee may be used by BloodPAC for both direct and indirect costs of the BloodPAC Consortium, which may include the following: 1) The use of business class travel in accordance with BloodPAC policy; 2) entertainment and alcohol expenses; 3) meetings,

food, and beverage expenses; and 4) promotional, memorabilia, and public relations expenses.

c. Subsidiaries of Members

If the Member organization has subsidiaries, the rights and privileges granted, and the obligations undertaken under this agreement shall extend to all subsidiaries the voting stock of which is directly or indirectly at least fifty percent (50%) owned or controlled by the Member organization.

3. Administration

a. Chair

BloodPAC members appoint a Chair (the "Chair"), who has overall responsibility for managing the consortium, maintaining and elevating awareness about the consortium, and fund raising towards the goals of the consortium.

b. Executive Committee

- i. The day to day operations of BloodPAC is managed by the Chair, with overall guidance and direction provided by the BloodPAC Executive Committee.
- ii. In general, changes to the members of the Executive Committee required unanimous agreement of the existing members of the Executive Committee at the time of the proposed change. If the Executive Committee are not in unanimous agreement, then the Chair can appoint someone to the Executive Committee as long as the appointment has the support of the majority of the Executive Committee.
- iii. Meetings
 - a. The Executive Committee will meet as often as they consider necessary in order to carry out their duties and responsibilities as defined by these terms of reference in this Appendix. Under normal circumstances, the Executive Committee should meet at least three times each year. For convenience, meetings may take place via teleconference or video conference.
 - b. Papers for all meetings should be circulated, if practical, at least five days before the relevant meeting.
 - c. Draft minutes of meetings (for consideration and approval at the next relevant meeting) should be circulated within 21 days following each meeting.
- iv. Specific Responsibilities of the Executive Committee. The Executive Committee will:
 - a. Review and recommend budgets for the BloodPAC Consortium, BloodPAC Working Groups, technical projects, research projects and other activities.

- b. Provide oversight, organizational recommendations and general review of BloodPAC Working Groups, technical projects, research projects and other activities.
 - c. Assist with fundraising and obtaining research funding for the BloodPAC Consortium and its projects and activities.
- v. Decisions and powers
- a. The Executive Committee in conjunction with the Chair will endeavor to make decisions on a consensus basis. If this is not possible in relation to any particular issue, then the Executive Committee may determine the issue by a vote. A simple majority will be required to determine any issue.
 - b. The Executive Committee will have such powers as expressly given in this Appendix. If there is no express power, then the Executive Committee only has the power to make recommendations to the Working Group and Project leaders.

c. Invited Experts

- i. The Consortium or Consortium Working Groups may invited experts (“Invited Experts”) to participate in Consortium activities or Working Group activities, respectively.
- ii. The Invited Experts represent that they are legally entitled to grant the necessary licenses for their contribution as described in Intellectual Property Rights policy (Paragraph 7 of the Member Agreement). If the Invited Experts' employer(s) have rights to intellectual property that the Invited Experts create that includes their contributions, they represent that they have received permission to make the relevant licensing commitments according to the Intellectual Property Rights policy on behalf of that employer.

d. Executive Council

- i. The Executive Council consists of the Executive Committee plus Invited Experts that have been invited to participate by the Executive Committee.
- ii. The Executive Council reviews and makes technical recommendations about BloodPAC Working Groups, projects and activities.
- iii. The Executive Council reviews and recommends new Consortium Members and new Working Groups and changes to current Working Groups.
- iv. The Executive Council reviews the BloodPAC Data Commons and related projects and activities and provides technical advice.
- v. The Executive Council fosters dissemination of findings and discoveries in real time to the research community;

d. Staff

The Staff of BloodPAC will consist of the Chair, technical staff, and administrative staff. The BloodPAC staff report to the Chair.

4. Collaboration

BloodPAC may collaborate with other organizations in pursuit of its goals. These collaborations will be governed by cooperative agreements between the various parties.

5. Visiting Scientists

Member organizations may volunteer to contribute staff on short term assignment to BloodPAC for specific implementation efforts and other projects sponsored by BloodPAC. If BloodPAC has the resources to accept such staff, the visitors will be provided with unsalaried BloodPAC appointments as Visiting Members of the Technical Staff. For the portion of their time assigned to BloodPAC activities, visitors will take their technical direction from the BloodPAC Chair.

6. Advisory Committee

a. Purpose

BloodPAC shall establish a committee (the "Advisory Committee") that shall establish procedures for the BloodPAC's review process, review annual plans, assess progress, and suggest future directions for BloodPAC.

b. Appointment of Representatives

Each member organization is entitled to appoint one individual to the Advisory Committee.

c. Meetings

The Advisory Committee will meet approximately twice per year. Meetings for other activities are scheduled as they are needed, and need not take place at BloodPAC.

7. Communications

Communications within BloodPAC activities and communications are performed primarily teleconferences, video teleconferences, and email.

All external communications, including all press and external stakeholder communications should be directed through the BloodPAC Chair.

8. Standards, SOPs, Software and Documentation Distribution

BloodPAC will support a repository of standards, SOPs, software and related documentation. The contents of this repository will be determined by the Chair based upon the needs and desires of BloodPAC and its member organizations as tempered by resource constraints. Standards, software, and related documentation will be distributed pursuant to the NL (as defined in the main body of the Agreement).

In general, all materials distributed by BloodPAC will be distributed pursuant to the then-current BloodPAC Notice and License (the current version of which currently exists at bloodpac.org). Specific exceptions can be made, upon approval of the Chair at the advice of the Advisory Committee.

9. BloodPAC Data Commons

The Data Commons will be operated subject to the BloodPAC Data Contributors Agreement, BloodPAC Data Use Agreement, BloodPAC Data Commons Services Agreement, BloodPAC Data Commons Privacy and Security Agreement and other required agreements, all of which will be available from the BloodPAC website (bloodpac.org). The BloodPAC Data Commons will be subject to the IPR and Licenses described in the main body of the agreement.

10. Use of Funds

All unrestricted funds received by BloodPAC through membership fees and other charitable contributions in excess of that amount needed to cover the direct and indirect costs of BloodPAC will be allocated for innovative BloodPAC Consortium work as determined by the Chair at the advice of the Advisory Committee.

11. Technical and Workshops Conferences

BloodPAC will sponsor an annual workshop, open to the public, to promote the exchange of technical information about cloud computing. Additional workshops will be held in various technical areas as deemed necessary and will include experts from BloodPAC and the international technical community as deemed appropriate by the Chair.