



DECISION OF THE GOVERNING BOARD OF THE ECSEL JOINT UNDERTAKING

Amending its Rules of Procedure

THE GOVERNING BOARD OF THE ECSEL JOINT UNDERTAKING,

Having regard to the Statutes annexed to Council Regulation (EU) 561/2014 of 6 May 2014 establishing the ECSEL Joint Undertaking¹ and in particular Articles 5, 6 and 7 of the Statutes,

Having regard to decision ECSEL GB 2015.36 amending the Governing Board's rules of procedure;

WHEREAS,

- 1) The rules should be modified with regard to the vice-chairs to reflect the tripartite model of the Joint Undertaking,
- 2) The Governing Board shall adopt the amendment to the Rules of Procedure,

HAS ADOPTED THE FOLLOWING:

Article 1

Article 2 of the Rules of Procedure is modified as follows:

Article 2

Chairperson and Vice-Chairs

1. The Governing Board shall elect a chairperson a period of one year. His term of office shall begin from the meeting of the Governing Board at which they are elected. Until the first chairperson is elected, the Executive Director shall act as interim chairperson.

¹ OJ L 169/152 of 7.06.2014

2. The chairperson may be re-elected for one subsequent term.
3. The Governing Board shall have three vice-chairs. The first vice-chair shall be the chair of the Public Authorities Board, the second vice-chair shall be the lead delegate of the Commission delegation in the Governing Board and the third vice-chair shall be the chair of the Private Members' Board.
4. In case of absence of the chairperson, one of the vice-chairs is in charge of the meeting. If the chairperson and the vice-chairs are all absent or unable to attend a meeting, the meeting shall be chaired by the longest serving lead delegate or, in the event of equal length of service, by the oldest of the longest serving lead delegates.
5. The chairperson may resign by notifying his/her resignation to the lead delegates. The Governing Board shall elect a new chairperson in the following meeting. In the meantime, one of the vice-chairs shall act as interim chairperson.

Article 2

The other provisions of the Rules of Procedure remain unchanged.

Article 3

Decision ECSEL GB 2015.36 is hereby repealed.

This decision shall enter into force on the day of its adoption. An updated version of the Rules of Procedures is annexed to this decision.

Done at Brussels, on 14 November 2016,

For the Governing Board,

A handwritten signature in black ink, appearing to read 'Andrea Cuomo', with a stylized flourish underneath.

Andrea Cuomo

Chairperson of the Governing Board

Annex: updated Rules of Procedure

Rules of Procedure of the Governing Board

Article 1 Composition

1. The Governing Board shall be composed of one delegation for the Commission, one for each private member and one for each ECSEL Participating State.
2. A delegation is made up of one or more representatives appointed by the Commission, each private member and each ECSEL Participating State according to the delegation they belong to.
3. A lead delegate of each delegation is appointed among the representatives. The lead delegate shall hold the voting rights of his/her delegation.
4. The Commission, each private member and each ECSEL Participating State shall also appoint one or more substitutes for their respective lead delegate. The substitutes are part of the delegations.
5. When a lead delegate is not present at a meeting, the delegation nominates its lead delegate among the substitutes present.
6. The delegations in the Governing Board shall be empowered to take all the decisions.
7. The members of the ECSEL Joint Undertaking must notify appointments, substitutions or removals of representatives to the Executive Director of the ECSEL Joint Undertaking in writing. The notice shall indicate the date on which the appointment, substitution or removal takes effect. In case of absence of such information in the notice, the effective date shall be the date on which the notice is received by the ECSEL Joint Undertaking.
8. The functions/positions and/or names of the representatives shall be published on the website of the ECSEL Joint Undertaking.

Article 2 Chairperson and Vice-Chairs

1. The Governing Board shall elect a chairperson for a period of one year. His term of office shall begin from the meeting of the Governing Board at which they are elected. Until the first chairperson is elected, the Executive Director shall act as interim chairperson.
2. The chairperson may be re-elected for one subsequent term.
3. The Governing Board shall have three vice-chairs. The first vice-chair shall be the chair of the Public Authorities Board, the second vice-chair shall be the lead delegate of the Commission delegation in the Governing Board and the third vice-chair shall be the chair of the Private Members' Board.
4. In case of absence of the chairperson, one of the vice-chairs is in charge of the meeting. If the chairperson and the vice-chairs are all absent or unable to attend a meeting, the meeting shall be chaired by the longest serving lead delegate or, in the event of equal length of service, by the oldest of the longest serving lead delegates.

5. The chairperson may resign by notifying his/her resignation to the lead delegates. The Governing Board shall elect a new chairperson in the following meeting. In the meantime, one of the vice-chairs shall act as interim chairperson.

*Article 3
Meetings*

1. The Governing Board shall hold its ordinary meetings at least twice a year.
2. It may hold extraordinary meetings at the request of:
 - a) the Commission;
 - b) a majority in number of the delegations of the ECSEL Participating States;
 - c) a majority in number of the private members;
 - d) the chairperson;
 - e) the Executive Director, only if the Governing Board has to decide whether a defaulting member's membership is to be revoked or if any other measures are to be taken until the defaulting member's obligations have been met.
3. The chairperson shall convene the meetings of the Governing Board by sending an electronic notice, accompanied by the provisional agenda and the relevant documents for decision-making, to each delegation not later than 15 (fifteen) working days prior to each meeting. The chairperson may be assisted by the Executive Director in the organisation of the meetings.
4. If an extraordinary meeting is requested or in case of urgency, the electronic notice, accompanied by the provisional agenda and the relevant documents for decision-making may be forwarded to the delegations at a shorter notice, taking into account internal consultation procedures of each of the members of the ECSEL Joint Undertaking, and at least 5 (five) working days prior to the meeting.
5. The meetings shall usually take place at the seat of the ECSEL Joint Undertaking.
6. The Governing Board may convene a meeting in another manner than at a single physical place, e.g. by means of electronic communication.
7. The quorum for holding a meeting of the Governing Board shall be constituted by the presence of the chairperson or a vice-chair, and the lead delegates or their substitutes, of the Commission delegation, the private members delegations and at least three ECSEL Participating States delegations.

*Article 4
Attendance to the meetings*

8. Delegations are expected to attend all the meetings of the Governing Board. The Governing Board may also allow attendance to the meetings by means of electronic communication.
9. Unless otherwise decided by the Governing Board, the Executive Director shall participate in the meetings and may be assisted by other staff of the ECSEL Joint Undertaking.

10. The Governing Board may invite, on a case by case basis, other persons to attend its meetings as observers if their presence is relevant to a specific item on the agenda.
11. At each meeting, the secretary shall draw up an attendance list specifying the authorities, bodies or organisations to which the attendees belong.
12. The costs of attending a meeting are not reimbursed.

*Article 5
Agenda*

1. The chairperson with the assistance of the Executive Director shall draw up the provisional agenda of the meetings.
2. The lead delegates may request specific questions to be included on the provisional agenda not later than 10 (ten) working days before the date of the meeting. Such requests shall be submitted in writing to the chairperson.
3. The agenda shall make a distinction between:
 - a) adoption of the agenda and of the last meeting's minutes;
 - b) items for decision or opinion;
 - c) activities of the supporting committee;
 - d) items for information or discussion;
 - e) any other business.
4. The agenda shall be adopted at the beginning of each meeting.
5. With the agreement of the lead delegates, urgent questions may be added to the agenda at any time prior to the end of the meeting and items on the agenda may be deleted or carried over to a subsequent meeting.

*Article 6
Voting*

- (1) The voting system shall be the following:
 - (a) There is a total of 1800 voting rights.
 - (b) The private members hold 600 voting rights distributed equally among them, except if otherwise decided by the Private Members Board. The distribution of the voting rights may be revised annually.
 - (c) The Commission holds 600 voting rights.
 - (d) For the years 2014 and 2015, the remaining 600 voting rights are distributed as follows: one per cent, i.e. 6 voting rights, for each ECSEL Participating State and the remaining percentage distributed annually among the ECSEL Participating States in proportion to their actual financial contributions in the past two years, including their contributions to the ENIAC and ARTEMIS Joint Undertakings.

For subsequent years, the distribution of the 600 voting rights of the ECSEL Participating States shall be established annually in proportion to the funds they have actually committed to indirect actions in the past two financial years.

- (2) The Governing Board will work together in the spirit of collaboration and for the benefit of all stakeholders. The delegations shall use their best efforts to achieve consensus. Failing consensus, the Governing Board shall take its decisions by a majority of at least 75% of all votes, including the votes which were delegated to a proxy according to paragraph 6 or 7 by members who are not in attendance. The majority of at least 75% is calculated taking account only of votes cast for and against.
- (3) The votes shall be cast by show of hands unless these Rules of Procedure provide otherwise or if a secret ballot is requested by a delegation and approved by all other delegations.
- (4) The chairperson may ask a delegation to provide an oral explanation of its vote, unless it is a secret ballot. For the sake of clarity, voting rights per delegation shall be reminded by the secretary at the beginning of each meeting and with each written procedure to adopt a decision.
- (5) A lead delegate of an ECSEL Participating State can be a proxy for other lead delegates of ECSEL Participating States up to a maximum of 3 (three).
- (6) A lead delegate of a private member can be a proxy for other lead delegates of the private members.

Article 7
Decisions

1. The Governing Board may adopt decisions in a meeting or by written procedure.
2. A decision of the Governing Board can be taken by a written procedure, provided that all delegations are given an opportunity to cast their votes and none of them opposes to this method before the deadline set by the chairperson. To this end, the Executive Director on behalf of the chairperson shall send to the delegations the proposal and all relevant supporting material on which they have to decide. Any lead delegate who does not express his/her opposition or intention to abstain before the deadline set by the chairperson is considered to have given its tacit agreement to the proposal. The response period shall not be less than 10 (ten) working days.
3. In cases of urgency to be decided by the chairperson, the deadlines may be reduced to 5 (five) working days.
4. If a delegation requests that the proposal is to be examined at a meeting, the written procedure shall be cancelled.
5. If a proposal for a decision by written procedure is subject to amendments proposed by one or more delegations during the voting procedure, all lead delegates shall be given an opportunity to revise their vote within a period of at least 5 (five) working days after the conclusion of the written procedure. If a decision is rejected as a result of this process, it may be launched again after revision or included in the agenda of the next meeting at the request of any delegation.
6. Each decision adopted by the Governing Board shall be recorded. Upon a request by a lead delegate, a statement of his/her views may be recorded together with the decision taken.
7. The result of a written procedure shall be notified without delay to all delegations.

Article 8

Minutes

1. The provisional minutes of each meeting shall be drawn up by the appointed secretary. These minutes shall contain, in particular, decisions taken, outcome of items for information or discussion and, if relevant, subsequent actions, conclusions, the attendance list and a publishable summary. They shall be communicated to all delegations, as well as to other attendees if relevant, within 10 (ten) working days after the date of the meeting.
2. The lead delegates shall send any written comments on the provisional minutes to both the chairperson and the secretary within 10 (ten) working days. In case of absence of comments, delegations are supposed to give their tacit approval to the minutes.
3. If no comments have been received with the 10 working days period, the minutes are deemed to be approved.
4. If modifications are proposed within the deadline, a written procedure is organised for the final adoption of the minutes, in accordance with Article 7.
5. The approved publishable summary shall be published on the website of the ECSEL Joint Undertaking.

Article 9

Secretariat

1. The Programme Office under the responsibility of the Executive Director shall provide the secretariat for the Governing Board and the supporting committee, notably by appointing a secretary for each meeting.
2. A secretariat shall not be provided for other working groups, except otherwise agreed with the Executive Director.

Article 10

Working groups

1. The Governing Board may choose to structure its work in the most appropriate way by establishing working groups in a form of:
 - (a) a supporting committee, mandated by the Governing Board to prepare administrative matters (e.g. rules of operation, supervision of the functioning of the Joint Undertaking, rules to be laid down) for adoption or approval by the Governing Board. The committee shall be composed of the Executive Director and no more than three representatives of each of the Commission, the Private Members Board and the ECSEL Participating States;
 - (b) other advisory groups to examine particular issues or to interact with other bodies of the ECSEL Joint Undertaking.
2. A working group shall elect a lead person by simple majority of its members. The election shall be conducted on the basis of “one working group member, one vote”.
3. The lead persons of the working groups shall report back to the Governing Board.

Article 11
Confidentiality

1. The delegates and other attendees in the Governing Board shall ensure the protection of sensitive information whose disclosure could damage the interests of the ECSEL Joint Undertaking, the members of the ECSEL Joint Undertaking or the participants in the activities of the ECSEL Joint Undertaking.
2. If specifically requested by the chairperson, some items of the Governing Board's discussions shall be kept confidential. In such case, the Governing Board may decide to examine those specific items without the presence of the Executive Director and/or other attendees. This shall be clearly indicated in the minutes of the meeting.

Article 12
Conflicts of interest

1. The representatives and other attendees in the Governing Board meetings shall make a personal declaration on any conflicts of interests and confidentiality based on Appendix 2 of decision ECSEL GB 2015.41 on ECSEL comprehensive rules on the prevention and management of conflicts of interest. Should they fail to make this personal declaration, representatives and other attendees in the Governing Board shall not be authorised to take part in the activities of the Governing Board.

If at any time in the course of their duties a representative or other attendee becomes aware of any potential conflict of interests, he/she shall:

- make a spontaneous personal declaration of interests highlighting the potential conflict, and
 - refrain from any actions that could be affected by the conflict of interests.
2. The Executive Director shall monitor declarations and shall make a preliminary appraisal of compatibility of interests declared with the tasks of the individuals concerned and shall inform the chairperson of the Governing Board.
 3. In case a situation of potential conflict of interests arises in the context of the Governing Board activities, such as a meeting or a written procedure, the representatives and other attendees who identify the potential conflict of interests (related to self or to other person) shall immediately inform the Governing Board Chairperson who shall without delay decide on any specific measure in this respect. In case the conflict of interest regards the Chairperson, the person to be informed is one of the Vice-Chairs of the Governing Board.

Article 13
Correspondence

1. Correspondence of a delegation relating to the Governing Board matters shall be addressed by its lead delegate to the attention of the secretariat with copy to the chairperson preferably by e-mail.

2. Correspondence for delegations shall be addressed by the secretariat to all the representatives of the delegations.
3. All correspondence shall be written in English and sent by electronic means, unless agreed otherwise between the delegation and the secretariat.
4. The Governing Board shall use whenever possible electronic means (e.g. private shared spaces) for the exchange and sharing of information. The Governing Board shall define an appropriate access policy to this information to be implemented by the ECSEL Joint Undertaking.

Article 14
Amendments

The rules of procedure shall be revised by a decision of the Governing Board at the request of one or more lead delegates. The amending decision shall enter into force on the date decided by the Governing Board.

Article 15
Publicity

These Rules of Procedure shall be published on the website of the ECSEL Joint Undertaking.

Article 16
Entry into force

This decision shall enter into force on the date of its adoption by the Governing Board.