



European Institute of Innovation and Technology

Governing Board

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FINAL
DECISION OF THE GOVERNING BOARD OF
THE EUROPEAN INSTITUTE OF INNOVATION AND TECHNOLOGY (EIT)
ADOPTING
THE RULES OF PROCEDURE OF THE EXECUTIVE COMMITTEE

Having regard to Regulation (EC) No. 294/2008¹ of the European Parliament and of the Council of 11 March 2008, hereinafter called the "Regulation", establishing the European Institute of Innovation and Technology, hereinafter called the "EIT" and in particular to the Statutes, Article 2(2), annexed thereto, hereinafter called the "Statutes"² ;

In order to ensure that the EIT carries out its mission and performs the tasks assigned to it under the conditions laid down in the Regulation ;

The following Rules of Procedure of the Executive Committee are adopted.

Done in Budapest, 16 October 2008

For the Governing Board

Chairperson of the Governing Board

M. H. Schuurman

¹ OJ L 97, 9.4.2008, p. 1

² Article 2(2) of the Statutes stipulates: "*The Governing Board shall, in particular: ... (g) adopt its rules of procedure, including those for the selection of the KICs, those for the Executive Committee, ...*"

Article 1.

Mission of the Executive Committee

The mission of the Executive Committee is laid down in Article 4(4) of the Statutes, reproduced in Annex.

Article 2.

Composition of the Executive Committee

In accordance with Article 4(1) of the Statutes, the Executive Committee shall consist of five persons including the Chairperson of the Governing Board, elected by the Governing Board from among the Governing Board's appointed members.

Article 3.

Terms of office

1. The members of the Executive Committee, including the Chairperson, shall have a term of office of three years, renewable once.
2. In the event that a member of the Executive Committee is unable to complete his or her term of office, a substitute member shall be elected according to the same procedure as the incapacitated member in order to complete the latter's term of office.

Article 4.

Chairmanship

1. As stated in Article 4(1) of the Statutes, the Chairperson of the Governing Board shall also chair the Executive Committee. In accordance with Article 2(4) of the Statutes, the Governing Board shall elect its Chairperson from among the appointed members. Election shall take place according to the procedure set out in Article 4 of its Rules of Procedure.
2. If the Chairperson cannot attend a meeting, the meeting shall be chaired by the most senior of the longest serving members of the Executive Committee.

Article 5.

Time and venue for meetings

1. As set out in Article 4(2) of the Statutes, the Executive Committee shall meet on a regular basis as convened by its Chairperson or upon the request of the Director. The Executive Committee may meet in extraordinary session on the request of at least two members; the Chairperson; or the Director. Extraordinary sessions shall take place within six weeks after the request, or within two weeks in case of urgent matters.
2. Dates for the ordinary meetings shall be determined at least in the preceding meeting. Meetings will generally last one day and take place at the EIT headquarters. If decided otherwise, the members shall be notified at least 2 weeks in advance or at least one week in advance in case of urgent matters.
3. Provision shall be made for the possibility of conference-calls should certain members be unable to attend in person.
4. If, after a date for a meeting has been established, one or more member(s) is unable to attend, the schedule shall not change, unless the Chairperson decides otherwise.

Article 6.

Preparation of meetings

1. The invitation, accompanied by the agenda, information on possible decisions to be adopted and other working documents, shall be submitted to the members no later than two weeks before the convened meeting date.
2. If any document relevant for decision making is submitted outside the time limits laid down in paragraph 1, no decision shall be adopted on that particular question unless the Executive Committee decides otherwise.
3. In the event that a member is unable to attend a meeting, he/she must notify the Secretariat as soon as possible.

Article 7.

Agenda and working documents

1. The provisional agenda shall be drawn up by the Director at least two week in advance. It shall include questions requested by any member of the Executive Committee, or delegated to the Executive Committee by the Governing Board.

2. At the request of the members, additional items may be put on the agenda. These issues should be sent to the Director no later than three working days after the agenda has been sent out. Urgent matters may be added to the agenda by the Chairperson on the requirement of the member or of the Director unless two or more members object.

3. The agenda shall be adopted at the beginning of each meeting.

4. Working documents attached to the agenda shall provide the members with adequate information concerning the meeting in question. They should facilitate the decision-making process and serve as a basis for discussion. When necessary, they shall include information on the implementation of earlier decisions.

5. Members must immediately notify the Chairperson of any circumstances that may lead to a conflict of interests with reference to a particular item on the agenda.

Article 8.

Convening of meetings and attendance

1. All members should be present at every meeting. In the event that a member is unable to attend a meeting, he/she shall select another person from among the Executive Committee members to represent him/her and submit a written request to the Chairperson to confirm this temporary appointment. The acting member shall have the right to vote in place of the absent member.

2. In duly justified circumstances, the Chairperson may allow a member to participate in a meeting via video or telephone conference. Such participation shall not be included in the quorum. This paragraph applies without prejudice to paragraph 1.

3. The Director shall take part in the meetings, unless decided otherwise by the Chairperson in duly justified cases. He/she shall not have the right to vote.

4. The Executive Committee may invite external persons to attend a meeting or part of a meeting whose opinion can be of relevance to specific items on the agenda.

5. During the meeting the Secretariat shall draw up an attendance list.

6. The Chairperson accords the right to speak. He/she shall do so in the order the members have expressed their wish to speak during the discussion. If a speaker exceeds the allotted time, the Chairperson shall call him/her to order.

7. The Chairperson shall direct and conclude the discussion.

Article 9.

Quorum

The presence of a majority of the members of the Executive Committee shall constitute a quorum. In the absence of a valid quorum, the Chairperson shall close the session and convene another meeting as swiftly as possible.

Article 10.

Voting

1. As specified in Article 4(3) of the Statutes, the Executive Committee shall take its decisions by simple majority of all its members.
2. Each voting member may cast one vote, if necessary by proxy. The Chairperson shall be informed in accordance with Article 8(1) of these Rules of Procedure.
3. As a general rule, the decisions to be adopted shall be presented verbally. Certain decisions may be adopted without being preceded by a verbal presentation, if the Chairperson so decides.
4. Votes shall be taken by show of hands, unless the Chairperson or at least two of the members request a secret ballot. If there is any doubt concerning the outcome of the vote, the Chairperson may take a second vote by roll-call. The vote of each member by roll-call shall be included in the summary records.
5. The Chairman may allow members to explain briefly his/her vote, before the voting has commenced or after the voting has been completed.

Article 11.

Decisions by written procedures

1. Urgent matters and matters already discussed in a meeting of the Executive Committee may, on a proposal from the Chairperson, be taken by written procedure unless two or more members object.
2. Draft decisions shall be circulated to the members. The time frame for voting shall be ten working days unless otherwise specified depending on the urgency of the matter. The rule laid down in Article 4(3) of the Statutes shall apply to these decisions

3. Proposals for decisions by written procedure shall not be subject to amendment: they shall be approved or rejected by the members in its entirety.
4. The result of a written procedure shall be transmitted to the members without delay.

Article 12.

Secretariat

As specified in Article 5(3)(a) of the Statutes, the Director shall provide the Secretariat for the meetings of the Executive Committee.

In accordance with Article 6 of the Statutes, the Commission shall, during a transitional period, provide the Secretariat for the meetings of the Executive Committee.

Article 13.

Summary records

1. A preliminary draft of the summary records shall be prepared by the Secretariat after each meeting.
2. The summary records shall comprise the decisions adopted in the meeting, as well as the number of votes cast and the views of the minority on the decisions, for the members of the minority who so desire. The summary records shall also include any conflicts of interests declared by the members with reference to a specific item on the agenda.
3. The provisional text shall be sent to the members along with the attendance list no later than two weeks after the meeting.
4. Members who wish to submit comments on the summary records shall do so in writing both to the Chairperson and to the Secretariat within two weeks after the reception of the text.
5. The summary records shall be approved in the subsequent meeting and signed by the Chairperson, and a copy shall be kept in the archives.

Article 14.

Confidentiality

1. The members of the Executive Committee and any other participants to the meeting must respect the confidential character of the proceedings.
2. When deemed appropriate by the Chairperson, external participants shall sign a written declaration that they will comply with the rule laid down in paragraph 1.

Article 15.

Language regime at meetings

The working language of the meetings of the Executive Committee shall be English, unless decided otherwise.

Article 16.

Reimbursement of expenses

All travel and subsistence expenses incurred by the members or external participants in connection to meetings related to Executive Committee activities shall be adopted by the EIT based on the practice and rules of the European Commission.

Article 17.

Correspondence

1. All correspondence with the Executive Committee shall be addressed to the EIT at its headquarters location.
2. During a transitional period, correspondence shall be addressed to the European Commission.

Article 18.

Adoption and amendments

1. These rules of procedure shall be adopted by the Governing Board during its first meeting, according to the rules laid down in Article 3(1) and 3(2) of the Statutes.
2. Upon the request of at least one member and after approval by the Chairperson, amendments may be made to these Rules of Procedure according to the procedure referred to in paragraph 1.
3. As set by Article 13(2) of the Regulation, the EIT shall make public its rules of procedure.

Article 19.

Entry into force

These Rules of Procedure shall enter into force immediately after they have been adopted by the Governing Board. The same shall apply to any amendments made to these Rules of Procedure.

Annex : Mission of the Executive Committee as laid down in Article 4(4) of the Statutes (EIT Regulation)

Article 4

The Executive Committee

4. The Executive Committee shall:

- (a) prepare the meetings of the Governing Board;
- (b) oversee the implementation of the SIA and rolling triennial work programme;
- (c) oversee the selection procedure for KICs;
- (d) take any decisions delegated to it by the Governing Board.