



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 GOVERNING BOARD

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 Statutes² ;

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 Governing Board are adopted.

Done in Budapest, 16 October 2008

For the Governing Board

Chairperson of the Governing Board

H. Schumacher

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,...*"

Article 1

Mission of the Governing Board

The mission of the Governing Board is laid down in Article 2(1) and (2) of the Statutes, reproduced in Annex.

Article 2

Composition of the Governing Board

The composition of the Governing Board is set by Article 1 of the Statutes.

Article 3

Terms of office

The duration of the term of office and the conditions for replacement of members of the Governing Board are laid down in Article 1(2), (4), (5) and (7) of the Statutes of the Regulation.

Article 4

Procedure for electing the Chairperson

1. The first Chairperson shall be elected during the first meeting, after the Governing Board has adopted these Rules of Procedure. Until the election takes place, the Commission, acting as facilitator, chairs or designates a person to chair the Governing Board meeting.
2. Appointed members may propose themselves as candidates in their own names or be proposed by another member. The names of those wishing to stand as candidates must be notified to the EIT Secretariat in advance or be announced during the meeting. .
3. For the election of succeeding Chairpersons, candidacies shall be presented in writing to the outgoing Chairperson before the meeting where the election will take place.
4. The successor shall be elected no later than three months before the end of the term of office of the outgoing Chairperson. The term of office of the successor shall begin on the day after the end of the predecessor's term of office, or in case the predecessor has left his/her office, on the day of his/her election. As specified in Article 2(4) of the Statutes, the term of office of the Chairperson shall be three years, renewable once.
5. The Chairperson shall be elected in accordance with the rules set out in Article 10 of these Rules of Procedure.

If there are several candidates, the election shall take place according to the following procedure:

- The candidate who receives a two-thirds majority in the first ballot shall be elected.
- If no candidate receives a two-thirds majority, there shall be a second ballot, restricted to the two candidates who obtained the highest number of votes in the previous ballot. If due to equal standing it is impossible to distinguish clearly two candidates with the highest vote count, there shall be a special ballot in order to obtain two candidates for the next round.
- In the second ballot, the candidate who receives a two-thirds majority shall be elected. If none of the candidates receives a two-thirds majority there shall be a third ballot.
- If after three ballots, no candidate receives a two-thirds majority, the candidate who in the preceding round obtained the least votes shall step down and the remaining candidate shall be elected provided she/he obtains a two-thirds majority.

Article 5

Time and venue for meetings

1. In accordance with Article 3(3) of the Statutes, the Governing Board shall meet in ordinary session at least three times a year and in extraordinary session when convened by its Chairperson or on request of at least one third of its members. Extraordinary sessions shall take place within six weeks after the request, or within two weeks in case of urgent matters.

During the initial phase, the Governing Board shall meet on a more frequent basis.

2. After the initial phase, dates for the ordinary sessions shall in principle be determined the year before they take place. Meetings will generally last one day and take place at the EIT headquarters. Provision shall be made for the possibility of conference-calls should certain members be unable to attend in person.

3. On condition that one third of the members do not object, the Chairperson may change the date and venue of a meeting in case of exceptional circumstances. Members shall be notified of any such change at least 4 weeks in advance.

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 the decisions to be adopted and other working documents, shall be submitted to the Board 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 issue unless the Chairperson or the Executive Committee decides otherwise.
3. In the event that a member is unable to attend a meeting, he/she must notify the EIT Secretariat as soon as possible.

Article 7

Agenda and working documents

1. The provisional agenda of the meeting shall be drawn up by the Director on the basis of items requested by the Executive Committee at least two weeks in advance.
2. Additional items may be put on the agenda at the request of Board members, unless the Chairperson decides otherwise. 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, unless one third of the members object.
3. The agenda shall be adopted at the beginning of each meeting.
4. Working documents attached to the agenda shall provide Board members with adequate information concerning the meeting in question. They should facilitate the decision-making process and serve as a basis for discussion. Whenever needed, they should 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 member of the Governing Board 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 of paragraph 1.
3. If the Chairperson can not attend a meeting, the meeting shall be chaired by the most senior of the longest serving members.
4. 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.
5. As set by Article 4(2) of the Regulation, the Commission may appoint observers to take part in the meetings of the Governing Board. They shall not have the right to vote.
6. Members may be assisted by one expert or adviser. However, the Chairperson at any time can request the experts or advisers not to participate in part of a meeting.
7. The Governing Board 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.
8. During the meeting the Secretariat shall draw up an attendance list.
9. 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.
10. The Chairperson shall direct and conclude the discussion.
11. The Chairperson may decide to convene a closed meeting.

Article 9

Quorum

The presence of half of the appointed members of the Governing Board 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 laid down in Article 3(1) of the Statutes, the Governing Board shall adopt decisions by simple majority of all its members. In case of equality the Chairperson shall have the casting vote.

However, as specified in Article 3(1) of the Statutes, decisions under Article 2(2)(a), (b), (c), (d), (i) and (s), and (4) of the Statutes of the Regulation shall require a majority of two thirds of all its members.

In accordance with Article 3(2) of the Statutes the representative members may not vote on decisions under Article 2(2)(e), (g), (i), (j), (k), (q) and (s) of the Statutes of the Regulation.

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 one third of the members requests 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.

6. Without prejudice to paragraph 4, there shall be a secret ballot for elections and appointments.

Article 11

Decisions by written procedures

1. Urgent matters and matters already discussed in a meeting of the Governing Board may, on a proposal from the Chairperson, be taken by written procedure unless one third of the members object.

2. Draft decisions shall be circulated to the members. The timeframe for voting shall be ten working days unless otherwise specified, depending on the urgency of the matter. The rules laid down in Article 3(1) and 3(2) 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. No decisions related to legislation, jurisprudence and planning shall be adopted by written procedure.

5. The result of a written procedure shall be transmitted by the EIT Secretariat 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 Governing Board.

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

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 interest declared by the members in relation to a specific item on the agenda, and the course of action to resolve them.
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 to the Secretariat within two weeks after the text has been sent out.
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 Governing Board and any other participants of a 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

Working language at meeting

The working language of the meetings of the Governing Board shall be English, unless the Governing Board decides otherwise.

Article 16

Internal working groups

Whenever it is deemed necessary, the Governing Board may establish internal working groups of temporary duration, with the purpose of preparing and implementing decisions. The organisation, scope and mandate of such groups shall be determined by the Governing Board.

Article 17

Advisory groups

As laid down in Article 2(2)(1) of the Statutes, the Governing Board shall, where appropriate, establish advisory groups, which may have a defined duration. The organisation, scope and mandate of such groups shall be determined by the Governing Board.

Article 18

Conflicts of interest

All members of the Governing Board must respect the Code of Good Conduct on Conflicts of Interest.

Article 19

Reimbursement of expenses

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

Article 20

Correspondence

1. All correspondence with the Governing Board shall be addressed to the EIT at the location of its headquarters.

2. During a transitional period, correspondence shall be addressed to the European Commission.

Article 21

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 of the Regulation.

2. Upon the request of one or several members, amendments may be made to these Rules of Procedure according to the procedure set out in paragraph 1.

3. As set by Article 13(2) of the Regulation, the EIT shall make public its rules of procedure.

Article 22

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 Governing Board as laid down in Article 2(1) and (2) of the Statutes (EIT Regulation)

Article 2

Responsibilities of the Governing Board

1. The Governing Board members shall act in the interests of the EIT, safeguarding its goals and mission, identity and coherence, in an independent way.
2. The Governing Board shall, in particular:
 - (a) define the EIT strategy as enshrined in the Strategic Innovation Agenda (SIA), the triennial rolling work programme, its budget, its annual accounts and balance sheet and its annual activity report on the basis of a proposal from the Director;
 - (b) specify the priority fields in which to establish the KICs;
 - (c) provide a contribution in view of the preparation of the SIA;
 - (d) draw up detailed specifications and terms of references on the operation of the EIT in the framework of the SIA, including criteria and procedures for the financing, monitoring and evaluating of the activities of the KICs;
 - (e) select and designate a partnership as a KIC or withdraw the designation if necessary;
 - (f) ensure continuing evaluation of the activities of KICs;
 - (g) adopt its rules of procedure, including those for the selection of the KICs, those for the Executive Committee, as well as the specific financial rules of the EIT;
 - (h) define, with the Commission's agreement, appropriate honoraria for members of the Governing Board and of the Executive Committee; these honoraria shall be benchmarked against similar provision in the Member States;
 - (i) adopt a procedure for choosing the Executive Committee and the Director;
 - (j) appoint and if necessary dismiss the Director, and exercise disciplinary authority over him/her;
 - (k) appoint the Accounting Officer, the members of the Executive Committee and the members of the Internal Auditing Function;
 - (l) establish where appropriate advisory groups which may have a defined duration;
 - (m) promote the EIT globally, so as to raise its attractiveness and make it a world-class body for excellence in higher education, research and innovation;

- (n) adopt a code of good conduct regarding conflicts of interest;
- (o) define principles and guidelines for the management of intellectual property rights;
- (p) set up an Internal Auditing Function in accordance with Commission Regulation (EC, Euratom) No 2343/2002;
- (q) be empowered to establish a Foundation (hereinafter referred to as the EIT Foundation) with the specific objective of promoting and supporting the activities of the EIT;
- (r) ensure complementarity and synergy between EIT activities and other Community programmes;
- (s) decide on EIT's language regime, taking into account the existing principles on multilingualism and the practical requirements of its operations.