

SHIFT2RAIL JOINT UNDERTAKING

DECISION

Nº 1/2014

THE GOVERNING BOARD OF THE SHIFT2RAIL JOINT UNDERTAKING,

Having regard to Council Regulation (EU) No 642/2014 of 16 June 2014 establishing the Shift2Rail Joint Undertaking (hereinafter "S2R Regulation"), in particular to Article 7(5) of the Statutes of the Shift2Rail Joint Undertaking set out in Annex I of the S2R Regulation, which requires that the Governing Board adopts its rules of procedure.

In its ordinary meeting of 30 July 2014, has adopted the following decision:

Article 1

The Governing Board's rules of procedure annexed to this decision are hereby adopted.

Done at Brussels, 30 July 2014

João AGUIAR MACHADO
The Chairperson



RULES OF PROCEDURE OF THE GOVERNING BOARD
OF THE SHIFT2RAIL JOINT UNDERTAKING

Adopted on 30 July 2014

Article 1
Members of the Governing Board

1. In accordance with Article 6 of the Statutes of the Shift2Rail Joint Undertaking (hereinafter "S2R Joint Undertaking" ["S2R JU"]), the Governing Board shall be composed of a maximum of twenty-two members, including:
 - a) two representatives from the Commission;
 - b) one representative from each of the Founding Members of the S2R JU other than the Union;
 - c) one representative of each Associated Member, that has, as a single legal entity, individually committed to an own contribution of at least EUR 30 million for the duration of the S2R JU;
 - d) a maximum of nine representatives of Associated Members, of which at least one per Innovation Programme. These representatives will be designated by the Governing Board of the S2R JU, on the basis of a proposal from each Steering Committee, with a view to ensuring balanced representation of SMEs, of the research community and actors from the entire rail value chain, as well as from outside the traditional rail sector. The final composition of the S2R Governing Board shall include at least three representatives of railway undertakings.
2. Hereinafter, the representatives shall be collectively referred to as the Board Members; the representative[s] of the Union as Commission Board Member[s]; and the representative[s] of Members other than the Union as non-Commission Board Members.
3. The names and functions/posts of the representatives shall be published on the S2R JU website.
4. Each representative may have one appointed alternate.
5. Each Member of the S2R JU may decide the term of office of its respective representatives in accordance with its internal rules. If the office of a representative falls vacant, the respective Member of the S2R JU shall appoint a new representative for the remainder of the term of office.
6. Members of the S2R JU shall notify appointments, substitutions or removals of their respective representatives and their respective alternates to the S2R JU 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 S2R JU.

Article 2
Chairperson and Industrial Spokesperson

1. The Governing Board shall be chaired by the Director-General of the Directorate-General for Mobility and Transport or by his or her alternate. In case where the Chairperson or his /her alternate are unable to fulfil their functions, the second Commission Board Member shall act in the Chairperson's stead.
2. The non-Commission Board Members may nominate an Industrial Spokesperson amongst the non-Commission Board Members in order to facilitate the dialogue between the Commission and the non-Commission Board Members.

Article 3
Observers

1. A representative of the European Railway Agency shall have the right to attend the meetings of the Governing Board as an observer and take part in its deliberations
2. The chairperson or the vice-chair person of the States Representatives Group shall have the right to attend the meetings of the Governing Board as an observer and take part in its deliberations.
3. The chairperson of the Scientific Committee shall be invited, whenever issues falling within its tasks are discussed, to attend meetings of the Governing Board as an observer and take part in its deliberations.
4. A limited number of staff members of the Commission shall have the right to attend the meetings of the Governing Board as observers.
5. The Governing Board may invite, on a case by case basis, other persons to attend its meetings as observers, in particular the leaders of working groups established by the Shift2Rail JU in accordance with Article 15 of the Statutes of the S2R JU, representatives of regional authorities of the Union, of SMEs, of Research organisations and Academia, and of civil society.
6. The Governing Board may decide to examine specific items of the agenda without the presence of those observers listed in paragraphs 1 to 5 of the present Article, due to confidentiality of such specific items or possible conflicts of interests in accordance with the procedure established in Article 14.
7. Observers and any other persons invited to participate to meetings of the Governing Board shall have no voting right.

Article 4
Convening of meetings

1. The Governing Board shall hold its ordinary meetings at least three times a year.
2. The Chairperson shall convene the meetings of the Governing Board with the support of the Executive Director by sending a written notice (by means of a letter or e-mail), accompanied by the provisional agenda and the relevant documents for decision-making, to each Board Member, to the Chairperson or the Vice-Chair person of the States Representatives Group and to the European Railway Agency not later than twenty working days prior to each meeting. The agenda shall be sent to the Chairperson of the Scientific Committee as well as relevant documents to be discussed in relation to the agenda items falling within its tasks.

3. In accordance with Article 7(5) of the Statutes of the S2R JU, the Governing Board may hold extraordinary meetings upon request submitted to the Chairperson of the S2R JU by:
 - (a) the Commission, or
 - (b) one-third of the members of the Governing Board representing at least 30 % of the voting rights, or
 - (c) the Executive Director
4. When an extraordinary meeting is requested, the Chairperson shall convene the meeting by sending a written notice (by means of a letter or e-mail), accompanied by the provisional agenda and the relevant documents for decision-making within twenty working days from the date of receipt of the request. In case of urgency, some documents may be forwarded to the Board Members and the relevant observers at a shorter notice, but not less than two working days.
5. Meetings shall usually take place at the seat of the S2R JU.
6. In exceptional conditions, after having consulted, where possible, the Board Members, the Chairperson may change the date or place of a meeting of the Governing Board set in the provisional agenda. Notification of such change shall be given to the Board Members no later than two working days before the original or revised date of the meeting, whichever is earlier.
7. The Governing Board meetings may take place by audio conference, video conference or other means of communication. Any meeting held in this manner shall have its minutes taken and approved in accordance with the procedure described in Article 10.

Article 5
Attendance at meetings

1. The Board Members shall attend all meetings of the Governing Board. Efforts shall be made by the Board Members to ensure adequate level of representation and continuity at Governing Board meetings.
2. As the chief executive responsible of the day-to day management of the S2R JU, the Executive Director shall have the right to attend the meetings of the Governing Board and take part in its deliberations. The Executive Director may be assisted by other staff of the S2R JU.
3. In case where the representative and the alternate of a S2R Member other than the Union are both attending a Governing Board meeting, the alternate member shall be considered as an observer and shall not take part in the Board's deliberations and decisions.
4. If a Board Member is not able to attend a meeting, he/she may either participate by means of audio or video conference, or be replaced by the alternate, subject to prior written notification submitted to the Chairperson and the Executive Director not later than the day before the date of the meeting. The secretariat of the Governing Board shall ensure that the alternate has all the relevant documentation to attend the meeting in due time.
5. A Board Member may also be represented by another Board Member, provided the latter submits to the Chairperson the power of attorney given to him.

6. At each meeting of the Governing Board, the attendance list shall be drawn up specifying the Members of the S2R JU and their representatives, and the bodies and organisations attending the meeting as observers and their representatives.

Article 6
Agenda

1. The provisional agenda shall be drawn up by the Chairperson assisted by the Executive Director and sent to the Board Members and observers in accordance with Article 4 of these Rules of Procedure.
2. The provisional agenda shall contain the following items:
 - (a) adoption of the agenda;
 - (b) adoption/approval of the minutes of the preceding meeting (including audio conference, video conference or any other means of communication) provided the minutes have not been approved/adopted by written procedure;
 - (c) items for decision of the Governing Board;
 - (d) items for opinion of the Governing Board;
 - (e) items for information and discussion;
 - (f) any other business.
3. The provisional agenda shall specify which items require a vote of the Governing Board.
4. In case of justifiable urgency, the Board Members and the Executive Director may request proposals for decisions to be included on the provisional agenda no later than ten working days before the date of the meeting. Such requests shall be submitted in writing to the Chairperson and in copy to the secretariat of the Governing Board and a revised agenda shall be circulated to all Board Members.
5. With the agreement of the Governing Board, 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. However, decisions on items that were not included in the provisional agenda circulated to the Board Members shall be subject to a written procedure.
6. The agenda shall be adopted at the beginning of each meeting.

Article 7
Quorum of presence

1. To ensure the quality of the discussions and the involvement of the Board Members, the European Commission and at least 50% of the representatives or alternates of each of the non-Commission Board Members of the S2R JU, representing at least 50% of the non-Commission voting rights shall constitute the quorum necessary for the meeting to be valid. In establishing whether the quorum of presence has been reached, the Chairperson shall verify if Board Members are also representing other Board Members, in accordance with Article 5(4) of these Rules.
2. In the absence of a quorum, the Chairperson shall search an alternative solution such as adopting a decision or an opinion by written procedure, limiting the meeting to points for information and discussion or closing the meeting and convening another

one as soon as possible. If another meeting is reconvened, the deadline for circulating the preliminary agenda as well as the relevant documents shall be reduced to ten working days.

Article 8
Voting

1. The Commission shall have 50% of the voting rights. The vote of the Commission shall be indivisible and shall reflect the Union's position in the Governing Board.
2. Each non-Commission Board Members shall have a number of votes in proportion to the value of its total net contribution to the funds of the S2R JU. If and when a Board Member is representing a consortium (as formed at the time he assumed membership) and is duly mandated by all other consortium members to do so, such Board Member shall have voting rights equal to the total net contribution of that particular consortium to the funds of the S2R JU. The mandate of the Board Members representing a consortium shall be verified by providing the relevant documents to the secretariat prior to the Board Member's participation in its first Board meeting.

The members' total net contribution to the funds of the S2R JU corresponds to the in-kind contributions, net of non-eligible costs and net of any co-funding received directly or indirectly from the S2R JU. It shall be based on the net contribution committed by the member to the S2R JU, as proposed in its offer to contribute to the S2R JU and as finally accepted by the Governing Board. The number of votes allocated to the Member will be included in its own membership agreement.

The voting rights allocated to each member shall be adjusted annually at the first Governing Board meeting held after a period of 120 calendar days following the end of the financial year, to take into account the effective contribution of each member, in terms of commitment or execution as appropriate, for the financial year in question compared to the initial stated contribution.

The voting rights allocation shall also be adjusted taking into consideration the consequences of any changes in membership on the total amount of contributions of the S2R JU.

The voting rights allocation and any subsequent adjustments shall be formalised through a decision of the Governing Board and stated in the minutes of the meeting of the Board.

Until the moment of accession of Associated Members to the S2R JU, the voting rights of non-Commission Board Members shall be divided equally between the eight Founding Members other than the Union.

3. The Governing Board will work together in the spirit of collaboration and in the general interest of the S2R JU. The Board Members shall use their best efforts to achieve consensus. Failing consensus, the Governing Board shall take its decisions by a majority of at least two thirds of all votes, including the votes of the Board Members who are not in attendance, unless otherwise provided in the Statutes of the S2R JU.
4. On decisions pertaining to the representation of Associated Members in the Governing Board, the Commission shall have the casting vote if the majority of two thirds cannot be achieved.

5. The votes shall be cast by show of hands or orally unless a secret ballot is requested by a Board Member and approved by the Governing Board.
6. Each decision adopted by the Governing Board shall be recorded in the minutes. Upon a request by a Board Member, a statement of his/her views may be entered in the minutes together with the decisions taken.
7. The Chair may ask a Board Member to provide an oral explanation of his/her vote, unless it is a secret ballot.

Article 9

Appointment, dismissal or extension of the term of office of the Executive Director

1. In accordance with article 9 of the Statutes, the Governing Board shall appoint the Executive Director for a period of five years and may have the power to dismiss him/her. The Governing Board, acting on a proposal from the Commission, may extend once the term of office of the Executive Director for no more than five years.

Article 10

Minutes

1. Not later than five working days after each meeting of the Governing Board a list of the decisions taken at that meeting and recorded by a secretary placed under the responsibility of the Executive Director shall be sent to the Board for information.
2. The minutes shall be drawn up at each meeting of the Governing Board by a secretary placed under the responsibility of the Executive Director. The minutes shall contain the agenda, a summary of the discussions, the decisions taken together with the votes casted, a listing of the items for information, the follow-up actions, and the conclusions, as well as the list of attendance and the list of the decisions taken referred to in paragraph 1.
3. The draft minutes shall be forwarded to the Board Members not later than ten working days after the meeting.
4. The Board Members shall send their written comments to the Chairperson and the secretariat not later than twenty working days after receipt of the draft minutes. These comments may consist of clarifications of misunderstandings or amendments to properly reflect the opinion expressed by a Board Member during the meeting or other factual elements or points of deliberation but shall not put into question the decisions taken by consensus or vote during a Governing Board meeting.
5. Within five working days after the end of the notice period mentioned in paragraph 4, a revised version of the minutes shall be circulated by the Chairperson. The Board Members present or represented at the relevant meeting shall approve the minutes not later than twenty working days after receipt of the document. The Board Members who do not provide their comments or their refusal will be considered to have given their tacit agreement to the minutes. If a Governing Board meeting is organised earlier than the end of this notice period, then the minutes shall be formally approved during the Governing Board meeting. The approved minutes shall be signed by the Chairman. The signed copy of the minutes shall be kept in the archives of the S2R JU.
6. A copy of the signed minutes shall be forwarded to the Board Members by e-mail with acknowledgement of receipt no later than five working days after the approval.

7. The list of decisions taken shall be made public and published on the website of the S2R JU subsequently to its approval.

Article 11
Secretariat

1. The Executive Director shall provide the secretariat and the appropriate administrative support to enable the Governing Board to carry out its work.
2. In accordance with Article 19 of the S2R Regulation, until the S2R JU reaches its operational capacity, the support referred to in paragraph 1 of this Article will be provided by the Executive Director Ad Interim, assisted by Commission officials.

Article 12
Written procedure

1. An opinion or decision of the Governing Board can be obtained by written procedure. If at least one Board Member requests that the proposed decision is examined at a meeting, the written procedure shall be cancelled.
2. The Executive Director, upon instructions from the Chairperson, shall send the Board Members the proposed opinion or decision to be taken in accordance with Article 17 of these Rules of Procedure.
3. Each Board Member shall approve or reject the opinion or decision by a written reply within twenty working days. In cases of justifiable urgency, the Chairperson may decide to shorten the reply deadline but no less than two working days.
4. The same voting rights as the ones laid down in Articles 8(1) to 8(4) of these Rules of Procedure shall apply for decisions taken by written procedure. Failing consensus, opinions or decisions shall be taken by a majority of at least two-thirds of all votes. Any Board Member who does not express his/her vote within the deadline of Article 12.3 is considered to abstain the proposed opinion or decision.
5. The proposal for a decision to be taken by written procedure shall not be subject to amendments in substance. The proposal shall be approved or rejected in its entirety. If the proposal is rejected, it may be included in the agenda of the next Governing Board meeting at the request of any Board Member.
6. The result of a written procedure will be notified without delay to all Board Members and, in the event of decisions, the information shall be published in accordance with Article 10.7.

Article 13
Confidentiality

1. The proceedings of the Governing Board shall be confidential.
2. The Board Members and any other persons attending a meeting of the Governing Board shall respect the confidential character of these proceedings and shall protect any sensitive information whose disclosure could damage the interests of the S2R JU, the Members of the S2R JU and/or of the participants in the activities of the S2R JU.
3. The observers and any other persons attending a meeting of the Governing Board shall sign the enclosed declaration of confidentiality and conflict of interests.

4. The Governing Board may decide to examine specific items of the agenda without the presence of the Executive Director or observers due to confidentiality of such specific items.
5. The decisions and minutes of the meetings of the Governing Board shall be subject to the provisions of Article 16 of the S2R Regulation and the measures taken for its implementation.

Article 14
Conflict of interest

1. A Board Member shall not occupy any of the following positions:
 - (a) Representative of the S2R States Representatives Group;
 - (b) Member of the S2R Scientific Committee;
 - (c) Coordinator of an indirect action co-funded by the S2R JU;
 - (d) Expert evaluator of proposals submitted to a call for proposals of the S2R JU;
 - (e) Expert observer of the evaluation of a proposal submitted to a call for proposals of the S2R JU;
 - (f) Monitor of an indirect action funded by the S2R JU.
2. In accordance with the general principles set in the Commission guidelines on the prevention and management of conflicts of interest in the EU¹, the following measures are applicable:
 - (a) Upon appointment, the Board Members and all attendees to the Governing Board meetings shall sign the enclosed declaration of confidentiality and conflict of interest. The Board Members shall submit a declaration of interests every year.
 - (b) The Governing Board may decide to examine and take a decision on specific items of its agenda without the presence of the Board Members whose participation may lead to conflict of interest with regard to a particular agenda item.
 - (c) A request for application of the preceding paragraph, addressed to the Chairperson may be submitted by any Board Member no later than the day before the meeting and must be justified. The Chairperson shall present such request and the associated justification at the opening of the meeting and the Governing Board will decide in accordance with Article 8 of these Rules of Procedure. Failing consensus or if a two-third majority cannot be achieved, the Chairperson shall have the casting vote on the request.
 - (d) During a meeting, any attendee whose participation in the work of the Governing Board leads or may lead to a conflict or potential conflict of interest with regard to a particular agenda item shall without delay inform the Chairperson who shall without delay and before any affected deliberation is taken decide on any specific measure in this respect.

¹ Commission Guidelines on the prevention and management of conflicts of interest in EU decentralised agencies, adopted 10 December 2013

- (e) Upon proposal by the Chairperson, the Governing Board may decide to examine such items of the agenda without the presence of the attendee concerned.
 - (f) Should the Governing Board or the S2R JU become aware that a conflict of interest was not declared by a Board Member, the Governing Board shall decide on the appropriate measures to be taken after hearing the affected Board Member.
3. The Board members and any other participants/observers in the Governing Board or working groups shall be subject to the Code of Conduct annexed to the present Rules of Procedure.

Article 15
Reimbursement of expenses

- 1. Each Member of the S2R JU shall bear all travel and subsistence expenses incurred by their representatives or their respective alternates in connection with meetings of the Governing Board.
- 2. The Governing Board may define cases where the S2R JU shall bear the travel and subsistence expenses incurred by observers invited by the Governing Board to its meetings, provided that such observers are not affiliated to any Member of the S2R JU.
- 3. The reimbursement of travel and subsistence expenses shall be done in accordance with the Commission Rules on the reimbursement of expenses incurred by people from outside the Commission invited to attend meetings in an expert capacity (C(2007)5858).

Article 16
Working groups

- 1. The Governing Board may choose to structure its work in the most appropriate way by establishing working groups.
- 2. Each working group shall elect a lead person by simple majority of its members. Each member has one vote.
- 3. The lead persons of the working groups shall report back to the Governing Board.

Article 17
Correspondence

- 1. All correspondence addressed to the Governing Board shall be sent to the seat of the S2R JU.
- 2. Electronic communications related to Governing Board matters addressed to the S2R JU shall be sent to the secretariat with a copy to the Chairperson.
- 3. Electronic communications related to Governing Board matters addressed to a Member of the S2R JU shall be sent to all representatives of that Member of the S2R JU.
- 4. All correspondence shall be written in English and sent either by post or by e-mail, unless agreed otherwise between a Board Member and the secretariat.

Article 18
Amendment of the Rules of Procedure

1. At the request of a Board Member, the Rules of Procedure shall be amended following approval by decision of the Governing Board in accordance with Article 8.3 of these Rules of Procedure.
2. Amendments to these Rules of Procedure shall enter into force on the day of their adoption by the Governing Board.

Article 19
General provisions

These Rules of Procedure and its amendments shall be published on the S2R JU website.

Article 20
Entry into force

These Rules of Procedure shall enter into force on the day of their adoption by the Governing Board.

Done at Brussels, on 30 July 2014

For the Governing Board

**ANNEX I – [MODEL] DECLARATION OF CONFIDENTIALITY AND CONFLICT
OF INTEREST FOR THE ATTENDEES OF THE S2R JOINT UNDERTAKING
GOVERNING BOARD MEETINGS**

Name:

Professional Address:

Phone:

E-mail:

Position:

Chairperson of the Governing Board

Representative/lead delegate/alternate of the Commission

Representative/lead delegate/ alternate of [...]

Representative/lead delegate/ alternate of [...]

Other (please specify)

I hereby undertake to act in the performance of my duties in the general interest of the S2R Joint Undertaking.

At each meeting of the Governing Board or before any decision is taken by written procedure, I shall declare any interest which might be considered to influence or bias my judgment and therefore be prejudicial to the way an item on the agenda is handled.

I undertake to ensure the confidentiality of sensitive information whose disclosure could damage the interests or the reputation of the S2R Joint Undertaking, the Members of the S2R Joint Undertaking or of the participants in the activities of the S2R Joint Undertaking.

I shall not disclose sensitive information learnt during the activities of the S2R Joint Undertaking even after my duties have ended.

Done at [place], [date]

Name and Signature

**ANNEX II – [MODEL] DECLARATION OF INTERESTS FOR THE S2R JOINT
UNDERTAKING GOVERNING BOARD MEMBERS**

Name:

Professional Address:

Phone:

E-mail:

Position:

Chairperson of the Governing Board

Representative/lead delegate/alternate of the Commission

Representative/lead delegate/ alternate of [...]

Representative/lead delegate/ alternate of [...]

Other (please specify)

do hereby declare on my honour that, to the best of my knowledge, the only direct or indirect interests I have in the [pharmaceutical / aeronautics, etc.] sector[s] [are][is] those listed below:

1 Past activities:

[posts held over the last 5 years in foundations or similar bodies, educational institutions, companies or other organisations (the nature of the post and the name of those bodies should also be indicated); other membership/affiliation or professional activities held over the last 3 years, including services, liberal professions, consulting activities, and relevant public statements.]

2. Current activities:

[posts held in foundations or similar bodies, educational institutions, companies or other organisations (the nature of the post and the name of those bodies should also be indicated); other membership/affiliations or professional activities, including services, liberal profession, consulting activities, and relevant public statements.]

3. Current Financial Interests

[Above a certain minimum threshold [xxx], any direct financial interests, (managerial stakes in companies, including ownerships of patents or any other relevant intellectual property rights), or assets (shares and/or securities held in companies) or grants or other funding which might create a conflict of interests in the performance of their duties, with an indication of their number and value, as well as the name of the company/provider of the grant/funding.]

[No Interest Declared]/ [Interest...]

4. Any other relevant interests.

[No Interest Declared]/ [Interest...]

5. Family Member Interest

[Spouse's/partner's/dependent family members' current activity and financial interests that might entail a risk of conflict of interest.]

[No Interest Declared]/ [Interest...]

I confirm the information declared on this form is accurate to the best of my knowledge and I consent to my information being stored electronically by the S2R Joint Undertaking.

Done at [place], [date]

Name and Signature

ANNEX III - CODE OF CONDUCT FOR THE SHIFT2RAIL JOINT UNDERTAKING'S GOVERNING BOARD MEMBERS

Article 1: Application of Code

This Code of Conduct applies to the members of the Shift2Rail Joint Undertaking's (hereinafter "S2R JU") Governing Board and to their Alternates. It sets out the rules applicable in matters of professional ethics.

This code of conduct shall also apply by analogy to all other participants/observers in the Governing Board or its subsidiary bodies or working groups. It is without prejudice to other rules that apply to the S2R JU staff.

Article 2: Basic standard of conduct

Members of the Governing Board shall discharge their duties professionally, with due diligence and efficiency and to the best of their abilities. In discharging their duties to the S2R JU, members of the Governing Board shall, in particular, endeavour to:

- (a) act independently in the general interest of the S2R JU, without allowing themselves to be influenced by personal interests or relationships;
- (b) avoid any situation which may give rise to a conflict of interest;
- (c) respect the dignity, professional standing and private lives of other Board members, members of the other bodies of the S2R JU, staff members and anyone whom they come in contact with during the discharge of their duties to the SJU;
- (d) not exploit their position in order to influence in any way the S2R JU staff, external experts, consultants and any third parties participating at any title in the S2R JU bodies;
- (e) make use of the S2R JU's name and resources only in the interest of the S2R JU;
- (f) not engage in any practice detrimental to the reputation and interests of the Board or of the S2R JU.

Article 3: Independence and management of conflict of interest

1. As a rule, a conflict of interest may occur when a member of the public may reasonably think that an interest could influence or bias the judgement of the participant concerned. A conflict of interest may exist even if no unethical or improper act results from it.

The S2R JU makes a distinction between direct and indirect interests. The holding of direct interests (e.g. direct employment with an organisation related to the activities of the S2R JU) could be incompatible with participation in the bodies of the S2R JU. The holding of indirect interests (e.g. benefits deriving from the professional activities of members of the participant's family) is not prohibited but should be scrutinised so that precautions can be taken in order to ensure impartiality of decision making. The holding of interests does not automatically give rise to a conflict of interest, if the independence and objectivity of decisions are not at risk

2. Examples of interests that should be declared:

- (a) **Financial Interests of a market value over 10,000 Euros:** the holding of stocks and shares, equity, bonds, partnership interests in the capital of an organisation related to the activities of the S2R JU, one of its subsidiaries or a company in the capital of which it has a holding. Share portfolios need not be disclosed if the management arrangement is in the form of a blind trust or equivalent where the individual has not control whatsoever over its management.
 - (b) **Professional Interests performed in the last five years** for, or on behalf of organisations related to the activities of the S2R JU with direct or indirect pecuniary or material benefits, e.g.: Permanent or temporary employment or work contracted out through consultancy or otherwise; Participation in internal decision-making bodies (directorships, board membership, (non)executive directorship, etc.); Grants for travel, study or research, fellowships or sponsorships.
 - (c) **Intellectual Interests during the preceding five years:** interests of non-pecuniary or material benefit to the individual, arising from professional activities or affiliation with national or international organisations or bodies with tasks mirroring those of the S2R JU. e.g. Participation in public interest groups, professional/scientific societies, communication media, clubs or organisations which have an agenda or an interest or involvement in the S2R JU's work, Participation of the individual in scientific projects and the (co)authorship of scientific documents or literature. The various interests of individuals in a group (e.g., a panel) once put together may well result in a balanced interest of the group as a whole.
3. **Procurement:** Governing Board Members are not allowed to participate in the preparation, evaluation or the awarding procedures of the S2R JU's calls for public tender, if they own, represent or have agreements with entities who are potential candidates for calls for public tender.
 4. **Gifts and other advantages:** Members of the Governing Board shall not apply for, receive or accept from any source any advantage, direct or indirect, which is or may appear in any way connected with their mandate in the S2R JU. The members of the Governing Board should therefore discourage a priori the offer of any gift having more than a token value. However, should it be impossible to refuse, notably because such refusal could prove embarrassing to the donor, the gift is to be surrendered to the S2R JU through the intermediary of the Chairperson of the Governing Board.
 5. **Duty to disclose and notification of updates:** Governing Board members must disclose any direct or indirect personal or corporate interest in the outcome of the deliberations of the Governing Board in relation to any matter on the agenda. The primary responsibility for assessing whether an interest might impede independence or influence judgment and for declaring any possible conflict of interest is placed on the participant concerned.

The Chairperson of the Governing Board, in case of any doubt concerning the existence of a conflict of interest, in the treatment of an agenda item of meeting, may propose to the Governing Board in a duly substantiated manner either: a) to delete the item from the agenda, b) to withhold any information and material on such issues from the participant(s) that may be in a situation of conflict of interest, or c) to take all such other actions necessary to implement this decision.

6. **Declarations to be signed:** Board Members shall make upon their appointment a declaration of confidentiality and conflict of interest and a declaration of interests. The form that will be used hereto is annexed. Governing Board members shall declare in writing before each meeting and in any case at the latest at its beginning, any interest which might be considered prejudicial to their treatment of items on the agenda. The form that will be used hereto is also annexed. Declarations made at meetings and the outcome of discussions related to Declarations of interest shall be duly recorded in the minutes of the meeting.
7. **Whistle blowing:** If a Board Member and a participant to the Governing Board meeting do not disclose a conflict of interest that might involve them, any other Board member or participant to the Governing Board meeting may bring to the attention of the Chairperson the existence of such a conflict of interest.

Article 4: Confidentiality and inside information

Governing Board members are subject to the requirements of confidentiality even after their duties have ceased.

Article 5: Application and interpretation of the Code

The Chairperson of the Governing Board shall ensure that the Code is observed and that is applied in good faith. The Governing Board will rule on any potential conflict of interest. He/she may seek advice of the S2R JU Legal Office and the S2R Internal Audit Capability on any ethical question concerning the interpretation of this Code of Conduct.

Article 6: Acceptance of the Code of Conduct

All Members of the Governing Board and their Alternates shall sign this Code of Conduct. These signed copies shall be held by the Secretary of the Governing Board. Upon their signature, they shall receive a copy of the signed original for their own record.