

**DECISION 08/2016**  
**OF THE GOVERNING BOARD OF**  
**THE EUROPEAN INSTITUTE OF INNOVATION AND TECHNOLOGY (EIT)**

**ON THE RULES OF PROCEDURE OF**  
**THE EIT GOVERNING BOARD AND EXECUTIVE COMMITTEE**

**THE GOVERNING BOARD OF THE EUROPEAN INSTITUTE OF INNOVATION AND TECHNOLOGY,**

having regard to Regulation (EC) No 294/2008 of the European Parliament and of the Council of 11 March 2008 establishing the European Institute of Innovation and Technology<sup>1</sup>, as amended by Regulation (EU) No 1292/2013 of the European Parliament and of the Council of 11 December 2013<sup>2</sup> ('EIT Regulation'), in particular, Section 2(f) of the Statutes of the EIT annexed to the EIT Regulation (the 'Statutes');

**HAS DECIDED AS FOLLOWS:**

**TITLE I**  
**ROLE AND RESPONSIBILITIES OF THE GOVERNING BOARD, THE EXECUTIVE COMMITTEE AND**  
**REPRESENTATIVE MEMBERS**

Article 1  
**Role and responsibility of the Board**

The role and responsibilities of the Governing Board are laid down in Section 2 of the Statutes of the EIT Regulation.

Article 2  
**Role and responsibility of the Executive Committee**

1. The Executive Committee shall:
  - a) prepare the meetings of the Governing Board;
  - b) strategically oversee the implementation of the SIA and rolling triennial work programme;
  - c) strategically oversee the selection procedure for KICs;
  - d) operationally oversee any areas delegated to it, for a defined duration, by the Governing Board;
  - e) update the Governing Board at each Board meeting on the activities of the Executive Committee.

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<sup>1</sup> OJ L97 of 09.04.2008, p. 1.

<sup>2</sup> OJ L347 of 20.12.2013, p. 174.

If explicitly decided, the Executive Committee may take decisions on behalf of the Governing Board.

2. The Executive Committee shall meet at the invitation of the Chair at least four times a year, usually one day prior to the regular Governing Board meetings and/or extraordinary occasions between the meetings, or at the request of at least one third of its members. The meetings are usually held face-to-face, but they can be convened via video conference at the Chairperson's discretion'

#### Article 3

##### **Role and responsibility of the representative members**

1. The representative members shall represent the EIT in an independent capacity: they shall act in the best interests of the EIT and its mission, independently from any academic, institutional, industrial, political or other specific interests they might have, and be responsible in particular for:
  - a) Acting as the link between the EIT Governing Board's strategic steering of the EIT and the strategic direction of the KICs.
  - b) Offering views on how the EIT mission, the KIC strategies and present and future EU global challenges interact, and how the KIC model can offer increased added value in the future.
  - c) Contributing to the foresight of the EIT/KICs by capitalising on their expertise and knowledge of the KIC model.
  - d) Representing all the KICs and promoting cross-KIC cooperation.

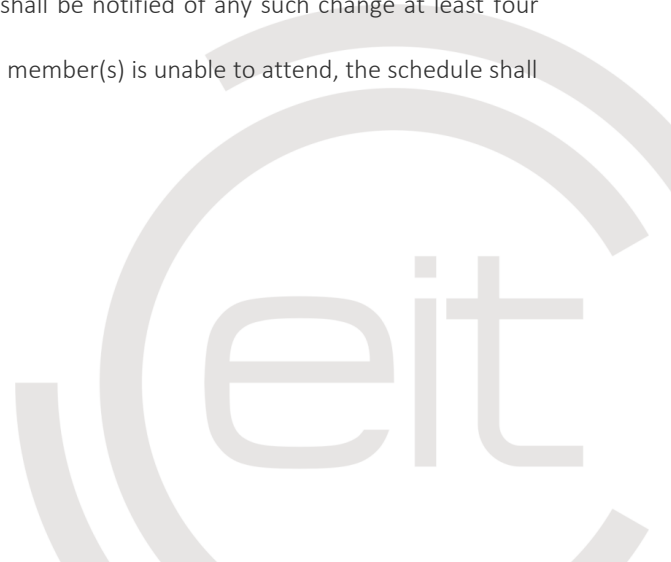
#### TITLE II

##### **MEETINGS OF THE GOVERNING BOARD**

#### Article 4

##### **Date and place of meetings**

1. In accordance with Section 3(4) of the Statutes, the Governing Board shall meet in an ordinary meeting at least three times a year and in an extraordinary session when convened by its Chairperson or at the request of at least one third of all members of the Governing Board. Extraordinary sessions shall take place within six weeks after the request, or within two weeks in the event of urgent matters.
2. The Governing Board shall decide on the dates for the ordinary sessions on a proposal from the Chairperson submitted before the start of each calendar year by the EIT Secretariat. Meetings may last from one to three days and shall normally be held on the premises of the EIT, unless the Governing Board decides otherwise.
3. Meetings may also be convened by means of teleconferencing.
4. On condition that one third of the members do not object, the Chairperson may change the date and venue of a meeting in the event of exceptional circumstances. Members shall be notified of any such change at least four weeks in advance.
5. 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 5

**Attendance at meetings and quorum**

1. All members of the Governing Board should be present at every meeting. In the event that a member of the Governing Board is unable to attend a meeting, he/she may delegate his/her voting right for a specific decision to another member of the Governing Board. The acting member of the Governing Board shall have the right to vote in place of the absent member.  
In addition to his/her own vote, each member of the Governing Board may receive a maximum of two votes by proxy. The proxy vote should be notified to the Chairperson at the beginning of the meeting and should be recorded in the minutes.
2. In duly justified circumstances, the Chairperson may allow a member to participate in a meeting via video or telephone conference.
3. The presence plus proxies of half of the appointed members 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 6

**Organisation of the meeting**

1. If the Chairperson cannot attend a meeting, the meeting shall be chaired by the most senior of the longest serving members.
2. The Director and the EIT staff requested by the EIT Director may participate in the meetings, unless otherwise decided by the Chairperson.
3. In duly justified circumstances, members may be assisted by one expert or adviser. However, the Chairperson may request the experts or advisers not to participate in part of a meeting at any time.
4. The Governing Board may invite external persons to attend a meeting or part of a meeting whose opinion may be of relevance to specific items on the agenda.
5. During the meeting the EIT Secretariat shall draw up an attendance list.
6. The Chairperson shall direct and conclude the discussion and shall accord 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. In accordance with Article 4(2) of the EIT Regulation, the Commission may appoint observers to take part in the meetings of the Governing Board.

## Article 7

**Agenda and working documents**

1. The draft agenda of the meeting shall be drawn up by the Director on the basis of items requested by the Executive Committee and sent to the Chairperson at least three weeks in advance of the meeting. The Chairperson may revise or adopt the agenda and shall send it, via the EIT Secretariat, to the Governing Board and the Observer(s) of the European Commission at least two weeks in advance of the Governing Board meeting.
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. The agenda shall be adopted at the beginning of each meeting and the adoption shall be minuted.

3. Attached working documents shall provide Board members with adequate information concerning the meeting in question, and shall be provided, via electronic transmission, to the Governing Board members and the Observers of the European Commission not later than one week prior to the meeting in question. Whenever needed, they should include information on the implementation of earlier decisions.
4. If any necessary working document is transmitted to the members outside the time limits specified in paragraph 3 of the present Article, no decision shall be taken on the question to which it relates, unless the Board decides otherwise. Any request by one or more members for inclusion, deletion or substitution of an item on the agenda shall set out the reasons on which it is based. The Chair shall bring any such request to the notice of the other members.
5. With the agreement of the Board, urgent questions may be added to the agenda at any time before the end of the meeting, and items on the agenda may be deleted or carried over to a subsequent meeting. Any changes to the agenda must be minuted.

#### Article 8

##### **Conflict of interest**

1. Members of the Governing Board shall respect the Code of Good Conduct regarding conflicts of interest.
2. Members of the Governing Board must immediately notify the Chairperson and/or the EIT Director of any circumstances that may lead to a conflict of interests with reference to a particular item on the agenda.
3. Members of the Governing Board with a conflict of interest cannot cast a proxy vote.

#### Article 9

##### **Voting**

1. Each voting member may cast one vote, if necessary by proxy.
2. 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.
3. Votes shall be taken by show of hands, unless the Chairperson or one third 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.
4. The Chairman may allow members to explain briefly his/her vote, before the voting has commenced or after the voting has been completed.
5. Without prejudice to paragraph 2) and 3) of the current Article, there shall be a secret ballot for elections and appointments. The secrecy requirement for the ballot may be waived, subject to a unanimous decision by the Governing Board. *A summary of the voting rights is enclosed in the decision.*

#### Article 10

##### **Minutes**

1. A preliminary draft of the minutes shall be prepared by the Secretariat at each meeting.
2. The minutes of each meeting shall, as a rule, comprise the list of attendees, the decisions taken or the conclusions reached by the EIT Governing Board in the meeting, as well as the number of votes cast, including the proxies notified by the members, and the views of the minority on the decisions, for the members of the minority who so

desire. The minutes 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. Draft minutes of each meeting of the Governing Board shall be sent via email or other electronic means to the Governing Board members no later than four weeks after the meeting. Members shall send their written comments to the Secretariat within two weeks following receipt of the draft minutes.
4. If no substantial comments are received, the minutes are then adopted by the Chairperson. Where necessary, the Chairperson, in consultation with the EIT Director, shall decide whether to submit the revised minutes for adoption by written procedure or to postpone their adoption to the next meeting of the Governing Board.
5. After their approval, the minutes shall be signed by the Chairperson, and a copy shall be kept in the archives of the EIT. They may be sent to the Governing Board for information.

#### Article 11 **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 of the present Article.

#### Article 12 **Decisions by written procedure**

3. Decisions on urgent matters or/and matters already discussed in a meeting of the Governing Board may, on a proposal of the Chairperson, be taken by a written procedure unless one third of the members of the Governing Board object within three days following the date of circulation of the draft decisions (by notifying the Chairperson).
4. On a proposal of the Chairperson, draft decisions shall be circulated to the members of the Governing Board and the Commission Observers by email or other electronic means. The timeframe for voting shall be ten working days from the date of circulation of the draft decisions (unless otherwise specified, depending on the urgency of the matter; should this be the case, the reason for the short notice should be given). Votes must be sent to the attention of the EIT Secretariat. Failure to vote will be considered a vote for the proposal.
5. The strategic decisions as defined under the Annex, Section 2 of the Statutes of the EIT Regulation, shall not be adopted by following a written procedure. The use of the written procedure for such decisions can exceptionally be authorised by the Chairperson of the Governing Board in the best interests of the EIT, and without prejudice to the provision as laid down in Article 12.1 of this decision.
6. The result of a written procedure shall be notified by the EIT Secretariat to the members of the Governing Board without delay.

### TITLE III

## COMPOSITIONS, ELECTIONS and NOMINATIONS

#### Article 13 Chairperson

1. The Governing Board shall elect its Chairperson from among the appointed members. The term of office of the Chairperson shall be two years, renewable once.
2. The Chairperson 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 cases where the predecessor has left his/her office, on the day of his/her election.
3. Only 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 submitted in writing by the candidates themselves to the outgoing Chairperson no later than fifteen working days before the start of the meeting of the Governing Board at which the election is to take place, and should be communicated to the members of the Governing Board.
4. The Chairperson of the Governing Board shall be elected by secret ballot. The secrecy requirement for the ballot may be waived, subject to a unanimous decision by the Governing Board. A vote is held even if there is only one candidate.
5. If there are more than two candidates, the election should take place according to the following procedure:
  - a) The candidate who receives a two-thirds majority in the first secret ballot should be elected.
  - b) If the two-thirds majority is not reached, a second secret ballot shall be held between the two candidates who obtained the highest number of votes.
  - c) If there were not two candidates with the highest number of votes, ballots will be held until there are two candidates with the highest number of votes. Additional ballots shall be held until one candidate obtains a simple majority of the votes.

#### Article 14 Election of the appointed members

1. The Governing Board shall submit to the Commission a proposal for appointment of a new member(s). The candidate(s) shall be chosen on the basis of the outcome of a transparent and open procedure.
2. The proposal for the appointment of newly appointed members shall be subject to a selection procedure initiated by the EIT. The selection procedure shall follow the requirements laid down in Section 1(2) of the Statutes of the EIT Regulation. The Governing Board shall set up a Steering Committee. This Committee shall be composed of three members of the EIT Governing Board and an observer from the European Commission.
3. A call for expressions of interest shall form an integral part of the selection process and shall be published on the EIT website.
4. Upon submission of the applications, the EIT shall perform an eligibility check and produce a preliminary list of candidates. The Steering Committee shall analyse the list of candidates and evaluate the applications received,

following a set of criteria laid down in the call for expressions of interest. Interviews with the highest-ranked candidates may take place if considered appropriate by the Steering Committee.

5. A decision on a proposed list of candidates shall be taken by the Steering Committee in consultation with the European Commission Observer.

7. The final list of proposed candidates shall be submitted by the Steering Committee to the EIT Governing Board for its approval. The EIT Governing Board shall transmit the proposed list of candidates to the European Commission for their appointment.

#### Article 15

#### **Election of representative members**

1. There shall be three representative members elected by the KICs from among their KIC partners. They shall have a two-year term of office, renewable once. Their term of office shall cease if they leave the KIC partner.
2. The profiles of the representatives' members shall cover the innovation web: academia, research, technology, entrepreneurship, business, finance and innovation. Diversity of membership shall be taken into account in terms of geographic origin and gender, however, without compromising the required merit-related criteria and taking into account the profiles of the representative members.
3. The conditions and procedures for the election and replacement of the representative members shall be as follows:
  - a) Representative members must be elected by the KICs from among their partner organisations.
  - b) Profiles of the representative members should ideally be aligned to the main areas of the activities of the KICs as well as those areas where the main challenges for all KICs have been identified.
  - c) Representative members should represent the 'KICs community' and thus be elected by all KICs. Representative members should not be involved in the governance of the KIC at either the strategic or operational level.
  - d) The selection of candidates should not be open only to the 'core' partners comprising KICs' central management structures, but also to the entire range of KICs' affiliated partner organisations.
  - e) The representative members should not only be experts in their fields but also be of sufficient standing to participate in the EIT GB meetings (high level).
4. Each representative member shall:
  - a) Display strategic skills by having the capacity to take strategic advice with the ability to combine strategic and operational skills;
  - b) Display EIT/KIC-related knowledge and experience by having a comprehensive view and practical understanding of the KIC's goals, strategies, management, operation and funding, as well as of its relations and potential synergies with other EU initiatives and instruments, with a special emphasis on the integration of the 'Knowledge Triangle';
  - c) Display EU-related knowledge and experience by having a broad comprehensive view and practical understanding of the EIT's place among EU Strategies and initiatives, as well as of the scientific, academic and business environments;
  - d) Display demonstrated leadership abilities, an established track record, and a widespread reputation as innovators, academics, scientists, entrepreneurs, financial or business persons;
  - e) Have availability by a declared commitment to serve for a two-year period and participate in Board meetings.
5. The EIT Director shall inform the KICs about the procedure and selection criteria for the election of the three representative members.

## Article 16

**Composition of the Executive Committee**

1. The members of the Executive Committee, including the Chairperson, shall have a term of office of two years, renewable once.
2. To safeguard the effectiveness of the Executive Committee, its members shall represent a balance of knowledge and experience from across the knowledge triangle, as well as from the business and financial world.
3. To ensure continuity in the organisation and management of the EIT, if no action has been taken to reappoint an existing member or to appoint a new member before the mandate of the existing Executive Committee member has ended, the Executive Committee member shall continue in his/her position until a new member is appointed. In any event, the Executive Committee's term of office shall not exceed his/her term of office as a Governing Board member.
4. 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 for the election of the incapacitated member in order to complete the latter's term of office.

## Article 17

**Executive Committee members**

1. The members of the Executive Committee shall be elected by secret ballot during a Governing Board meeting. The secrecy requirement for the ballot may be waived, subject to a unanimous decision by the Board.
2. Nominations shall be submitted either by the candidates themselves or, with the consent of the person concerned, by other members of the Board to the EIT Secretariat no later than the start of the Board meeting at which the election is to take place. Candidates may submit a brief résumé in support of their candidature at the time of the nomination.
3. In the event that the number of candidates is superior to the number of positions to be filled, an election shall take place according to the following procedure:
  - a) In the first ballot, the candidates who receive a two-thirds majority shall be elected.
  - b) If the number of candidates elected in the first ballot is less than the number of positions to be filled, there shall be a second ballot, restricted to the candidates who received the highest number of votes in the first ballot and to not more than twice the number of places to be filled. If, due to equal standing, it is impossible to distinguish clearly the candidates with the highest vote count, there shall be a special ballot in order to obtain the candidates for the next round.
  - c) In the second ballot, the candidates who receive a two-thirds majority shall be elected. If none of the candidates receives a two-thirds majority, there shall be a third ballot.
  - d) The candidates who receive a simple majority of the votes in the third ballot shall be elected.

## Article 18

**Advisory groups**

As laid down in Section 2(l) 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. Members of the EIT Governing Board may be associated with the EIT working groups set up by the EIT Director.





## TITLE IV ADMINISTRATIVE PROVISIONS

### Article 19 Working language

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

### Article 20 Reimbursement of expenses

1. Travel and subsistence expenses of Board members participating in the meetings of the Governing Board or Executive Committee shall be reimbursed.
2. Travel and subsistence expenses of Board members for meetings other than those specified in paragraph 1 of this Article may be reimbursed, provided the travel is justified and in the interests of the EIT. In such cases, a Board member shall inform the Chairperson beforehand about the objective of the meeting and report on the outcome of the meeting at the next Governing Board meeting.
3. The rules for the reimbursement of the travel and subsistence of Board members' expenses for participation in the Governing Board and Executive meetings and other meetings shall be defined and adopted by the EIT Director based on the rules of the European Commission.

### Article 21 Honoraria of the Governing Board members

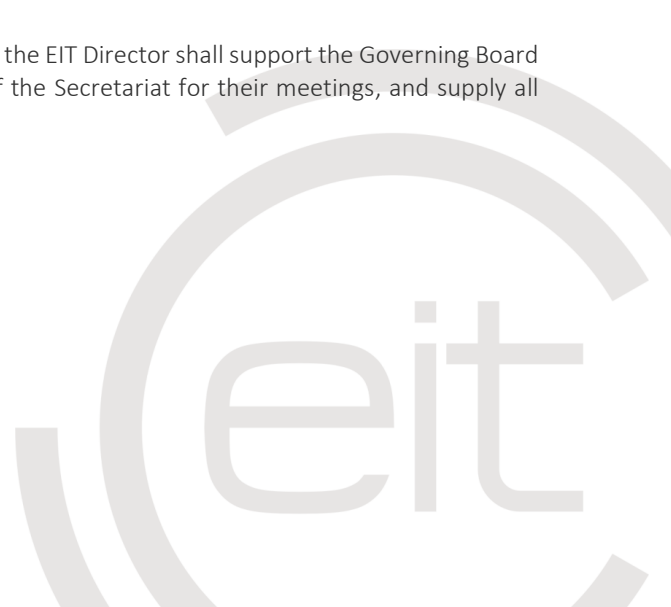
The Governing Board shall define, with the Commission's agreement, appropriate fees for members of the Governing Board and of the Executive Committee; such fees shall be benchmarked against similar remuneration in the Member States, in accordance with Section 2 of the Statutes. Members of the Governing Board shall receive an honorarium for their participation in a Governing Board meeting.

### Article 22 Correspondence

All correspondence with the Governing Board shall be addressed to the EIT at the location of its headquarters in Budapest, Hungary.

### Article 23 Secretariat

In accordance with Section 4(b) of the Statutes of the EIT Regulation, the EIT Director shall support the Governing Board and the Executive Committee in their work, provide the services of the Secretariat for their meetings, and supply all information necessary for the performance of their duties.



Article 24  
**Transparency**

1. In accordance with Article 13(2) of the EIT Regulation, this decision shall be published on the EIT website.
2. The name of the members of the Governing Board and the Executive Committee shall be made public.

Article 25  
**Final provisions**

1. This decision repeals Decision 12/2015 of the EIT Governing Board of 3 June 2015 on the Rules of Procedure of the Governing Board and the Executive Committee.
2. This decision shall be published on the EIT website.
3. The EIT Governing Board may amend these rules of procedure.

Article 26  
**Entry into force**

These Rules of Procedure shall enter into force on the day of their signature.<sup>3</sup>

*Done in Budapest on 24 May 2016*

*Signed*

Peter Olesen

Chairman of the EIT Governing Board

*Enclosed: Summary of the voting rights of the members of the EIT Governing Board*

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<sup>3</sup> Decision adopted by written procedure on 24 May 2016

### Summary of the GB members' voting rights

Cases according to SECTION 2 of the EIT Statutes	Simple Majority	2/3 Majority	Right to vote for Representative Members
Elect the Chairperson from among the appointed members		√	√
(a) adopt the EIT's draft Strategic Innovation Agenda (SIA), triennial rolling work programme, budget, annual accounts and balance sheet and annual activity report, on the basis of a proposal from the Director;		√	√
(b) adopt criteria and procedures for financing, monitoring and evaluating the activities of the KICs, on the basis of a proposal from the Director;		√	
(c) adopt the selection procedure of the KICs;		√	
(d) select and designate a partnership as a KIC or withdraw the designation where appropriate;	√		
(e) ensure the continuing evaluation of the activities of the KICs;	√		
(f) adopt its rules of procedure, those for the Executive Committee, as well as the specific financial rules of the EIT;	√		
(g) define, with the Commission's agreement, appropriate fees for members of the Governing Board and of the Executive Committee; such fees shall be benchmarked against similar remuneration in the Member States;	√		
(h) adopt a procedure for selecting the Executive Committee and the Director;	√		√
(i) appoint and if necessary dismiss the Director, and exercise disciplinary authority over him/her;		√	
(j) appoint the Accounting Officer and the members of the Executive Committee;	√		
(k) adopt a code of good conduct regarding conflicts of interest;	√		
(l) establish, where appropriate, advisory groups which may have a defined duration;	√		√
(m) set up an Internal Auditing Function in accordance with Commission Regulation (EC, Euratom) No 2343/2002 ( 1 );	√		√
(n) be empowered to establish a Foundation with the specific objective of promoting and supporting the activities of the EIT;	√		√
(o) decide on the language policy of the EIT, taking into account existing principles on multilingualism and the practical requirements of its operations;		√	
(p) 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.	√		