

DECISION 18/2021
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, as amended by Regulation (EU) No 1292/2013 of the European Parliament and of the Council of 11 December 2013 ('2008 EIT Regulation'), in particular, Section 2(f) of the Statutes of the EIT annexed to the 2008 EIT Regulation;

Having regard to the political agreement of the European Parliament and of the Council of 28 January 2021 on the recast Regulation (EU) on the European Institute of Innovation and Technology ('EIT Regulation'), in particular point (2)(a) of Section 2 of the Statutes of the EIT annexed to the EIT Regulation ('Statutes of the EIT');

HAS DECIDED AS FOLLOWS:

TITLE I
RESPONSIBILITIES OF THE GOVERNING BOARD AND THE EXECUTIVE COMMITTEE

Article 1

Responsibilities of the Governing Board

The responsibilities of the Governing Board are laid down in Section 2 of the Statutes of the EIT. Additional activities may be assigned to the members of the Governing Board in relation to the above-mentioned responsibilities. These additional activities shall be regulated in a separate decision.

Article 2

Responsibility of the Executive Committee

1. The Executive Committee shall assist the Governing Board in the performance of its tasks, in particular:
 - a) prepare the meetings of the Governing Board in cooperation with the EIT Director;
 - b) supervise and monitor the implementation of decisions and recommendations of the Governing Board if so requested by the Governing Board;
 - c) prepare the discussion of and adoption by the Governing Board on the draft EIT's contribution to the Commission's proposal on the SIA;
 - d) prepare the discussion of the Governing Board on the draft single programming document, the draft

- consolidated annual activity report, the annual budget and the draft annual accounts and the balance sheet before their submission to the Governing Board;
- e) take decisions on behalf of the Governing Board in case of a delegation under point (2)(b) of Section 2 of the Statutes of the EIT;
 - f) update the Governing Board at each Board meeting on the activities of the Executive Committee.
2. The Executive Committee shall meet at the invitation of the Chairperson at least four times a year, prior to the regular Governing Board meetings and/or extraordinary occasions between the meetings, or at the request of at least two of its members. The meetings can be held face-to-face or via video conference at the Chairperson's discretion.

TITLE II MEETINGS OF THE GOVERNING BOARD

Article 3 Date and place of meetings

1. In accordance with point 7 of Section 3 of the Statutes of the EIT, the Governing Board shall meet in ordinary session at least four times a year and in extraordinary sessions when convened by its Chairperson or at the request of at least one third of all members of the Governing Board or the representative of the Commission. As a rule, extraordinary sessions shall take place within six weeks after the request, or within two weeks in the event of urgent matters.
2. Notwithstanding the sessions referred to in Article 3 (1) of this decision, an annual senior-level meeting with the KICs shall be convened by the Governing Board.
3. The Governing Board shall decide on the dates for the ordinary sessions on the basis of 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 be held on the premises of the EIT or online at the Chairperson's discretion.
4. On condition that one third of the members of the Governing Board do not object, the Chairperson may change the date and venue of a meeting in the event of exceptional circumstances. Members of the Governing Board shall be notified of any such change at least four weeks in advance, except in the case of events of extreme urgency.
5. If, after a date for a meeting has been established, one or more member(s) of the Governing Board is unable to attend, the schedule shall not change unless the Chairperson decides otherwise.

Article 4 Attendance at meetings and quorum

1. Except as otherwise provided herein, attendance at meetings of the Governing Board shall be restricted to the Chairperson, members of the Governing Board, the Director of the EIT¹ and the representative of the

¹ Pursuant to point 3 of Section 3 of the Statutes of the EIT.

Commission².

2. The Governing Board may invite a member of the EIC Board or other stakeholders to attend its meetings as observers if their participation is relevant for a meeting or a part thereof. The Internal Auditing Function, as defined in the EIT Financial Regulation, may also be invited to the meetings of the Governing Board.
3. The Chairperson and the Director may be assisted by EIT staff in the meetings. The representative of the Commission may be assisted by Commission staff. In duly justified circumstances, members of the Governing Board may be assisted by experts or advisers.
4. The EIT Director and the representative of the Commission do not have a right to vote. Nevertheless, the agreement of the latter shall be required in accordance with point 5 of Section 3 of the Statutes of the EIT, as described in Article 10.
5. Simple majority of the members are required to be present to constitute a quorum. 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 shall be notified to the Chairperson at the beginning of the meeting and should be recorded in the minutes. In the absence of a valid quorum, the Chairperson shall close the session and convene another meeting as swiftly as possible.

Article 5

Organisation and conduct of the meeting

1. The EIT Secretariat set up in line with Article 25 of this decision shall assist in the preparation of the meetings of the Governing Board and the Executive Committee, in the deliberations and votes, in drafting the conclusions and summary of the proceeding and in supplying all necessary information.
2. During the meeting, the EIT Secretariat shall draw up an attendance list.
3. If the Chairperson cannot attend a meeting, the meeting shall be chaired by the most senior of the longest serving members.
4. 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.
5. Confidential agenda items are discussed in a closed session. Generally, closed sessions are held with the participation of the Chairperson, members of the Governing Board, the EIT Director and the representative of the Commission. The Chairperson may however also decide on different participation rules as required by the nature of specific agenda items.

Article 6

Agenda and working documents

1. The agenda of each meeting shall be drawn up by the Director on the basis of items requested by the Executive Committee. The agenda shall contain an indication of confidential agenda items. The provisional agenda shall be

² According to point 2 of Section 3 of the Statutes of the EIT.

sent by the EIT Secretariat to the Chairperson at least three weeks in advance of the meeting. The Chairperson may add or remove items to the provisional agenda and shall send it, via the EIT Secretariat, to the Governing Board and the Commission at least one week in advance of the Governing Board meeting along with the working documents.

2. Additional items may be put on the agenda at the request of members of the Governing Board and the representative of the Commission, unless the Chairperson decides otherwise. These issues shall be sent to the EIT 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 any time, 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 members of the Governing Board with adequate information concerning the meeting in question, and shall be provided, via electronic transmission, to the members of the Governing Board and the Commission no later than 10 days 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 this article, no decision shall be taken on the question to which it relates, unless the Governing 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 Chairperson shall bring any such request to the notice of the other members.
5. With the agreement of the Governing 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 7

Conflict of interest

1. Members of the Governing Board shall respect the Code of Good Conduct on conflicts of interest for Members of the EIT Governing Board³.
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 8

Procedure for voting by the Governing Board

1. Each member of the Governing Board 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.
4. The distribution of votes cast shall be recorded. A minority opinion expressed shall be included in the minutes of the meeting if so requested by the respective member of the Governing Board. 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 of the

³ Decision 13/2015 of the EIT Governing Board on the Code of Good Conduct. Ref. 00227.EIT.2015.I.GB35

Governing Board by roll call shall be included in the summary records.

5. The Chairperson may allow members to explain briefly their vote, before the voting has commenced or after the voting has been completed.
6. Without prejudice to paragraph (2) and (3) of this 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.

Article 9

Consultation with the Member State Representatives Group (MSRG)

1. The EIT Director shall ensure effective communication with the MSRG, under the supervision of the Governing Board.
2. Prior to decisions of the Governing Board referred to in point 6 of Section 3 the Statutes of the EIT, the Governing Board shall seek the opinion of the MSRG.
3. The request for opinion shall be submitted by the EIT Director to the MSRG at least two and a half months before the meeting of the Governing Board. The request shall contain all information necessary for the MSRG to provide an informed opinion.
4. The EIT Director shall communicate the opinion of the MSRG to the Governing Board together with the working documents as referred to in Article 6 (1) of this decision.
5. A delegate of the MSRG may be invited to attend the meeting of the Governing Board in relation to the agenda items concerning the decisions referred to in paragraph (2) of this article and to present the opinion of the MSRG.
6. The opinion of the MSRG shall not be binding on the Governing Board. In case the Governing Board decides against the opinion of the MSRG, the reasons thereof shall be recorded in the minutes of the Governing Board.
7. The EIT Director shall communicate to the MSRG the decisions of the Governing Board referred to in paragraph (2) of this article.
8. In accordance with Article 5 (3) c) of the EIT Regulation, the EIT Director shall consult the MSRG on strategically important issues to the EIT other than those referred to in paragraph (2) of this article and transmit the advice of the MSRG to the Governing Board.
9. The detailed aspects of the cooperation between the EIT, the KICs and the MSRG shall be regulated by a separate Governing Board decision.

Article 10

Commission's agreement to Governing Board decisions

1. The agreement of the Commission, expressed by its representative in the Governing Board, is required if the decision of the Governing Board regards points (1)(c), (e), (g), (h), (j) and (m) of Section 2, point (2)(c) of Section 2 and point (3)(a) of Section 2 of the Statutes of the EIT.
2. Four weeks before the Governing Board meeting, or in the case of written procedure, two weeks before the initiation of the written procedure, draft decisions referred to in paragraph (1) of this article shall be sent to the representative of the Commission for prior consultation.
3. The observations of the representative of the Commission to the draft decisions referred to in paragraph (1) of this article shall be taken into account in the draft decisions that are sent to the Governing Board in line with Article 6 of this decision or Article 14 in the case of written procedure.
4. In case the draft decision referred to in paragraph (1) of this article is adopted at the Governing Board meeting, the opinion of the representative of the Commission is required before the voting by the Governing Board takes

place. In the absence of any observations on the substance of the draft decision by the representative of the Commission, the draft decision may be adopted at the Governing Board meeting. Following the voting of the draft decision, express agreement from the representative of the Commission shall be required. The latter shall also be minuted. In case the opinion expressed by the representative of the Commission differs substantially from the proposed draft presented at the Governing Board meeting, its adoption shall be postponed and shall take place by written procedure in accordance with paragraph (5) of this article. In this case, the EIT Secretariat shall ensure that the opinion expressed by the representative of the Commission is taken into account in the draft decision by the time the written procedure is launched.

5. In case the draft decision referred to in paragraph (1) of this article is adopted by written procedure, express agreement of the representative of the Commission shall be required in writing within two working days after the closing of the voting. In the absence of an express agreement, the draft decision shall not be considered as adopted.
6. Decisions referred to in paragraph (1) of this article shall include a suspensive clause concerning the Commission's agreement. The decisions shall enter into force on the day after the Commission's agreement was provided, or on a specific later date if indicated in the decision.

Article 11

Procedures for voting by the Executive Committee

1. Pursuant to point 6 of Section 4 of the Statutes of the EIT, decisions of the Executive Committee shall be adopted on the basis of a majority of the members present. Each member shall have one vote, if necessary by proxy. In the event of a tied vote, the decision shall be deemed rejected.
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 two of the members of the Executive Committee 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 Chairperson may allow members to explain briefly his/her vote, before the voting has commenced or after the voting has been completed.

Article 12

Minutes

1. A preliminary draft of the minutes shall be prepared by the EIT 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 of the Governing Board, and the views of the minority on the decisions, for the members of the minority who so desire. The minutes shall also include the opinions expressed by the representative of the Commission. 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 taken to resolve them.
3. Draft minutes of each meeting of the Governing Board shall be sent via email or other electronic means to the members of the Governing Board and the representative of the Commission, no later than three weeks after the

meeting. Members shall send their written comments to the EIT Secretariat within two weeks following receipt of the draft minutes.

4. If no substantial comments are received, the minutes shall then be 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 on paper or by electronic means, and a copy shall be kept in the electronic archives of the EIT. They may be sent to the Governing Board for information.
6. The agenda and the minutes of the Governing Board shall be made public except as regards confidential agenda items and/ or discussions. Confidential items shall be also minuted even if they are not published together with the main minutes. The minutes of the confidential items shall be sent for comments to the members of the Governing Board that were present at the discussion of that confidential agenda item and to the representative of the Commission.

Article 13 **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 this article.

Article 14 **Written procedure**

1. In case of urgency, when a decision cannot be postponed and is required before the Governing Board can be convened, the Chairperson may call for a written procedure. Written procedures may also be used for matters already considered by the Governing Board at any of its meetings, or for administrative matters that are not of a strategic nature, upon decision by the Chairperson, unless one third of the members of the Governing Board objects within three days following the date of circulation of the draft decision.
2. The Chairperson shall give the members of the Governing Board and the representative of the Commission at least ten working days for replies from the date upon which the draft decision was electronically sent. In exceptional cases, the Chairperson may decide on a shorter duration. Votes must be sent to the attention of the EIT Secretariat. Failure to vote shall be considered a vote for the proposal.
3. As a general rule, the strategic decisions as defined under point 1 of Section 2 of the Statutes of the EIT, shall not be adopted by 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 paragraph (1) of this article.
4. The result of a written procedure shall be notified by the EIT Secretariat to the members of the Governing Board and the representative of the Commission without delay.

TITLE III

COMPOSITIONS, ELECTIONS and NOMINATIONS

Article 15

Chairperson

1. The Governing Board shall elect its Chairperson from among its 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 members of the Governing Board 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 before the start of the meeting of the Governing Board at which the election is to take place, and shall 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 shall be held even if there is only one candidate.
5. If there are more than two candidates, the election shall take place according to the following procedure:
 - a) The candidate who receives a two-thirds majority in the first secret ballot shall 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 shall be held until there are two candidates with the highest number of votes.
 - d) Additional ballots shall be held until one candidate obtains a simple majority of the votes.

Article 16

Election of the members of the Governing Board

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 new members shall be subject to a selection procedure initiated by the EIT. The selection procedure shall follow the requirements laid down in point 1 of Section 1 of the Statutes of the EIT. 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 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 Commission Observer.
6. The final list of proposed candidates shall be submitted by the Steering Committee to the Governing Board for its approval.

Article 17
Selection of the EIT Director

I. Procedure for appointment

1. The EIT Director shall be appointed by the Governing Board from a list of candidates proposed by the Commission, following an open and transparent selection procedure pursuant to point 2 of Section 5 of the Statutes of the EIT.
2. The Governing Board shall set up the procedure for the final stage of the selection and appointment of the EIT Director. This procedure shall contain rules on the establishment of a selection committee, the composition and the tasks assigned to this selection committee, how interviews with the candidates shortlisted by the Commission should be conducted, on the deliberations, voting and final appointment as well as ensuring independence and impartiality. This procedure shall also ensure that the best candidate for the post is appointed by the Governing Board in due time to take over the duties.
3. The Governing Board shall ensure a high degree of transparency and integrity of the process as well as that the selection procedure is not vitiated by conflicts of interest.
4. The Commission may appoint an observer to the process of the selection of the EIT Director without a right to vote.

II. Extension of the term of office

1. The term of office of the EIT Director is four years and may be extended once for a period of up to four years by the Governing Board acting on a proposal from the Commission in accordance with point 3 of Section 5 of the Statutes of the EIT.
2. The Commission's proposal shall be communicated to the Chairperson of the Governing Board at the latest nine months before the end of the first term of office.
3. The Commission's proposal shall be supported by an assessment taking into account: (a) an evaluation of the performance of the EIT Director, (b) the EIT's best interests and (c) the EIT's future tasks and challenges.

Article 18
Composition of the Executive Committee

1. The Executive Committee shall consist of five members including the Chairperson of the Governing Board, who shall also chair the Executive Committee.
2. Except as otherwise provided herein, attendance at meetings of the Executive Committee shall be restricted in principle, to the Chairperson, members of the Executive Committee, the EIT Director and the representative of the Commission.

3. The Chairperson and the EIT Director may be assisted by EIT staff, and the representative of the Commission may be assisted by Commission staff in the meetings of the Executive Committee.
4. The Director and the representative of the Commission do not have a right to vote.
5. The members of the Executive Committee, including the Chairperson, shall have a term of office of two years, renewable once.
6. 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 member of the Governing Board.
7. 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 19

Election of 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 to the EIT Secretariat either by the candidates themselves or, with the consent of the person concerned, by other members of the Governing Board no later than the start of the Governing 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 their 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 identify 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 20

Advisory groups

As laid down in point (2)(h) of Section 2 of the Statutes of the EIT, the Governing Board shall, where appropriate, establish advisory groups, which shall have a defined objective, tasks and duration. The Advisory groups shall contribute to the work of the Governing Board and shall report to the Governing Board via the Executive Committee. The organisation, scope and mandate of such groups shall be determined by the Governing Board in separate decisions.

TITLE IV ADMINISTRATIVE PROVISIONS

Article 21 Working language

The working language of the Governing Board shall be English.

Article 22 Reimbursement of expenses

1. Travel and subsistence expenses of members of the Governing Board 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, the member of the Governing Board 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 Governing Board members' expenses for participation in the Governing Board and Executive Committee meetings and other meetings shall be defined and adopted by the EIT Director based on the rules of the European Commission.

Article 23 Honoraria of the Governing Board members

The Governing Board shall define, with the Commission's agreement as referred to in Article 10 of this decision, appropriate fees for members of the Governing Board and of the Executive Committee; such fees shall be in line with similar remuneration in the Member States, in accordance with point (2)(c) of Section 2 of the Statutes of the EIT. Members of the Governing Board shall receive an honorarium for their participation in Governing Board meetings, independently of whether they are physical or virtual meetings, and additional fees for any other activities performed by the Governing Board members in relation to the tasks assigned to them pursuant to the EIT Regulation and Article 1 of this decision. The honoraria as well as other fees shall be explicitly regulated in a separate decision.

Article 24 Correspondence

All correspondence with the Governing Board shall be addressed to the EIT, electronically at EIT-Director@eit.europa.eu, or by post at the location of its headquarters in Budapest, Hungary.

Article 25
EIT Secretariat

In accordance with point (6)(b) of Section 5 of the Statutes of the EIT, 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 information necessary for the performance of their duties.

Article 26
Transparency

1. In line with Article 16 of the EIT Regulation and Regulation (EC) No 1049/2001⁴, the decisions of the Governing Board of the EIT as well as of the Executive Committee of the EIT shall be published on the website of the EIT, with the exception of confidential decisions.
2. The name of the members of the Governing Board and of the Executive Committee shall be made public.

Article 27
Final provisions

1. This decision repeals Decision 8/2016 of the EIT Governing Board of 24 May 2016 on the Rules of Procedure of the Governing Board and the Executive Committee.
2. The Chairperson of the Governing Board shall be empowered to adopt non-substantial corrections to this decision, to the extent necessary in view of the final text of the EIT Regulation.
3. This decision shall be published on the EIT website.

Article 28
Entry into force

This decision shall enter into force on the same day as the EIT Regulation.

⁴ Regulation (EC) No 1049/2001 of the European Parliament and of the Council of 30 May 2001 regarding public access to European Parliament, Council and Commission documents. OJ L 145, 31.5.2001, p. 43–48

Done in Budapest on 7 May 2021⁵

Gioia Ghezzi
Chairperson of the EIT Governing Board

Enclosed: Overview of the decision-making rules of the EIT Governing Board

⁵ Adopted by a written procedure on 7 May 2021



Overview of the GB decision-making rules

Decisions according to the Statutes of the EIT	Simple Majority	2/3 Majority	Agreement of the representative of the Commission	Opinion of the MSRG
Point 1 of Section 3: The Governing Board shall elect its Chairperson from among its members. The term of office of the Chairperson shall be two years, renewable once.		✓		
Point 1 of Section 2 The Governing Board, in exercising its responsibility for steering and monitoring the activities of the EIT and the KICs, shall take strategic decisions and shall, in particular:		✓		
(a) after consulting the existing KICs and taking their opinions into account, adopt the EIT's contribution to the Commission's proposal on the SIA and make it public;		✓		
(b) adopt the EIT's single programming document, budget, annual accounts and balance sheet and consolidated annual activity report;		✓		
(c) adopt sound criteria and clear and transparent procedures for performance-based financing of the KICs, including the decision on the maximum allocation of EIT financial contribution to them, with a view to implementing the relevant KIC business plan and achieving the objectives set out in the SIA and in accordance with Article 10, taking into account the requirements set out in Article 11(4) and (5), including the KICs' progress in achieving financial sustainability;		✓	✓	
(d) adopt the selection procedure of the KICs, in accordance with Article 9 [of the Regulation] and the SIA;		✓		
(e) select and designate a partnership as a KIC in accordance with the conditions and criteria set out in Article 9 [of the Regulation], and withdraw such a designation where appropriate;	✓		✓	
(f) authorise the Director to prepare, negotiate and conclude partnership agreements and grant agreements with the KICs;	✓			
(g) establish the duration, content and structure of memoranda of cooperation in accordance with Article 12 [of the Regulation], mandate and authorise the Director to prepare and negotiate memoranda of cooperation with the KICs and, after having examined the negotiated memoranda of cooperation, authorise the Director to conclude them;	✓		✓	✓
(h) authorise the Director to extend partnership agreements with the KICs beyond the period initially set, subject to the satisfactory outcome of the interim review and comprehensive assessment, as set out in the SIA, before the expiry of that period in accordance with Articles 10 and 11 [of the Regulation];	✓		✓	✓
(i) authorise the Director to prepare, negotiate and conclude grant agreements with other legal entities;	✓			
(j) adopt effective, efficient, transparent and continuous monitoring and evaluation procedures, including a sound set of indicators in accordance with Articles 10, 11, 19 and 20 [of the Regulation], and supervise their implementation by the Director;	✓		✓	
(k) take appropriate corrective measures with respect to underperforming KICs, including the reduction, modification or withdrawal of the EIT's financial contribution to those KICs or the termination of the partnership agreements with them, based on the monitoring and the assessment of results, in	✓			✓

accordance with the objectives of the EIT and the KICs and Articles 10, 11 and 18 [of the Regulation];				
(l) encourage the KICs to adopt operational models for openness towards new partner organisations;	✓			
(m) promote the EIT across the Union and globally, so as to raise its attractiveness, and for that purpose authorise the Director to sign memoranda of understanding with Member States, associated countries or third countries;	✓		✓	
(n) decide on the design and coordination of support actions undertaken by the KICs to broaden the impact of the EIT across the Union for the development of entrepreneurial and innovation capacity of HEIs, as well as vocational education and training institutions where appropriate, and their integration in innovation ecosystems, in order to reinforce the integration of the knowledge triangle;		✓		
(o) promote the creation of synergies between the EIT, including through the KICs, and the Union Framework Programmes as well as national and regional funding schemes.	✓			
Point 2 of Section 2 The GB shall take other procedural and operational decisions necessary for the fulfilment of its tasks and the activities of the EIT, in particular:	✓			
(a) adopt its rules of procedure, those for the Executive Committee, as well as the specific financial rules of the EIT;				
(b) delegate specific tasks to the Executive Committee;	✓			
(c) set appropriate fees for members of the Governing Board and of the Executive Committee, which shall be in line with similar remuneration in the Member States;	✓		✓	
(d) adopt open and transparent procedure for selecting the members of the Executive Committee;	✓			
(e) appoint the Director and, if necessary, extend his or her term of office or remove the Director from office, in accordance with Section 5 [of the Statutes];		✓		
(f) appoint the Accounting Officer and the members of the Executive Committee;	✓			
(g) adopt a code of good conduct regarding conflicts of interest;	✓			
(h) establish, where appropriate, advisory groups with a defined objective, tasks and duration;	✓		✓	
(i) set up an Internal Auditing Function in accordance with EIT's financial rules;	✓		✓	
(j) decide on the working languages of the EIT, taking into account existing principles on multilingualism and the practical requirements of its operations;		✓		
(k) convene an annual senior-level meeting with the KICs;	✓			
(l) report on KICs' cooperation with other European Partnerships.	✓			

Point 3 of Section 2 The Governing Board shall take decisions in accordance with the Staff Regulations of Officials and the Conditions of Employment of other Servants of the European Union, laid down in Council Regulation (EEC, Euratom, ECSC) No 259/68 (referred to as the 'Staff Regulations' and the 'Conditions of Employment', respectively), relating to EIT staff and the conditions of its employment. In particular, it shall:	✓			
(a) adopt the implementing measures in order to give effect to the Staff Regulations and the Conditions of Employment of Other Servants, in accordance with Article 110(2) of the Staff Regulations;	✓		✓	
(b) in accordance with point (c) of this point, exercise, with respect to the staff of the EIT, the powers of the Appointing Authority conferred by the and the Authority Empowered to Conclude a Contract of Employment conferred by the Conditions of Employment of Other Servants (the 'appointing authority powers');	✓			
(c) in accordance with Article 110(2) of the Staff Regulations, adopt a decision based on Article 2(1) of the Staff Regulations and Article 6 of the Conditions of Employment of Other Servants, delegating the relevant appointing authority powers to the Director and establishing the conditions under which that delegation can be suspended with the Director being authorised to sub-delegate those powers;	✓			
(d) adopt a decision to temporarily suspend, where exceptional circumstances so require, the delegation of the appointing authority powers to the Director and those sub-delegated by the Director and exercise them itself or delegate them to one of its members or to a staff member other than the Director.	✓			

