

DECISION
ADB(D) 08-2012

Code of conduct for the SJU Administrative Board Members

THE ADMINISTRATIVE BOARD OF THE SESAR JOINT UNDERTAKING (SJU),

Having regard to:

- the Statutes annexed to the Council Regulation (EC) No 219/2007 of 27 February 2007, establishing the SJU and, in particular, Articles 5.1 (m), 6, 9.3 and 9.4 thereof;
- Decision ADB(D) 10-2008 of the Administrative Board on “Confidentiality, independence and the management of conflict of interest of the bodies of the SESAR Joint Undertaking;
- Decision ADB(D) 03-2012 of the Administrative Board amending Decision ADB (D) 10-2008;
- the Rules of procedure of the Administrative Board (ADB(RP)1.0 of 15 June 2007) and, in particular, Article 11 thereof.

Whereas:

- Integrity and high standards of professional conduct by all those involved in the tasks and activities of the SJU are crucial for the independence and reputation of the SJU;
- It is understood that the members of the Administrative Board should have a professional interest in the work they are involved in;
- The members of the Administrative Board, should the need arise, shall cooperate fully with persons charged with conducting any criminal or regulatory investigation in accordance with Decision ADB (D)11-2008 and Decision ADB (D)12-2008;
- The Committee on Budgetary Control of the European Parliament in its draft report on discharge in respect of the implementation of the budget of the SJU for the financial year 2010 (C7-0297/2011 - 2011/2238(DEC)
 - o is of the opinion that the likelihood of conflicts of interest should not be dismissed but addressed properly;
 - o calls on the Joint Undertakings to inform the discharge authority on the verification mechanisms which exist in their respective structures to enable a proper management and prevention of conflicts of interest.

In its ordinary meeting of 03 July 2012, HAS DECIDED AS FOLLOWS:

Article 1

The Board adopts the Code of Conduct for the SJU Administrative Board Members annexed to this Decision which implements Decision ADB(D) 10-2008 and ADB(D) 03-2012.

This decision shall enter into force on the date of its adoption.

Done in Brussels, 03 July 2012

For the Administrative Board



Matthias Ruete
The Chairperson

Code of Conduct for the SESAR Joint Undertaking's Administrative Board members

Article 1: Application of Code

This Code of Conduct applies to the members of the SESAR Joint Undertaking's (SJU) Administrative Board and to their Alternates. It sets out the rules applicable in matters of professional ethics and implements Decision ADB (D) 10-2008 and ADB(D) 03-2012, which shall take precedence over this Code of Conduct.

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

Article 2: Basic standard of conduct

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

- act independently in the general interest of the SJU¹, without allowing themselves to be influenced by personal interests or relationships;
- avoid any situation which may give rise to a conflict of interest;
- respect the dignity, professional standing and private lives of other Board members, members of the other bodies of the SJU, staff members and anyone whom they come in contact with during the discharge of their duties to the SJU;
- not exploit their position in order to influence in any way the SJU staff, external experts, consultants and any third parties participating at any title in the Joint Undertaking bodies;
- make use of the SJU's name and resources only in the interest of the SJU;
- not engage in any practice detrimental to the reputation and interests of the Board or of the SJU.

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 SJU 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 SJU) could be incompatible with participation in the bodies of the SJU. 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 making². 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

¹ Art. 2.1 of Decision ADB(D) 10-2008

² Decision ADB(D)10-2008 Annexe VI, article 2.2.

§2. Examples of interests that should be declared:

- **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 SJU, 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.
- **Professional Interests performed in the last five years** for, or on behalf of organisations related to the activities of the SJU 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.
- **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 SJU. 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 SJU'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: Administrative Board Members are not allowed to participate in the preparation, evaluation or the awarding procedures of the SJU's calls for public tender, if they own, represent or have agreements with entities who are potential candidates for calls for public tender³.

§4. Gifts and other advantages (Specific provision applicable EU staff members) Members of the Administrative 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 SJU. The members of the Administrative 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 SJU through the intermediary of the Chairperson of the Administrative Board.

§5. Duty to disclose and notification of updates: Administrative Board members must disclose any direct or indirect personal or corporate interest in the outcome of the deliberations of the Administrative Board in relation to any matter on the agenda⁴. 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 Administrative 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 Administrative 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 decision⁵.

³ Art. 2.3 of Decision ADB(D) 10-2008 and Art. 11 of the Rules of procedure of the Administrative Board

⁴ Art. 11 of the Rules of procedure of the Administrative Board

⁵ Art. 2.7 of Decision ADB(D) 10-2008

§6. Declarations to be signed: Administrative Board Members shall make upon their appointment a declaration of commitment and confidentiality. The form that will be used hereto is ANNEX I of Decision ADB(D)10-2008. Administrative 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 agenda⁶. The form that will be used hereto is ANNEX II of Decision ADB(D)10-2008. 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 participants do not disclose a conflict of interest that might involve them, any other participant may bring to the attention of the Chairperson the existence of such a conflict of interest⁷.

Article 4: Confidentiality and inside information

Administrative Board members are subject to the requirements of confidentiality even after their duties have ceased⁸.

Article 5: Application and interpretation of the Code

The Chairperson of the Administrative Board shall ensure that the Code is observed and that is applied in good faith. He will rule on any potential conflict of interest. He may seek advice of the SJU Legal Sector and the SJU Internal Auditor on any ethical question concerning the interpretation of this Code of Conduct.

Article 6: Acceptance of the Code of Conduct

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

⁶ Art. 2.4. of Decision ADB(D) 10-2008

⁷ Art. 2.7 of Decision ADB(D) 10-2008

⁸ Art. 3 of Decision ADB(D) 10-2008