

Governing Board

DECISION

GB(D)07-2021

On the adoption of the rules of procedure of the Governing Board

THE GOVERNING BOARD OF THE SINGLE EUROPEAN SKY ATM RESEARCH 3 JOINT UNDERTAKING,

Having regard to Council Regulation (EU) 2021/2085 of 19 November 2021 establishing the Joint Undertakings under Horizon Europe and repealing Regulations (EC) No 219/2007, (EU) No 557/2014, (EU) No 558/2014, (EU) No 559/2014, (EU) No 560/2014, (EU) No 561/2014 and (EU) No 642/2014¹ (“Single Basic Act”), and in particular Article 15(10) of Part One of the Single Basic Act;

Having regard to the specific rules on the Governing Board set out in Articles 149, 150 and 151 of Part Two of the Single Basic Act;

Having regard to Decision of the Governing Board of the SESAR 3 JU GB(D)03-2021 on the Rules on confidentiality, independence and management of conflict of interest (the “Rules on Confidentiality and Conflict of Interest”);

Having regard to Decision of the Governing Board of the SESAR 3 JU GB(D)04-2021 on the Code of Conduct for the Governing Board (the “Code of Conduct”);

HAS ADOPTED THESE RULES OF PROCEDURE:

Article 1 *Members of the Governing Board*

As provided for in Article 144 of the Single Basic Act, the members of the Single European Sky ATM Research 3 Joint Undertaking shall be:

- a. the Union, represented by the Commission;
- b. the European Organisation for the Safety of Air Navigation (EUROCONTROL), represented by its Agency;
- c. the founding members listed in Annex III of the Single Basic Act;

¹ OJ L 427, 30.11.2021, p. 17

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- d. the selected associated members.

As provided for in Article 15 as well as Articles 149 of the Single Basic Act the Governing Board of the Single European Sky ATM Research 3 Joint Undertaking shall be composed of:

- (a) two representatives of the Commission; and
- (b) one representative from each of the members other than the Union.

Each representative may have one or more appointed alternates.

The names and functions or posts of the representatives and their appointed alternates shall be published on the Single European Sky ATM Research 3 JU website.

Each Member of the Single European Sky ATM Research 3 JU may decide the term of office of its representatives in accordance with its internal rules. If the office of a representative falls vacant, the respective Member of the Single European Sky ATM Research 3 JU shall appoint a new representative for the remainder of the term of office.

Members of the Single European Sky ATM Research 3 JU shall notify appointments, substitutions or removals of representatives and their respective alternates to the Programme Office of the Single European Sky ATM Research 3 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 within a month from the date on which the notice is received by the Programme Office of the Single European Sky ATM Research 3 JU.

Hereinafter, the representatives shall be collectively referred to as the Board Members.

Article 2 *Chairperson*

If the Chairperson is absent or unable to attend a meeting, the meeting shall be chaired by its alternate.

Article 2 *Observers*

1. As provided in Article 150 (2) of the Single Basic Act, The Governing Board of the Single European Sky ATM Research 3 Joint Undertaking shall have permanent observers. The following permanent observers shall have no voting rights with the exception of the one indicated in point b) of these paragraph:
 - a) a representative of the European Defence Agency;
 - b) a representative of civil users of airspace, designated by their representative organisation at European level;
 - c) an air navigation service providers' representative, designated by their representative organisation at European level;
 - d) an equipment manufacturers' representative, designated by their representative organisation at European level;

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- e) an airports' representative, designated by their representative organisation at European level;
 - f) a representative from the bodies representing staff in the air traffic management sector, designated by their representative organisation at European level;
 - g) a representative of the relevant scientific institutions or the relevant scientific community, designated by their representative organisation at European level;
 - h) a representative of the European Union Aviation Safety Agency;
 - i) a representative of the European standardisation organisation in aviation;
 - j) a representative of the unmanned aerial vehicle industry, designated by their representative organisation at European level.
2. The Chairperson and the vice-chairperson 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, but shall have no voting rights.
 3. As provided for in Article 16 (7) of the Single Basic Act, the Chairperson of the Scientific Committee or of the other bodies of the joint undertaking shall have the right, whenever issues falling within their tasks are discussed, to attend the meetings of the Governing Board as an observer and take part in its deliberations but shall have no voting rights.
 4. The Governing Board may invite, on a case-by-case basis, other persons to attend its meetings as observers as provided for in Article 16(7) of the Single Basic Act. These observers shall have no voting rights.
 5. The Governing Board may decide to examine specific items of the agenda without the presence of observers due to confidentiality of such specific items. This provision shall not apply to the representative of civil users of airspace.

Article 3

Convening of meetings

1. 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 an e-mail), accompanied by the provisional agenda and the relevant documents for decision-making, to
 - each Board Member,
 - the representative of civil users of airspace and
 - the Chairperson or the Vice-Chair person of the States Representatives Group,not later than twenty working days prior to each meeting.

Any other relevant material for the meeting shall be sent five working days before the meeting.

The agenda shall be sent for information purposes to the Chairperson of the Scientific Committee and other participating observers without voting rights.

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2. If an extraordinary meeting is requested, or in case of urgency, some documents may be forwarded to the Board Members and the relevant observers at a shorter notice, taking into account internal consultation procedures of each of the Members of the Single European Sky ATM Research 3 JU.
3. The Governing Board may hold extraordinary meetings, as provided for in Article 16(5) of the Single Basic Act, either upon the Chairperson's own initiative or upon request submitted to the Chairperson of the Single European Sky ATM Research 3 JU by:
 - a) the Executive Director, or
 - b) majority of the representatives of the private members.
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 ten working days from the date of receipt of the request, or as soon as possible in urgent cases.
5. Physical meetings shall usually take place at the seat of the Single European Sky ATM Research 3 JU.
6. Subject to prior written agreement (by means of a letter or email) of the majority of the Board Members and of the Commission representatives, 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 and to the permanent observers (or relevant observers) no later than ten working days before the original or revised date of the meeting, whichever is earlier.
7. Without prejudice to Article 16(5), 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 in accordance with the ordinary procedure. Any decisions taken by the Governing Board during such meetings shall enter into force on the day following its adoption.

Article 5 *Attendance*

1. The Board Members and, as provided for in Article 150 (2) of the Single Basic Act, permanent observers shall attend all meetings of the Governing Board. Board Members and permanent observers, shall make their best efforts to ensure adequate level of representation and continuity at Governing Board meetings.
2. If a Board Member or a permanent observer is not able to attend a physical meeting, he or 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. However, a reiterated attendance in several Governing Board meetings of a Member or permanent observer organisation through its alternates shall be avoided.

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3. As provided in Article 16(6) of the Single Basic Act, the Executive Director shall attend the meetings and have the right to take part in the deliberations but shall have no voting rights. The Executive Director may be assisted by other staff of the Single European Sky ATM Research 3 Joint Undertaking.
4. At each meeting of the Governing Board, the attendance list shall be drawn up specifying the Members and permanent observers of the Single European Sky ATM Research 3 JU and their representatives, and the bodies and organisations attending the meeting as observers and their representatives.

Article 4 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. The agenda shall be drawn up taking into consideration the role and tasks to be performed by the Governing Board as defined in Articles 17 and 151 of the Single Basic Act.
2. The provisional agenda shall contain the following items:
 1. adoption of the agenda;
 2. adoption or 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 or adopted by written procedure;
 3. items for decision of the Governing Board;
 4. items for opinion of the Governing Board;
 5. items for information and discussion;
 6. any other business.
3. The provisional agenda shall specify which items require a vote of the Governing Board.
4. The Board Members, permanent observers and the Executive Director may request specific questions 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. Not less than seven working days before the date of the meeting, the Chairperson shall issue the final agenda and notify the Board Members, the observers and the Executive Director of his decision to include or not to include each such additional item or question on the agenda.
5. The agenda shall be adopted at the beginning of each meeting.
6. 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.

Article 7

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Quorum

1. To ensure the quality of the discussions and the involvement of the Members of the Single European Sky ATM Research 3 Joint Undertaking, the presence of the Commission and of at least 50 % of the Members shall constitute the quorum necessary for the meeting to be valid.

In general, Board Members and permanent observers shall inform the Single European Sky ATM Research 3 JU about their attendance as soon as possible upon receipt of the provisional agenda.

2. The absence of a quorum, the Chairperson shall search an alternative solution such as adopting a decision or an opinion by written procedure or closing the meeting and convening another one as soon as possible.

Article 5 Voting

1. As provided for in Article 150(3) of the Single Basic Act, the number of votes of the members of the Single European Sky ATM Research 3 Joint Undertaking shall be in proportion to their contribution to the budget of the joint undertaking. However, the Union and EUROCONTROL shall each have at least 25 % of the total number of votes, and the representative of the civil users of airspace referred to in point (b) of paragraph 2 shall have at least 10 % of the total number of votes.
2. As provided for in Article 150(4) of the Single Basic Act, decisions of the Governing Board shall be adopted by a simple majority of the votes cast. Where the votes are evenly divided, the Union shall have the deciding vote.
3. As provided for in Article 150(4) of the Single Basic Act, decisions relating to the revision of the European ATM Master Plan shall require the positive votes of the Union and EUROCONTROL. Such decisions shall take into account the opinions expressed by all permanent observers, referred to in Article 150(2) of the SBA and Article 3 (1) of these Rules, and the state's representatives group.
4. The votes shall be cast by show of hands or orally unless these Rules provide otherwise or if a secret ballot is requested by a Board Member or representative of civil users of airspace and approved by the Governing Board.
5. Each decision adopted by the Governing Board shall be recorded in the minutes. Upon a request by a Board Member or permanent observer with voting rights, a statement of his or her views may be entered in the minutes together with the decisions taken.
6. The Chairperson may ask a Board Member or the representative of civil users of airspace to provide an oral explanation of his or her vote, unless it is a secret ballot.
7. A Board Member or the representative of civil users of airspace may be represented by another Board Member, and the representative of civil users of airspace may be represented by another Board Member, provided the latter submits to the Chairperson the power of attorney given to him.

Article 9

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Minutes

1. 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 cast, a listing of the items for information, the follow-up actions, and the conclusions, as well as a list of attendance and a list of the decisions taken to be made public as provided for in paragraph 7.
2. The draft minutes shall be forwarded by written procedure to the Board Members and observers not later than ten working days after the meeting.
3. The Board Members shall send their written comments to the Chairperson and the secretariat not later than fifteen working days after receipt of the draft minutes. The Board Members and observers who do not provide their comments will be considered to have given their tacit agreement to the minutes.
4. The minutes shall be considered final, and deemed approved upon expiry of the deadline set.
5. The minutes shall be signed by the Chairperson. The signed copy of the minutes shall be kept in the archives of the Single European Sky ATM Research 3 Joint Undertaking.
6. The final text of the minutes shall be forwarded to the Board Members and observers by email no later than ten working days after the approval or added to the Single European Sky ATM Research 3 JU intranet for Governing Board documents no later than ten working days after the approval.
7. The list of decisions taken shall be published on the website of the Single European Sky ATM Research 3 JU.

Article 10 Written procedure

1. An opinion or decision of the Governing Board can be obtained by written procedure. Articles 7 and 8 shall apply as relevant. If at least one Board Member or the permanent observer with voting rights requests that the proposed decision or opinion 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 and the representative of civil users of airspace the proposed opinion or decision to be taken in accordance with Article 16.
3. The Board Members and the representative of civil users of airspace shall approve or reject the opinion or decision by a written reply within twenty working days. In matters of urgency, the Chairperson may decide to shorten the reply deadline, taking into account the internal consultation procedures of each Member, as well as the representative of civil users of airspace, of the Single European Sky ATM Research 3 Joint Undertaking.
4. Any Board Member or the representative of civil users of airspace not voting within the deadline is considered to abstain from voting.

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5. The proposal for a decision or opinion 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 or the representative of civil users of airspace.
6. The result of a written procedure will be notified without delay to all Board Members and to the observers.

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Article 11 Confidentiality

1. The proceedings of the Governing Board shall be confidential.
2. The Board Members, permanent observers, 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 Single European Sky ATM Research 3 Joint Undertaking, the Members of the Single European Sky ATM Research 3 JU or of the participants in the activities of the Single European Sky ATM Research 3 JU.
3. The Board Members, observers and any other persons attending a meeting of the Governing Board shall sign the declaration of confidentiality and conflict of interests enclosed in GB Decision (D) 0X-2021 on the rules on confidentiality, independence and management of conflict of interest of the SESAR 3 Joint Undertaking.
4. The Governing Board may decide to examine specific items of the agenda without the presence of the Executive Director, when related to topics addressed under Article 17(2)(i) of the SBA, 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 33 of the Single Basic Act and the measures taken for its implementation.

Article 12 Conflict of interest

1. A Board Member or permanent observer shall not occupy any of the following positions:
 - (a) Representative of the Single European Sky ATM Research 3 Joint Undertaking States Representatives Group;
 - (b) Chair or its alternate for the purpose of participation in the Governing Board of the Single European Sky ATM Research 3 JU Scientific Committee;
 - (c) Expert evaluator of proposals submitted to a call for proposals of the Single European Sky ATM Research 3 JU;
 - (d) Expert observer of the evaluation of a proposal submitted to a call for proposals of the Single European Sky ATM Research 3 JU
2. In accordance with the general principles set in the Commission guidelines on the prevention and management of conflicts of interest in the EU², the following measures are applicable:
 - (a) Upon appointment, the Board Members, permanent observers and other observers to the Governing Board meetings shall sign the declaration of

² Commission Guidelines on the prevention and management of conflicts of interest in EU decentralised agencies, adopted 10 December 2013

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confidentiality and conflict of interest in the GB Decision (D)03-2021 on the rules on confidentiality, independence and management of conflict of interest of the SESAR 3 Joint Undertaking. The Board Members shall submit a declaration of interests every year.

- (b) The Governing Board or the Chairperson may decide to examine and take a decision on specific items of its agenda without the presence of the Board Members and permanent observers 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 or permanent observer 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.
- (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.
- (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 Single European Sky ATM Research 3 JU become aware that a conflict of interest was not declared by a Board Member or observer, the Governing Board shall decide on the appropriate measures to be taken after hearing the affected Board Member or observer.

Article 13

Conduct of Governing Board Members

1. The Board Members and observers shall be bound by the provisions of the Code of Conduct in GB Decision(D)04-2021 on the Code of Conduct of the Single European Sky ATM Research 3 JU applicable to representatives of the members and observers.
2. The Governing Board, acting on a two-thirds majority, may ask for the replacement of a Board Member or observer who has been deemed to behave in a manner that is likely to substantially affect the work or reputation of the Governing Board or the Joint Undertaking.

Article 14

Reimbursement of expenses

1. Each Member and permanent observers of the Single European Sky ATM Research 3 Joint Undertaking shall bear all travel and subsistence expenses incurred by their representatives or their respective alternates in connection with meetings of the Governing Board.

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2. The Governing Board may define cases where the Single European Sky ATM Research 3 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 Single European Sky ATM Research 3 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 15 Working and advisory groups

1. The Governing Board may choose to structure its work in the most appropriate way by establishing working or advisory groups.
2. Each working or advisory group shall elect a lead person by simple majority of its members. Each member shall have one vote. The Commission and the Single European Sky ATM Research 3 Joint Undertaking shall be represented in each working group.
3. The lead persons of the working or advisory groups shall report to the Governing Board.

Article 16 Correspondence

1. All correspondence addressed to the Governing Board shall be sent to the seat of the Single European Sky ATM Research 3 Joint Undertaking.
2. Electronic communications related to Governing Board matters addressed to the Single European Sky ATM Research 3 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 Single European Sky ATM Research 3 JU shall be sent to all representatives of that Member of the Single European Sky ATM Research 3 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, observer and the secretariat.

Article 17 Amendment of the Rules of Procedure

1. A Board Member or the permanent observer with voting rights may propose to amend these Rules of Procedure.
2. The Rules of Procedure shall be amended following approval by decision of the Governing Board.
3. Amendments to these Rules of Procedure shall enter into force the day of their adoption by the Governing Board.

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Article 18 *General provisions*

These Rules of Procedure and its amendments shall be published on the Single European Sky ATM Research 3 Joint Undertaking website.

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Article 19
Entry into force

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

Done in Brussels, 14 December 2021,


For the SESAR 3 Governing Board

The Chairperson

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ANNEX I - [MODEL] DECLARATION OF CONFIDENTIALITY AND CONFLICT OF INTEREST FOR THE ATTENDEES OF THE SINGLE EUROPEAN SKY ATM RESEARCH 3 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 .

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 , the Members of the or of the participants in the activities of the .

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

I abide to the provision of the Code of Conduct in GB Decision (D)04-2021 on the Code of Conduct of the Single European Sky ATM Research 3 JU applicable to representatives of the members and observers.

Done at [place], [date]

Name and Signature

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ANNEX II - [MODEL] ANNUAL DECLARATION OF INTERESTS FOR THE GOVERNING BOARD MEMBERS AND PERMANENT OBSERVERS

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

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[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 .

Done at [place], [date]

Name and Signature