

Rules of Procedure of the Administrative Board

Adopted on 28 September 2016

Article 1 – Definitions

The following definitions shall apply in the rules of procedure:

- *Regulation* refers to Council Regulation (EC) n° 219/2007 of 27.02.2007, amended by Council Regulation (EC) n° 1361/2008 of 16/12/2008 and Council Regulation (EU) 721/2014 of 16 June 2014 and any further amendment thereto.
- *Statutes* refers to the Statutes of the SESAR Joint Undertaking annexed to the *Regulation*.
- *Members* refers to the Joint Undertaking members mentioned in Article 1 of the *Statutes*.
- *Board* refers to the Administrative Board of the SESAR Joint Undertaking.
- *Executive Director* is the Executive director of the SESAR Joint Undertaking.
- *Board members* are the representatives referred to in Article 3.1 of the *Statutes*.
- *Voting representatives* are the representatives referred to in Article 4.1 of the *Statutes*.
- *Stakeholder representatives* are the representatives mentioned in Article 3.1 from (b) to (h) of the *Statutes*.
- *Stakeholder organisations* refers to the organisations or bodies which appoint the representatives mentioned in Article 3.1 from (b) to (h) of the *Statutes*.
- *Chairperson* or *Vice-Chairperson* refers to the Chairperson and Vice-Chairperson of the *Board*.
- *Rules* refer to the Rules of procedure for the *Board*.

Article 2 – Scope

1. Without prejudice to the provisions of the *Regulation*, the scope of the present *Rules* is to ensure that the proceedings of the *Board* run in a smooth and efficient manner.
2. The provisions of the *Regulation* shall always take precedence over those of the *Rules*.
3. The present *Rules* shall enter into force on the date of their adoption by the *Board*.

Article 3 - Representation and quorum

1. The *Board* shall be composed of the representatives indicated in Article 3.1 of the *Statutes*.
2. Each *Member* and *Stakeholder organization* shall designate its representative and an alternate prior to the first meeting of the *Board* in which the *Member* or *Stakeholder organisation* participates.
3. *Members* and *Stakeholder organizations* may at any time decide to replace their representatives. Such replacement will be effective through a written notice to the *Chairperson*.
4. Designations as representatives or alternates of *Members* or *Stakeholder organisations* are personal. In order to ensure stability and continuity in the *Board's* proceedings, appointments may not be delegated to others.
5. Subject to the provisions of Article 11, the *Stakeholder representatives* and/or their alternates participate in all the meetings of the *Board* as observers. They may give their

- opinion and provide advice on points on the agenda of the *Board* meetings and have access to all the documents relating to these meetings.
6. A *Member* may, if necessary, represent a maximum of one other *Member* and cannot represent a *Stakeholder representative*.
 7. A *Stakeholder representative* may, if necessary, represent a maximum of one other *Stakeholder representative* and cannot represent a *Member*.
 8. The *Member* or the *Stakeholder representative* that is being represented must inform the *Chairperson* of this in writing before the date of the meeting.
 9. The quorum required for the adoption of the *Board's* decisions is considered to be valid when at least two-thirds of the *voting representatives* are present or represented at the meeting and that the sum of their total voting rights allows the appropriate majority to be reached.
 10. As a general rule, one participant for each *Board member* shall be admitted to attend *Board* meetings. Exceptionally, in duly justified cases and in accordance with the provisions of Article 7, the *Chairperson* may authorize the presence of an additional participant for a *Board member*.

Article 4 - Chairperson and Vice-Chairperson of the Board

1. The *Board* is chaired by the representative of the EU or his/her alternate.
2. The Board may elect a Vice-Chairperson amongst the Members. The Vice-Chairperson shall be the representative of the elected Member or his/her alternate at the Administrative Board. The Vice-Chairperson shall hold office for one year and maybe re-elected. The Vice-Chairperson shall act in the Chairperson's stead only for the functions defined in this Article in case the Chairperson or his/her alternate are unable to fulfil these functions.
3. The *Vice-Chairperson* shall not vote on behalf of the EU representative unless duly authorised in writing by the latter.
4. The *Chairperson* shall control the proceedings of the *Board* and maintain order during its meetings. He/she shall: declare the opening and closing of each meeting; direct the discussions and sum them up; ensure the observance of these *Rules*; grant or withdraw the right to speak; decide points of order; put proposals to the vote and announce decisions. He/she may announce the adjournment or closure of the debate or adjournment or suspension of a meeting. He/she shall ascertain before each vote that a quorum is present.

Article 5 - Secretary of the Administrative Board

1. The *Board* shall appoint a Secretary.
2. The Secretary shall establish an attendance list and draft the minutes for each meeting. The minutes shall include all decisions taken by the *Board* at the meeting. The minutes and the related documents shall be properly numbered.
3. After approval by the *Chairperson*, the Secretary shall, within fifteen calendar days after the meeting, submit the draft minutes to the *Board members* for their approval.
4. The *Board members* shall be deemed to have approved the minutes if they have transmitted no comments to the Secretary within fifteen calendar days after receipt of the

minutes. If the minutes are not approved in accordance with this procedure, they shall be approved at the next meeting.

5. The approved minutes shall be signed by the *Chairperson* and the Secretary and be entered in books kept for that purpose under the responsibility of the Secretary at the seat of the Joint Undertaking. The books containing the minutes shall be open to inspection by any *Board member*. The Secretary shall send to the *Board members* a copy of the minutes within seven calendar days after their approval.
6. The Secretary shall send a copy of the decisions of the *Board* to the *Board members* and the *Executive Director*, once signed by the *Chairperson*.

Article 6 - Convening meetings

1. Meetings of the *Board* are convened by the *Chairperson*.
2. The *Board* shall meet at least three times a year. Extraordinary meetings shall be convened in accordance with the provisions of Article 5.2(a) of the *Statutes*.
3. The meetings shall normally take place at the seat of the Joint Undertaking and shall not be held in public. Exceptionally, in duly justified cases, the *Chairperson* may decide to organise a meeting of the *Board* at distance, using web or teleconference tools.
4. Unless otherwise decided, the *Executive Director* shall participate in all the *Board* meetings.
5. The *Executive Director* or a member of staff of the Joint Undertaking designated by the latter may present to the *Board* oral or written reports.
6. The *Chairperson* shall draw up a draft agenda. On the *Chairperson's* behalf, the Secretary shall send to the *Board members*, as a general rule no later than twenty calendar days before the date of the meeting: the invitation to the meeting, the draft agenda, and the proposed measures on which the *Board* is required to take a decision..
7. *Board members* may propose, in writing, at the latest ten calendar days prior to the meeting, to add additional items on the draft agenda.
8. As a general rule, the draft agenda shall be finalised at the latest seven calendar days prior to the date of the meeting.
9. In urgent cases and for extraordinary meetings and where the decisions to be adopted must be applied immediately, the *Chairperson* may, at the request of a *Board member* or on his/her own initiative, fix a period shorter than the one laid down in the above paragraphs 6, 7 and 8.
10. The draft agenda shall be discussed and adopted by the *Board* immediately after the opening of the meeting. On the day of the meeting, other items may be added to the draft agenda for information or discussion but not for decision.
11. The meetings of the *Board* shall be held in English.
12. In principle, the *Board's* discussions shall not be confidential unless otherwise decided by the *Board*.

Article 7 - Admission of third parties to *Board* meetings

1. At the request of a *Board member* or on his/her own initiative, the *Chairperson* may decide to invite third parties to talk on particular matters of interest for the *Board*. In this case, the presence of the third parties and the subject of their participation shall be included in the meeting's draft agenda.
2. The travel and subsistence expenses incurred by the third parties referred to in paragraph 1 may be reimbursed by the Joint Undertaking in accordance with Article 14.
3. Subject to prior approval of the *Chairperson*, *Board members*, at their own expenses, may be accompanied at *Board* meetings by experts. *Board members* shall submit a motivated prior request of any accompanying experts to the *Chairperson* at least ten calendar days before the date of the meeting. If the *Chairperson* does not object to the participation of an expert seven calendar days before the date of the meeting, the permission is considered to be granted.
4. If new items are added to the draft agenda of a *Board* meeting, in accordance with Article 6.7, the *Chairperson* may, at the request of a *Board member* or on his/her own initiative, fix shorter periods than the ones laid down in paragraph 3 in order to allow the participation of an expert to assist a *Board* member on the new items.
5. *Board members* are responsible for the experts which accompany them in the *Board* meetings. These experts may not take the floor unless authorised by the *Chairperson*.
6. Third parties referred to in paragraph 1 and 3 must withdraw when the *Board* moves to a vote or when the *Chairperson* deems that the topics to be discussed should not be disclosed to the third parties or experts mentioned above.
7. On the occasion of High Level *Board* meetings where Chief Executive Officers or senior representatives of the *Board Members* are invited, the requirements mentioned in paragraphs 3, 5 and 6 shall not apply.

Article 8 – Voting

1. Items on the agenda of the *Board* meeting which require that the EU's position is subject to the adoption of a formal Commission act, cannot be put to vote until the mentioned procedure has been completed. Nevertheless, in order to facilitate the Board's decision making process, if the EU deems that it can express its provisional position, the Board may vote on the item, subject however, to the confirmation of the formal adoption, without any substantial changes, of the EU's position in accordance with the above mentioned procedures. The formal adoption of the Board's decision shall take effect upon receipt of a written notice of the formal adoption of the EU's position.
2. The *Board* may adopt decisions through the written procedure in accordance to the provisions of Article 9.
3. Notwithstanding the provisions set out in Article 12.6 of the *Statutes*, only the representatives referred to Article 4.1 of the *Statutes* shall have the right to vote.
4. Before a decision is put to the vote of the *Board*, the *Chairperson* shall ensure that the quorum indicated in Article 3 is valid. He/She shall inform the *Board members* of the number of votes attributed to each *voting representative* in accordance with the provisions of Article 4.2 of the *Statutes* and the Board's decision of ADB(D)13-2016 of 16 September 2016 and the type of majority required to adopt the decision.
5. Abstentions shall not count as a vote.

6. The *Chairperson* shall count the votes cast. Before announcing the result of the vote, the *Chairperson* shall verify that it has obtained the required majority as set out in the *Statutes*.
7. For decisions relating to the adoption of the ATM Master Plan and its modifications, the *Chairperson* shall ask the position of the representatives referred to in points (c), (d), (f), and (g) of Article 3.1 of the *Statutes*. If these representatives are unanimously opposed to the *Board's* decision, the decision shall not be adopted.
8. The *Chairperson*, on his/her own initiative or at the request of a *Board member*, may postpone the vote on a particular agenda point:
 - If a substantive change is made to the proposal during the meeting;
 - If the documents relating to a specific agenda point have not been sent to the *Board members* within the timeframe laid down in Article 6;
 - In the case of decisions mentioned in paragraph 7 where the relevant representatives are unanimously opposed to the *Board's* decision.

However, notwithstanding the provisions of Articles 3 and 8.1, at the proposal of the *Chairperson* or at the request of a *Board member*, the *Board* may decide by a simple majority of *Board members* to keep this point on the agenda because of the urgency of the matter.
9. If the *Board* has not issued an opinion within the timeframe laid down by the *Chairperson*, the latter may extend this period, except in cases of urgency, no longer than the end of the next meeting. If necessary, the written procedure provided for in Article 9 may be applied.

Article 9 - Written procedure

1. If necessary and justified, the *Board's* opinion can be obtained by a written procedure. In this case the provisions set out in Article 8.1, 8.3, 8.5, 8.6 and 8.7 apply. To this end, the *Chairperson* shall send the *Board members* the proposed measures on which their opinion is sought. Any *Board member* who does not express his or her opposition or intention to abstain before the deadline laid down in the letter is considered to have given his or her tacit agreement to the proposal; the response period must not be less than fourteen calendar days except for cases of urgency where the deadline may be reduced to seven calendar days.
2. However, if a *Board member* requests that the proposed measures be examined at a *Board* meeting, the written procedure shall be terminated without result; the *Chairperson* shall then call a *Board* meeting as soon as possible.
3. The *Chairperson* shall inform the *Board members* of the result of the written procedure within seven calendar days of the deadline specified in paragraph 1.

Article 10 - Specific procedures

Where appropriate, the *Board* shall establish specific procedures for adopting decisions on the subjects set out in Article 5 of the *Statutes*. These specific procedures shall be adopted by simple majority of the votes cast.

Article 11 - Conflicts of interest and code of conduct of Board members

1. *Board members* are not allowed to participate in the preparation, evaluation or the awarding procedures of calls for public tender launched by the Joint Undertaking if they own or have partnership agreements with bodies that are potential candidates for calls or represent such bodies.
2. *Board members* and other participants in a *Board* meeting must disclose any direct or indirect personal or corporate interest in the outcome of the deliberations of the *Board* in relation to any matter on the agenda. At the beginning of every meeting, any *Board member* or other participants in a *Board* meeting whose participation in the work of the *Board* could constitute a potential conflict of interest with regard to a particular agenda point must immediately inform the *Chairperson* of this situation.
3. Based on the disclosure mentioned in paragraph 2 the *Board* may decide to exclude *Board members* or other participants from discussions, decisions or tasks where a conflict of interest is likely to occur. They will not have access to information relating to the subjects deemed to constitute potential conflicts of interest.
4. Notwithstanding the provisions of paragraphs 1, 2 and 3 above, the management of conflicts of interests within the Board shall comply with the “Decisions on “confidentiality, independence and the management of conflict of interest of the bodies of the SESAR Joint Undertaking” of 1.12.2008 and 29.03.2012 and any amendment thereto.
5. The *Board members* and any other participants in the Administrative Board or its subsidiary bodies or working groups shall be subject to the Code of Conduct annexed to the present *Rules*.

Article 12 - Working groups and advisory groups

1. The *Board* may establish specific working groups as set out in Article 11 of the *Statutes*.
2. On the basis of a proposal of the *Executive Director*, the *Board* shall adopt the mandate of the working group. The mandate shall include the scope and duration of the working group, its composition and the respective roles of its participants, provisions on reporting and the estimated budget.
3. The *Board* shall appoint a representative of the Joint Undertaking, which may be staff of the Joint Undertaking or a *Board member* or his alternate, as chairperson of the working group.
4. In accordance with the provisions set out in Article 5.1(o) of the *Statutes*, the *Board* may establish permanent or *ad hoc* advisory groups on specific topics. The same provisions set out in paragraphs 2 and 3 shall apply to the advisory groups.
5. In establishing working groups or advisory groups, the *Board* and the *Executive Director* shall ensure that the members of these groups do not have conflicts of interest in relation to the tasks entrusted to them.

Article 13- Transparency, treatment of documents and communication

1. The *Board* shall decide on a case by case basis on the requests concerning public access to the Joint Undertaking's documents. It shall comply with the principles and the limits laid down in Regulation (EC) N° 1049/2001 of the European Parliament and the Council and any amendment thereto.
2. The *Board* shall decide upon press releases concerning its proceedings and decisions.

3. In order to implement the provisions of paragraphs 1 and 2, the *Board* adopted decision ADB(D)-01A-2008 on “Managing conflict of interest in the Administrative Board and publication of the Board’ decisions”; decision ADB(D)-10-2008 on “Confidentiality, independence and management of conflict of interest of the bodies of the SESAR Joint Undertaking” as amended by decision ADB(D) 03-2012 and decision ADB(D)12-2011 concerning “the transparency and public access to the documents of the Joint Undertaking”.

Article 14 - Cost reimbursement for attendance of *Board* meetings

With the approval of the *Chairperson, stakeholder representatives*, their alternates and third parties referred to in Article 7 may be reimbursed, upon request, for travel and subsistence expenses incurred for the attendance to *Board* meetings. These costs shall be reimbursed in accordance with the related provisions of the SJU rules on reimbursement of expenses incurred by external experts¹.

Article 15 –Amendments to the *Rules*

The present *Rules* may be amended by a decision of the *Board* on a proposal presented by any voting representative.

¹ Adopted by the Executive Director of the SJU through decision SJU/ED/29 “Rules on reimbursement of expenses incurred by external experts”

ANNEX

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 SJU², 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 making³. The holding of interests does not automatically give rise to a conflict of interest, if the independence and objectivity of decisions are not at risk

² Art. 2.1 of Decision ADB(D) 10-2008

³ 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 tender⁴.

§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 agenda⁵. 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 decision⁶.

⁴ Art. 2.3 of Decision ADB(D) 10-2008 and Art. 11 of the Rules of procedure of the Administrative Board

⁵ Art. 11 of the Rules of procedure of the Administrative Board

⁶ 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 agenda⁷. The form that will be used hereto is ANNEX II of Decision ADB(D)03-2012. 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 interest⁸.

Article 4: Confidentiality and inside information

Administrative Board members are subject to the requirements of confidentiality even after their duties have ceased⁹.

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.

⁷ Art. 2.4. of Decision ADB(D) 10-2008

⁸ Art. 2.7 of Decision ADB(D) 10-2008

⁹ Art. 3 of Decision ADB(D) 10-2008