



Decision adopting the Governing Board Rules of Procedure

THE GOVERNING BOARD OF THE CLEAN AVIATION JOINT UNDERTAKING

Having regard to Council Regulation (EU) No 2085 /2021 of 19 November 2021 establishing the Joint Undertakings under Horizon Europe (hereinafter "Single Basic Act") and in particular Article 15 and 16(10) of the Single Basic Act;

Having regard to the specific rules on the Governing Board of Clean Aviation Joint Undertaking set out in Articles 64 and 65 of the Single Basic Act (Part II, Title II);

HAS ADOPTED THESE RULES OF PROCEDURE:

Article 1 Members of the Governing Board

1. As provided for in Article 15 and Article 64 of the Single Basic Act, the Governing Board of the Clean Aviation Joint Undertaking shall be composed of:
 - (a) two representatives of the Commission;
 - (b) fifteen representatives of the Members other than the Union.
2. The representatives of the Members other than the Union shall be selected and be appointed by the Founding Members and Associated Members organised in the following "domains" representative of the aeronautics sector and its supply chain. The rotation mechanism referred to in Article 64(b) of the Single Basic Act shall be subject to the following seats allocation:
 - (a) Aircraft Integrators/Manufacturers: four (4) seats
 - (b) Engines manufacturers: four (4) seats
 - (c) Equipment/Systems manufacturers: three (3) seats
 - (d) Research Organisations: two (2) seats
 - (e) Higher Education institutions: one (1) seat
 - (f) European SMEs: one (1) seat
3. The representatives in each domain shall hold a biennial rotational term of office, with the possible derogation for the Research Organisations domain to agree internally on an annual term. Rotation should be applied by each domain in a way as to ensure an open and inclusive participation and representation of the Members other than the Union in the Governing Board while ensuring the stability of the function.
4. Taking into consideration the possible accession to the Clean Aviation Joint Undertaking of Associated Members by means of the procedure in Article 59(2) of the



Single Basic Act, the first composition of the Governing Board following the entry into force of the Single Basic Act shall have a duration of one (1) year.

5. The selection and appointment of the representatives in each domain shall be based on the following criteria as internally agreed amongst the Members other than the Union in their Membership Agreement in line with Article 28(2) of the Single Basic Act.
 - (a) the Member's evidenced capacity to ensure the achievement of the objectives of the Clean Aviation Joint Undertaking Programme and the impact thereof; and
 - (b) the Member's level of committed contribution and additional investments as in-kind contributions to additional activities to support the programme.
6. These aforementioned criteria shall be considered in conjunction with the principles of ensuring openness, inclusiveness and a balanced representation among the Members other than the Union in the Governing Board as laid down in the Single Basic Act.
7. The representatives of the industrial domains and research organisations shall be at Chief Technology Officer (CTO) level or an equivalent management board function or level. For Higher Education Institutions, representation should be ensured at Rector/Dean or equivalent level. Each representative may have one appointed alternate who shall ensure continuity of representation and who shall be entrusted with adequate mandate from his/her organisation to replace the representative.
8. The names and functions or posts of the representatives and their appointed alternates shall be published on the Clean Aviation JU website.
9. If the office of a representative falls vacant, the respective Member shall appoint a new representative for the remainder of the term of office.
10. Each domain shall notify appointments, substitutions or removals of representatives and their respective alternates to the Clean Aviation 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 Clean Aviation JU.
11. Hereinafter, the representatives shall be collectively referred to as the Board Members.

Article 2

Chairperson and Co-Chairperson

1. In accordance with Article 65(2) of the Single Basic Act, the Governing Board will be chaired by the Commission acting on behalf of the Union and co-chaired by a representative of the Members other than the Union.
2. The Commission shall appoint its representative in the Governing Board (hereinafter the "Chairperson") and notify such decision to the Executive Director.
3. The Members other than the Union shall elect the co-chair among the Governing Board representatives representing the Members other than the Union. The elected co-chair of the Governing Board shall form together with the Chairperson the Chair Team of the Governing Board.

4. The co-chair position shall not be held by the same Member other than the Union holding the co-chair of the Technical Committee of the Clean Aviation Joint Undertaking in the interest of the openness and widening of the participation and representation of the Members other than the Union in the Clean Aviation Joint Undertaking governance.
5. The election of the co-chair shall take place at the first meeting of the Governing Board. Any subsequent election of the co-chair shall then take place at the last meeting under the co-chairmanship of the outgoing co-chair. The co-chair shall be deemed appointed immediately upon conclusion of the election procedure.
6. The Members of the Clean Aviation Joint Undertaking represented in the Governing Board shall communicate their nominated candidates for the election of the co-chair to the Executive Director at least five working days before the meeting of the Governing Board. The co-chair shall be elected by secret ballot pursuant to the procedure set out in Article 8 of these Rules of Procedure. The candidate who gathered the highest number of votes will be elected.
7. The co-chair shall be elected for a period of two (2) years and as long as he/she is a Board Member. The co-chair may be re-elected for one subsequent term of the same duration or up to two years as long as he/she is a Board Member. Until the co-chairperson is elected, the longest serving representative shall act as Interim or, in the event of equal length of service, the oldest of the longest serving representatives.
8. The co-chair shall take the place of the Chairperson if the latter is prevented from attending to his or her duties.
9. If the office of the co-chair falls vacant, the Chairperson shall convene the following meeting of the Governing Board to elect a successor. The successors shall be elected for the remaining time of the original term.
10. If both the Chairperson and the co-chair are absent or unable to attend a meeting, the meeting shall be chaired by the longest serving representative or, in the event of equal length of service, by the oldest of the longest serving representatives.

Article 2 *Observers*

1. In accordance with Article 65(3) of the SBA, the Chairperson of the European Clean Aviation Scientific Advisory Body, the Chairperson of the States' Representatives Group, the Chairperson of the Technical Committee and the representative of the European Union Aviation Safety Agency. EASA representatives shall attend the meetings of the Governing Board as observers and take part in its deliberations, but shall have no voting rights.
2. The Governing Board may decide to examine specific items of the agenda without the presence of observers in case of potential conflict of interest of such specific items.

*Article 3
Convening of meetings*

1. The Chairperson shall convene and organise the meetings of the Governing Board, supported by the Executive Director and the JU programme office. A written notice (by means of a letter, e-mail) accompanied by the provisional agenda and the relevant documents for decision-making shall be sent to each Board Member, not later than twenty working days prior to each meeting. In exceptional well-justified cases, any other relevant material for the meeting shall be sent ten working days before the meeting. The agenda shall be sent to the permanent observers under Article 3.
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.
3. The Governing Board may hold extraordinary meetings upon initiative of the Chairperson or request submitted to the Chairperson of the Clean Aviation JU by:
 - a) co-chair;
 - b) the Executive Director;
 - c) the majority of the representatives of the Board Members.
4. When an extraordinary meeting is requested, the Chairperson shall convene the meeting by sending a written notice (by means of 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 Clean Aviation JU.
6. Subject to prior written agreement (by means of a letter, or email) of the majority of the Board Members 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 no later than ten working days before the original or revised date of the meeting, whichever is earlier.
7. 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 only be valid and effective when the minutes of the meetings are approved by each Board Member.

*Article 5
Attendance*

1. The Board Members shall attend all meetings of the Governing Board and shall make their best efforts to ensure adequate and stable representation and participation at the Governing Board meetings at the level of the appointment functions set out in Article 1(6) or other adequate/similar representation, as appropriate.
2. If a Board Member is not able to attend a meeting, he or she may either participate by means of audio or video conference, or be replaced by the appointed alternate,

subject to prior written notification submitted to the Chairperson and the Executive Director no later than the day before the date of the meeting. The excused Board Member shall ensure that the alternate has all the relevant documentation to attend the meeting in due time.

3. The Executive Director shall have the right to participate in the Governing Board meetings and deliberations without voting rights. The Executive Director may be accompanied by other members of staff of the Clean Aviation Joint Undertaking.
4. At each meeting of the Governing Board, the attendance list shall be drawn up specifying the Governing Board Members of the Clean Aviation 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 Article 17 and in Article 66 of Part Two 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
 6. items for information and discussion;
 7. policy and synergies update by the Commission
 8. Board Report by the Executive Director;
 7. any other business.
3. The provisional agenda shall specify which items require a vote of the Governing Board and distinguish, where appropriate, for the sake of certainty the items for decision, opinion and discussion which are specifically related to the execution of the Clean Sky 2 programme (H2020) or which include specific parts related to Clean Sky 2;
4. The Board Members and the Executive Director may request specific questions to be included on the provisional agenda no later than fifteen working days before the date of the meeting. Such requests shall be submitted in writing to the Chairperson and the co-chair of the Governing Board. Upon their agreement, the secretariat of the Governing Board will be notified. Not less than seven working days before the date of the meeting, the Chair Team shall issue the final agenda and notify the Board



Members 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 Quorum

1. The presence of the Commission and to ensure the involvement of the Members of the Clean Aviation Joint Undertaking, at least two-thirds (2/3) of the Board Members or alternates of the Board Members of the Clean Aviation JU shall constitute the quorum necessary for the meeting to be valid and to enable the Governing Board to vote. Board Members shall inform the Clean Aviation JU about their attendance as soon as possible upon receipt of the provisional agenda.
2. In the absence of a quorum, the Chair Team 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. The Board Members shall make every effort to adopt decisions by consensus. Failing consensus, a vote shall be held. A decision shall be deemed adopted by a majority of at least 75% of the votes including the votes of representatives who are absent, but excluding abstentions.
2. The Members other than the Union shall collectively hold 50% of the voting rights.
3. The votes shall be cast by show of hands or orally unless these Rules of Procedure provide otherwise, or if a secret ballot is requested by a Board Member and approved by the Governing Board.
4. Each decision adopted by the Governing Board shall be recorded in the minutes. Upon a request by a Board Member, a statement of his or her views may be entered in the minutes together with the decisions taken.
5. The Chairperson may ask a Board Member to provide an oral explanation of his vote, unless it is a secret ballot.
6. A Board Member may be represented by another Board Member, provided the latter submits to the Chairperson the power of attorney given to him.

Article 9
Minutes

1. The minutes shall be drawn up at each meeting of the Governing Board by the JU programme office acting as secretariat 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 the 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 to the Board Members 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 who do not provide their comments will be considered having abstained.
4. The minutes shall be approved during the next Governing Board meeting.
5. The minutes shall be signed by the Chairperson. The signed copy of the minutes shall be kept in the archives of the Clean Aviation Joint Undertaking.
6. The final text of the minutes shall be forwarded to the Board Members by email with acknowledgement of receipt no later than ten working days after the approval or added to the Clean Aviation 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 Clean Aviation 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 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 or the co-chair, shall send the Board Members the proposed opinion or decision to be taken in accordance with Article 17 of the SBA.
3. The Board Members shall approve or reject the opinion or decision by a written reply within twenty working days. In matters of urgency, the Chairperson in consultation with the co-chair may decide to shorten the reply deadline to ten (10) working days or to five (5) working days in case of very urgent decisions, taking into account the internal consultation at domain level of the Clean Aviation Joint Undertaking.
4. Any Board Member who does not vote within the deadline is considered to abstain from voting.
5. The proposal for a decision or opinion to be taken by written procedure shall be approved substantially in the form submitted to the Board Members. In the case of

modification, the Board Members shall be informed of any substantial changes applied to the decision and be entitled to submit a request for clarifications before the vote may be considered as adopted. If the proposal is rejected, it may be included in the agenda of the next Governing Board meeting.

6. The result of a written procedure will be notified without delay to all Board Members.

Article 11 *Confidentiality*

1. The proceedings of the Governing Board shall be confidential.
2. The Board Members, any other persons attending a meeting of the Governing Board, and any other Member shall respect the confidential character of these proceedings and shall protect any sensitive information whose disclosure could damage the interests of the Clean Aviation Joint Undertaking, the Members of the Clean Aviation JU or of the participants in the activities of the Clean Aviation JU.
3. The observers and any other persons attending a meeting of the Governing Board shall sign the declaration of confidentiality and conflict of interests enclosed in Annex I.
4. The Governing Board may decide to examine specific items of the agenda without the presence of the Executive Director such as when related to his/her renewal procedure or personal matters or observers due to confidentiality of 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. The representatives of the Members other than the Union shall collectively represent all the Members other than the Union and shall act in the general interest of the Clean Aviation Joint Undertaking and of achieving the Clean Aviation objectives set out in the Single Basic Act.
2. A Board Member shall not occupy any of the following positions:
 - (a) Representative of the Clean Aviation Joint Undertaking States Representatives Group;
 - (b) Member of the Clean Aviation JU scientific advisory body;
 - (c) Coordinator or scientific leader of an indirect action co-funded by the Clean Aviation Joint Undertaking;
 - (d) Expert evaluator of proposals submitted to a call for proposals of the Clean Aviation JU;
 - (e) Expert observer of the evaluation of a proposal submitted to a call for proposals of the Clean Aviation JU;

3. In accordance with the general principles set in the Commission guidelines on the prevention and management of conflicts of interest in the EU¹, the following measures are applicable:
- (a) Upon appointment, the Board Members and all attendees to the Governing Board meetings shall sign the declaration of confidentiality and conflict of interest in Annex II. 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 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 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.
 - (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 or by the co-chair, 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 Clean Aviation JU become aware that a conflict of interest was not declared by a Board Member, the Governing Board shall decide on the appropriate measures to be taken after hearing the affected Board Member.
 - (g) Further detailed rules shall be set out in a subsequent Governing Board decision in line with Article 42(2) of the Single Basic Act.

Article 13
Conduct of Governing Board Members

- 1. The Board Members shall be bound by the provisions of the “Code of Conduct” to be adopted without delay in line with Article 16(11) of the SBA.
- 2. The Governing Board, acting on a two-thirds majority, may ask for the replacement of a Board Member who has been deemed to behave in a manner that is likely to

¹ Commission Guidelines on the prevention and management of conflicts of interest in EU decentralised agencies, adopted 10 December 2013



substantially affect the work or reputation of the Governing Board or the Joint Undertaking.

Article 14

Reimbursement of expenses

1. Each Member of the Clean Aviation 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.
2. The Governing Board may define cases where the Clean Aviation 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 Clean Aviation 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

The Governing Board may choose to structure its work in the most appropriate way by establishing working groups or advisory groups, also in collaboration with other Joint Undertakings, and by delegating a Member to follow the activities of the States Representative Group or of the other CAJU advisory bodies.

Article 16

Correspondence

1. All electronic correspondence addressed to the Governing Board shall be sent to a functional mailbox that includes the chair, co-chair and the Executive Director of the Clean Aviation Joint Undertaking.
2. Electronic communications related to Governing Board matters addressed to the Clean Aviation JU shall be sent to the secretariat with a copy to the Chairperson and co-chair.
3. All correspondence shall be written in English and sent either by post or by e-mail, unless agreed otherwise between a Board Member and the secretariat. Correspondence by post shall be sent to the same recipients as the electronic one.

Article 17
Amendment of the Rules of Procedure

1. A Board Member may propose to the chair and co-chair to amend these Rules of Procedure. Upon their agreement, the proposal will be discussed in one of the next Governing Board meetings, depending on the urgency of the amendment.
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.

Article 18
General provisions

These Rules of Procedure and its amendments shall be published on the Clean Aviation Joint Undertaking website.

Article 19
Entry into force

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

Done at Brussels, 16 December 2021



Rosalinde van der Vlies
Chairperson of the Governing Board



ANNEX I – [MODEL] DECLARATION OF CONFIDENTIALITY AND CONFLICT OF INTEREST FOR THE ATTENDEES OF THE CLEAN AVIATION JOINT UNDERTAKING GOVERNING BOARD MEETINGS

Name:

Professional Address:

Phone:

E-mail:

Position:

- ☐ Chairperson or Co-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 Clean Aviation Joint Undertaking.

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 Clean Aviation JU, the Members of the Clean Aviation JU or of the participants in the activities of the Clean Aviation JU.

I undertake to respect the provisions under Article 13 of the rules of procedure and the rules for the prevention, avoidance and management of conflicts of interest to be adopted by the Governing Board to give effect to Article 42(2) of the Single Basic Act².

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

Done at [place], [date]

Name and Signature

² The CS2JU Decision of the Governing Board of 2014 on the prevention, mitigation and management of conflict of interests applicable to the JU bodies will continue to apply *mutatis mutandi* to the CAJU until the adoption of a revised Decision by the Governing Board of the CAJU to reflect the major changes in the governance.



ANNEX II – [MODEL] DECLARATION OF INTERESTS FOR THE CLEAN AVIATION JOINT UNDERTAKING GOVERNING BOARD MEMBERS

Name:

Professional Address:

Phone:

E-mail:

Position:

- ☐ Chairperson or co-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 interests I have in the [aviation/aeronautics 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

[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 Clean Aviation JU.

Done at [place], [date]

Name and Signature