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RULES OF PROCEDURE OF THE MANAGEMENT BOARD

Revision

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DECISION n°231

of the Management Board of the European Union Agency for Railways establishing the Rules of Procedure of the Management Board

THE MANAGEMENT BOARD OF THE EUROPEAN UNION AGENCY FOR RAILWAYS

Having regard to the Regulation (EU) N° 2016/796 of the European Parliament and the Council of 11 May 2016 on the European Union Agency for Railways¹ (hereinafter referred to as "the Agency") and repealing Regulation (EC) No 881/2004 (hereinafter called "the Regulation"), and in particular Articles 46 to 51, 53 and 83 thereof,

Having regard to EEA Joint Committee Decision No 82/2005 of 10 June 2005 amending Annex XIII (Transport) to the EEA Agreement² regarding the EEA-EFTA States participation to the work of the Agency;

Whereas:

in order for the Management Board, hereinafter called the "Board", to ensure that the Agency carries out its mission and performs the tasks assigned to it under the conditions laid down in the Regulation,

HAS ADOPTED THE FOLLOWING RULES OF PROCEDURE:

Article 1 – Composition

1. The Management Board is composed of one representative from each Member State and two representatives of the Commission, all with a right to vote.
2. The Management Board includes also six representatives, without a right to vote, appointed by the Commission and representing, at European level, the following stakeholders: (i) railway undertakings; ii) infrastructure managers; iii) the railway industry; iv) trade-union organisations; v) passengers; vi) freight customers.
3. The Board may also include one member of each EEA-EFTA Member State appointed by the corresponding authorities without a right to vote.
4. The Board may also include representatives of third countries under conditions of participation to be established in the arrangements referred to in Article 75 of the Regulation.

Article 2 – Term of office – Notifications of Membership

1. The duration of the term of office for each member, as set by Article 47§4 of the Regulation, is four years. This term of office is renewable.
2. Each member shall have an alternate member nominated by a Member State or the European Commission, as appropriate.

¹ OJ L 138 26.5.2016, p. 1-43

² OJ L 268/3, 13.10.2005 and subsequent adaptations

3. Board members and their alternates shall be appointed in light of their knowledge of the Agency's core business, taking into account relevant managerial, administrative and budgetary skills. All parties shall make efforts to limit turnover of their representatives on the Management Board, in order to ensure continuity of the Management Board's work. All parties shall aim to achieve a balanced gender representation on the Management Board.
4. Unless a Member State informs otherwise, the term of office of its representatives and alternates already appointed before 15 June 2016 shall remain in office until the end of their on-going term of office. If a member or an alternate leaves the Board before the end of his/her term of office, then the duration of the term of office of his/her replacement is a full term of office.
5. Nominations of a member and/or his/her alternates shall be submitted in writing to the Chairperson of the Board, if possible one month before the envisaged start of the term of office of that member or alternate.

Article 3 – Chairmanship

1. In line with Article 48 of the Regulation, the Board shall elect, by a two-thirds majority of its members entitled to vote, a Chairperson from among the representatives of the Member States and a Deputy Chairperson from among its members. The term of office of the Chairperson and the Deputy Chairperson shall be four years and shall expire when they cease to be members of the Board. This term of office is renewable once.
2. The vote for the election of Chairperson and the Deputy Chairperson shall be taken by secret ballot.
3. Two tellers shall be designated amongst the members or observers to assist the counting of the vote. At each round, the candidate with the lowest number of votes shall withdraw, until two candidates remain. Rounds will run until one candidate receives two-thirds majority of votes.
4. The Deputy Chairperson shall automatically take the place of the Chairperson if he/she is prevented from attending to his/her duties.
5. If the office of Chairperson or Deputy Chairperson falls vacant, the Deputy Chairperson or Chairperson as the case may be, shall convene a meeting to elect a successor, to be held within three months. The member then elected shall serve as Chairperson or Deputy Chairperson for the remainder of his/her predecessor's term or until the end of his membership of the Board, whichever is the earlier.
6. The terms of office of Chairpersons and Deputy Chairpersons shall begin on the first day after their predecessors' terms of office.
7. If both the Chairperson and the Deputy Chairperson are absent or unable to attend a meeting, the meeting shall be chaired by the longest serving or, in the event of equal length of service, by the oldest of the longest serving member from among the members representing the Member States for the Chairperson and from among all members for the Deputy Chairperson.

Article 4 – Attendance at meetings

1. The Board members should attend all meetings of the Board. Where this is not possible, their alternate should attend in their stead. Both Board members and alternates can participate to the meetings. One adviser may assist them, unless the Board decides otherwise in a particular case.

2. Any Board member may represent maximum of two other members, hereinafter called “proxy”, provided that a written authorisation from the absent member is provided to the Chairperson. However, a Board member not entitled to vote cannot represent a Board member entitled to vote.
3. The Executive Director of the Agency shall participate in the meetings, except when his/her participation may lead to a conflict of interests, as decided by the chairperson, or when the Board is to take a decision relating to Article 70 of the Regulation, in accordance with Article 51§1 point (i) of the Regulation.
4. Staff members of the Agency and the secretariat of the Board shall be entitled to attend the meetings of the Board at the discretion of the Executive Director, unless the Board decides otherwise in a particular case.
5. The Board may invite any person whose opinion may be of interest to attend specific agenda items of its meetings as an observer.

Article 5 – Attendance at meetings and confidentiality or conflict of interests

1. When a matter of confidentiality or conflict of interest arises, the Board may decide to examine during its meetings specific items on its agenda without the members concerned being present.
2. The Board will take such decision in line with the conflicts of interests principles set in its related policy and in Article 17 of the present rules.
3. The absence of the members concerned during the examination of such specific agenda items does not affect the right of the Member States and of the Commission to be represented by an alternate or by any other person.
4. The members will be informed in due time of the intention of the Board to decide whether or not they should be present. If their alternates are unable to vote in their stead the Board will refrain, where possible, from deciding on that specific agenda item and postpone the decision to the next meeting.
5. The Board may decide to examine specific items of its agenda without the presence of the members nominated in their capacity as professionals from the sectors most concerned, in case of confidentiality or conflict of interest.
6. A request for application of the provision of §5 has to be addressed to the Chairperson of the Board at least three working days before the meeting in question takes place and will have to be justified. Any Board member is entitled to introduce such request. The Chairperson will present such request and the associated justification at the opening of the meeting and the Board will decide by absolute majority of its members.

Article 6 – Representatives of third countries

1. Representatives of third countries having concluded agreements with the European Union in accordance with Article 75 of the Regulation, shall be entitled to attend Board’s meetings under the terms and conditions specified in such agreements.

2. The Board may invite any State which has applied for membership of the European Union, on condition that the accession negotiations have been successfully completed, to attend its meetings or part of its meetings as observer.

Article 7 - Convening of meetings

1. As set out in Article 49§2 of the Regulation, the Board shall hold an ordinary meeting at least twice a year. The date of the meeting shall be decided by the Board at least at its preceding meeting or, in case of conflicting dates, as soon as possible by email at the initiative of the Secretariat.
2. A provisional agenda, accompanied by the relevant material for decision-making, will be forwarded to the members at least two weeks prior to each ordinary meeting.
3. Additional meetings may be organised on the initiative of the Chairperson, at the request of the Commission, at the request of the majority of its members or of one-third of the Member States' representatives on the Board. The Chairperson shall convene a meeting to take place within six weeks of receipt of the request, or as soon as practicable in urgent cases.
4. When the Board is convened to deliberate on a matter of urgency, the notice of convocation, the provisional agenda and eventual working documents shall be transmitted by the Chairperson to members no later than the tenth day before the start of the meeting, except in cases of 'force majeure'.
5. Meetings shall normally be held in Lille or Valenciennes, unless the Board decides otherwise.
6. When circumstances require, and provided that a majority of the members do not object, the Chairperson may change the date or place of a meeting of the Board. Notification of such change shall be given to members no later than three weeks before the original or revised date of the start of the meeting, whichever is the earlier.

Article 8 – Agenda

1. A provisional agenda shall be drawn up by the Chairperson. It shall contain, in addition to those questions whose inclusion is requested by a member and the Chairperson, any question whose inclusion is requested by the Executive Director.
2. Notwithstanding paragraph 4, questions to be included on the provisional agenda shall be submitted to the Chairperson not less than six weeks before the date of the start of the meeting, except in cases of urgency.
3. The agenda shall be adopted at the beginning of each meeting.
4. With the agreement of the 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.
5. The agenda should indicate for each item the requested action to be taken by the Board, as follows:
 - i. "For decision": The agenda item will be concluded with a decision by the Board. The relevant meeting document will specify the applicable voting rules as stipulated in Article 10 of these Rules of Procedure.

- ii. “For discussion”: The agenda item will be discussed by the Board without taking a decision. The Chairperson will summarise the conclusions at the end of the discussion.
- iii. “For information”: The Board takes note of the information provided under this agenda item.

Article 9 – Quorum

The representatives, alternate representatives or proxy holders of at least the absolute majority of members with a right to vote shall constitute the quorum necessary for the meeting to be valid. In the absence of a quorum, the Chairperson shall close the meeting and convene another one as soon as possible.

Article 10 – Voting

1. The Board shall take its decisions by the absolute majority of its members, unless otherwise specified by the Agency Regulation, entitled to vote in accordance with Article 50 of the Regulation. The Executive Director of the Agency shall have no vote.
2. When a member is absent, his/her alternate or authorized proxy according to Article 4§2 shall be entitled to exercise his/her right to vote. In addition to his/her own vote, each voting member may receive only two votes by proxy. The proxy shall be notified to the Chairperson in advance.
3. Unless a secret ballot is requested by at least one-third of the members present, votes shall be taken by show of hands.
4. For each decision adopted by the Board, figures for the votes cast shall be recorded. A statement of the views of the minority may be entered in the minutes along with the decision, if the minority so requests.
5. The Chairperson may authorise a member to speak briefly in explanation of a vote he/she has cast.

Article 11 – Mandate to the Executive Board

1. According to Article 53 of the Regulation the Board shall be assisted by an Executive Board which shall prepare decisions to be adopted by the Management Board.
2. The Board gives hereby a mandate to the Executive Board to take certain provisional decisions on its behalf where necessary on grounds of urgency, in particular on administrative and budgetary matters.
3. The final decisions replacing provisional decisions of the Executive Board shall be adopted by the Board at the next possible meeting or by written procedure.

Article 12 – Written procedure

1. Without prejudice to Articles 9 and 10, decisions of the Board may be exceptionally taken by written procedure on a proposal from the Chairperson. To this end, the Board members shall receive in advance the proposed measures on which a decision is sought and they shall be able to submit comments within a defined period.

2. A proposal for a decision to be taken by written procedure shall not be subject to amendment; it shall be approved or rejected in its entirety.
3. The period of response to the written procedure must not be less than 14 calendar days, save in exceptional circumstances. The precise date to cast a vote shall be defined by the Chairperson. Votes are cast by return e-mail sent to the MB Secretariat or by online voting, if available.
4. Any Board member with voting right who does not express his/her opposition or intention to abstain before the deadline laid down in the request for written procedure or to the decision to be taken by written procedure is considered to have given his/her tacit agreement to the proposal.
5. The result of a written procedure will be notified without delay to the Board members.

Article 13 – Urgent business

1. Between two meetings of the Board, urgent business that is essential for the functioning of the Agency and for any reason cannot be taken by the Executive Board according to Article 11(2), may be submitted by the Chairperson to the Board by convening an extraordinary Management Board meeting or, exceptionally, by written procedure.
2. In case of an extraordinary meeting the timelines related to provision of documents to the members of the Management Board set by these Rules may be shortened.

Article 14 – Appointment and dismissal of the Executive Director

In accordance with Article 68 of the Regulation, the Board shall have the power to appoint and dismiss the Executive Director. The decision of the Board on the appointment or dismissal of the Executive Director shall be taken by a two-thirds majority of all members entitled to vote.

Article 15 – Transmission of documents; minutes of meetings

1. A summary of the decisions taken at each meeting of the Board shall be forwarded and published on the MB Extranet not later than two weeks after the end of the meeting.
2. The draft minutes, to which shall be attached the summary referred to in §1, the attendance list, and the decisions taken with figures for the votes cast at each vote, shall be forwarded to members not later than four weeks after the end of the meeting.
3. The minutes shall be approved by the Board at its next meeting.
4. Once approved, the minutes shall be signed by the Chairperson. The signed copy of the minutes shall be kept in the archives of the Agency.
5. The final minutes shall be forwarded and published on the MB Extranet not later than two weeks after its approval.

Article 16 – Confidentiality

1. All proceedings of the Board shall be confidential. Members and others present at the meetings of the Board shall respect the confidential character of these proceedings.

2. The Board's decisions and minutes of meetings shall be subject to the provisions of Article 77 of the Regulation and measures taken for its implementation.
3. The Board shall have full access to the Executive Board's documents.

Article 17 – Conflict of Interests

1. Members of the Management Board shall not have financial or other personal interests which could affect their impartiality. They shall undertake to act in the public interest.
2. They shall make an annual declaration of their financial interests which shall include all interests which could relate to the Agency's activities.
3. Members shall declare promptly any specific interests which could be considered to be prejudicial with respect to the items on the agenda of the meeting.

Article 18 – Reimbursement of expenses

1. All travel and subsistence expenses incurred by the members in connection with meetings relating to Board business shall be paid by the Agency in accordance with the following provisions:
 - i. A daily allowance of 95 € per meeting day; the daily allowance is reduced by 50 % if the distance between the place of departure mentioned in the invitation and the place of the meeting is less than 100 km;
 - ii. An accommodation allowance of 150 € per night when the times of the meeting are incompatible with the times of travel means with a maximum of allowances equal to the number of meeting days + 1;
 - iii. The travel expenses to and from the place of the meeting by the most appropriate means of transport given the distance involved from the declared address. In exceptional and justified cases, the Agency may agree to a different point of departure and/or return. This agreement should be given before travel tickets are purchased. If the Agency has agreed to a different point of departure/return, it will reimburse the travel expenses from this point of departure/return. In case the point of departure/return is changed without the prior agreement of the Agency, the reimbursement will be limited to the price of a ticket to and from the member's declared address.
2. Expenses incurred by alternate members relating to Board business shall be paid by the Agency in accordance with §1, a)where the alternate replaces the Board member for whom he/she has been appointed as alternate, b) for the alternate of the Board member nominated as Chairperson during his/hers term of office.
3. Advisers mentioned in Article 4§1 shall not be entitled to reimbursement of expenses unless the Board decides otherwise.
4. Persons who participate to the Board meetings mentioned in Article 4§5 shall be reimbursed in line with the rules for reimbursement for working parties experts.

Article 19 – Correspondence

All correspondence with the Board shall be addressed to the Agency in its Headquarters location.

Article 20 – Secretariat

The Executive Director shall provide the Secretariat and the appropriate management support to enable the Board to carry out its work.

Article 21 – Amendment of the rules of procedure

1. The Board may amend these Rules of Procedure by absolute majority of its members entitled to vote.
2. Amendments to the Rules of Procedure shall enter into force on the date decided by the Board.

Article 22 – Transitional provisions

1. The Management Board replaces and succeeds the Administrative Board of European Railway Agency established by Article 25 of Regulation (EC) No 881/2004 as regards all decisions, agreements, and legal obligations.
2. In line with Article 83§2 of the Regulation, the members of the Administrative Board appointed under Regulation (EC) No 881/2004 before 15 June 2016 shall remain in office as members of the Management Board until the expiry date of their term of office, without prejudice to the right of each Member State to appoint a new representative.
3. The Chairperson and Deputy Chairperson shall remain in office until their term expires and provided that they continue to be members of the Board.

Article 23 – Repeals

The Decision n°108 on the Rules of Procedures of the Administrative Board dated 26-11-2014 is repealed.

Article 24 – Entry into force

These Rules of procedure shall enter into force on the date following that of their adoption by the Board.

For the Management Board

The Chairwoman
Clio LIÉGEOIS