

EuroHPC JOINT UNDERTAKING

DECISION OF THE GOVERNING BOARD OF THE

EuroHPC JOINT UNDERTAKING No 24/2022

Approving the amendment of the Governing Board Rules of Procedure

THE GOVERNING BOARD OF THE EuroHPC JOINT UNDERTAKING,

Having regard to Council Regulation (EU) 2021/1173 of 13 July 2021 on establishing the European High Performance Computing Joint Undertaking and repealing Regulation (EU) 2018/1488 (hereinafter “the Regulation”), in particular Article 39.4,

Having regard to the Statutes of the EuroHPC Joint Undertaking annexed to the Regulation (hereinafter "Statutes") and in particular to Articles 4, 5, 6 and 7 thereof,

WHEREAS

- (1) The Regulation entered into force on 8 August 2021 (Article 40 of the Regulation), and that the first Government Board meeting since the Regulation came into force took place on 30 September 2021.
- (2) The Decision of the Governing Board No 17/2021 of 30 September 2021, approved the updated Rules of procedures in view of the Regulation.
- (3) The Rules of Procedures requires to be amended to ensure a better and more efficient functioning of the Governing Board.

HAS ADOPTED THIS DECISION:

Article 1

The amended Rules of Procedure of the Governing Board annexed to this Decision are adopted.

Article 2

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

Done at Luxembourg, on 30 September 2022.

For the Governing Board

[e-signed]

Herbert Zeisel

The Chair

Annex I: Rules of Procedure of the EuroHPC Joint Undertaking Governing Board

ANNEX I

Rules of Procedure of the EuroHPC Joint Undertaking Governing Board

Article 1

Composition

1. In accordance with Article 5 of the Statutes of the European High Performance Computing Joint Undertaking (hereinafter "EuroHPC JU"), the Governing Board shall be composed of representatives of the Commission, on behalf of the Union, and of the Participating States.
2. The Commission and each Participating State shall appoint one representative to the Governing Board. Hereinafter, the representatives shall be collectively referred to as the Governing Board Members; the representative of the Union as Commission Board Member; and the representative of Members other than the Union as Participating States Board Members.
3. The appointed representatives shall be empowered to take all the decisions and shall hold the voting rights in that regard.
4. Each representative may have one appointed substitute who will serve in the place of that representative and hold the voting rights in case the former is unable to attend the meeting.
5. Each representative may be accompanied by ~~one~~ an expert. In duly justified cases, each representative may be accompanied by up to three ~~more than one~~ experts ~~but no more than two~~ in each meeting. Each representative shall inform the Chair and the Executive Director of the EuroHPC JU of the name of the expert(s) accompanying him/her in each meeting, if any.
6. The Commission and each Participating Member may decide the term of office of its respective representative and substitute in accordance with its internal rules. If the office of a representative falls vacant irrespective of the reason, the respective Member of the EuroHPC JU shall appoint a new representative without undue delay.
7. The members of the EuroHPC JU must notify appointments, substitutions or removals of representatives and substitutes to the Executive Director of the EuroHPC JU in writing. For the Participating States the notice shall be signed by an authorised person in the respective

Ministry or Secretary of State. It 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 the date on which the notice is received by the EuroHPC JU.

8. The ~~functions/positions and/or~~ names and functions of the representatives and substitutes shall be published on the website of the EuroHPC JU.

Article 2

Tasks of the Governing Board

As provided for in Article 7 of the Statutes, the Governing Board shall have the following tasks:

1. The Governing Board shall have overall responsibility for the strategic orientation and the operations of the Joint Undertaking and shall supervise the implementation of its activities. It shall ensure that the principles of fairness and transparency are properly applied in the allocation of public funding.
2. The Commission, in its role in the Governing Board, shall seek to ensure coordination between the activities of the Joint Undertaking and the relevant activities of Union funding programmes with a view to promoting synergies when developing an integrated supercomputing and data infrastructure ecosystem and when identifying priorities covered by collaborative research.
3. The Governing Board shall, in particular, carry out the following general administrative tasks of the Joint Undertaking:
 - (a) assess, accept or reject applications for a-membership in accordance with Article 3(2) of the Statutes;
 - (b) decide on the termination of membership in the Joint Undertaking of any member that does not fulfil its obligations;
 - (c) discuss and adopt the financial rules of the Joint Undertaking in accordance with Article 19 of the Regulation;
 - (d) discuss and adopt the annual administrative budget of the Joint Undertaking, including the corresponding staff establishment plan indicating the number of temporary posts by function group and by grade, the number of contract staff and seconded national experts expressed in full-time equivalents;
 - (e) exercise the powers of the appointing authority ~~powers~~ with respect to staff, in accordance with Article 20 of the Regulation;
 - (f) appoint, dismiss, extend the term of office of, provide guidance to and monitor the performance of the Executive Director;

- (g) discuss and approve the organisational structure of the Programme Office upon recommendation of the Executive Director;
 - (h) discuss and approve the consolidated annual activity report, including the corresponding expenditure referred to in Article 18 (1) of the Statutes;
 - (i) discuss and approved the Joint Undertaking’s communication policy upon recommendation by the Executive Director;
 - (j) where appropriate, establish implementing rules to the Staff Regulations and the Conditions of Employment in accordance with Article 20(3) of the Regulation;
 - (k) where appropriate, lay down rules on the secondment of national experts to the Joint Undertaking and on the use of trainees in accordance with Article 21(2) of the Regulation;
 - (l) where appropriate, set up advisory groups in addition to the bodies of the Joint Undertaking referred to in Article 4 of the Statutes;
 - (m) where appropriate, submit to the Commission a request to amend the Regulation proposed by a member of the Joint Undertaking;
 - (n) define the general and specific access conditions to use the Union's share of access time of the EuroHPC supercomputers in accordance with Article 17 of the Regulation;
 - (o) establish the level of the fee of the commercial services referred to in Article 18 of the Regulation, and decide on the allocation of the access time for those services;
 - (p) lay down rules and specific criteria for the selection, appointment and dismissal of members of the advisory groups set up in accordance with point (l), including considerations of gender and geographical diversity, and approve the rules of procedure laid down autonomously by these advisory groups;
 - (q) be responsible for any task that is not specifically allocated to a particular body of the Joint Undertaking; it may assign such tasks to anybody of the Joint Undertaking.
4. The Governing Board shall, in particular, carry out the following tasks related to the acquisition and operation of the EuroHPC supercomputers and generated revenues referred to in Article 16 of the Regulation:
- (a) discuss and adopt the part of the multiannual strategic programme that is related to the acquisition of EuroHPC supercomputers referred to in Article 18(1) of the Statutes;
 - (b) discuss and adopt the part of the annual work programme that is related to the acquisition of EuroHPC supercomputers and the selection of hosting entities and the corresponding expenditure estimates referred to in Article 18(4) of the Statutes;
 - (c) approve the launch of calls for expression of interest, in accordance with the annual work plan;

- (d) approve the selection of the hosting entities for the EuroHPC supercomputers selected through a fair, open and transparent process in accordance with Article 9–8 of the Regulation;
 - (e) decide annually on the use of any revenue generated by the fees for commercial services referred to in Article 18 of the Regulation;
 - (f) approve the launch of calls for tenders, in accordance with the annual work plan;
 - (g) approve the tenders selected for funding;
 - (h) decide on the possible transfer of ownership of the EuroHPC supercomputers to a hosting entity, their sale to another entity or their decommissioning, in accordance with Articles 11(5), 12(7) and 14(6) of the Regulation.
 - (i) decide on the possible transfer of ownership of the EuroHPC supercomputers to a consortium of private partners, their sale to another entity or their decommissioning, in accordance with Article 13(6) of this Regulation.
5. The Governing Board shall, in particular, carry out the following tasks related to the research and innovation activities, as well as the data use and skills activities of the Joint Undertaking:
- (a) discuss and adopt the part of the multiannual strategic programme that is related to the research and innovation activities referred to in Article 18(1) of these Statutes at the beginning of the initiative and amend it throughout the duration of Horizon Europe, if necessary; the multiannual strategic programme shall identify, inter alia, the other European partnerships with which the Joint Undertaking shall establish a formal and regular collaboration, as well as possibilities for synergies between the Joint Undertaking's actions and national or regional initiatives and policies based on information received by the Participating States;
 - (b) discuss and adopt the part of the annual work plan that is related to the research and innovation activities and the corresponding expenditure estimates referred to in Article 18(4) of the Statutes to implement the multiannual strategic programme, including the content of the calls for proposals, the applicable funding rate per call topic, as well as the related rules for submission, evaluation, selection, award and review procedures;
 - (c) approve the launch of calls for proposals, in accordance with the annual work plan;
 - (d) approve the list of actions selected for funding on the basis of the recommendations of the Executive Director pursuant to Article 8 of the Regulation;
 - (e) be responsible for the close and timely monitoring of the progress of the Joint Undertaking's research and innovation programme and individual actions in relation to the priorities of the Commission and the multiannual strategic programme and take corrective measures where needed to ensure that the Joint Undertaking meets its objectives.

6. The Governing Board shall, in particular, carry out the following tasks related to the capability building and widening activities of the Joint Undertaking:
 - (a) discuss and adopt the part of the multiannual strategic programme that is related to the capability building and widening activities referred to in Article 18(1) of these Statutes;
 - (b) discuss and adopt the part of the annual work programme that is related to the capability building and widening activities and the corresponding expenditure estimates referred to in Article 18(4) of these Statutes;
 - (c) approve the launch of calls for proposals and calls for tenders, in accordance with the annual work programme;
 - (d) approve the list of actions selected for funding on the basis of the recommendation of the Executive Director.
7. The Governing Board shall, in particular, carry out the following tasks related to the federation and connectivity of the High Performance Computing and data infrastructure activities, as well as the international cooperation activities of the Joint Undertaking:
 - (a) discuss and adopt the part of the multiannual strategic programme that is related to the federation and connectivity of the High Performance Computing and data infrastructure activities, as well as the international cooperation activities referred to in Article 18(1) of these Statutes;
 - (b) discuss and adopt the part of the annual work programme that is related to the federation and connectivity of the High Performance Computing and data infrastructure activities, as well as to the international cooperation activities and the corresponding expenditure estimates referred to in Article 18(4) of these Statutes;
 - (c) approve the launch of calls for proposals and calls for tenders, in accordance with the annual work programme;
 - (d) approve the list of actions selected for funding on the basis of the recommendation of the Executive Director.

Article 3

Tasks of the Governing Board relating to the Union's access time to the supercomputers

In accordance with Articles 16, 17 and 18 of the Regulation:

1. The Governing Board shall define the general access conditions to use the EuroHPC supercomputers in accordance with Article 17 of the Regulation and may define specific access conditions for different types of users or applications. The security and quality of service shall be the same for all users within each user category, except for the industrial-grade EuroHPC

supercomputers, whose security and quality of service shall be compliant with industrial requirements, in accordance with Article 13(1).

2. The detailed access rules defined by decision of the Governing Board shall be published on the EuroHPC JU website, as well as any update thereof.
3. The Governing Board shall define the access rights to the Union's share of access time to the EuroHPC supercomputers. As a guiding principle, allocation of access time for such activities shall be based on a fair and transparent peer review process defined by the Governing Board following continuously open calls for expression of interest launched by the Joint Undertaking.
4. With the exception of SME users undertaking private innovation activities, other users shall adopt an open science approach to disseminating knowledge gained through access to the supercomputers of the Joint Undertaking, in accordance with Article 14 of Regulation (EU) 2021/695. The Governing Board shall define further the applicable open science rules.
5. The Governing Board shall define specific rules for access conditions that depart from the guiding principles referred to in Article 17(6) of the Regulation. These concern the allocation of access time for projects and activities considered as strategic for the Union.
6. Regarding the allocation of Union's access time to EuroHPC supercomputers in accordance to Article 17 (1) of the Regulation in particular, the share of the Union's access time to each high-end and quantum EuroHPC supercomputer shall be directly proportional to the financial contribution of the Union referred to in Article 5(1) of the Regulation to the total cost of ownership of the EuroHPC supercomputer and shall not exceed 50% of the total access time of each supercomputer.
7. Regarding the allocation of Union's access time to EuroHPC supercomputers in accordance to Article 17(2) of the Regulation in particular, the share of the Union's access time to each mid-range EuroHPC supercomputer shall be directly proportional to the financial contribution of the Union referred to in Article 5(1) of the Regulation to the acquisition and operating cost of the supercomputer and shall not exceed 35% of the total access time of the supercomputer.
8. Regarding the allocation of Union's access time to EuroHPC supercomputers in accordance to Article 17(3) of the Regulation in particular, the share of the Union's access time to each industrial-grade EuroHPC supercomputer shall be directly proportional to the financial contribution of the Union, referred to in Article 5(1), to the acquisition cost of the supercomputer and shall not exceed 35 % of the total access time of the supercomputer.
9. Without prejudice to Article 17(9) of the Regulation, the use of EuroHPC supercomputers shall be open to users from the public and private sectors and shall focus on civilian applications. Except for the industrial-grade EuroHPC supercomputers, their use shall be primarily for

research and innovation purposes falling under public funding programmes, for public sector applications and for private innovation activities of SMEs, where appropriate.

10. Use of the Union's share of access time to the EuroHPC supercomputers shall be free of charge for the users from the public sector referred to in Article 16(4). It shall also be free of charge for industrial users for applications related to research and innovation activities funded by Horizon Europe or the Digital Europe Programme as well as those awarded a Seal of Excellence under Horizon Europe or the Digital Europe Programme and for private innovation activities of SMEs, where appropriate.
11. Users residing, established or located in a Member State or in a third country associated to Horizon 2020 shall be granted access to the Union's share of access time of the supercomputers acquired by the EuroHPC Joint Undertaking established by Regulation (EU) 2018/1488.
12. Users residing, established or located in a Member State or in a third country associated to the Digital Europe Programme or to Horizon Europe shall be granted the Union's share of access time to EuroHPC supercomputers acquired after 2020.
13. In duly justified cases, taking into account the interests of the Union, the Governing Board shall decide to grant access time to EuroHPC supercomputers to entities residing, established or located in any third country and to international organisations.
14. Specific conditions shall apply to all industrial users for commercial purposes on the Union's access time in accordance to Article 18 of the Regulation. This service for commercial ~~service~~ use shall be a pay-per-use service, based on market prices. The level of the fee shall be established by the Governing Board.
15. The access time allocated to commercial services shall not exceed 20% of the Union's total access time of each EuroHPC supercomputer. The Governing Board shall decide on the allocation of the Union's access time for the users of commercial services, taking into account the outcome of the monitoring referred to in Article 17(11) of the Regulation and paragraph 16 of this Article.
16. The Governing Board shall regularly monitor the Union's access time granted per Member State and per user category, including for commercial purposes. It may decide among others to:
 - a. re-adapt access times per category of activity or user, with the aim to optimise the use capabilities of the EuroHPC supercomputers;
 - b. propose additional support measures for providing fair access opportunities to users that would aim to raise their level of skills and expertise in High Performance Computing systems.

Article 4

Tasks of the Governing Board relating to the Budget and Work Plan

1. The members of the Governing Board on behalf of the Participating State they represent shall communicate to the Executive Director the financial commitments reserved for each call for proposals in order for that to be included in the work plan and in time for the preparation of the draft budget of the EuroHPC JU, taking into account the scope of the research and innovation activities addressed in the work plan.
2. The members of the Governing Board on behalf of the Participating State they represent shall communicate to the Executive Director the financial commitments reserved for each call for tender for the acquisition of the EuroHPC supercomputers in order for that to be included in the work plan and in time for the preparation of the draft budget of the EuroHPC JU.
3. The competent authorities of the Member State where the hosting entity is established or of the competent authorities of the Participating States of the hosting consortium shall make provisions to transfer their respective contributions to the EuroHPC JU before the publication of the calls for tender.

Article 5

Chair and Vice-Chair

1. The Governing Board shall elect a Chair among its Participating States Board Members. The Commission Board Member shall hold the position of the Vice-Chair.
2. **Once elected, the Chair shall not take the floor or vote on behalf of his/her national delegation of origin, ensuring his/her impartiality. The delegation of origin from which the Chair has been selected shall appoint a new representative in the Governing Board at its earliest convenience/before the next meeting of the Governing Board. All expenses incurred by the Chair during his/ her mandate will be covered by the Chair's delegation of origin.**
3. The Chair shall be elected for a period of two years, and may be re-elected once. His/her terms of office shall begin from the meeting of the Governing Board at which he/she is elected.
4. Elections shall take place at the last meeting of the Governing Board under the Chairmanship of the outgoing Chair. Until the Chair is elected, the representative of the Commission shall act as interim Chair.
5. The Chair shall be elected by secret ballot and in writing.
6. The election of the Chair shall be conducted on the basis of "one member, one vote".
7. The Executive Director shall be notified of those wishing to stand as candidates at least ten

(10) working days before the meeting. The Secretariat shall send the list of proposed candidates to the Governing Board members, including a short curriculum vitae of each candidate and any other accompanying document at least five (5) working days before the vote. Members may present themselves as candidates or be proposed by another Member. The candidates must, prior to the vote, declare that they are prepared to accept the post of Chair. Candidates may withdraw their candidature at any time during the procedure.

8. The election for the Chair shall have one voting round. The candidate with the highest number of votes will be elected to the position of Chair. In case no candidate receives the majority of votes, a second voting round shall take place between the candidates who have received most votes in the first voting round. The procedure shall be repeated until one candidate obtains the majority of the votes from the members of the Governing Board. Where there is, or remains a single candidate, that candidate shall be elected provided that he/she receives the majority of votes cast.
9. In case of absence of the Chair, the Vice-Chair shall be in charge of the meeting. If the Chair and the Vice-Chair are both 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, first by the underrepresented gender in the Board and second oldest in age of the longest serving representatives.
10. The Chair may resign by notifying his/her resignation to the EuroHPC Executive Director and the Governing Board in writing. The Governing Board shall elect a new Chair in the following meeting. In the meantime, the Vice-Chair shall act as interim Chair.

Article 6

Tasks of the Chair

The Chair tasks consist of:

- (a) Organising and chairing the meetings and moderating the discussions of the Governing Board;
- (b) Representing the Governing Board at external meetings and events and act as interface between the EuroHPC JU Governing Board and any other body, authority or stakeholder.

Article 7

Agenda

1. The Chair with the assistance of the Executive Director shall draw up the provisional agenda of the meetings.
2. The representatives may request specific questions to be included on the provisional agenda not later than 10 (ten) working days before the date of the meeting. Such requests shall be submitted in writing to the Chair.
3. The agenda shall make a distinction between:
 - (a) adoption of the agenda and of the last meeting's minutes;
 - (b) items for decision or opinion;
 - (c) items for information or discussion;
 - (d) any other business.
4. The agenda shall be adopted at the beginning of each meeting. With the agreement of the Chair, urgent questions may be added to the agenda at any time prior to the end of the meeting. However, decisions on items that were not included in the provisional agenda circulated to the Board Members shall be subject to a written procedure in accordance to Article 11 of the present Rules unless otherwise decided at the meeting in duly justified cases. With the agreement of the Chair, items on the agenda may be deleted or carried over to a subsequent meeting.

Article 8

Meetings

1. The Governing Board shall hold its ordinary meetings at least twice a year.
2. The Governing Board may hold extraordinary meetings at the request of:
 - i. the Commission;
 - ii. a majority in number of the representatives of the Participating States in the Governing Board;
 - iii. the Chair;
 - iv. the Executive Director in accordance with Article 15(5) of the Statutes. In

particular, this will be the case only if the Governing Board has to decide whether a defaulting member's membership is to be revoked or if any other measures are to be taken until the defaulting member's obligations have been met.

3. The Chair shall convene the meetings of the Governing Board by sending a written notice (by means of letter or e-mail or other electronic means), accompanied by the provisional agenda and the relevant documents for decision-making and any other relevant item on the agenda of the meeting, to each representative not later than 20 (twenty) working days prior to each meeting. The Chair may be assisted by the Executive Director in the organisation of the meetings.
4. If an extraordinary meeting is requested or in case of urgency, the written notice (by means of letter or e-mail or other electronic means), accompanied by the provisional agenda and the relevant documents for decision-making may be forwarded to the delegations at a shorter notice, taking into account internal consultation procedures of each of the members of the EuroHPC JU, and at least 5 (five) working days prior to the meeting.
5. The meetings shall usually take place at the seat of the EuroHPC JU in Luxembourg, unless the Governing Board decides otherwise.
6. The Governing Board may convene a meeting in another manner than at a single physical place, e.g. by audio conference, video conference or other means of communication with the exception of the meetings where the election or removal of a Chair from office is discussed.

Article 9

Attendance to the meetings

1. Representatives shall attend all the meetings of the Governing Board. Efforts shall be made by the Board Members to ensure adequate level of representation and continuity at Governing Board meetings. The substitutes of the representatives may also attend the meetings as observers.
2. If a Board Member is not able to physically attend a meeting, he/she may participate by means of audio or video conference, ~~by informing the Chair and the Secretariat no later than two (2) days day before the date of the meeting.~~
3. If a Board Member is not able to attend a meeting, his/her substitute will serve in his/her place. If the substitute is not able to physically attend a meeting he/she may participate by means of audio or video conference, ~~by informing the Chair and the Secretariat no later than two (2) days before the date of the meeting.~~
4. A Board Member of a Participating State may also be represented by another Board Member, provided the latter submits to the Chair the power of attorney given to him/her.
5. A Board Member representing another Board Member shall exercise the voting rights on behalf

and on the name of the respective Board Member. Each Board Member may be a proxy for up to a maximum of three (3) Board Members.

6. If a Board Member or his/her substitute is not able to attend a meeting either physically or by means of audio or video conference, and does not appoint another Board Member as proxy, he or she may decide to send his/her position in written to the Chair and ViceChair no later than two (2) days before the date of the meeting. His/her position shall be taken into account when taking the decision.
7. The Executive Director shall take part in the deliberations, unless decided otherwise by the Governing Board, but shall have no voting rights. The Executive Director may be assisted by other staff of the EuroHPC JU.
8. Each Observer State may appoint one representative in the Governing Board, who shall receive all relevant documents and may participate in the deliberations on any decision taken by the Governing Board. Those representatives shall have no voting rights and shall be bound by the confidentiality rules according to Article 29 of the Regulation and Article 15 of the present Rules of Procedure.
9. The Governing Board may invite, on a case by case basis, other persons to attend its meetings as observers.
10. The Chair and/or the Vice-Chair of the Research and Innovation Advisory Group, as well as the Chair and/or the Vice-Chair of the Infrastructure Advisory Group, shall have the right, whenever issues falling within their tasks are discussed, to attend meetings of the Governing Board as observers and take part in its deliberations, but shall have no voting rights. They shall receive an invitation by the Chair in that regard. **They shall ensure the confidentiality of sensitive information in accordance with Article 29 of the Regulation and be subject to the rules of conflict of interest.**
11. **The Chairs of the Private Members of the Joint Undertaking shall be invited to attend the meetings of the Governing Board as observers and take part in its deliberations. They shall have no voting rights. They shall ensure the confidentiality of sensitive information in accordance with Article 29 of the Regulation and be subject to the rules of conflict of interest.**
12. At each meeting, the secretary shall draw up an attendance list. ~~specifying the authorities, bodies or organisations to which the attendees belong and their capacity in the Governing Board.~~

Article 10

Voting

In accordance to Article 6 of the Statutes:

1. The representatives of the members of the Governing Board will work together in the spirit of collaboration and for the benefit of all stakeholders. The representatives of the members of the Governing Board shall use their best efforts to achieve consensus. Failing consensus, a vote shall be held.
2. The Union shall always and in all voting processes hold 50% of the voting rights. The voting rights of the Union shall be indivisible.
3. For the tasks referred to in Article 7(3) of the Statutes, the remaining 50% of the voting rights shall be distributed equally among all Participating States.

In particular, each Participating State shall have one (1) vote.

For the purpose of this paragraph, decisions of the Governing Board shall be taken by a majority consisting of the Union's vote and at least 50% of all votes of the Participating States, including the votes of the members who are absent.

4. For the tasks referred to in Article 7(4) of the Statutes, except points (f), (g) and (h), the remaining 50% of the voting rights shall be held by the Participating States that are Member States. For the purpose of this paragraph, decisions of the Governing Board shall be taken by a qualified majority. Qualified majority shall be deemed established if it represents the Union and at least 55% of the Participating States that are Member States, comprising at least 65% of the total population of these States. To calculate this 55% required for Participating States that are Member States each Participating State that is a Member State shall have one (1) vote. To determine the population, the figures set out in Annex III to Council Decision 2009/937/EU shall be used.
5. For those tasks referred to in Article 7(4) points (f), (g) and (h) of the Statutes, and for each supercomputer, the voting rights of the Participating States shall be distributed in proportion to their committed financial contributions and to their in-kind contributions to that supercomputer until either its ownership is transferred to the hosting entity in accordance with Article 9(3) of the Regulation or until it is sold or decommissioned. The in-kind contributions shall only be taken into account if they have been certified *ex ante* by an independent expert or auditor.

For the purpose of this paragraph, decisions of the Governing Board shall be taken by a majority of at least 75% of all votes, including the votes of the members who are absent.

Each Participating State shall have the number of remaining voting rights that correspond to the share that its committed financial contributions and its in-kind contributions to that supercomputer represent, out of total committed financial contributions and in-kind contributions to that supercomputer of all Participating States when indicated as a percentage (%).

For that purpose, the members of the EuroHPC JU other than the Union shall report by 31 January each year to the Governing Board on the value of the contributions referred to in paragraphs 1 and 2 of Article 6 and Article 15 of the Statutes made in the previous financial

year. The EuroHPC JU Programme Office shall also be informed in that regard.

For the purpose of this paragraph and for the purpose of valuing the contributions referred to in points (b) to (f) of Article 15(3) of the Statutes, the costs shall be determined in accordance with the usual cost accounting practices of the entities concerned, with the applicable accounting standards of the country where the entity is established and with the applicable International Accounting Standards and International Financial Reporting Standards. The costs shall be certified by an independent external auditor appointed by the entity concerned. The valuation method may be verified by the EuroHPC JU, should there be any uncertainty arising from the certification. In case of remaining uncertainties, the valuation method may be audited by the EuroHPC JU. The in-kind contributions shall only be taken into account if they have been certified ex-ante by an independent expert or auditor.

For the purpose of this Article, if there are changes to the committed financial contributions and to their in-kind contributions to that supercomputer, the remaining voting rights allocated to each Participating State shall be adjusted at the first Governing Board meeting held after a period of 120 calendar days following the end of the financial year, to take into account the changes to the committed financial contributions and to their in-kind contributions to that supercomputer.

6. For the tasks referred to in Article 7(5), 7(6) and 7(7) of the Statutes, decisions of the Governing Board shall be taken in two stages.

At the first stage, the remaining 50% of the voting rights shall be distributed equally among all Participating States. In particular, each Participating State shall have one (1) vote. Decisions of the Governing Board shall be taken by a majority consisting of the Union's vote and at least 55% of all votes of the Participating States, including the votes of the members who are absent.

At the second stage, the Governing Board shall decide by the qualified majority referred to in paragraph 4 of this Article. Qualified majority shall be deemed established if it represents the Union and at least 55% of the Participating States that are Member States, comprising at least 65% of the total population of these States. To calculate this 55% required for Participating States that are Member States each Participating State that is a Member State shall have one (1) vote. To determine the population, the figures set out in Annex III to Council Decision 2009/937/EU shall be used.

7. Without prejudice to the previous paragraphs, countries that were members of the Joint Undertaking under Regulation (EU) 2018/1488 and contributed to the acquisition or operation of the supercomputers acquired by the EuroHPC Joint Undertaking, established under that Regulation, but which are no longer members of the EuroHPC Joint Undertaking, shall maintain voting rights limited exclusively to decisions relating to those supercomputers in accordance with Articles 6(5) and 7(5) of the Statutes of the EuroHPC Joint Undertaking annexed to Regulation (EU) 2018/1488.
8. The Governing Board shall take its decisions including the votes of the members who are absent and have neither given a proxy to another Participating State to represent them and vote on their name and behalf in accordance to Article 8 (3), nor have expressed their position in

writing, in accordance to Article 8 (4).

9. A Board Member, who has a proxy to represent more than one Participating State, shall cast separate votes for each of the Participating States he/she represents. In case of changes to the membership of the EuroHPC JU, the voting rights allocation shall be adjusted accordingly taking into consideration the consequences of any changes in membership, without changing the principles envisaged in the Statutes and the present Rules.
10. The votes shall be cast by show of hands, unless a secret ballot is requested either by the Commission Board Member or by at least one third of voting Participating States Board Members present. A secret ballot shall be used when electing or removing a Chair from office.
11. For the sake of clarity, voting rights per delegation shall be reminded by the secretary at the beginning of each meeting and with each written procedure to adopt a decision.
12. The Chair may ask a representative to provide an oral explanation of his/her vote, unless it is a secret ballot.
13. The Governing Board may adopt decisions in a meeting or by written procedure in accordance to Article 11.

Article 11

Written Procedure

1. Between two Governing Board meetings, decisions or opinions may be obtained by written procedure.
2. A decision of the Governing Board can be taken by a written procedure, provided that all representatives are given an opportunity to cast their votes and none of them opposes to this method before the deadline set by the Chair. To this end, the Executive Director on behalf of the Chair shall send to the representatives the proposal and all relevant supporting material on which they have to decide. The response period shall not be less than 10 (ten) working days.
3. In cases of urgency, to be decided by the Chair justifying his/her decision, the deadlines may be reduced to 5 (five) working days.
4. If a representative requests that the proposal is to be examined at a meeting, the written procedure shall be cancelled.
5. If a proposal for a decision by written procedure is subject to amendments proposed by one or more representatives during the voting procedure, all representatives shall be given an opportunity to revise their vote within a period of at least 5 (five) working days after the conclusion of the written procedure. If a decision is rejected as a result of this process, it may be launched again after revision or included in the agenda of the next meeting at the request of any representative.

6. Each decision adopted by the Governing Board shall be recorded. Upon a request by a representative, a statement of his/her views may be recorded together with the decision taken. The result of a written procedure shall be notified without delay to all representatives.

Article 12

Minutes

1. The provisional minutes of each meeting shall be drawn up by the secretary appointed by the Programme Office of the EuroHPC JU in accordance to Article 9(5)(f) of the Statutes of the EuroHPC JU and Article 13 of the present Rules. These minutes shall contain, in particular, decisions taken, outcome of items for information or discussion and, if relevant, subsequent actions, conclusions, the attendance list and a publishable summary. They shall be communicated to all representatives as well as to other attendees, such as observers, if relevant, within 10 (ten) working days after the date of the meeting.
2. The representatives shall send any written comments on the provisional minutes to both the Chair and the secretary at least 15 (fifteen) working days before the date of the next meeting.
3. The minutes shall be approved at the next Governing Board meeting. However, if there were any disagreements, the proposed modifications shall be discussed at this occasion.
4. The final text of the minutes and publishable summary shall be communicated to the delegations no later than 10 (ten) working days after the approval.
5. The approved publishable summary shall be published on the website of the EuroHPC JU.

Article 13

Secretariat

1. The EuroHPC JU Programme Office, under the responsibility of the Executive Director, shall provide the Secretariat and the appropriate administrative support to enable the Governing Board to carry out its work. It shall assist the Governing Board in its operation through appointing a secretary for each meeting, drafting and circulating agendas, meeting summaries and related documents. Where appropriate and requested, the Secretariat may collect and/or circulate information of potential interest to the Governing Board, in time for the next meeting.
2. A Secretariat shall not be provided for other working groups, except otherwise agreed with the Executive Director.

Article 14

Advisory groups

1. Where appropriate, the Governing Board may set up advisory groups in addition to the bodies

of the EuroHPC JU, including for the purpose of examining particular issues or to interact with other bodies of the EuroHPC JU.

2. The decision of the Governing Board to set up advisory groups should clearly define the purpose and mandate of the advisory group, duration, guidelines for membership, how it contributes knowledge and skills, and any structures/policies from which the advisory group interacts with Governing Board.
3. An advisory group shall elect a lead person by simple majority of its members. The election shall be conducted on the basis of “one member, one vote”. The advisory group chair should be the point of contact between the advisory group and the Governing Board, unless otherwise indicated.
4. As far as possible, the advisory group shall adopt its opinions, recommendations or reports by consensus. In the event of a vote, the outcome of the vote shall be decided by a simple majority of the members, on the basis of “one member, one vote”.

Article 15

Confidentiality

1. Without prejudice to Article 339 of the Treaty on the Functioning of the European Union, Article 194 of the Treaty establishing the European Atomic Energy Community and Article 29 of the Regulation, members of the Governing Board and other participants at meetings of the Governing Board shall protect any sensitive information, the disclosure of which could damage the interests of the EuroHPC JU, its members and partners, and/or the participants in the activities of the EuroHPC JU. Members of the Governing Board, observers and experts and any other attendee to a meeting shall respect the confidential character of the discussions of the Governing Board and sign confidentiality agreements in that regard [cf. Annex 1 and 2 respectively].
2. The general rule is that all information received by the Governing Board members should not be disseminated, unless authorised by the Chair and the Executive Director.
3. If specifically requested by the Chair, some items of the Governing Board’s discussions shall be kept confidential. In such case, the Governing Board may decide to examine those specific items without the presence of the Executive Director and/or Observer Members and/or other attendees. This shall be clearly indicated in the minutes of the meeting and, if possible, indicated in advance in the agenda.

Article 16

Conflicts of interest

1. The Governing Board shall adopt its rules for the prevention and management of conflicts of interest in respect of the members, bodies and staff of the EuroHPC JU, taking into account

the relevant measures applied by the Commission for experts providing advice on the implementation of Union research and innovation programmes in accordance with Article 22(2) of the Statutes. The Members of the Governing Board shall always act in accordance with these rules.

2. The Members of the Governing Board and their substitutes shall carry their duties objectively and impartially and keeping their duty of loyalty to the EuroHPC JU. They shall avoid any conflicts of interest in carrying out their activities and commit themselves to perform their duties to the best of their abilities, taking a pan-European aspect and in the best interest of the EuroHPC JU. They shall not seek or act in any way to take undue advantage, or exercise undue influence on the implementation of the mandate and activities of the EuroHPC JU. They shall also abstain from any action adversely affecting the reputation of the EuroHPC JU.
3. Upon their appointment, Members of the Governing Board and their substitutes shall make a personal declaration of confidentiality, interests and conflicts of interest based on the template in Annex 1 to the present Rules [Annex 1: Declaration of confidentiality, interests and conflicts of interest of the EuroHPC JU of the Governing Board Members]. This declaration shall be updated at the initiative of the individual concerned whenever a change occurs.
4. **Observers and experts shall sign the Declaration provided in Annex 2 prior to their first attendance to a Governing Board meeting. This declaration shall be updated at the initiative of the individual concerned whenever a change occurs**
5. ~~Members of the Governing Board and their substitutes, observers and experts and any other attendee to a meeting shall make a personal declaration of confidentiality and conflicts of interest based on the template in Annex 2 to the present Rules prior to their attendance to the Governing Board meetings [Annex 2: Declaration of confidentiality and of conflict of interest for the EuroHPC JU Governing Board Meetings]. The declaration shall be updated before subsequent attendances at Governing Board meetings whenever relevant.~~
5. In this context, inter alia, the Members of the Governing Board and their substitutes shall not occupy any of the following positions:
 - (a) Member of the Research and Innovation Advisory Group;
 - (b) Member of the Infrastructure Advisory Group;
 - (c) Expert evaluator of applications, proposals and tenders submitted to a Call for Expression of Interest, call for proposals or tenders of the EuroHPC JU;
 - (d) Expert observer of the evaluation of applications, proposals and tenders submitted to a Call for Expression of Interest, call for proposals or tenders of the EuroHPC JU;
 - (e) Coordinator of an indirect action co-funded by the EuroHPC JU.
6. The expert(s) accompanying a Member of the Governing Board ~~Points~~ shall not occupy any of

the positions referred to under points (a) and (b) in paragraph 5. In case an expert accompanying the Members of the Governing Board occupies a position referred to under points (c)-(e), paragraph 8 shall apply.

7. In this context, inter alia, Members of the Governing Board, their substitutes and their experts should not be involved in the preparation, evaluation or selection of any public procurement process of the EuroHPC JU. Members of the Governing Board should not be involved in the preparation, evaluation or selection of proposals for funding or tenders under the EuroHPC JU in the form of grants and procurement. In the same vein, Members of the Governing Board must refrain from participating in the preparation of any proposals for calls or tenders launched by the EuroHPC JU, or from taking part in the activities to be co-funded by the EuroHPC JU. This does not prevent the organisation that directly or indirectly employs the person from participating in the preparation of any proposals for calls or tenders launched by the EuroHPC JU, or from taking part in the activities to be co-funded by the EuroHPC JU.
8. Before or during a meeting any attendee whose participation in the work of the Governing Board leads or may lead to a conflict of interest with regard to a particular agenda item shall without delay inform the Chair who shall without delay and before any discussion is initiated, decide on any specific measure in this respect in consultation with the Executive Director of the EuroHPC JU. If the conflict of interest concerns the Chair, the Vice-Chair shall be informed instead without delay and he/she before any discussion is initiated shall decide on any specific measure in this respect in consultation with the Executive Director of the EuroHPC JU.
9. **Any attendee of a Governing Board meeting** ~~Members of the Governing Board~~ must inform the EuroHPC JU of all interests, not explicitly stated above, which could be considered prejudicial to their independence.
10. When **an attendee** ~~member of the Governing Board~~ is in breach of the requirements set out above, the Governing Board shall decide on the appropriate measures to be taken after hearing the affected **attendee** ~~Board Member~~.

Article 17

Expenses

Any attendee to a Governing Board meeting ~~Governing Board Members~~ shall not be entitled to any payment or reimbursement of costs by the EuroHPC JU. Each **attendee** ~~Member of the EuroHPC JU~~ shall bear all travel and subsistence expenses incurred by its representatives in connection with meetings of the Governing Board.

Article 18

Correspondence

1. All correspondence addressed to the Governing Board shall be sent to the seat of the EuroHPC JU.

2. Electronic communications related to Governing Board matters addressed to the EuroHPC JU shall be sent to the secretariat with a copy to the Chair.
3. Electronic communications related to the Governing Board matters addressed to a Member of the EuroHPC JU shall be sent to the representative of that Member of the EuroHPC JU.
4. All correspondence shall be written in English and sent by electronic means, preferably by email, unless agreed otherwise between a Board Member and the EuroHPC Secretariat.
5. The Governing Board shall use whenever possible electronic means (e.g. private shared spaces) for the exchange and sharing of information. The Governing Board shall define an appropriate access policy to this information to be implemented by the EuroHPC JU.

Article 19

Amendments

1. At the request of the Governing Board Chair, the Commission Board Member or the Executive Director of the EuroHPC JU, the present Rules of Procedure may be amended following approval by decision of the Governing Board.
2. Amendments to the Rules of Procedure are approved by Decision of the Governing Board in accordance with Article 10 (3) of the present Rules of Procedure and shall enter into force on the day of their adoption by the Governing Board.

Article 20

Publicity

The Rules of Procedure shall be published on the website of the EuroHPC JU.

Article 21

Entry into force

1. The present Rules of Procedure shall enter into force upon the adoption by consensus by the Governing Board.
2. The Rules of Procedure cannot contradict the Regulation and the Statutes annexed thereto.

Article 21

Protection of personal data

All processing of personal data for the purposes of these rules of procedure shall be in accordance with Regulation (EU) 2018/1725 of the European Parliament and of the Council of 23 October 2018 on the protection of natural persons with regard to the processing of personal data by the Union institutions, bodies, offices and agencies and on the free movement of such data.

Annex 1

[MODEL) Declaration of confidentiality, interests and conflicts of interest of the EuroHPC JU of the Governing Board Members

[to be signed by the members of the EuroHPC JU Governing Board Members upon appointment]

The undersigned..... [Name],
.....[Function or Title].

I hereby undertake to:

1. Act in the performance of my duties in the general interest of the EuroHPC Joint Undertaking.
2. Ensure the confidentiality of sensitive information whose disclosure could damage the interests or the reputation of the EuroHPC Joint Undertaking, the members of the EuroHPC Joint Undertaking or of participants in the activities of the EuroHPC Joint Undertaking even after my duties have ended. This includes the confidential nature of all opinions expressed by other members during discussions in meetings or provided in written form. I understand that the obligations of non-disclosure set forth above shall not extend to information, which is or became publicly known or available through no fault of myself.
3. Declare promptly any conflict of interest that may arise from my participation in the Governing Board. 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 handle. I will therefore not participate in any discussion on the item, and leave the meeting room accordingly in case of conflict of interest.
4. To the best of my knowledge, the only direct or indirect interests I have in the High Performance Computing Sector [are][is] those listed below:

(a) 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.]

(b) 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.]

(c) 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...]

(d) Any other relevant interests.

[No Interest Declared]/ [Interest...]

(e) 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 EuroHPC Joint Undertaking.

Done at [place], [date]

Made in [place], in two original copies, on

Signed [date] [name] [signature].....

Annex 2

[MODEL] Declaration of confidentiality and conflicts of interest

[to be signed by all participants to the meetings of the Governing Board Members of the EuroHPC JU before each meeting]

The undersigned.....[Name],

.....[Function or Title].

I hereby:

1. Declare that I do not have any direct or indirect personal [or corporate] interest in the discussions and the outcome of any points on the agenda of the meeting of the EuroHPC JU Governing Board of [date]
2. Declare that I do have a direct or indirect personal [or corporate] interest in the discussions and the outcome of point.....on the agenda of the meeting of the EuroHPC JU Governing Board of [date]
3. Commit myself to strict confidentiality with regards to any oral or written information pertaining to the work of the EuroHPC JU Governing Board even after my duties have ended. I also commit to respect the confidential nature of all opinions expressed by other members during discussions in meetings or provided in written form. I understand that the obligations of non-disclosure set forth above shall not extend to information which are or became publicly known or available through no fault of myself.

Made in [place], in two original copies, on

Signed [date] [name] [signature].....