



EuroHPC JOINT UNDERTAKING
DECISION OF THE GOVERNING BOARD OF THE EUROHPC JOINT
UNDERTAKING N° 2/2018

**Adopting rules on the prevention and management of conflicts of interests applicable to
the Governing Board of the EuroHPC Joint Undertaking**

THE GOVERNING BOARD OF THE EUROHPC JOINT UNDERTAKING,

Having regard to Council Regulation (EU) 2018/1488 of 28 September 2018 establishing the European High Performance Computing Joint Undertaking (hereinafter "Regulation")¹ and the Statutes of the EuroHPC Joint Undertaking (hereinafter 'Statutes') annexed thereto;

Having regard to in particular to Articles 4, 5, 6, 7 of the Statutes defining the composition, the functioning and tasks of its the Governing Board;

Having regard to in particular Article 22 of the Statutes that provides that the Governing Board shall adopt rules for the prevention and management of conflicts of interest in respect of its members, bodies and staff,

Whereas:

- (1) Joint Undertakings are public-private partnerships and as a consequence public and private interests are intertwined.
- (2) It is understood that the members of the EuroHPC Joint Undertaking have a professional interest to work with the EuroHPC Joint Undertaking and to act for the good of EuroHPC Joint Undertaking, notably pursuing its objectives, observing the applicable rules and protecting its general interest.
- (3) The Governing Board is defined as one of the bodies of the EuroHPC Joint Undertaking in Article 4 of the Statutes.
- (4) Provisions on conflict of interests are already included in various documents, such as the Staff Regulations, the Conditions of Employment of Other Servants of the European Union ("CEOS"), Financial Rules, and the Rules of Procedure of the Governing Board, the Research and Innovation Advisory Group, and the Infrastructure Advisory Group.
- (5) It is therefore necessary to adopt at Governing Board level in accordance with Article 22 of the Statutes, two separate decisions applying respectively to the staff members and to the members of the EuroHPC Joint Undertaking Governing Board aiming to provide a

¹ OJ L 252, 08.10.2018, p. 1-34

comprehensive overview and to complement the existing rules on the prevention and management of potential conflicts of interest, which would serve as a reference for all persons working or involved in the activities of EuroHPC Joint Undertaking, and ensure a comprehensive and coherent approach on conflicts of interest and the highest standards of administration, professional ethics, integrity and independence. In accordance to Article 22 of the Statutes, the rules for the prevention and management of conflicts of interest in the bodies of the Joint Undertaking shall take into account the relevant measures applied by the Commission for experts providing advice on the implementation of Union research and innovation programmes.

- (5) For the sake of clarity, this decision shall apply only to the members of the Governing Board of EuroHPC Joint Undertaking and should be adopted without prejudice to the existing rules and provisions on prevention and management of conflicts of interest as provided in any other applicable document as mentioned above under recital 4.

HAS ADOPTED THE FOLLOWING RULES ON THE PREVENTION AND MANAGEMENT OF CONFLICTS OF INTERESTS APPLICABLE TO THE GOVERNING BOARD OF THE EUROHPC JOINT UNDERTAKING:

Article 1

Subject

1. The present decision lays down rules for the prevention and management of conflicts of interest applicable to the members of the Governing Board of the EuroHPC Joint Undertaking in order to ensure the handling of situations where potential conflicts of interest may arise in a transparent and consistent manner.
2. The objective is to ensure that the Governing Board members, whose duties and activities have a significant influence in the activities of the EuroHPC Joint Undertaking or impact on its decision-taking, have no individual or corporate interests which could affect their independence, as per the requirements of the EuroHPC Joint Undertaking constituent instrument or other EU legislation applicable.

Article 2

Scope and persons concerned

1. This decision shall apply to the members of the EuroHPC Joint Undertaking Governing Board.
2. This decision shall not apply to the Executive Director who shall be covered by the Governing Board rules for the prevention and management of conflicts of interest in respect of the EuroHPC Joint Undertaking staff.

3. For the Industrial and Scientific Advisory Board composed of the Research and Innovation Advisory Group and the Infrastructure Advisory Group the rules for handling conflict of interest are defined in the respective Rules of Procedure of these bodies.

Article 3

General obligations

1. The members of the Governing Board shall carry out their duties and conduct themselves when acting under their statutory function in the interests of the EuroHPC Joint Undertaking.
2. The members of the Governing Board shall carry out their duties objectively and impartially and in keeping their duty of loyalty to the EuroHPC Joint Undertaking.
3. The members of the Governing Board shall abstain from any action adversely affecting the reputation of the EuroHPC Joint Undertaking.
4. The members of the Governing Board shall not seek or act in any way to take undue advantage of, or exercise undue influence on the implementation of the Programme and the activities of the EuroHPC Joint Undertaking.
5. This Article shall apply by analogy and taking the principle of proportionality into account also to any other participant or observer or expert invited to the meetings of the Governing Board where applicable and to the extent necessary.

Article 4

Definition of conflict of interest and personal interest

1. A conflict of interest refers to a situation where the impartiality and objectivity of a decision, opinion or recommendation of and to the EuroHPC Joint Undertaking is or might reasonably be perceived as being compromised by a personal interest held by or entrusted to a member of the EuroHPC Governing Board.
2. Relevant personal interest may be of a financial or non-financial nature and it may concern a personal or family relationship or representation of any other interests of third parties or professional affiliation and other outside activities.
3. The members of the EuroHPC Governing Board should not, in the performance of their duties, deal with a matter in which, directly or indirectly, they may have any personal interests such as to impair their independence and capacity to act to the interests of EuroHPC Joint Undertaking.
4. The appearance of a conflict of interest can constitute a reputational risk to the EuroHPC Joint Undertaking, even if turns out to be unsubstantiated. A risk of perceived conflict of

interest should be treated as if it were an actual conflict of interest. An interest shall be considered to be insignificant or minimal where it is unlikely to compromise or to be reasonably perceived as compromising the expert's capacity to act independently and in the public interest when advising the EuroHPC Joint Undertaking.

5. It is the responsibility of the members of the EuroHPC Governing Board to ensure that their conduct is in line with the rules regarding the conflict of interest in both letter and spirit. The members of the EuroHPC Governing Board shall assume an individual responsibility by declaring in good faith his interests and information to the Joint Undertaking in compliance with the applicable provisions.
6. The identification and handling of conflict of interests shall be based mainly on the evaluation of Declarations of Interest submitted by the members of the EuroHPC Governing Board themselves.
7. A member of the EuroHPC Governing Board who becomes aware of a potential conflict of interest must immediately inform in writing the chair of the EuroHPC Governing Board and the Executive Director.

Article 5

Obligation to make declarations on conflicts of interest

1. Before appointment, the members of the EuroHPC Governing Board shall fill in the declarations of interests, confidentiality and conflicts of interest in accordance with their respective rules of procedure.
2. After appointment, and prior to their attendance to the body's meetings the members of the EuroHPC Governing Board, shall fill in a declaration on conflict of interests in accordance with their respective rules of procedure. The declaration shall be updated before subsequent attendances to the Governing Board meetings whenever relevant.
3. The members of the EuroHPC Governing Board must promptly disclose all relevant information about a personal interest when circumstances change following their initial disclosure or when new situations arise.
4. If at any time in the course of his/her duties a member of the EuroHPC Governing Board becomes aware of any potential conflict of interest or any appearance of a conflict of interest, he/she is obliged to inform the chair of the Governing Board and the Executive Director by spontaneously submitting the ad-hoc Declaration on conflict of interest, or any other declaration modality as laid down in the applicable rules of procedure or appointment letter.
5. In cases where the Declarations referred to in Articles 1 to 4 above show a potential or apparent conflict of interest, it must be managed and solved before the member of the EuroHPC Governing Board takes up/resumes his duties. This does not automatically

disqualify the individual concerned, but requires the EuroHPC Governing Board to have it screened in accordance with this Decision and the procedures described in Article 6 thereof in order to determine if a conflict of interest exists.

6. Any permission granted pursuant to a Declaration submitted by a member of the Governing Board shall be limited to the specific situation described in the Declaration and cannot be extended to any other similar situations.
7. Any change of the initial situation described in the Declaration shall be considered as a new situation and must be brought to the attention of the Governing Board according to the above mentioned rules and applicable provisions.

Article 6

Procedures to manage a conflict of interest

1. A member of the EuroHPC Governing Board who becomes aware of a potential conflict of interests related to the EuroHPC activities he/she shall immediately inform the Chair of the Governing Board and the Executive Director in writing. If the potential conflicts of interest concern the Chair, the Vice-Chair shall be informed. The Chair or Vice-Chair will inform without delay the Executive Director and the other members of the Governing Board. If the conflict concerns both the Chair and the Vice-Chair, the Executive Director shall be informed and the latter shall subsequently inform without delay the other members of the Governing Board.
2. After hearing the concerned member, the EuroHPC Governing Board shall decide on the appropriate measures to be taken in compliance with its applicable rules of procedure.
3. Where the EuroHPC Governing Board considers to temporarily or definitively excluding an individual from the work of the Governing Board, it may contact the individual in order to obtain any additional information that may be needed for the final assessment of any conflict of interest.
4. Where the EuroHPC Governing Board concludes that no conflict of interest exists, the individuals in question may participate as members to the EuroHPC Governing Board.
5. Where the EuroHPC Governing Board concludes that the individuals' interests may compromise or be reasonably perceived as compromising their capacity to act independently and to the interest of the Joint Undertaking, one of the following measures shall be taken to deal with the conflict, depending on the specific circumstances:
 - (a) the individual's participation shall not be retained; in such case the EuroHPC Governing Board shall inform the individual about the outcome of the conflict of interest assessment;
 - (b) the individual's participation as member of the EuroHPC Governing Board shall be made subject to specific restrictions, such as the person's exclusion from certain

meetings and/or activities carried out by the EuroHPC Governing Board or the person's abstention from the discussion on specific items on the agenda and/or from any vote taken on those items;

- (c) any other measure as deemed appropriate.
6. For the purposes of the assessment, a number of factors shall be taken into account including the nature, type and magnitude of the individual's interest, as well as the degree to which the interest may reasonably be expected to influence the individual's advice. Due consideration should be given to the principle of proportionality, specific backgrounds, all relevant facts and mitigating circumstances.
 7. The decision resulting from the assessment referred to in paragraph 5, including any arrangement for resolving the conflict of interest shall be recorded with an explanation on the specific conflict that has been identified and the way it has been managed. Information registered must be adequate, relevant and not going beyond what is necessary for the purpose of the management of the conflict of interest.
 8. In case of failure by a member of the EuroHPC Governing Board to declare an actual or potential conflict of interest or failure to comply with the applicable rules on conflict of interest, the Governing Board shall decide the appropriate measures to be taken, including the removal of the person concerned, after consulting the legal department of the EuroHPC Joint Undertaking and after hearing the respective member.
 9. If the concerned person was involved in a decision-making procedure without having declared an interest, the Governing Board may undertake remedial actions; in particular to review or cancel the decision if seriously affected by the conflict of interest. This implies carrying out an ex-post review of the person's activities and contributions to the Governing Board deliberation and vote.
 10. For the purposes of this article, the EuroHPC Governing Board may consult the Executive Director and/or legal department of the EuroHPC Joint Undertaking, if deemed necessary.
 11. The Chair or Vice-Chair of the Governing Board, shall immediately inform the Joint Undertaking and the Executive Director of any measures taken to prevent and manage the respective conflict of interest.

Article 7

Register

1. The declarations of interest and confidentiality to be made before appointment by EuroHPC Governing Board members and any other relevant written declaration or statement of interest made by them shall be adequately recorded by the competent secretariat of the respective body for a period of 5 years.

2. The register referred to in paragraph 1 shall be maintained in compliance with the applicable provisions of Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000² on the protection of individuals with regard to the processing of personal data by the Union institutions and bodies and on the free movement of such data.

Article 8

Transparency

1. The Joint Undertaking shall publish on its website the present rules for the prevention of conflict of interest.
2. Bearing in mind the legal rights of individuals in relation to personal data protection, in particular Regulation (EC) no 45/2001, the name of the Executive Director and the Members of the Governing Board together with the name of their employer or any organisation which pays them³ will be published on the Joint Undertaking's website.
3. The declarations of interest by the Members of the Governing Board shall be available for public scrutiny with due respect to the applicable EU rules on protection of personal data and access to documents. Where deemed relevant, the concerned person's CV (or a summary of his/her professional experience) could also be made available.

Article 9

Final provisions

1. The Executive Director of the EuroHPC Joint Undertaking may adopt subsequent guidelines to facilitate the implementation of the present decision.
2. The present decision establishes a minimum level of requirements and obligations applicable to the members of the Governing Board of the EuroHPC Joint Undertaking in view of management and prevention of conflict of interest.
3. The present decision complements the rules of procedures relating to the Governing Board of the Joint Undertaking or any other rules or appointment letters which may provide for increased obligations.
4. These rules shall come into force on the date of their adoption by the Governing Board.

² OJ L 8/1 of 12.1.2001

³ For stakeholders' representatives, it would suffice to list the organization represented.

Done at Luxembourg, 6 November 2018.

For the Governing Board

[signed]

Thomas Skordas

The Vice- Chair