



## **Annex II**

### **Governing Board decision**

#### **Adopting rules on the prevention and management of conflicts of interests applicable to the bodies of the Joint Undertaking**

THE GOVERNING BOARD OF CLEAN SKY 2 JOINT UNDERTAKING,

Having regard to the Treaty on the Functioning of the European Union;

Having regard to Council Regulation (EU) No 558/2014 of 6<sup>th</sup> May 2014 establishing the Clean Sky 2 Joint Undertaking ("the Joint Undertaking")<sup>1</sup>;

Having regard to Article 23.2 of the Statutes annexed to Regulation No 558/2014 of 6<sup>th</sup> May 2014 establishing the Clean Sky 2 Joint Undertaking ("Statutes");

Whereas:

- (1) Joint Undertakings are public-private partnerships and as a consequence public and private interests are intertwined;
- (2) The Clean Sky Joint Undertaking's Code for the prevention and mitigation of conflicts of interest and other irregularities was adopted by decision of the Executive Director n° 110 of 3<sup>rd</sup> March 2014;
- (3) Provisions on conflict of interests applicable to the Joint Undertaking are already included in various documents, such as the Staff Regulations, the Conditions of Employment of Other Servants of the European Union (hereinafter referred to as "CEOS") laid down by Council Regulation (EEC, Euratom, ECSC) No 259/68<sup>2</sup> and the Financial Rules of the Joint Undertaking for what concerns the staff employed by the Joint Undertaking, the Rules of Procedure of the Governing Board, the Rules of Procedure of the Steering Committees, the Rules of Procedure of the States Representatives Group and the appointment letters of the Scientific Committee Members for what concerns the bodies of the Joint Undertaking;

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<sup>1</sup> OJ L 169, 7.6.2014, p. 77

<sup>2</sup> OJ L 56, 4.3.1968, p. 1, as last amended by Regulation (EU, Euratom) No 1023/2013 of the European Parliament and of the Council of 22 October 2013, OJ L 287, 29.10.2013, p.15.

- (4) It is therefore necessary to adopt at Governing Board level in accordance with Article 23.2 of the Statutes two separate decisions applying respectively to the staff members<sup>3</sup> and to the bodies of the Joint Undertaking aiming to provide a comprehensive overview and 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 the Joint Undertaking, and ensure a comprehensive and coherent approach on conflicts of interest and the highest standards of administration, professional ethics, integrity and independence;
- (5) For the sake of clarity, this decision shall apply only to the members<sup>4</sup> of the bodies of the 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 3.

HAS ADOPTED THE FOLLOWING DECISION:

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<sup>3</sup> Governing Board Decision applicable only to staff is currently under Commission “ex ante” agreement procedure before official Governing Board adoption.

<sup>4</sup> Any Commission staff, being member of the bodies is exempted from this Decision, as covered by the EU staff rules such as the representative of the Commission in the Governing Board and the representative of the Commission in the Steering Committees

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## CHAPTER I – SCOPE, GENERAL OBLIGATIONS AND DEFINITION

### *Article 1 — Subject*

The present decision lays down rules for the prevention and management of conflicts of interest applicable to the members of the bodies of the Joint Undertaking listed under Article 5(1) of the Statutes in order to ensure the handling of situations where potential conflicts of interest may arise in a transparent and consistent manner.

### *Article 2 — Scope and persons concerned*

This decision shall apply to the following categories of persons involved in the work and activities of the Joint Undertaking:

- a) Members of the Governing Board,<sup>5</sup>
- b) Members of the Steering Committees,<sup>6</sup>
- c) Members of Scientific Committee,
- d) Members of States Representatives Group,
- e) Members of other non-statutory advisory groups<sup>7</sup>

collectively referred hereinafter as “members of the bodies of the Joint Undertaking”.

### *Article 3 – General obligations*

- 3.1 Members of the bodies of the Joint Undertaking shall carry out their duties and conduct themselves when acting under their statutory function in the interests of the Joint Undertaking. Members of the bodies of the Joint Undertaking shall carry out their duties objectively and impartially and in keeping their duty of loyalty to the Joint Undertaking. Members of the bodies of the Joint Undertaking shall abstain from any action adversely affecting the reputation of the Joint Undertaking.
- 3.2 Members of the bodies of the Joint Undertaking 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 Joint Undertaking.
- 3.3 This Article shall apply also to any other participant or observer or expert invited to the meetings of the bodies where applicable.

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<sup>5</sup> Throughout the text, when referred to “Members of the Governing Board”, equals to other than Union members

<sup>6</sup> Throughout the text, when referred to “Members of Steering Committees”, equals to other than Union members

<sup>7</sup> Reference is made here to the Groups which support the preparation of the CSJU activities as listed in the CSJU Management Manual such as the Board Sherpas Group, the Legal Sherpas Group, the ITDs Coordinators Group and the Programme Coordination Committee. Reference is also made here to the advisory groups which may be set up by the Governing Board under Article 8.2 r) of the Statutes

#### ***Article 4 – Definition of conflict of interest and personal interest***

- 4.1 A conflict of interest refers to a situation where the impartiality and objectivity of a decision, opinion or recommendation of the Joint Undertaking is or might be perceived as being compromised by a personal interest held by or entrusted to a member of the bodies of the Joint Undertaking.
- 4.2 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.
- 4.3 Members of the bodies of the Joint Undertaking 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.
- 4.4 The appearance of a conflict of interest can constitute a reputational risk to the Joint Undertaking, even if turns out to be unsubstantiated. Therefore, taking due consideration of proportionality, specific backgrounds, all relevant facts and mitigating circumstances, a risk of perceived conflict of interest should be treated as if it were an actual conflict of interest.
- 4.5 It is the responsibility of the members of the bodies of the Joint Undertaking to ensure that their conduct is in line with the rules regarding the conflict of interest in both letter and spirit. Each member of the bodies of the Joint Undertaking shall assume an individual responsibility by declaring in good faith his interests and information to the Joint Undertaking in compliance with the applicable provisions.
- 4.6 Any member of the bodies of the Joint Undertaking who becomes aware of a potential conflict of interest must immediately inform in writing the relevant competent body referred to in Article 7.1.
- 4.7 To prevent conflicts of interest, the members of the bodies in the Joint Undertaking shall not occupy the position of external expert for the evaluation of proposals in the framework of the calls launched by the Joint Undertaking.

### **CHAPTER II – PROVISION APPLICABLE TO THE BODIES OF THE JOINT UNDERTAKING**

#### ***Article 5 – Obligation to make declarations on conflicts of interest***

- 5.1 The Members of the Governing Board and the Members of the Steering Committees shall fill in before appointment the Declarations on confidentiality and conflict of interest in accordance with their respective rules of procedure<sup>8</sup>.

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<sup>8</sup> See Annexes I and II of the rules of procedures of the Governing Board approved by the Board on 3<sup>rd</sup> July 2014 ref. CS-GB-2014-03-07. See Annex I of the applicable model rules of procedures of the Steering Committees drawn up by the Joint Undertaking in accordance with Article 11.6 of the Statutes of Clean Sky2 Joint

- 5.2 After appointment, the Members of the Governing Board, and the Members of the Steering Committees shall submit to the Joint Undertaking an updated Declaration on conflict of interests with the exception when there is no change from the situation mentioned in the declaration filled in for the preceding year.
- 5.3 Members of the Scientific Committee and of the States Representatives Group shall declare in writing and notify the chair of the respective body of any potential conflict of interest in accordance with their respective rules of procedures and appointment letters.
- 5.4 In cases where the Declaration referred to in Article 5.2 or the notification referred to in Article 5.3 show a potential or apparent conflict of interests, it must be managed and solved by the competent body before the member takes up/resumes his duties.
- 5.5 Members of the bodies of the Joint Undertaking must promptly disclose all relevant information about a personal interest when circumstances change following their initial disclosure or when new situations arise. If at any time in the course of his duties a member of the bodies of the Joint Undertaking becomes aware of any potential conflict of interest or any appearance of a conflict of interest, the member is obliged to inform the relevant authority of the Joint Undertaking by spontaneously submitting the ad-hoc Declaration on conflict of interest, Annex 1 hereto, or any other declaration modality as laid down in the applicable rules of procedure or appointment letter.
- 5.6 Any permission granted by the competent body of the Joint Undertaking pursuant to a Declaration submitted by a member of the bodies shall be limited to the specific situation described in the Declaration and cannot be extended to any other similar situations.
- 5.7 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 body according to the above mentioned rules and applicable provisions.

#### ***Article 6 — Specific obligations***

##### *The Members of the Governing Board shall*

- 6.1 Act in the general interest of the Joint Undertaking and in the common interest of the sound management of the Programme and its objectives without allowing themselves to be influenced by personal interests or relationships;
- 6.2 In accordance with Article 13 of the Rules of Procedure of the Governing Board, they shall be bound to comply with a set of rules related to the compatibility of their function, prevention, mitigation and management of conflict of interest and to sign two written declarations upon their appointment.
- 6.3 When communicating on a matter on which the Joint Undertaking has taken a view, the Governing Board members shall represent the views of the Joint Undertaking; when communicating on a matter that falls within the remit of the Joint Undertaking

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Undertaking. See Annex 1.2 to the Decision on the prevention and management of conflicts of interests of the staff members of the Joint Undertaking applicable to the Executive Director.

but on which the Joint Undertaking has not taken a view so far, they should give their own personal view, but should make clear that this does not necessarily represent the official view of the Governing Board or of the Joint Undertaking.

***Article 7 — Procedures to manage a conflict of interest***

- 7.1 Any member of the bodies of the Joint Undertaking who becomes aware of a potential conflict of interests related to its activities shall immediately inform the chairperson of the competent body or group who will inform without delay the legal department of the Joint Undertaking and the other members. If the conflict of interest regards the chairperson, also the vice-chair of the respective body or group should be informed.
- 7.2 After hearing the concerned member and after consulting the legal department of the Joint Undertaking, the Governing Board, Steering Committee, Scientific Committee, States Representatives Group and/or the non-statutory advisory groups shall decide on the appropriate measures to be taken in compliance with the applicable rules of procedure or appointment letter of the respective body or group. If such rules do not exist in relation to a non-statutory group, the issue should be referred to the Joint Undertaking.

***Article 8 — Ex-post treatment of situations of non-compliance with the obligations***

- 8.1 In case of failure by a member of the bodies of the Joint Undertaking to declare an actual or potential conflict of interest or failure to comply with the applicable rules on conflict of interest, the competent body shall decide the appropriate measures to be taken after consulting the legal department of the Joint Undertaking hearing the respective member.
- 8.2 If the concerned person was involved in a decision-making procedure without having declared an interest, the respective body or group 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 Joint Undertaking's deliberation and vote.
- 8.3 The chairperson of the Governing Board, Scientific Committee, Steering Committee, States Representatives Group and/or other advisory body or group shall immediately inform the Joint Undertaking of any conflict of interest related to its members and the measures taken to prevent and manage the respective conflict of interest.

## CHAPTER III –GENERAL AND FINAL PROVISIONS

### *Article 9 –Register*

- 9.1 The declarations of interest to be made before appointment by the members of the Governing Board, and Steering Committees and any written declaration or statement of interest made by a member of the Scientific Committee or States Representatives Group shall be adequately recorded by the competent secretariat of the respective body for a period of 5 years.
- 9.2 The register referred to in paragraph 9.1 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 2000<sup>9</sup> 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 10 –Transparency*

- 10.1 The Joint Undertaking shall publish on its website the present rules for the prevention of conflict of interest.
- 10.2 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 Members of Governing Board, Scientific Committee, States Representatives Group together with the name of their employer or any organisation which pays them<sup>10</sup> will be published on the Joint Undertaking's website.
- 10.3 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 11 - Final provisions*

- 11.1 The Executive Director of the Joint Undertaking may adopt subsequent guidelines to facilitate the implementation of the present decision.
- 11.2 The present decision establishes a minimum level of requirements and obligations applicable to the members of the bodies of the Joint Undertaking in view of management and prevention of conflict of interest.
- 11.3 The present decision complements the rules of procedures relating to the bodies of the Joint Undertaking or any other rules or appointment letters which may provide for increased obligations.

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<sup>9</sup> OJ L 8/1 of 12.1.2001

<sup>10</sup> For stakeholders' representatives, it would suffice to list the organisation represented.



11.4 The Code for the prevention and mitigation of conflicts of interest and other irregularities adopted by decision of the Executive Director n° 110 of 3rd March 2014 is hereby abrogated by the present Governing Board decision.

These rules shall come into force on the date of their adoption by the Governing Board.

Brussels, Date

**16 NOV. 2016**

*On behalf of the Governing Board, through written procedure No. 2016 - 15*



**Tiit Jürimäe**

**Interim Executive Director  
Clean Sky 2 Joint Undertaking**

**ANNEXES**

Please enter an answer in every section and write in capitals.

**Annex 1 – Spontaneous declaration of conflict of interest  
applicable to the members of the bodies of the Joint Undertaking**

**SPONTANEOUS DECLARATION OF CONFLICT OF INTEREST**

(Article 5 of Decision of the Governing Board adopting Rules on the prevention and management of conflict of interest applicable to the bodies of the Joint Undertaking)

**PART I**  
**TO BE FILLED IN BY THE DECLARANT**

**Surname and first name:**

**Professional address:**

**Phone:**

**E-mail:**

**Position:**

Describe the situation you are facing - in the performance of your statutory duties - and in which you have, or could be perceived to have, personal interests in particular possible family and financial interests, such as to impair your independence:

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State the reasons why your independence may be impaired:

.....  
.....

If appropriate, propose measures to avoid this conflict of interest:

.....  
.....

Done at [place], [date]

Name and Signature

**FOR USE BY THE ADMINISTRATION ONLY**

**PART II**

**OPINION OF THE COMPETENT BODY\* BASED ON THIS FORM AND ON THE INFORMATION PROVIDED BY THE  
DECLARANT**

No (risk of) conflict of interest.

(Potential) conflict of interest.

• Describe the personal interests which would actually or potentially impair the declarant's independence in carrying out his/her duties or any other circumstance which actually or potentially constitutes a conflict of interest.

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• Describe measures which could be taken to mitigate the negative effects of the actual or potential conflict of interest.

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• Explain how the measures proposed are proportionate to the scope of the actual or potential conflict of interest.

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**CONCLUSION**

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SURNAME/FIRST NAME: .....		POSITION: .....	
SIGNATURE:		DATE: .. / .. / ..	

*\* If the conflict of interest regards a member of the Governing Board/Scientific Committee, Steering Committees or State Representatives Group, this part can be filled in by the competent body*

**PART III**

**OPINION OF THE COMPETENT BODY**

- No risk of conflict of interest.
- (Potential) conflict of interest.

- Describe the personal interests which would actually or potentially impair the candidate's independence in carrying out his/her duties in the specific position offered or any other circumstance which actually or potentially constitutes a conflict of interest with respect to the proposed position.

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- Describe measures which could be taken to mitigate the negative effects of the actual or potential conflict of interest.

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- Explain how the measures proposed are proportionate to the scope of the actual or potential conflict of interest.

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**CONCLUSION**

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SURNAME/FIRST NAME: ..... POSITION: .....	
SIGNATURE*:	DATE: .. / .. / .....

*\* to be signed by Chairperson of the body if the conflict of interest regards a member of the Governing Board/Scientific Committee, Steering Committees or States Representatives Group.*