



SHIFT2RAIL JOINT UNDERTAKING

DECISION OF THE GOVERNING BOARD

on the common model of Rules of Procedure of the Innovation Programme Steering Committee of the Shift2Rail Joint Undertaking

N° 1/2016

THE GOVERNING BOARD OF THE SHIFT2RAIL JOINT UNDERTAKING,

Having regard to Council Regulation (EU) No 642/2014 of 16 June 2014 establishing the Shift2Rail Joint Undertaking ("S2R JU Regulation"), in particular Article 11 of the Statutes of the Shift2Rail Joint Undertaking;

Having regard to Article 11(3) of the Shift2Rail Statutes ("S2R JU Statutes");

Having regard to Article 11(4) of the S2R JU Statutes, setting the role and tasks of the Innovation Programmes' Steering Committees;

Having regard to the Decision n° 1/2014 of the Governing Board of the Shift2Rail Joint Undertaking ("S2R JU") of 30 July 2014 establishing the Rules of Procedures of the Governing Board.

Whereas the S2R JU Statutes provide that of the Innovation Programme's Steering Committee shall adopt its own rules of procedure, based on a common model approved by the Governing Board,

HAS DECIDED:

Sole article

The common model for rules of procedure of the Innovation Programme's Steering Committees annexed to this decision is hereby approved.

Done at Brussels, on 18 January 2016

For the Governing Board

A handwritten signature in black ink, consisting of several vertical strokes and a long, sweeping horizontal stroke that curves upwards to the right.

Henrik HOLOLEI
The Chairperson

**COMMON MODEL OF RULES OF PROCEDURE
OF THE INNOVATION PROGRAMMES' STEERING COMMITTEES
OF THE SHIFT2RAIL JOINT UNDERTAKING**

Article 1
Membership

1. In accordance with Article 11(2) of the S2R JU Statutes, the Innovation Programme [...(*number of IP*)] Steering Committee ("Steering Committee") shall be composed of:
 - a. one representative of each founding member of the S2R JU other than the Union
 - b. one representative of each associated member of the S2R JU, fulfilling the criteria listed in Article 1(2) or, for railway undertakings, fulfilling the criteria listed in Article 4(5) of the S2R JU Statutes;
 - c. one representative of each associated member participating in the IP for at least 2.5% of the total IP budget unless the associated member is already represented under Article 1.1.b of this Common Model of rules of Procedure and;
 - d. one or more representatives of the Programme Office of the S2R JU, as designated by the Executive Director of the S2R JU.
2. A complete list of the members of the Steering Committee shall be set out in Annex I and may be subject to amendments subject to changes in membership in the S2R JU. If a S2R JU founding member or associate member terminates its membership in S2R JU, it shall cease to participate in the all Steering Committees.
3. Each member of the Steering Committee shall nominate its representative and an alternate by sending a written notice by means of a letter or e-mail to the Executive Director of the S2R JU and shall copy the Steering Committee Chairperson, once it is elected. The same procedure shall be followed in the event of the replacement of a Steering Committee member. In the case of a grouping or a consortium of legal entities, the grouping or consortium should be treated as one individual member and nominate a single representative and an alternate on behalf of the entire grouping or consortium.
4. In nominating their representatives, the members of the Steering Committee shall ensure that the principle of confidentiality is respected and that there is no conflict of interest or potential conflict of interest between the representatives and any other activity they may have in relation to the S2R JU. The Rules on prevention and management of conflict of interest of S2R JU adopted by Governing Board Decision N° XX/2015 ("Rules on Conflict of Interest") shall apply and shall be binding for the representatives nominated by the members.

Article 2
Scope

1. Pursuant to Article 11.4 of the S2R JU Statutes, and in addition to the activities listed therein, the Steering Committee shall, under the authority of the Governing Board, be responsible for:
 - a. proposing to the Governing Board a shortlist of a minimum of two candidates from which the IP's representative in the Governing Board will be selected, as well as, where necessary, establishing an order of rotation. Insofar as possible, the shortlist should reflect a balanced representation of SMEs, of the research community and of actors from the entire rail value chain, including from outside the traditional rail sector;
 - b. providing the relevant technical input to its IP, in particular for the development of the Multi-Annual Action Plan of the S2R JU, the preparation of the JU Annual Work Plan and the development of the calls for proposals with a view to their adoption by the Governing Board (including open calls);
 - c. establishing the detailed annual implementation plans for the IP in line with the annual work plans adopted by the Governing Board in accordance with Article 2(c) of the S2R JU Statutes;
 - d. ensuring the continuity and synchronicity of the activities to be undertaken in the framework of the IP and in relation to other IP and cross-cutting activities ("CCA") as well as the contribution of these activities to the realisation of the Multi-Annual Action Plan of the S2R JU, including proposing areas for complementarity between grants. This shall not affect the rights of the Executive Director as set out in the S2R JU Statutes;
 - e. reporting to the Executive Director of the S2R JU on the performance of the activities on the basis of the key performance indicators defined in Article 2(2) of the S2R JU Regulation and any other specific key performance indicators which may be developed by the S2R JU and that will be measured by the appropriate tools put at the disposal of the IP Steering Committees in cooperation with the CCA;
 - f. responding to requests, related to the IP, from the Executive Director of the S2R JU or the Governing Board;
 - g. nominating the TD/CCA leader in accordance with Article 10(3).
2. The Governing Board shall be entitled to take appropriate remedial measures, in the event that the Steering Committee consistently fails to properly carry out its functions.

Article 3
Chairperson and Vice-Chairperson

1. The Steering Committee shall elect a Chairperson and a Vice-Chairperson amongst its members. The Chairperson shall assume the functions of IP coordinator.
2. In cases where the Chairperson is unable to fulfil his/her functions, the Vice-Chairperson shall act in the Chairperson's stead. In exceptional cases, in the absence of both the Chairperson and Vice-Chairperson, the meeting shall be chaired by a representative of the S2R JU Programme Office.

3. Candidates to the position of Chairperson or Vice-Chairperson can put forward their candidacy themselves, or be proposed as candidates by other representatives. All candidacies, accepted by the candidates themselves, will be put to a vote among the Steering Committee members.
4. If there are more than two candidates for either position, the elections for Chairperson or Vice-Chairperson will have two voting rounds each. After a first voting round and if none of the candidates has received an absolute majority, the two candidates with the highest number of votes will enter a second and final voting round; the successful candidate shall be the one elected by simple majority of the votes of the members present and voting. If there is no candidate for the position of the Vice-Chairperson, the second most successful candidate for the position of Chairperson shall be elected Vice-Chairperson, subject to his/her agreement.
5. The Chairperson and Vice-Chairperson will be elected for a period of three years. They may be re-elected.
6. If the office of the Chairperson or Vice-Chairperson falls vacant, the Vice-Chairperson or Chairperson, as appropriate, shall initiate the procedure for electing a successor in the next meeting of the Steering Committee. The representative then elected shall serve as Chairperson or Vice-Chairperson for the remainder of his/her predecessor's term.
7. Upon request from at least 50% of the Steering Committee members, a vote can be held on the removal of the Chairperson and/or the Vice-Chairperson from office. The Chairperson or the Vice-Chairperson whose position is not questioned or the representative of the S2R Programme Office (if both positions are questioned) shall chair this proceeding and organise the ensuing vote according to the procedures set in paragraphs 2, 3 and 4.
8. The Chairperson or the Vice-Chairperson whose position is not questioned or the representative of the S2R JU Programme Office (if both positions are questioned) shall chair this proceeding and organise the vote according to the procedures set in paragraphs 7(2,), 7(3) and 7(4).

Article 4
Convening of meetings

1. The Steering Committee shall hold its ordinary meetings at least every three months.
2. The Chairperson, assisted by the member(s) of the Programme Office, shall convene the Steering Committee meeting by sending a written notice by means of a letter or e-mail, to each Steering Committee member and observers no later than 15 working days before each meeting. The invitation shall be accompanied by a provisional agenda and the relevant documentation.
3. Observers and any other persons invited to participate to meetings of the Steering Committees shall have no voting right.
4. Meetings shall normally take place at the seat of the S2R JU.

5. When circumstances require, and after having received the agreement of two-thirds of the Steering Committee members, the Chairperson may change the date of a Steering Committee meeting no later than 5 working days before the original or revised date of the meeting, whichever is earlier.
6. The Steering Committee meetings may take place by audio conference, video conference or other adequate means of communication on demand of the Steering Committee members and after having received the agreement of two-thirds of the Steering Committee members. Any meeting held in this manner shall have its minutes taken and approved in accordance with the procedure described in Article 9.

Article 5
Attendance at meetings

1. The Steering Committee members shall attend all meetings of the Steering Committee. If a Steering Committee member is not able to attend a meeting, he/she may be replaced by his/her alternate subject to prior notification submitted to the Chairperson not later than the day before the date of the meeting. The Chairperson of the Steering Committee shall ensure that the alternate receives all the relevant documentation necessary to attend the meeting. In exceptional cases a member may participate in a meeting by audio/video conference or other adequate means of communication subject to availability of resources and to a prior notification submitted to the Chairperson and the Executive Director not later than three days before the date of the meeting.
2. To ensure the quality of the discussion and the involvement of the Steering Committee members, two thirds of the Steering Committee members present or represented in accordance with the provisions of Article 7(3) shall constitute the quorum necessary for the meeting to be valid.
3. In addition to the Steering Committee members, the following representatives may attend the Steering Committee meetings as observers:
 - a representative of the European Commission;
 - a representative of the European Railway Agency, with the agreement of the Executive Director and the Chairperson;
 - other members of the S2R JU with an interest in the results of the IP, with the agreement of the Executive Director and invitation by the Chairperson;
 - coordinators of indirect actions which are supported by funding from the S2R JU following competitive calls for proposals and calls for tenders (open calls) and which are relevant to the activities of the IP, with the agreement of the Executive Director and invitation by the Chairperson;
 - the coordinator for the CCA, with the agreement of the Executive Director and invitation by the Chairperson;
 - any other expert to support the work from the Steering Committee, with the agreement of the Executive Director and invitation by the Chairperson.
4. Participants referred to in paragraph 3 shall respect the confidential character of Steering Committee meetings and shall protect any sensitive information, whose disclosure could damage the interests of the S2R JU, its members and partners, and/or the participants in the activities of the S2R JU. In this respect they shall sign the relevant declaration of confidentiality and of conflict of interest annexed to the Rules

on Conflict of Interest. The declarations shall be kept by the Chairperson of the Steering Committee and be transmitted to the S2R JU.

5. At each meeting of Steering Committee, the attendance list shall be drawn up specifying the members or their alternates as well as observers and their representatives.

Article 6 ***Agenda***

1. The provisional agenda for each meeting shall be drawn up by the Chairperson in consultation with the Programme Office and shall be forwarded to the Steering Committee members and observers at least 15 working days prior to each meeting.
2. The provisional agenda shall indicate which items require a vote of the Steering Committee.
3. Any other relevant documentation shall be forwarded to the Steering Committee members and observers at least 5 working days prior to each meeting.
4. The agenda shall be adopted at the beginning of each meeting.
5. With the agreement of the Chairperson, urgent questions may be added to the agenda at any time during the meeting. However, decisions on items that were not included in the provisional agenda circulated to the Steering Committee members shall be subject to a written procedure. Items on the agenda may be deleted or carried over to a subsequent meeting.

Article 7 ***Voting***

1. The Steering Committee members shall use their best efforts to achieve consensus.
2. Failing consensus, the Steering Committee shall adopt its decisions, opinions and/or recommendations by a two-thirds majority of the members present and voting.
3. A Steering Committee member may be represented by another member provided the latter submits to the Chairperson the power of attorney given to him/her. A Steering Committee member cannot represent more than one other member.
4. Each member and the Programme Office shall have a single vote.
5. The votes shall be cast by show of hands unless a secret ballot is requested by at least one third of voting members present.
6. Each decision, opinion and/or recommendation adopted by the Steering Committee as well as the record of votes (if applicable) shall be recorded in the minutes. Upon request by a Steering Committee member, a statement of his/her views may be entered in the minutes together with the final decision, opinion and/or recommendation adopted.

Article 8
Written procedure

1. Between two Steering Committee meetings, decisions, opinions or recommendations may be obtained by written procedure.
2. The Chairperson shall send the proposal to all Steering Committee members, identifying a deadline for replies, which shall not be less than 10 working days. The tacit acceptance principle is applied after that period. The proposal shall be considered adopted if it receives the agreement (explicit or tacit) of at least two thirds of the Steering Committee members. If a proposal is rejected, it may be included in the agenda of the next Steering Committee meeting at the request of at least one third of the Steering Committee members.
3. The result of the written procedure shall be notified to the Steering Committee members from the Chairperson no later than 5 working days after the deadline for replies to the procedure.

Article 9
Minutes

1. Draft minutes of Steering Committee meetings, including a list of the decisions taken at that meeting and an attendance list in accordance with Article 5(5), shall be drawn up under the responsibility of the Chairperson assisted by the member(s) of the S2R JU Programme Office, who shall send them to the Steering Committee members and observers not later than 5 working days after the meeting.
2. The participants of the meeting shall send their written comments to the Chairperson. These comments may consist of clarifications of misunderstandings or amendments to properly reflect the opinion expressed by a Steering Committee member during the meeting or other factual elements or points of deliberation but shall not put into question the decisions taken by consensus or vote during a Steering Committee meeting.
3. Formal approval of the minutes shall take place at the following Steering Committee meeting.
4. The approved minutes shall be signed by the Chairperson and/or Vice-Chairperson. The signed copy of the minutes shall be kept in the archives of the S2R JU. A copy of the signed minutes shall be forwarded to the members of the relevant Steering Committee by e-mail with acknowledgement of receipt not later than five working days after their approval.

Article 10

TD/CCA Area Leader and Activity Coordinator roles

1. Each Technology Demonstrator ("TD") and the Areas for CCA shall have one Leader (TD /CCA Area Leader).

2. The TD/CCA Area Leader, according to the structure of the IP defined in the MAAP, shall have the overall responsibility for the technical and organisational coordination of the Activities launched for the completion of the TD/CCA Area and to establish required connections to other IPs and the CCA.
3. The TD/CCA Area Leader is nominated by the IP Steering Committee responsible for the respective TD/CCA Area accordingly to the voting procedures of Article 7.
4. In case of TDs/CCA Areas clustering in one research Activity as defined in the AWP, the involved TD/CCA Area Leader nominate among themselves one Leader who shall be responsible to coordinate the collaboration of the involved TD/CCA Areas.
5. The TD/CCA Area Leaders shall support the IP Steering Committee members for the activities described in paragraphs b to f of Article 2(1).

Article 11
IP Coordinator role

1. The Chairman of each IP Steering Committee shall be the IP Coordinator of the respective IP. The IP Coordinator shall have overall responsibility for the technical and organisational coordination of the Activities launched for the completion of the IP.
2. The IP/CCA Coordinator shall accomplish the following tasks:
 - a. Provide to TD/CCA Area Leaders all the relevant information in order to allow their contribution to support the IP SteCo Members for scope described in the activities b to f of Article 2(1),
 - b. Check the real advancement of the TDs and produce the related reporting to the IP Steering Committee,
 - c. Report to the IP Steering Committee any issues, disputes, risks or opportunities might arise among the TDs that are not solved or not exploited at TD or Activity level,
 - d. Notify the TD/CCA Area Leaders and Activities Coordinators of any decision taken by the IP Steering Committee regarding organisational, financial, technical matters or any other subject that impacts the TD working activities,
 - e. Cooperate with the Activities Coordinators in order to foster and promote synergies between TDs and CCA Area, different Activities of other IPs and CCA, H2020 1st call projects, etc.

Article 12
Correspondence

1. All correspondence addressed to the Steering Committee shall be sent to the seat of the S2R JU.

2. Electronic communications related to Steering Committee matters addressed to the S2R JU shall be sent to the secretariat with a copy to the Chairperson.
3. All correspondence shall be written in English and sent either by post or by e-mail, unless agreed otherwise between a Steering Committee Member and the secretariat.

Article 13
Resources

1. Participants to the Steering Committee meetings shall bear all travel and subsistence expenses incurred in connection with them.
2. The Programme Office of the S2R JU shall provide the secretariat of the Steering Committee and support to the Chair and Vice-Chairperson.

Article 14
Amendment of the Rules of Procedure

1. The Steering Committee may make non-substantive amendments to these Rules of Procedure. Such amendments shall enter into force on the day of their adoption.
2. Amendments to the common model of Rules of Procedure of the Innovation Programme Steering Committee of the Shift2Rail Joint Undertaking, which have the effect of deviating from substantive provisions thereof, shall be adopted by the Governing Board. The Steering Committee may propose such amendments to the Governing Board. Such amendments shall enter into force on the day of their adoption by the Governing Board and shall be transposed into these Rules of Procedure, by the Steering Committee.

Article 15
Settlement of disputes

Any disagreement or dispute between the Steering Committee and one of its members may be referred to the Executive Director for settlement by any of the parties concerned.

Article 16
General provisions

These Rules of Procedure and its amendments shall be published on the S2R JU website.

Article 17
Entry into force

These Rules of Procedure shall enter into force on the day of their adoption by the Steering Committee.

Done at Brussels, on

ANNEX I

Members of the Innovation Programme [...(*number of IP*)] Steering Committee