

Shift2Rail Joint Undertaking (S2R JU)

26th FORMAL MEETING OF THE S2R JU GOVERNING BOARD

19 November 2020, 14:00 - 17:00

Remote connection

PRESENT:

European Union, represented by the European Commission	Elisabeth WERNER, Director C, DG MOVE	Chair (Alternate)
	Patrick CHILD, DDG, DG RTD	Co-Chair
	Keir FITCH, DG MOVE	Observer
	Elena Mihaela WILLIAMS, DG MOVE	Observer
	Leonardo DONGIOVANNI, DG MOVE	Observer
	William BIRD, DG RTD	Observer
	John CLEUREN, DG RTD	Observer
	Phillippe Froissard	Observer
ALSTOM	Nicolas CASTRES SAINT MARTIN	Member
AZD Praha	Michal PAVEL	Alternate Member
BOMBARDIER	Massimo SIRACUSA	Member

BOMBARDIER	Richard FRENCH	Alternate Member
CAF	Jorge DE CASTO	Alternate Member
DEUTSCHE BAHN	Ralf MARXEN	Alternate Member
EUROC	Thomas PETRASCHEK	Member
HACON	Lars DEITERDING	Alternate Member
HITACHI RAIL STS	Antonella TROMBETTA	Member
INDRA	Javier RIVILA LIZANO	Member
KNORR - BREMSE	Hans-Christian HILSE	Member
KNORR - BREMSE	Martin Ertl	Alternate Member
NETWORK RAIL	John EDGLEY	Member
SIEMENS	Jürgen SCHLAHT	Alternate Member
SMART DEMAIN CONSORTIUM	Henk SAMSON	Member
SMARTRACON CONSORTIUM	Michael MEYER ZU HÖRSTE	Alternate Member
SNCF	Christophe CHERON	Alternate Member
SNCF	Sophie DESNOST	Member
THALES (Industrial Spokesperson)	Yves PERRAIL	Member

TRAFIKVERKET	Bo OLSSON	Alternate Member
VVAC+	Filip KITANOSKI	Member
European Railway Agency	Anna GIGANTINO	Observer
Chairperson of the States Representative Group	Sarah BITTNER-KRAUTSACK	Observer
Vice-Chairperson of the States Representative Group	Miroslav HALTUF	Observer
Chairperson of the Scientific Committee	Angela DI FEBBRARO	Observer
S2R	Carlo M BORGHINI	Executive Director
	Giorgio TRAVAINI	Observer
	Isaac GONZALEZ GARCIA	Observer
	Claudia REPP	Observer
	Valerie LORGÉ	GB Secretariat

AERONOVA	Carlos ERASO	Observer
CS GROUP FRANCE	Souheir MILI	Observer

FAIVELEY Transport	Roberto TIONE	Observer
GMV NSL	Michael HUTCHINSON	Observer
KONTRON	Michael MIKULANDRA	Observer
MERMEC	Antonella SEMERANO	Observer
SWI-TRACKEN	Eric TREGOAT	Observer
TALGO	Daniel MOLINA	Observer

LIST OF DECISIONS:

The following decisions were taken by the Board:

- GB n° 8/2020 on the Annual Work Plan and budget for 2021 - and its Annex, the Annual Work Plan and budget for 2021
- GB n° 9/2020 on the application by analogy of Commission Decision C(2020) 4818 final of 20.7.2020 amending the Commission Decision C(2011)1278 of 3 March 2011 on the general implementing provisions for Articles 11 and 12 of Annex VIII to the Staff Regulations on the transfer of pension rights – and its Annex (Commission Decision C(2020) 4818 final of 20.7.2020)

OVERVIEW OF DISCUSSIONS:

INTRODUCTION

The Chair, Mrs Elisabeth Werner, welcomed the participants to the 26th Governing Board meeting held remotely via WEBEX. The Chair warmly welcomed Yves Perreal from THALES as the new Industry Spokesperson, following the departure of Andy Doherty from NETWORK RAIL. The Chair thanked Andy Doherty for his contribution in the design, set-up and operational phases of the S2R JU. The new Industry Spokesperson thanked the Chair, commended the work of his predecessor Andy Doherty, and further elaborated on his commitment to his new role. The Chair also welcomed John Edgley as the new representative of NETWORK RAIL in the Governing Board.

The Chair indicated that all documents relating to the meeting were circulated in advance according to the Rules of Procedure. The Chair briefly presented the items on the Agenda.

1. WELCOME FROM THE CHAIR AND ADOPTION OF THE AGENDA

The final agenda was approved by the Board. Point 7 on the agenda was discussed after point 5 to ensure the presence of the Co-Chair as he had to leave earlier due to another appointment.

1. WELCOME FROM THE CHAIR AND ADOPTION OF THE AGENDA <ul style="list-style-type: none"> • Declarations of conflict of interest based on the Agenda items (the forms will be available in the meeting room) 	
2. INFORMATION FROM THE COMMISSION	14:00
3. REPORT OF THE EXECUTIVE DIRECTOR ON S2R JU ACTIVITIES <ul style="list-style-type: none"> • Strategic Internal Audit Plan of the Internal Auditor 2021 – 2023 • ED Decision on projects in the reserve list under the SHIFT2RAIL JU Call for Proposals H2020-S2RJU-2019-01 	
4. ADOPTION OF THE MINUTES OF THE GB OF 17 JULY 2020	15:00
ITEMS FOR DECISION OF THE GOVERNING BOARD	
5. ADOPTION OF THE ANNUAL WORK PLAN AND BUDGET FOR 2021	15:05
6. ADOPTION OF GB DECISION N° 09/2020 CONCERNING THE TRANSFER OF PENSION RIGHTS	15:20
ITEMS FOR DISCUSSION OF THE GOVERNING BOARD	
7. EXCHANGE ON THE S2R SUCCESSOR PROGRAMME	15:25
8. REPERCUSSIONS ON S2R JU MEMBERSHIP OF THE MERGER BETWEEN NOTTINGHAM SCIENTIFIC LIMITED (NSL) WITH GMV INNOVATING SOLUTIONS LIMITED AND CREATION OF A NEW COMPANY NAMED GMV NSL <i>Presentation by SmartRacon representative</i>	16:00
9. UPDATE ON MEMBERS' IN-KIND CONTRIBUTION AT THE END OF SEPTEMBER 2020	16:15
10. PRESENTATION ON STAFF SURVEY RESULTS AND ACTION PLAN	16:30
11. INFORMATION ON IMPLEMENTING RULES ON DATA PROTECTION AT S2R JU	16:45
12. INFORMATION OF THE EUROPEAN COMMISSION ON THE TERM OF OFFICE OF THE EXECUTIVE DIRECTOR	16:55
ANY OTHER BUSINESS	
13. AOB <ul style="list-style-type: none"> - INDICATIVE LIST OF DOCUMENTS TO BE ADOPTED BY WRITTEN PROCEDURE OR AT THE NEXT BOARD MEETING - INDICATIVE DATES OF THE NEXT MEETING(S): <ul style="list-style-type: none"> - 23 March 2021 - 22 June 2021 - 25 November 2021 	17:10

The Chair asked all members of the Governing Board to declare and sign a declaration of confidentiality and absence of conflict of interest and to abstain from deliberations should a conflict of interest on the matter exist. The declarations for Conflict of Interest (CoI) were sent electronically.

2. INFORMATION FROM THE COMMISSION

The Co-Chair informed the GB on the latest status of the Multi-Annual Financial Framework 2021-2027 (MFF) as well as on Horizon Europe. A compromise was reached last week between the Council and the European Parliament on the MFF, which includes an increase for R&I of EUR 4 billion. Together with the money allocated for R&I within the Next Generation Recovery Fund, a total amount of EUR 84.9 billion is now reserved for Horizon Europe. The Commission is still awaiting for the formal plenary to adopt the overall budget allocation. After that, the Commission will be in the position

to work on the breakdown of the different elements of the Horizon Europe programme, particularly the budget for Cluster 5, under which the future S2R Successor programme will fall. The Co-Chair stressed that the Commission is not yet in the position to go further into detail but assured that it has all confidence to launch the new S2R Successor programme mid next year.

The Co-Chair further informed the GB that the Commission will launch under Horizon Europe a new agency for Health and Digitalization. The Commission also discussed the landscape for implementing agencies under Horizon Europe, as well as the proposed new list for partnerships. Late October, a Group of Commissioners discussed this list and endorsed the 49 - 50 partnerships, including the Future Rail Partnership. The Group Commissioners also endorsed the 5 Horizon Europe Missions which will form an important implementation framework.

In parallel to this, the Commission is working with the Member States on the Future Work Programme 2021 – 2022, as well as on the preparation for the future institutionalized partnerships, based on the excellent work of the strategic research agenda. The Chair indicated that the Commission is encouraged by this work and hopes to have a final draft for this JU by the end of November.

The Co-Chair stressed he would have liked to inform the GB members of the detailed budget breakdown of Horizon Europe. The Co-Chair also informed that the Strategic Plan for Horizon Europe – covering the main objectives and priorities for the first four years - will hopefully be adopted by the end of this year. This strategy document links the different areas of activities to the overall agenda of the Commission – the digital and green transitions.

The Industrial Spokesperson highlighted a few general comments with respect to the Digital Transport Days organised by the Commission in cooperation with the German Presidency of the EU Council. The Industrial Spokesperson noticed that during the opening words of Henrik Hololei, the rail sector was not mentioned at all, only autonomous vehicles and hyperloop as the future of the mobility. He hoped that all ongoing activities would receive as much budget support to strengthening rail R&I activities, otherwise more funding will be needed to finish the work done under S2R.

The Chair reassured that during the Digital Transport Days the role for rail as a backbone was stressed both from the logistic side and the Member States' side. The Chair also indicated that the Commission's Strategy on Smart Sustainable and Resilient Mobility updated within the White Paper is on track and to be presented on the 9th of December; rail will have a prominent role. A few members here also contributed to this work. Moreover, the Chair highlighted that in this White Paper, rail has a very prominent place in order to meet the decarbonisation objectives. The Chair recommended all GB members to read this document.

3. REPORT OF THE EXECUTIVE DIRECTOR ON S2R JU ACTIVITIES

For additional details, please refer to the presentation.

The S2R Executive Director provided an update on programme activities since the last Extraordinary GB meeting held on 17 July, in particular the grant agreements' preparation for the Call 2020 as well as a series of reviews of ongoing OC and CFM projects. Furthermore, the setup and launch of an interim Working Group for EU DAC Delivery Programme was finalized. On the 24th of October, S2R also launched the Unique Train Prize; deadline for submission is next year.

On the Call 2020 for CFM, two projects are at risk of delay compared to the signature planning, X2R5 and I2T3, and the signature process for these projects will probably be finalised in December this year. The signature processes of all the other projects will start this week and the same holds for the OC projects, except one OC project that will be postponed to December.

The Executive Director informed the Gb that a proposal for an increase of pre-financing was elaborated and presented to the Commission. The Executive Director proposed to increase the pre-financing level from 45% for CFM and 50% for OC to 55% for both, which will result in an increase of indicatively EUR 6.5 million (CFM: EUR 5.5 million and OC: EUR 1.0 million). The Executive Director explained the rationale behind this proposal, to ensure companies keep their human capital for R&I and to avoid delays of the ongoing projects, with the aim to conclude all projects by the end of 2023. REA assessed the necessary verifications and no elements came to the attention of the JU to question the financial viability of the coordinators. On average, this proposal will result in a limited increase of pre-financing per entity of EUR 70.000 for CFM members, as well as similarly for OC beneficiaries. The Executive Director highlighted that the increase of pre-financing is in compliance with Horizon 2020 as well as with the structure of the 2020 Call projects and asked the board members for an exchange of views.

The Industrial Spokesperson asked a question regarding the two delayed projects and if there exists a risk for the pre-financing not to be paid on time. The Executive Director reassured that there is no risk, unless the signature would be delayed to next year.

The Executive Director provided an update on the EDPB key discussions:

- progress of Linx4Rail in relation with TSI2020 and input to the ERA Technical Working Group ARCHI
- examined change requests from Linx4Rail
- MCCOLA, which will now be finalised under written procedure
- Alignment with Open CSS On-boars Reference Architecture (OCORA)

The Industrial Spokesperson asked when the MCCOLA will be finalised and the Executive Director informed him that final comments were received this week and that it will soon be sent to the Members to start the signature process, in principle by the end of November.

The Executive Directors informed the GB of the activities within the DAC Delivery Programme launched in September. The demonstrations of the DAC4EU are currently ongoing and winter tests in Sweden are planned early 2021. The Supervisory Board agreed to nominate Mark Topal (OBB) as Programme Manager and will be supported from a second independent expert from the field; the necessary procurement procedure is in the process to be set up. He further highlighted the following areas of attention: i.) the need to have RU and IM resources, especially from the Eastern Europe, ii.) Interfaces and interdependencies, iii.) establishment of a catalogue of decisions, and iv.) the lack of one S2R project dedicated to accompany all the activities.

The Industrial Spokesperson commended the work done on the DAC Delivery Programme and the progress achieved so far and raised one concern related to the financial aspect, asking who will be responsible for financing. The Executive Director responded that there is a need to bridge the financing of the basic support activity such as the programme management in current S2R and a discussion in the S2R Successor on how this will be part of the future programme activities. At that moment of time, this will have to be decided at the next GB.

The Executive Directive also discussed three projects that concluded their activities and presented their results, which are now ready to be used by the rail industry. In the Work Area 3.1 on Safety, Global Safety Management Framework was agreed and is currently deployed in the Norwegian Rail network. In the Work Area 3.3 on Smart Maintenance, a CBM for assets of rolling stock infrastructure and CCS is now ready for market update. Lastly, a Linx4Rail White Paper on Harmonization of Operational Requirements was presented, containing 18 recommendations and clear deliverables for the TSIs.

The Executive Director tabled two related questions for discussion in the GB on how to further promote these results for implementation and proposed to the GB the idea to draw an Action Plan for transition to deployment within the EDPB.

Concerning ongoing cooperation with regions and international organizations, the Executive Director further informed the GB of the signing of the MoU with CUTRIC on the 23rd of October at the S2R Innovations Days, with a focus on sustainability, intelligence and hybridization, as well as the signing of the MoU with the Western Balkans Transport Community on the 26th of October 2020.

The MoU with CEN/CENELEC was sent to the GB for consultation and the MoU with UIC is in its final drafting stage. Lastly, S2R is preparing the signature process for the MoU with ACRI. The

Executive Director also informed that Australia reached out to discuss a similar agreement about ERTMS.

The Industrial Spokesperson expressed the wish to be more involved in the work of the establishment of the MoUs and suggested to hold regular discussions on the content of the MoU in the EDPB.

The DB representative also thanked the Executive Director for his clarifications on the content of the MoU with UIC and welcomed the idea to have forthcoming discussions on this in the EDPB in order to streamline expectations from the members for this MoU.

On the question of the Industrial Spokesperson about the expiration of the MoUs, the Executive Director explained that the Single Basic Act will probably include rules on the rights of obligations under the current S2R to be transferred to the successor programme.

The Co-Chair also welcomed the work of the S2R JU to cooperate with many different organizations and pleaded to take this agenda forward, while also stressing the need to hold quality above quantity, and to focus on those relationships which have a strong added value for the programme.

Furthermore, the Chair reiterated previous debates held on this topic and reminded all participants of the importance of a regional balance for concluding new MoUs.

The Vice-Chairperson of the States Representative Group also stressed the Czech Republic's full support to transfer the MoU to the S2R Successor and raised the issue regarding enlargements and whether via amendments other non-EU countries can become a part of the cooperation.

The Chair commented that indeed signing MoUs with non-EU countries is possible, and whether this can be done by amendments or other types of legal formats depends on the substance of the collaboration.

The Executive Director took note of all comments made by the members related to the MoUs.

The Executive Director provided an overview of the Shift2Rail Innovation Days 2020 stressing the high participation of industry members from all around the world and informed the GB of how these outreach activities will further be strengthened during 2021 under the umbrella of the Year of the Rail.

Status and 2020 results of KPI model and customer experience model

A presentation was delivered by the representative of the SMARTRACON CONSORTIUM, on the 3rd issue of the KPI model and showed the progress on accuracy level of each value. The accuracy levels have been defined and delivered from the majority of the TDs. The contribution of IPs has been delivered , but for LCC whose data lack the IP2 value. It is expected that the data will be available by

year end. New work will be expected on the integration with the models for customer satisfaction and mode choice.

The Industrial Spokesperson expressed his concern that IP2 has not yet delivered the results before the GB meeting and also expressed that the Industry partners are ready to provide their support to solve any issues before the next GB meeting in March.

The Representative of SMARTRACON CONSORTIUM highlighted that the IP2 colleagues are working hard and that they finished the work for punctuality, only the LCC is the most complex tasks. He stressed that any help is welcome to support the team in that regard.

The DB representative also requested the inclusion of the KPI progress of IP2 on the agenda for the next EDPB meeting in January, which the Executive Director confirmed.

The Chair thanked the representative of SMARTRACON CONSORTIUM for this presentation and agreed with the DB representative to keep monitoring the reporting on the KPIs as it will also play a leading role in the discussions on the renewal of the S2R JU. She also highlighted the need to have the KPIs defined upfront and expressed the hope for including this approach in the masterplan.

4. ADOPTION OF THE MINUTES OF THE GB OF 17 JULY 2020

The Chair invited the participants to comment on the minutes of the twenty fifth Governing Board meeting which included the comments received. The minutes were adopted with no additional changes.

ITEMS FOR DECISION OF THE GOVERNING BOARD

5. ADOPTION OF THE ANNUAL WORK PLAN AND BUDGET FOR 2021

The Executive Director informed that the Annual Work Plan was distributed in accordance with the GB deadlines. The AWP does not include new activities as such, it is fundamentally dedicated to the implementation of ongoing activities. If during the first half of 2021, a significant amount of resources will be released, S2R JU can still launch a new call. If this is the case, a proposal will be put forward to the GB, most probably in June, for an amendment of the current AWP and budget.

The Executive Director informed the GB that the list of potential risks associated to the programme has been updated, as the JU is entering a new phase of the programme. The Executive Directive indicated that no comments were received regarding the Risk Management exercise, which is considered to be

assessed by the GB. A final reading of the AWP will be conducted, and when the S2R Successor starts, the new GB will need to adopt a new AWP under the new financial framework.

In the budget 2020, 4 million € of payment appropriations are proposed to be transferred from the Title 3 (operational budget) to the Title 4 (unused appropriations), in order to re-enter in the following budget year (included in the AWP and budget 2021) in accordance with Article 6§5 of the S2R Financial Rules.

The Chair listed the priorities set out, namely the ERTMS game changers, higher level of TRL, exploring system transformation and preparing the transition. The Commission proposed the adoption of the Annual Work Plan and Budget for 2021.

The Industrial Spokesperson indicated he had no further comments related to the AWP and budget for 2021. He further tabled the proposal to use an important budget, for example the one allocated to InnoTrans 2021, for specific activities of the European Year of Rail 2021 and asked whether there are some ideas for this already.

The Executive Director responded that this will be discussed when the S2R head of Communication is back from sick leave, and that S2R will prepare activities in accordance with the Commission's agenda. One idea will be a train driving from the two capitals who will host the Council Presidencies in 2021, Lisbon and Ljubljana, and to have one wagon dedicated to S2R innovations and to organise events during this trip in other capitals. Another idea is a second series of S2R Innovation Days in September 2021. A third idea that has been formulated is that of a Hackathon. Besides that, there is also the launch event of the S2R Successor. The Executive Director stressed that a part of the budget can also be reserved for InnoTrans 2022, as this will be the last time for the current S2R programme to show its results.

The Chair very much welcomed the idea to contribute funding to the Year of the Rail 2021 and explained further that DG Move is looking for initiatives to speak to a broader public looking for innovative ideas for inspiration. At this moment, due to the ongoing pandemic, we cannot yet start preparing big conference events in the classical sense, but individual members are very much welcomed to submit projects to implement in a coherent programme.

Decision

The Governing Board adopted the Decision of the GB n° 8/2020 on the Annual Work Plan and budget for 2021 - and its Annex, the Annual Work Plan and budget for 2021

6. ADOPTION OF THE GB DECISION N° 09/2020 CONCERNING THE TRANSFER OF PENSION RIGHTS

On 29 July 2020, the Commission services informed the S2R JU that it adopted Decision C(2020) 4818 final amending the Commission Decision C(2011)1278 of 3 March 2011 on the general implementing provisions for Articles 11 and 12 of Annex VIII to the Staff Regulations on the transfer of pension rights.

In application of Article 110(2) of the Staff Regulations, the above-mentioned Decision shall apply by analogy to the S2R JU either nine months after the date of its adoption or by decision of the Governing Board, at an earlier date.

Therefore, it is necessary to adopt by analogy this Commission Decision in order to make it applicable to the S2R JU.

The Executive Director informed that actions have been taken to include in the Single Basic Act rules ensuring certain type of decisions, such as Article 110 SR, can be taken by delegation to him, instead of by the GB of the S2R Successor.

The Chair also clarified that this Decision is an act to translate general Commission provisions to the S2R JU.

Decision

The Governing Board adopted the Decision of the GB n° 09/2020 on the application by analogy of Commission Decision C(2020) 4818 final of 20.7.2020 amending the Commission Decision C(2011)1278 of 3 March 2011 on the general implementing provisions for Articles 11 and 12 of Annex VIII to the Staff Regulations on the transfer of pension rights – and its Annex (Commission Decision C(2020) 4818 final of 20.7.2020).

ITEMS FOR DISCUSSION OF THE GOVERNING BOARD

7. EXCHANGE ON THE S2R SUCCESSOR PROGRAMME

The Chair updated the GB concerning the letter sent in August on the invitation to express interest to become a candidate founding member of the new Rail Partnership. The Rail Partnership as such is confirmed and now it is taking part of the Single Basic Act. Expressions of interest from 37 partners have been received, mostly operators and manufactures and 3 establishments from the EU-13. The letters are currently being assessed and this will be discussed in light of the overall available budget. The Chair indicated the Commission feels vindicated in its approach to ensure the different categories of members are well represented. Unfortunately, the geographical diversity is minimal. Moreover, she warmly thanked the GB members who have worked convincing their companies to submit such a letter

of interest. The Chair informed the GB that a list of the founding members will be included in the annex of the Single Basic Act.

On the Single Basic Act, there will be one chapter dedicated to the Rail Partnership. Internal consultations among the Commission services are still ongoing, and a procedure for adoption will be launched after this consultation is finalised. A specific date for this has not been communicated yet.

The Commission is already working on the preparatory activities for the master plan, in particular with the finalization of the study issued by DG Move as well as waiting for the input of the ERRAC's SRIA. The proposal for the Single Basic Act including the Rail Partnership is expected this autumn. There is hope the new Partnership will be launched by mid-2021.

The NETWORK RAIL representative took the opportunity to support the S2R Successor and be part of the programme in the absence of a formal expression of interest.

The Chair thanked the NETWORK RAIL representative for this support and informed that more expressions of interest have been received from non-EU countries and that these will be assessed in a second stage. When these countries become an Associated Member to the overall Horizon Europe programme, there might be a possibility to become an Associated Member to the S2R Successor. The Chair stressed to the GB to envisage such a format for the extension of membership for the S2R Successor.

The Vice-Chairperson of the States Representative Group asked whether a same procedure of expression of interest will be launched for other members for other parts of the Partnership, such as the System Pillar.

The Chair responded that they do not yet have a clear format on how they will compose the procedure for the System Pillar and that this will probably be further discussed after the Single Basic Act is concluded.

The Industrial Spokesperson indicated that they would have preferred more information on the process of the letter of interest, but he understood that this is difficult without the matching budget. He further stressed that more clarity is needed on the funding rate and other conditions in order to confirm the previous letters of interest sent to the Commission and he asked whether more information will be available after the Competitiveness Council meeting on the 27th November.

The Chair confirmed that it is clear that we have to revert to all those who expressed an interest. She indicated that the Commission is unfortunately not as advanced as they would like to be at this stage and advised not to expect too much by the end of November.

The Co-Chair also highlighted that due to delays of the final figures in the MFF and the internal discussions on the draft SBA, it will not be possible to table the SBA at the Competitiveness Council on the 27th November. Instead, they might be in a position to provide oral information to the ministers of the Council under the AOB, but this will then only be a preliminary discussion. In the meantime, he indicated that the ideas stemming from these discussions will be taken on board.

8. REPERCUSSIONS ON S2R JU MEMBERSHIP OF THE MERGER BETWEEN NOTTINGHAM SCIENTIFIC LIMITED (NSL) WITH GMV INNOVATING SOLUTIONS LIMITED AND CREATION OF A NEW COMPANY NAMES GMV NSL - Presentation by Michael Hutchinson from GMV NSL

The Chair indicated that the S2R JU has been notified that as of 7 September 2020, Nottingham Scientific Limited (NSL) merged with GMV Innovating Solutions Limited. GMV is an active participant in the H2020 programme and has a history of collaboration with some members of S2R including DLR.

In this respect, this item is included as a point for decision on the agenda of the GB, in accordance with Art 4(7) of the S2R JU Statutes. The Chair invited Mr Michael.Hutchinson to present the merger.

The legal entity Nottingham Scientific Limited (NSL) has now changed its legal entity name to GMV NSL Limited, with trading name GMV NSL. All other (formerly NSL) company information remains the same including registered address, company number, VAT number, registrations, and accreditations. GMV NSL Limited is the UK operating company of the GMV group. This involves NSL merging with GMV Innovating Solutions Ltd (GMV-UK). GMV NSL and its new parent company are happy to continue with all Shift2Rail projects including IKOP commitments.

The merger is considered as a UTRO (universal transfer of rights and obligations) under the H2020 Regulation, since the old entity is legally dissolved (cessation of legal personality and striking off from the register of companies) and there is a transfer of all rights and obligations to new entity. UTROs do not call for amendments of the S2R Grant Agreements.

The Chair thanked Mr Hutchinson for his presentation and is pleased to hear that the company will continue active participation in the S2R programme. She further informed that the company will take over all ongoing projects, and that no amendments of the Grant Agreements is needed, only an updated of the participant register. She indicated that no comments were received from the Commission services. The Industrial Spokesperson indicated there were no comments from the founding members.

9. UPDATE ON THE MEMBERS' IN-KIND CONTRIBUTIONS AT THE END OF SEPTEMBER 2020

For additional details, please refer to the presentation.

The Executive Director informed the GB of the analysis made for IKOP and indicated EUR 10 million of IKOP estimated surplus compared to the S2R Regulation obligations. At this moment, the rate of underspending is at EUR 0.8 million of the total funding of EUR 330 million for Members, which led to the conclusion that almost all resources have been absorbed. Also, a monitoring of the results will be introduced starting from this year. Moreover, he stated that a new monitoring scheme for the demonstrator was introduced in the AWP.

The Executive Director stressed that if they receive a notice of underspending, it is important to communicate this information now, as these resources can still be used.

The Executive Director also highlighted that 7 members have not completed the submission of certification of their IKOP. These certifications are of great importance for the financial statement and for the Court of Auditors' assessment. The Executive Director exhorted the members to finalise this as soon as possible and stated the support of the S2R colleagues.

The Industrial Spokesperson commended the accomplished work and highlighted that it is a very good sign that all budget has been spent, which is also promising for the future S2R.

The Chair also stressed that this is good news.

The DB representative asked whether the missing certificates represents a risk. The Executive Director stressed that this is not *per se* a risk for the payments, but it is an important formal step as part of the auditing procedure, otherwise the IKOP cannot be recognized as Net Assets.

10. PRESENTATION ON STAFF SURVEY RESULTS

For additional details, please refer to the presentation.

The Executive Director summarized the outcome of the Staff Survey results, which is an obligation under the internal control framework. The objective is also to share the staff perception about the work they are doing. The survey was conducted between April – June 2020 and 96% of the staff participated. In a nutshell: most of the staff enjoy working at S2R. S2R secures a respectful, fair and flexible workplace. The staff also appreciate autonomy and variation in their work. Considering points of improvements, many staff members experience signs of stress, related to the high workload, and the context of job insecurity. Furthermore, there is a need to time available for training and learning opportunities and information is lacking regarding the procedure of exception reporting and on the current promotion system. The Executive Director highlighted how these points also relate to the setup

of the JU as a startup, which is now evolving to a more stable organization and highlighted that we are reaching the limit with respect to the high workload.

To follow this up, the S2R JU is currently defining a concrete action plan for every priority area, especially with regard to workload and planning as this will also be an important part of the S2R Successor. The Executive Director also stressed that if we want to keep the same level of ambition, such as the response brought to the evolving needs of setting up the DAC Delivery Programme or Linx4Rail Programme, staff wellbeing needs to be ensured. We will make use of the external contracts of the Commission during the transition period to the successor programme to support in the analysis of the resources and the future programme set up. For this action plan members will also be consulted to find the best way to integrate this plan in the successor programme.

The Chair responded that it warmly welcomes the action plan and for the new partnership. These staff surveys were also conducted in a particular context during the pandemic, but she stated that overall it seems to reflect a big appreciation on how this JU is being led. It reflects well on the Executive Director and the other team leaders but also it shows a respectful and trusted partnership with all the members, because there is a close cooperation with the staff and the board members. The Chair again expressed her appreciation.

The Industrial Spokesperson fully supported the words of the Chair and also acknowledged the hard work of the S2R staff. He also asked the Executive Director to echo to his staff the appreciation of the work and good spirit of the S2R staff by the industry.

The Chair stressed it is rare enough to have these kind of feedback moments where everyone is positive and asked the Executive Director to report this back to the staff and to include the gratitude expressed in the minutes.

11. INFORMATION ON IMPLEMENTING RULES ON DATA PROTECTION AT S2R JU

The Executive Director informed that S2R is currently working with other JUs to adopt implementing rules concerning the data protection officer, restrictions of data subjects' rights and the application of the EU GDPR under Article 45(3) of the EU Data Protection Regulation (EU) 2018/1725 (EU GDPR).

In accordance with Article 41(1) and (2), prior to the adoption of the implementing rules, the European Data Protection Supervisor (EDPS) must be consulted and must deliver an opinion.

In order to have a common approach and synergies between the JUs, a joint template is being drafted and will be sent to the EDPS- under S2R's leadership- based on the adopted Commission Decision (EU) 2020/969 of 3 July 2020 but adjusted to the JU specificities. After adoption by the S2R Executive Director, the implementing rules will be published on the S2R website.

He highlighted that this work is extremely important, as it will affect all current operations and that S2R is extensively coordinating with the other JUs, as with the European Data Protection Officer.

The Chair welcomed the spirit between the JUs to pool resources and indicated the Commission is in favour of seeking further synergies between the back offices of the JUs.

INFORMATON OF THE EUROPEAN COMMISSION ON THE TERM OF OFFICE OF THE EXECUTIVE DIRECTOR

The Chair informed the Board that it has launched its internal procedure in view of the extension of the term of office of the Executive Director. The current ED's mandate will expire on the 16th of May 2021, and in line with Article 8 (J) of the Statutes of S2R JU, this term can be extended once for a period of 5 years and will be subject to a formal decision of the GB after the Commission's internal procedure is finalised.

Keeping in mind the discussions under point 10 on the staff survey, having generally very smooth procedures and an excellent cooperation, the Chair highlighted that the Commission feels completely vindicated in not looking for a new director and instead proposing an extension of 5 years to the current mandate of the S2R Executive Director.

The Chair requested that potential comments from Board members be submitted bilaterally to her.

12. ANY OTHER BUSINESS

The Chair highlighted that GB meetings run smoothly via WebEx, and therefore proposed to continue using the current digital format, should the agenda allow it (e.g .only administrative points).

The Hacon representative highlighted that it would be good to sometimes have face-to-face meetings as well and the Chair agreed on this point.

INDICATIVE LISTS OF DOCUMENTS TO BE ADOPTED AT THE NEXT BOARD MEETING OR BY WRITTEN PROCEDURE

The Chair indicated that as of yet no documents are foreseen for written procedure.

DATES OF THE NEXT MEETINGS

The dates of the upcoming GB meetings for 2021 were agreed upon:

- 23 March 2021 (tbc)
- 22 June 2021 (tbc)
- 25 November 2021 (tbc)

The Chair thanked the S2R JU for the efficient organisation and the structured interventions, as well as from the Industrial Spokesperson, the other members of the Board and the S2R staff for the excellent preparation.

Done in Brussels on 19 November

A handwritten signature in black ink, consisting of several bold, sweeping strokes. The signature appears to be 'HOLELEI' with a flourish at the end.

Signed:

Henrik HOLELEI

Chairman of the Governing Board