

## **Code of Conduct for the Governing Board**

### **Article 1.**

#### **Introduction and application**

This Code of Conduct (“the Code”) lays down the internal rules, obligations and practical arrangements applicable to the representatives of the members and observers of the Governing Board in order to safeguard the integrity and reputation of the Europe’s Rail Joint Undertaking (referred to hereafter as “EU-Rail”) and of the Union. It sets out standards of professional behaviour and conduct expected to be demonstrated by representatives of the members and observers of the Governing Board.

This Code of Conduct applies to participants to the EU-Rail Governing Board, this includes members and observers, as well as their respective alternates (the “participants to the Governing Board”).

The adoption of this Code of Conduct is required under Article 16(11) of Council Regulation (EU) No 2021/2085 of 19 November 2021<sup>1</sup>, establishing the Joint Undertakings under Horizon Europe (hereinafter referred to as “Single Basic Act” or “SBA”). The SBA and the specific provisions applying to the set-up and composition of the Governing Board of the EU-Rail as laid down in Articles 92, 93 and 94 should be taken into consideration.

This Code of Conduct shall be read and interpreted together with, and shall apply without prejudice to, all other applicable rules that are relevant to the conduct of the participants including, Governing Board Decision n° 02/2021<sup>2</sup> approving the list of decisions adopted by the Shift2Rail Joint Undertaking that will continue to apply for the Europe’s Rail Joint Undertaking, which includes, inter alia, the rules on the prevention and management of conflicts of interests applicable to the EU-Rail bodies.

All participants to Governing Board meetings will abide to this Code of Conduct by signing the Declaration of confidentiality and conflict of interest for the attendees of the Europe’s Rail Joint

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<sup>1</sup> OJ L 427, 30.11.2021, p. 17–119.

<sup>2</sup> Available at <https://rail-research.europa.eu/about-europes-rail/europes-rail-structure-of-governance/europes-rail-governing-board/>

Undertaking Governing Board meetings (Annex I to Decision 01/2021<sup>3</sup>) before every Governing Board meeting.

## **Article 2.**

### **Basic standard of conduct**

In the discharge of their duties participants to the Governing Board shall observe the highest standards of ethical conduct and professionalism and efficiency.

The Members of the Governing Board commit themselves to observe principles of good governance, to act loyally, honestly, and impartially and to maintain the highest standards of integrity and ethics in their personal and professional conduct.

In discharging their duties to the EU-Rail, participants to the Governing Board shall, in particular, endeavour to:

- act independently in the general interest of the EU-Rail without allowing themselves to be influenced by personal interests or relationships;
- avoid any situation which may give rise to a conflict of interest;
- respect the dignity, professional standing and private lives of other Board participants, members of the States' Representatives Group and the Scientific Committee as well as any other advisory group, committee, joint committee, stakeholder group or working group created within the EU-Rail, staff members and anyone whom they come in contact with during the discharge of their duties to the EU-Rail;
- not exploit their position in order to influence in any way the EU-Rail staff, external experts, consultants and any third parties participating at any title in the EU-Rail bodies;
- make use of the EU-Rail's name and resources only in the interest of the EU-Rail;
- not engage in any practice detrimental to the reputation and interests of the Governing Board or of the EU-Rail;
- perform their duties in a manner that preserves and enhances public confidence in their integrity and safeguards the integrity of the EU-Rail and the European Union.

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<sup>3</sup> Decision of the Governing Board [n° 01/2021](#) adopting the Rules of the Procedure of the Governing Board of the Europe's Rail Joint Undertaking

### **Article 3.**

#### **Independence and management of conflict of interest**

In addition to the rules on the prevention and management of conflicts of interests applicable to the EU-Rail bodies (referred to hereafter as “Rules on conflicts of interests”)<sup>4</sup>, the participants to the Governing Board are bound to the following provisions:

*1. Duty to disclose, declarations to be signed and notification of updates:*

Participants to the Governing Board must disclose any direct or indirect personal or corporate interest in the outcome of the deliberations of the Governing Board in relation to any matter on the agenda. The specific rules are set out in article 12 of the Rules of the Procedure of the Governing Board (referred to hereafter as “GB Rules of Procedure”)<sup>5</sup> and in the Rules on conflicts of interests. If participants do not disclose a conflict of interest that might involve them, any other participant may bring to the attention of the Chairperson the existence of such a conflict of interest.

*2. Independence:*

A Board Member or permanent observer shall not occupy any of the positions as defined in article 12(2) of the GB Rules of Procedure.

Participants to the Governing Board shall consider the interests and the need to safeguard the reputation of the EU-Rail and the European Union and use the utmost diligence so that the EU-Rail and the European Union do not incur any reputational risk as a result of the management of their individual activities outside the EU-Rail.

*3. Gifts and other advantages (Specific provision applicable EU staff members):*

Participants to the Governing Board shall not apply for, receive or accept from any source any advantage, direct or indirect, which is or may appear in any way connected with their mandate in the EU-Rail. Participants to the Governing Board should therefore discourage *a priori* the offer of any gift having more than a token value. However, should it be impossible to refuse, notably because such refusal could prove embarrassing to the donor, the gift is to be surrendered to the EU-Rail through the Secretary and the Chairperson of the Governing Board.

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<sup>4</sup> Governing Board Decision n° [02/2021](#).

<sup>5</sup> Governing Board Decision [n° 01/2021](#)



The Chairperson of the Governing Board shall be informed of any offer of gifts or other advantage and a record shall be kept of any such gift or advantage that may have been accepted.

#### **Article 4. Harassment and Improper Conduct**

Any sexual and other forms of harassment by any of the participants shall not be tolerated by the Europe's Rail Joint Undertaking.

Harassment shall be interpreted as being any improper or unwelcome conduct that might reasonably be expected or be perceived to cause offence or humiliation to another person. Harassment in any form because of gender, gender identity and expression, sexual orientation, physical ability, physical appearance, ethnicity, race, national origin, political affinity, age, religion or any other reason is prohibited.

The provisions of the Governing Board Decision no 04/2022 laying down general implementing provisions on the conduct of administrative inquiries and disciplinary proceedings and the Governing Board Decision n° 02/2021 approving the list of decisions adopted by the Shift2Rail Joint Undertaking that will continue to apply for the Europe's Rail Joint Undertaking, which includes, inter alia, the EU-Rail policy on protecting the dignity of the person and preventing psychological harassment and sexual harassment and the Guidelines on Whistleblowing, shall apply accordingly.

#### **Article 5. Safe and Healthy Workplace**

Participants shall, within the discharge of their duties, commit to maintaining a safe and healthy working environment. To promote a healthy workforce and a safe work environment, participants are expected to follow any specific guidelines that have been issued and make management aware of potential safety hazards or threats of violence.

#### **Article 6.**

##### **Avoiding improper use of the Europe's Rail Joint Undertaking's Resources**

Participants shall not use property or other resources belonging to Europe's Rail Joint Undertaking for personal use. Such property or other resources should only be used for the legitimate purposes and in the interest of the Joint Undertaking.

#### **Article 7.**

##### **Confidentiality and inside information**

The participants to the Governing Board are bound by the obligation of confidentiality in respect of the information (in oral, paper or electronic form) received or generated by them in the exercise of their duties and shall treat any such information with due confidentiality in accordance with the Rules on conflicts of interests. In particular, the confidentiality obligation continues even after their duties have ceased.

In all cases, participants to the Governing Board shall protect the integrity of the EU-Rail's and Union's decision-making process. They shall not make any public comment which would call into question a decision taken by the Governing Board or by any other governing body of the EU-Rail and of the Union.

#### **Article 8.**

##### **Reporting breaches of the Code**

In case of non-respect of the provisions of this Code of Conduct, the issue should be brought to the attention of the Chairperson of the Governing Board. The Chairperson will decide on any potential breach of its provisions. In reaching his/her decision, the Chairperson or any other participant may seek independent advice on any question concerning the interpretation of this Code of Conduct.

#### **Article 9.**

##### **Application and interpretation**

The Chairperson of the Governing Board shall ensure that the Code is observed and that is applied in good faith. He/she will rule on any potential conflict of interest. For guidance or on any other matter regarding this Code, participants to the Governing Board may contact the EU-



Rail Chief Legal Officer directly, who may address the issue to the legal services of the European Commission. In case of non-respect of the obligations of this Code, the EU-Rail and European Union reserve the right to initiate proceedings.

**Article 10.**  
**Amendments to this Code of Conduct**

The Code of Conduct may be subject to updates. It is the participants to the EU-Rail Governing Board responsibility to familiarise themselves with the changes.