

**RULES OF PROCEDURE OF THE EU DAC DELIVERY PROGRAMME
PROGRAMME BOARD, OPERATING IN THE SHIFT2RAIL JOINT
UNDERTAKING**

*Article 1
Membership*

1. The EU DAC Delivery Programme PROGRAMME BOARD shall consist of high level representatives of the entities who are strongly committed to contribute to the programme, willing to invest and/or bringing in ongoing DAC project know-how and expertise. The entities entitled to be represented are coming from the following stakeholders: Freight operators, DAC producers, Infrastructure managers (indicatively limited to 4 members), Wagon Keepers (indicatively limited to 4 members) and Locomotive manufacturers. Each Member shall nominate one representative. Each representative may have one appointed deputy.
2. In nominating their representatives, the Members shall ensure that there is no conflict of interest or potential conflict of interests between the representative and any other activity they may have in relation to the S2R JU.
3. Hereinafter, the representatives nominated shall be referred to as the "PB members".
4. The names and functions / posts of the PB members shall be published on the S2R website.
5. PB members may be assisted at meetings by supporting experts. Each individual PB member shall decide on the number of supporting experts he or she requires for each meeting, to a maximum number of two. The PB member shall inform the Chairperson of the names of the experts attending meetings if any.
6. In the event of the replacement of a PB member, the relevant Member shall notify in due time the Chairperson in writing. The replacement will become effective from the date of reception of the notification.

*Article 2
Scope*

1. The EU DAC Delivery Programme PROGRAMME BOARD (hereinafter the "PB") shall be responsible for:
 - a. Validate the structure of work;
 - b. Define the expected outputs and their delivery timeframe;
 - c. Decide on proposals coming from the different work outputs;
 - d. Ensure appropriate resources are available to conduct the requested work and if needed take appropriate adjustment actions;

- e. Ensure the selected Programme Manager is implementing properly the Programme and report to the Supervisory Board;
- f. Implement the agreed outcomes of the works in each represented entity.

Article 3
Chairperson

1. The PB is chaired by the S2R JU Executive Director, who will ensure the liaison and views of the S2R Programme Board.
2. The Chairperson may appoint one deputy.
3. In cases where the Chairperson is unable to fulfil his/her functions, its deputy shall act in the Chairperson's stead.

Article 4
Attendance at meetings

1. The PB members should attend all meetings of the PB.
2. In addition, PB meeting could be attended by:
 - The European Commission, as observer.
 - The European Union Agency for Railways, as observer.
3. A limited number of staff members of the European Commission and the S2R JU shall have the right to attend the PB meetings as observers.
4. The PB Chairperson may also invite external participants, on his/her own initiative or following agreed proposals by the PB members, to take part in the meetings in duly justified cases, for instance if their presence is relevant to a specific item on the agenda.

Article 5
Convening of meetings

1. PB meetings shall hold its ordinary meetings at least on a quarterly basis.
2. The Chairperson or co-Chairperson shall convene the PB meeting by sending a written notice (by means of a letter or e-mail), accompanied by the provisional agenda to each PB Member no later than three weeks before each meeting.

3. Extraordinary meetings may be convened upon request of the Chairperson, or at least one third of the PB members. Notification of extraordinary meetings must be circulated no later than three weeks before the meeting date.
4. Meetings shall normally take place at the seat of the JU or by conference calls digitally launched by the S2R JU.
5. When circumstances require, and after having received the agreement of two-thirds of the PB members, the Chairperson may change the date of a PB meeting no later than a week before the original or revised date of the meeting, whichever is earlier.

Article 6
Agenda

1. The provisional agenda for each meeting shall be drawn up by the Chairperson.
2. The agenda and any other relevant documentation should be forwarded to the PB members at least eight working days prior to each meeting.
3. The agenda shall be adopted at the beginning of each meeting.
4. 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 PB Members shall be subject to a written procedure. Items on the agenda may be deleted or carried over to a subsequent meeting.

Article 7
Quorum

1. To ensure the quality of the discussion and the involvement of the PB members, 50% of the total number of PB members shall constitute the quorum necessary for the meeting to be valid.

Article 7
Voting

1. Each nominated representative, or his/her alternate, shall have one equal vote. An PB member can also be represented by another PB member, provided the latter submits to the Chairperson the power of attorney given to him/her. An PB member cannot represent more than one other member.
2. The PB members shall use their best efforts to achieve consensus. Failing consensus, the PB shall adopt its decisions, opinions and/or recommendations by a two-thirds majority of the members present and voting.
3. The votes shall be cast by show of hands.

4. Each decision, opinion and/or recommendation adopted by the PB as well as the record of votes (if applicable) shall be recorded in the minutes. Upon request by a PB 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 PB meetings, decisions, opinions or recommendations may be obtained by written procedure. The Chairperson shall send the proposal to all PB 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 PB members.
2. A proposal for a decision, opinion or recommendation to be taken by written procedure shall not be subject to amendments; it shall be approved or rejected in its entirety. If a proposal is rejected, it may be included in the agenda of the next PB meeting at the request of at least one third of the PB members.
3. The result of the written procedure shall be notified to the PB members from the Chairperson no later than 10 working days after the deadline for replies to the procedure.

Article 9
Minutes

1. Draft minutes of PB meetings, including an attendance list, shall be drawn up by a secretariat placed under the responsibility of the Chairperson and sent to the PB not later than 15 working days after the meeting.
2. The PB members shall send their written comments to the Chairperson not later than 10 working days after receipt of the draft minutes. The tacit acceptance principle is implied after that period.
3. Formal approval of the minutes shall take place at the following PB meeting.

Article 10
Confidentiality

1. The proceedings of the PB shall be confidential.
2. The PB members and any other person attending a PB meeting shall respect the confidential character of these proceedings and shall protect any sensitive information, whose disclosure could damage the interests of the Union, the S2R JU,

its members and partners. The general rule is that all information received by the PB members should not be disseminated, unless authorised by the Chairperson.

3. A summary of the decisions, as well as the minutes of the meetings of the PB shall be published on the S2R JU website.

Article 11

Resources

1. Participants to the PB meetings shall bear all travel and subsistence expenses incurred in connection with them.
2. The Executive Director of the S2R JU shall provide the secretariat and the appropriate administrative support to enable the PB to carry out its work.

Article 12

Amendment of the Rules of Procedure

1. At the request of a PB member, the PB may amend these Rules of Procedure following approval by decision of the PB.
2. Amendments to the Rules of Procedure are approved by at least two thirds of all nominated representatives and shall enter into force on the day of their adoption by the PB.

Article 13

General provisions

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

Article 14

Entry into force

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

ANNEX I – DECLARATION OF CONFIDENTIALITY AND CONFLICT OF INTEREST FOR THE ATTENDEES OF THE EU DAC DELIVERY PROGRAMME PROGRAMME BOARD – BEFORE APPOINTMENT

Name:

Professional Address:

Phone:

E-mail:

Position:

Chairperson

Representative/lead delegate/ alternate of [...]

Other (please specify)

I hereby undertake to act in the performance of my duties in the general interest of the EU DAC Delivery Programme Programme Board.

At each meeting of the EU DAC Delivery Programme Programme Board or before any decision is taken by written procedure, I shall declare any interest which might be considered to influence or bias my judgment and therefore be prejudicial to the way an item on the agenda is handled.

I undertake to ensure the confidentiality of sensitive information whose disclosure could damage the interests or the reputation of the members of the EU DAC Programme Board, or the institutions or bodies the Chairperson and co-Chairperson represent.

I shall not disclose sensitive information learnt during the activities of the EU DAC Programme Board even after my duties have ended.

Done at [place], [date]

Name and Signature

**ANNEX II _ SPONTANEOUS DECLARATION OF CONFLICT OF INTEREST FOR
THE EU DAC DELIVERY PROGRAMME PROGRAMME BOARD**

<p>PART I</p> <p>TO BE FILLED IN BY THE DECLARANT</p>

Surname and first name:

Professional address:

Phone:

E-mail:

Position:

Describe the situation you are facing - in the performance of your 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:

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.....

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

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.....

Done at [place], [date]

Name and Signature

ANNEX III - CODE OF CONDUCT FOR THE EU DAC DELIVERY PROGRAMME PROGRAMME BOARD

Article 1: Application of Code

This Code of Conduct applies to the members of the EU DAC Delivery Programme Programme Board and to their Alternates. It sets out the rules applicable in matters of professional ethics.

This code of conduct shall also apply by analogy to all other participants/observers in the Programme Board.

Article 2: Basic standard of conduct

Members of the Programme Board shall discharge their duties professionally, with due diligence and efficiency and to the best of their abilities. In discharging their duties to the Programme Board, members shall in particular endeavour to:

- (a) act independently in the general interest of the Programme Board, without allowing themselves to be influenced by personal interests or relationships;
- (b) avoid any situation which may give rise to a conflict of interest;
- (c) respect the dignity, professional standing and private lives of other Board members, Chairperson and co-Chairperson and anyone whom they come in contact with during the discharge of their duties to the Programme Board;
- (d) not exploit their position in order to influence in any way the Programme Board, and any third parties participating at any title in the Programme Board;
- (e) not engage in any practice detrimental to the reputation and interests of the EU DAC Delivery Programme Programme Board.

Article 3: Independence and management of conflict of interest

1. As a rule, a conflict of interest may occur when a member of the public may reasonably think that an interest could influence or bias the judgement of the participant concerned. A conflict of interest may exist even if no unethical or improper act results from it.

The holding of indirect interests (e.g. benefits deriving from the professional activities of members of the participant's family) is not prohibited but should be scrutinised so that precautions can be taken in order to ensure impartiality of decision making. The holding of interests does not automatically give rise to a conflict of interest, if the independence and objectivity of decisions are not at risk

2. **Procurement:** Programme Board Members are not allowed to participate in the preparation, evaluation or the awarding procedures of the S2R JU's calls for public tender, if they own, represent or have agreements with entities who are potential candidates for calls for public tender.

3. **Gifts and other advantages:** Members of the Programme 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. The members of the Programme 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 Programme Board through the intermediary of the Chairperson or Co-Chairperson.
4. **Duty to disclose and notification of updates:** Programme Board members must disclose any direct or indirect personal or corporate interest in the outcome of the deliberations of the Programme Board in relation to any matter on the agenda. The primary responsibility for assessing whether an interest might impede independence or influence judgment and for declaring any possible conflict of interest is placed on the participant concerned.

In case of any doubt concerning the existence of a conflict of interest in the treatment of an agenda item of meeting, the Chairperson may propose to the Programme Board, in a duly substantiated manner, either: a) to delete the item from the agenda, b) to withhold any information and material on such issues from the participant(s) that may be in a situation of conflict of interest, or c) to take all such other actions necessary to implement this decision.
5. **Declarations to be signed:** Board Members shall make upon their appointment a declaration of confidentiality and conflict of interest and a declaration of interests. The form that will be used hereto is annexed (Annex I). Programme Board members shall declare in writing before each meeting any interest which might be considered prejudicial to their treatment of items on the agenda. The form that will be used hereto is also annexed (Annex II). Declarations made at meetings and the outcome of discussions related to Declarations of interest shall be duly recorded in the minutes of the meeting.
6. **Whistle blowing:** If a Board Member and a participant to the Programme Board meeting do not disclose a conflict of interest that might involve them, any other Board member or participant to the Programme Board meeting may bring to the attention of the Chairperson or co-Chairperson the existence of such a conflict of interest.

Article 4: Confidentiality and inside information

Programme Board members are subject to the requirements of confidentiality even after their duties have ceased.

Article 5: Application and interpretation of the Code

The Chairperson of the Programme Board shall ensure that the Code is observed and that is applied in good faith. The Programme Board will rule on any potential conflict of interest.

Article 6: Acceptance of the Code of Conduct

All Members of the Programme Board and their Alternates shall sign this Code of Conduct. These signed copies shall be held by the Secretary of the Programme Board. Upon their signature, they shall receive a copy of the signed original for their own record.