



Terms of Reference of the FACCE-JPI Governing Board

On February 9, 2012, the FACCE-JPI Governing Board adopted the permanent governance. The terms of reference of the Governing Board are found below.

The Governing Board (GB) is the decision-making body for all matters concerning the FACCE-JPI.

Roles of the GB

The primary objective of the GB is to align existing national research programmes and to work together to shape future research programming in participating Member States/ Associated Countries (MS/AC) and to create joint actions and thus to facilitate the creation of a European Research Area in Agriculture, Food Security and Climate Change. In the GB, all decisions relevant to this JPI are planned, taken and their implementation is monitored and steered. The GB is responsible for ensuring coordination, supervision, implementation and progress of the JPI with the support of the Secretariat. When making these decisions, the GB will take into due consideration the advice of the relevant FACCE – JPI governance bodies (SAB, WGs, StAB).

The GB will make all decisions required to ensure the success of the JPI process, including:

1. The permanent governance of the FACCE – JPI and any amendments thereof including:
 - a. the terms of reference of the GB, SAB, StAB, Secretariat,
 - b. the creation of Working Groups, their mandate and duration,
2. the updated Scientific Research Agenda (ScRA), proposed by the SAB,
3. the Strategic Research Agenda (SRA) and its updates, proposed by the Secretariat based on inputs from stakeholders (e.g. consultation, mapping),
4. joint actions (research domains and instruments) and their implementation,
5. a system of evaluation of the impact of the JPI process and actions in meeting the societal challenge and a plan for its effective implementation and operation.

The GB will elect:

1. The Chair and 2 Vice-Chairs of the GB from its membership,
2. The members of the Scientific Advisory Board (SAB),
3. The members of the Stakeholder Advisory Board (StAB).

Roles of GB members

Each member of the GB is responsible for making decisions in the name of their respective government that are aimed at the alignment of national programmes (present and future).

Active contribution of each of the GB members to the activities of FACCE – JPI is expected, namely but not limited to:

- ensuring an effective two-way communication between the different national actors (ministries, research organisations, universities, funding agencies, programmes, etc.) and the FACCE – JPI GB concerning the FACCE – JPI activities,
- GB members shall build a strong network of regional and national representatives / programme owners and their respective programmes.

To this end, they are expected to take the necessary measures to ensure the national coordination in their country, for example through the organisation of a national mirror group and the setting up of a national communication plan (with the support of the FACCE - JPI Secretariat if needed) and to inform the FACCE – JPI Secretariat of the procedure.

- Gathering knowledge on current and future national research programmes,
- Nomination, election and rotation of membership of the SAB, as well as nomination and election of membership of the StAB,
- Representing FACCE – JPI in coordination and communication with JPIs, ERA-NETs, ESFRI infrastructures and other EU/international initiatives.

Membership of the GB

The FACCE – JPI is open to any MS/AC who wishes to participate and who accepts the conditions for entry.

Each participating MS/AC will be represented in the GB by a maximum of two national representatives. Each MS/AC has ONE vote.

These representatives may come from ministries, research organisations, funding bodies, research councils, etc. but they must have a written governmental mandate and are nominated by the competent national Authority/ies. Letters of nomination are sent to the

Secretariat. Representatives should be able to take strategic decisions with sufficient delegation to engage resources from various sources at the national level.

At least one representative from each participating country is expected to attend GB meetings; to the extent possible the same representatives should attend meetings in order to provide continuity to the process.

In cases of force majeure, when neither mandated representative can attend a meeting, a third person, with voting authorisation, may be named to attend a GB meeting. The Secretariat should be notified in advance by the mandated national member.

Any accession and/or change of nominated persons shall be addressed to the GB Chair and the Secretariat without delay, who will in turn inform the members of the GB.

Associate Membership of the GB

The FACCE-JPI is open to a **selected number** of Associate Members who can add value and actively support the strategic orientations and operational implementation of FACCE-JPI.

Associate Members are non-EU Member States/non-Associated Countries which comply with the following criteria:

- Have similar national research objectives and approaches to FACCE-JPI and consider the FACCE Core Themes as important in their national research strategy;
- Are an important player in the FACCE-JPI remit
- Have ongoing work on one/more FACCE-JPI Core Themes and have the possibility to finance (new) joint work with FACCE;
- Have already cooperated in a satisfactory way with FACCE via specific joint actions;
- Have expressed interest in working with FACCE (i.e., formal request).

Each Associate Member (AM) will be represented in the GB by a maximum of two national representatives yet **will not have voting rights**.

In addition, each AM will:

- Have access to all GB documents
- Be able to participate in any FACCE-JPI Joint Action (pending payment its share of administrative costs)
- In return, each AM will be requested to pay half the entry fee (2500 euros) and any other fees raised during their membership

Adhesion

Membership and Associate Membership of additional States joining the FACCE – JPI shall be approved by the GB. These MS/AC/AM must pay a non-refundable entry fee (see above). If they are unable to engage to pay the entry fee from the outset they may send one representative as an observer without voting rights to 2 consecutive meetings of the GB. After these 2 meetings, they must enter the FACCE – JPI by paying the entry fee or no longer participate in the FACCE – JPI.

Withdrawal and exclusion

Membership or Associate Membership in FACCE – JPI is terminated if the respective State has put its wish in writing to the Chair of the GB and the Secretariat, who in turn inform all members. Withdrawal from the FACCE – JPI should not affect participation in any on-going FACCE – JPI activities.

In the case that a MS/AC/AM fails to attend meetings for a period of one year, the GB may vote to exclude that participant.

Observer status to the GB

Up to two representatives of the European Commission will be included in the GB without voting rights. The observers of the European Commission (EC) will represent the European Commission in FACCE – JPI and act as a liaison, ensuring effective two-way communication between the FACCE – JPI and the EC.

Up to two representatives of SCAR will be included in the GB without voting rights. The representatives of SCAR will have a specific role in ensuring coordination between SCAR and FACCE – JPI, providing the results of the SCAR meetings and Collaborative Working Groups, namely on foresight and infrastructures and act as a liaison between SCAR and FACCE – JPI.

Up to two representatives each from the SAB and the StAB, without voting rights, are expected to attend GB meetings, rotating as much as possible, and depending on the required expertise for the meetings.

Chair and Vice-Chairs of the Governing Board

The GB will elect a Chair and 2 Vice-Chairs from its membership. The Chair and Vice-Chairs should come from different participating countries. The Chair and Vice-Chairs will serve for 2

years with the possibility of a renewal for a period of one year. Any member of the GB may present their candidature for these positions taking into account the responsibilities involved. In order to provide continuity in the process, the incoming Chair should be chosen from among the Vice-Chairs.

Election and renewal of the Chair and Vice-Chairs will be by consensus and if necessary by 2/3 vote (see Voting procedures).

The Chair and Vice-Chairs will attend a briefing meeting with the Secretariat in advance of each GB meeting and are expected to attend all GB meetings. The Chair will moderate the meetings of the GB, with a Vice-Chair assuming this responsibility in the event of the Chair being unable to attend. The Chair is further responsible for ensuring the overall coherence of the FACCE – JPI with its vision and objectives.

The Chair and Vice-Chairs will be called upon to provide information on FACCE – JPI progress to various bodies of the European institutions.

Vice Chairs may be assigned specific tasks in the context of the FACCE – JPI, to be defined by the GB.

Meetings of the Governing Board

Meeting frequency and attendance

The GB shall meet at least two times per year. To the extent possible, meeting dates will be fixed one year in advance.

Additional meetings may be requested by a majority of members of the GB, or upon request of its Chair or Vice-Chairs.

If appropriate, the members of the GB may also participate in urgent meetings by telephone, videoconference or other means of communication.

Staff of the Secretariat will attend and support meetings of the GB.

Preparation of meeting documents

The Secretariat will propose an agenda and prepare the relevant material for decision-making and information to be sent to the GB members at least 14 working days prior to each GB meeting.

Admission of experts to the GB meetings

External experts can be invited to attend specific agenda items of GB meetings when required. They do not have a right to vote and must not be present during discussion on voting.

Decision process

· Quorum

To ensure the quality of the discussions and the involvement of the members of the MS/AC, at least two-thirds of the participating MS/AC shall constitute the quorum necessary for the decisions taken at that meeting to be valid.

· Voting

The GB shall take its decisions as far as possible by consensus of the members present. However, in the absence of consensus, decisions shall be taken by a voting of its members present, provided there is a quorum, upon suggestion from the Chair.

- Each participating country shall have one vote in the GB, irrespective of the number of its representatives. The vote shall be indivisible.
- The required majority may differ with different issues:
- Adoption of annual budget: 9/10 of all countries represented in the GB
- Adoption or changes of governance rules including Terms of Reference: 2/3 of all countries represented in the GB
- Election/renewal of Chair and Vice-Chairs 2/3 of all countries represented in the GB
- Adoption of the common vision paper and strategic papers: 2/3 of all countries represented in the GB
- Suggestions for specific initiatives: any number of countries willing to participate is enough¹

Each decision adopted by the GB shall be recorded and circulated to all GB members. A statement of the views may be entered in the minutes along with the decision, if a member so requests.

¹ In any joint action involving less than the full number of FACCE-JPI participating countries, decisions concerning that action will be the responsibility of the sub-set of participating countries. A Steering Committee will be formed consisting of representatives of countries involved in the action. The Steering Committee will be expected to report progress on the action to the GB.

· **Urgent written procedure**

In exceptional cases, where circumstances do not allow for a meeting, decisions of the GB might also be taken by written procedure on a proposal from the Chair. This procedure will be carried out in a fully transparent manner.

A written procedure may take the form of an electronic vote. The members of the GB will receive the relevant material for decision-making from the Secretariat and will have 10 working days to vote. In the absence of the quorum, 5 additional working days will be allowed at the discretion of the Secretariat. The decision is taken by the voting process defined above.

If the quorum is not reached, the procedure will be repeated. The GB will receive the outcome of the first vote and will have 5 working days to vote again. In the second round the absence of a vote is considered as a neutral position. The decision is taken by the required majorities defined above.

The members of the GB are informed without delay on the outcome of a written procedure.

Any decision so taken by the GB will be included in the minutes which will be adopted at the subsequent meeting.

Meeting Minutes

The Secretariat shall produce written minutes of each meeting which shall be the formal record of all decisions taken and the relevant minority opinions. The Secretariat shall send these electronically in draft form to all of its members within 15 working days after the meeting.

The draft minutes shall be considered as accepted, if, within 15 working days from sending, no member has objected in writing to the Secretariat with copy to each GB member with respect to the accuracy of the draft of the minutes.

The corrected documents shall be circulated to all GB members not later than 40 working days after the meeting and shall include answers and comments, suggestions and/or objections.

The minutes shall be definitively approved at the beginning of the next GB meeting. Once approved by the GB, the minutes shall be signed by the Chair.

The final text of the minutes shall be forwarded to GB members not later than one week after its final approval at the GB meeting.

The Secretariat shall safeguard the accepted minutes and, if requested, provide authenticated duplicates to the parties.

Budget

In order to fulfil its objective the FACCE – JPI requires an operational budget managed by the Secretariat and composed of entry fees and external incomes (e.g. European Commission Coordination and Support Actions). It is recalled (see Adhesion) that MS/AC wishing to join FACCE – JPI must pay a **5000€ non-refundable entry fee**, which is held by the Secretariat. Associate Members pay a 2500€ non-refundable entry fee.

The Secretariat will provide the GB with an annual financial report and forecast for the operational budget. This proposal must be adopted by 9/10 of all countries represented in the GB. In addition, the Secretariat will provide the GB with an annual report and forecast of the budget allocated to joint actions of the FACCE – JPI, for information.

GB Working Groups

The GB may establish Working Groups (WGs) on specific issues in order to facilitate the implementation of the JPI. These issues could be, for example, intellectual property issues, peer review procedures, foresight activities, evaluation of joint programmes or implementation issues, taking into account the European Commission's Joint Programming Framework Conditions.

Working Groups will be formed on an ad hoc basis when considered necessary by the GB or at the request of the GB Chair. These WGs will consist of the GB members or appropriate representatives appointed by the relevant GB member, supported by the Secretariat. Participation in WGs is on a voluntary basis, but assumes that the GB member will be willing to dedicate time to treating a particular question. The GB Chair may also suggest the participation of specific GB members based on their experiences. Working Groups may request the participation of external experts.

Following the decision to form a WG, the GB will decide the leader, mandate and duration of the WG. These WGs are temporary as they have to accomplish a precise task that will be described in GB meeting minutes.

Each WG will present their progress to the GB on a regular basis.

Conflict of Interest

A member of the GB as an individual shall not participate in any decision where a situation or circumstance of personal or professional nature can compromise his/her availability to decide in the interest of best performing his/her tasks in the GB.

If a member of the GB considers himself/herself to be in a situation of potential conflict of interest he/she shall raise the issue with the Chair, who in turn shall inform the GB. The GB has to decide whether he/she may participate in the discussion or vote. The GB will take a decision listing the situations considered as conflict of interest.

In the case that a member cannot vote, the second representative of that country may vote in his/her place.

Expenditure, Travelling Expenses

It is the responsibility of the members of the GB to bear their own expenditures and travelling expenses.

Confidentiality/Transparency

Members of GB shall respect the confidential character of the discussions of the GB. Invited experts shall sign a non-disclosure agreement.