



DECISION KDT PAB 2022.10

Amending the rules of procedure of the Public Authorities Board

THE PUBLIC AUTHORITIES BOARD OF THE KEY DIGITAL TECHNOLOGIES JOINT UNDERTAKING,

Having regard to Council Regulation (EU) No 2021/2085 of 19 November 2021 establishing the Joint Undertakings under Horizon Europe (hereinafter "Single Basic Act") and in particular Articles 12 of Part One of the Single Basic Act

Having regard to Decision PAB 2021.08 amending the PAB rules of procedure;

WHEREAS:

1. Article 137(b) of the Single Basic Act states that the Public Authorities Boards shall provide an opinion on the work programme and the corresponding expenditure estimates. Clarification should be provided in the Rules of Procedures to how and when the opinion is provided.
2. The Rules of Procedure should be amended by the Public Authorities Board;

HAS ADOPTED THESE RULES OF PROCEDURE:

Article 1

A new Article 10 is added to the Rules of Procedure of the Public Authorities Board:

Article 10 – Opinion of the PAB on the work programme

In accordance with Articles 19(4) and 137(b) of the Single Basic Act, the Public Authorities Boards shall provide an opinion on the work programme and the corresponding expenditure estimates.

The opinion of the PAB can be either positive, or negative with suggestions for modifications.

The PAB adopts a decision and provides its opinion:

- On the draft work programme, on time for an adoption by the Governing Board, and
- On amendments to the work programme, when substantial amendments are brought to the work programme, before their validation by the Governing Board.

In accordance with decision KDT GB 2021.02, Annex 5, substantial amendments include those that are not limited to updates or introduction of national funding rates, updates of national commitments, updates of the quotations from other documents in case of amendment of the text quoted and editorial corrections.

The other provisions of the Rules of Procedure remain unchanged.

Article 2

Decision KDT PAB 2021.08 is hereby repealed and replaced by this decision.

This decision shall enter into force on the day of its adoption.

An updated version of the Rules of Procedures is annexed to this decision.

Done at Brussels, 22.06.2022



Doris Vierbauch
Chairperson of the PAB

Rules of Procedure of the Public Authorities Board

Article 1 - Members of the Public Authorities Board

1. The Public Authorities Board of the Key Digital Technologies Joint Undertaking shall be composed of representatives of the public authorities of the Key Digital Technologies Joint Undertaking. Each public authority shall appoint its delegation including representatives and a lead delegate who shall hold the voting rights in the Public Authorities Board. If a public authority has appointed more than one entity responsible for fulfilling its obligations with respect to the activities of the Key Digital Technologies Joint Undertaking, their representatives shall jointly form a sole delegation that holds the voting rights. Representatives shall abide by the Code of Conduct on professional ethics and integrity (Annex III). Failure to sign the Code of Conduct will lead to a suspension of the right to participate in the Public Authorities Board's meetings and procedures.
2. In line with Articles 134 and 136(1a) of the SBA, when the Public Authorities Board votes on the limitation of participation in specific actions in accordance with Article 22(5) of the Horizon Europe Regulation, the Public Authorities Board shall solely include public authorities that are Member States.
3. The names and functions/posts of the representatives shall be published on the Key Digital Technologies JU website.
4. Each representative may have one or more alternate(s).
5. Board members shall notify appointments, substitutions or removals of representatives and their respective alternates to the Key Digital Technologies JU in writing. The notice shall indicate the date on which the appointment, substitution or removal takes effect, as well as the term of office. In case of absence of such information in the notice, the effective date shall be the date on which the notice is received by the Key Digital Technologies JU.
6. Hereinafter, the representatives shall be collectively referred to as 'Board Members' and the representatives of the Commission as 'Commission Board Members'.

Article 2 - Chairperson and Vice-Chairperson

1. The Public Authorities Board shall elect a Chairperson and a Vice-Chairperson from among the Board Members. The Chairperson and Vice-Chairperson shall become *supra partes* and shall not take the floor nor vote on behalf of their delegations while exercising those functions.
2. The first election of the Chairperson shall take place in a meeting after the Public Authorities Board adopts the present Rules of Procedure. Board members shall communicate their nominated candidates for the election of the Chairperson and/or Vice-Chairperson to the Executive Director at least ten working days¹ before the

¹ 'Working day' is referring to EU institutions official working days in Brussels.

meeting of the Public Authorities Board. The office of Chairperson and Vice-Chairperson shall not be occupied by representatives of the same Member of the Key Digital Technologies JU. The Chairperson shall be elected by secret ballot pursuant to the procedure set out in Article 8 of these Rules of Procedure. If the ballot is not conclusive and there is more than one candidate, the election shall be repeated at the same meeting, eliminating the candidate with the least votes, until only one candidate remains. If the ballot is not conclusive for a sole candidate, the election shall be repeated at a subsequent meeting that shall be convened by the Executive Director. The Vice-Chairperson shall be elected following the same procedure.

3. The Chairperson and Vice-Chairperson shall be elected for a period of at least two years.
4. The Chairperson and Vice-Chairperson terms of office shall begin at the meeting of the Public Authorities Board that elects them. The Chairperson and Vice-Chairperson may be re-elected for one subsequent term. Until the Chairperson is elected, the representative of the Commission shall act as Interim Chair.
5. The Vice-Chairperson shall take the place of the Chairperson if the latter is prevented from attending to his/her duties.
6. The outgoing Chairperson shall remain on duty until a new Chairperson is elected, except if he/she ceases to be a Board Member in which case the Vice-Chairperson shall take the place of the Chairperson as provided in Article 2(5) of these Rules of Procedure. If the Vice-Chairperson also ceases to be a Board Member, the Executive Director shall convene a meeting of the Public Authorities Board to elect their successors.
7. If the office of the Chairperson falls vacant, the Vice-Chairperson shall convene a meeting of the Public Authorities Board to elect a successor. If the office of the Vice-Chairperson falls vacant, the Chairperson shall convene a meeting of the Public Authorities Board to elect a successor. The successors shall be elected for the remaining time of the original term.
8. If both the Chairperson and the Vice-Chairperson are absent or unable to attend a meeting, the meeting shall be chaired by the longest serving representative or, in the event of equal length of service, by the oldest of the longest serving representatives.

Article 3 - Observers

1. The Chairperson may invite, on a case-by-case basis, other persons to attend its meetings as observers, in particular:
 - representatives of regional authorities within the participating states,
 - representatives of SME associations,
 - representatives of any member state or associated country (or country that is in process of becoming associated to Horizon Europe Programme) that is not a member of the Key Digital Technologies Joint Undertaking, and

- representatives of other bodies of the Key Digital Technologies Joint Undertaking.
2. These observers shall have no voting rights.
 3. The Public Authorities Board may decide to examine specific items of the agenda without the presence of observers due to confidentiality of such specific items.

Article 4 - Convening of meetings

1. The Public Authorities Board of the Key Digital Technologies Joint Undertaking shall hold its ordinary meetings at least twice a year.
2. The Chairperson shall convene the meetings of the Public Authorities Board with the support of the Executive Director by sending a written notice, accompanied by the provisional agenda and the relevant documents for decision-making, to each Board Members not later than ten working days prior to each meeting. Any other relevant material for the meeting shall be sent five working days before the meeting.
3. If an extraordinary meeting is requested, or in case of urgency, documents may be sent at a shorter notice in duly justified cases.
4. The Public Authorities Board may hold extraordinary meetings upon request submitted to the Chairperson by:
 - a) the Commission, or
 - b) the majority of the participating states, or
 - c) the Chairperson.
5. When an extraordinary meeting is requested, the Chairperson shall convene the meeting by sending a written notice, accompanied by the provisional agenda and the relevant documents for decision-making within five working days from the date of receipt of the request, or as soon as possible in urgent cases.
6. Meetings shall usually take place at the seat of the Key Digital Technologies JU. Meetings can also take place by audio or video conference or other means of communication.
7. In exceptional and duly justified cases, the Chairperson may change the date or place of a meeting of the Public Authorities Board set in the provisional agenda. Notification of such change shall be given to Board Members no later than ten working days before the original or revised date of the meeting, whichever is earlier. The change may proceed unless delegations representing at least 25 % of the voting rights object.

Article 5 - Attendance

1. Each delegation shall make every effort to be represented by a lead delegate, or an alternate, at all meetings of the Public Authorities Board. In case of absence of the lead delegate, the voting rights shall be held by an alternate, or delegated to another Board member in accordance with Article 8.9. Efforts shall be made by the delegations to

ensure adequate level of representation and continuity at Public Authorities Board meetings.

2. The Executive Director shall have the right to participate in the Public Authorities Board meetings and deliberations without voting rights. The Executive Director may be assisted by other staff of the Key Digital Technologies Joint Undertaking.
3. At each meeting of the Public Authorities Board, the attendance list shall be drawn up specifying the delegations and their representatives, and the bodies and organisations attending the meeting as observers and their representatives.

Article 6 - Agenda

1. The provisional agenda shall be drawn up and sent out by the Chairperson assisted by the Executive Director. The agenda shall be drawn up taking into consideration the role and tasks to be performed by the Public Authorities Board as defined in Article 137 of Part Two of the Single Basic Act.
2. The provisional agenda shall contain the following items:
 1. Adoption of the agenda;
 2. Review of conflict of interests;
 3. Adoption/approval of the minutes of the preceding meeting unless the minutes have been approved/adopted by written procedure;
 4. As relevant, items for decision/opinion/information/discussion of the Public Authorities Board;
 7. Any other business.
3. The provisional agenda shall specify which items require a vote of the Public Authorities Board.
4. The lead delegates and the Executive Director may request specific questions to be included on the provisional agenda no later than five working days before the date of the meeting. Such requests shall be submitted in writing to the Chairperson and in copy to the secretariat of the Public Authorities Board, which shall inform the Board Members without delay. The Chairperson shall make a recommendation whether to include or not to include each such additional item or question on the agenda at the beginning of the meeting in question.
5. The agenda shall be adopted at the beginning of each meeting.
6. With the agreement of the Public Authorities Board, urgent questions may be added to the agenda at any time prior to the end of the meeting and items on the agenda may be deleted or carried over to a subsequent meeting.

Article 7 - Quorum

1. The quorum for holding a meeting of the Public Authorities Board shall be constituted by the Commission and at least three participating states' lead delegates. Board

Members shall inform the Key Digital Technologies JU about their attendance as soon as possible upon receipt of the provisional agenda.

2. In the absence of a quorum, the Chairperson shall search an alternative solution such as adopting a decision or an opinion by written procedure or closing the meeting and convening another one as soon as possible.

Article 8 - Voting

1. Board members shall make every effort to adopt decisions by consensus. Failing consensus, a vote shall be held. A decision is adopted by a majority of at least 75% of the votes including the votes of representatives who are absent but excluding abstentions.
2. The voting rights shall be assigned to the public authorities on an annual basis in proportion to their financial contribution to the activities of the Key Digital Technologies Joint Undertaking for that year in accordance with Article 12 of the Single Basic Act and with an upper limit for any given member of 50% of the total voting rights in the Public Authorities Board.
3. There is a total of 1000 voting rights. The distribution of the voting rights shall be revised in the course of the year whenever changes occur in the individual financial commitments of the participating states.
4. If, for a given year, fewer than three participating states have communicated to the Executive Director their financial contribution according to Article 12, the Commission shall hold 50% of the voting rights and the remaining 50% shall be distributed equally amongst the participating states until such time as more than three participating states have communicated their contribution.
5. Each participating state shall have a right of veto on all issues concerning the use of its own national financial contribution to the KDT Joint Undertaking for applicants established in those participating states, on the basis of national strategic priorities.
6. The votes shall be cast by show of hands or orally unless these Rules provide otherwise or if a secret ballot is requested by a lead delegate.
7. Each decision adopted by the Public Authorities Board shall be recorded in the minutes. Upon a request by a Board Member, a statement of his/her views may be entered in the minutes together with the decisions taken.
8. The Chairperson may ask a Board Member to provide an oral explanation of his/her vote, unless it is a secret ballot.
9. A lead delegate may be represented by another Board Member, provided the latter submits to the Chairperson the power of attorney given to him.

Article 9 -Minutes

1. The minutes shall be drawn up at each meeting of the Public Authorities Board by a secretary placed under the responsibility of the Executive Director. The minutes shall contain the agenda, a summary of the discussions, the decisions taken together with

the votes cast, a listing of the items for information, the follow-up actions, and the conclusions, as well as the list of attendance and a list of the decisions taken to be made public as provided for in paragraph 7.

2. The draft minutes shall be forwarded to the Board Members not later than ten working days after the meeting.
3. The lead delegates shall send the written comments of their delegation to the Chairperson and the secretariat not later than ten working days after receipt of the draft minutes.
4. The minutes shall be approved at the beginning of the next Public Authorities Board meeting, or by written procedure in accordance with Article 11.
5. The minutes shall be signed by the Chairperson. The signed copy of the minutes shall be kept in the archives of the Key Digital Technologies Joint Undertaking.
6. The final text of the minutes shall be forwarded to the Board Members no later than ten working days after the approval; and/or added to the Key Digital Technologies JU intranet for Public Authorities Board documents no later than ten working days after the approval.
7. The list of decisions taken shall be made public and published on the website of the Key Digital Technologies JU.

Article 10 – Opinion of the PAB on the work programme

In accordance with Articles 19.4 and 137.b of the Single Basic Act, the Public Authorities Boards shall provide an opinion on the work programme and the corresponding expenditure estimates.

The opinion of the PAB can be either positive, or negative with suggestions for modifications.

The PAB adopts a decision and provides its opinion:

- On the draft work programme, on time for an adoption by the Governing Board, and
- On amendments to the work programme, when substantial amendments are brought to the work programme, before their validation by the Governing Board.

In accordance with decision KDT GB 2021.02, Annex 5, substantial amendments are those that are not limited to updates or introduction of national funding rates, updates of national commitments, updates of the quotations from other documents in case of amendment of the text quoted and editorial corrections.

Article 11 - Secretariat

1. The Executive Director shall provide the secretariat and the appropriate administrative support to enable the Public Authorities Board to carry out its work.

Article 12- Written procedure

1. An opinion or decision of the Public Authorities Board can be obtained by written procedure. Articles 7 and 8 shall apply as relevant. If one lead delegate requests that the proposed decision or opinion is examined at a meeting, the written procedure shall be cancelled.
2. The Executive Director, upon instructions from the Chairperson, shall send to the lead delegates the proposed opinion or decision to be taken, in accordance with Article 16.
3. The lead delegates shall approve or reject the opinion or decision by a written reply within ten working days. In duly justified matters of extreme urgency, the Chairperson may decide to shorten the deadline to five working days.
4. Any lead delegate who does not vote within the deadline is considered to have given its tacit agreement to the proposal.
5. The proposal for a decision or opinion to be taken by written procedure shall not be subject to amendments in substance. The proposal shall be approved or rejected in its entirety. If the proposal is rejected, it may be included in the agenda of the next Public Authorities Board meeting at the request of any lead delegate.
6. The result of a written procedure, including a list of the votes cast, shall be notified without delay to all Board Members.

Article 13 -Confidentiality

1. The proceedings of the Public Authorities Board shall be confidential.
2. The Board Members and any other persons attending a meeting of the Public Authorities Board shall respect the confidential character of these proceedings and shall protect any sensitive information whose disclosure could damage the interests of the Key Digital Technologies Joint Undertaking, the Members of the Key Digital Technologies JU and/or of the participants in the activities of the Key Digital Technologies JU.
3. The observers and any other persons attending a meeting of the Public Authorities Board shall sign the enclosed declaration of confidentiality and conflict of interests (Annex I). Failure to sign the declaration will lead to a suspension of the right to participate in the Public Authorities Board's meetings and procedures.
4. The Public Authorities Board may decide to examine specific items of the agenda without the presence of the Executive Director or observers due to confidentiality of such specific items.
5. The decisions and minutes of the meetings of the Public Authorities Board shall be subject to the provisions of Article 31 of the Single Basic Act and the measures taken for its implementation.

Article 14 - Conflict of interest

1. A Board Member shall not occupy any of the following positions:
 - (a) The personal function of coordinator of an indirect action co-funded by the Key Digital Technologies JU or its predecessor ECSEL;
 - (b) Expert evaluator of proposals submitted to a call for proposals of the Key Digital Technologies JU;
 - (c) Expert reviewer of an indirect action funded by the Key Digital Technologies JU.
2. In accordance with the general principles set in the Commission guidelines on the prevention and management of conflicts of interest in the EU², the following measures are applicable, taking into account the criteria for conflicts of interest specified in Annex III:
 - (a) Upon appointment, the Board Members and all attendees to the Public Authorities Board meetings shall sign the enclosed declaration of confidentiality and conflict of interest. The Board Members shall submit a declaration of interests every year. year (Annex II). Failure to provide the declaration will lead to a suspension of the right to participate in the Public Authorities Board's meetings and procedures.
 - (b) The Public Authorities Board may decide to examine and take a decision on specific items of its agenda without the presence of the Board Members whose participation may lead to conflict of interest with regard to a particular agenda item.
 - (c) A request for application of the preceding paragraph, addressed to the Chairperson may be submitted by any Board Member at any time before the agenda item is closed and must be justified. The Chairperson shall present such request and the associated justification at the opening of the meeting or, if the request is made during a meeting, as soon as possible. The Public Authorities Board will decide in accordance with Article 8 of these Rules of Procedure.
 - (d) During a meeting, any attendee whose participation leads or may lead to a conflict or potential conflict of interest about a particular agenda item shall without delay inform the Chairperson. The Public Authorities Board will decide in accordance with Article 8 of these Rules of Procedure.
 - (e) Should the Public Authorities Board become aware that a conflict of interest was not declared by a Board Member, the Public Authorities Board shall decide on the appropriate measures to be taken after hearing the affected Board Member.

Article 15 -Reimbursement of expenses

1. Each Member of the Key Digital Technologies Joint Undertaking shall bear all travel

² Commission Guidelines on the prevention and management of conflicts of interest in EU decentralised agencies, adopted 10 December 2013

and subsistence expenses incurred by their representatives in connection with meetings of the Public Authorities Board.

2. The Public Authorities Board may define cases where the Key Digital Technologies JU shall bear the travel and subsistence expenses incurred by observers invited by the Public Authorities Board to its meetings, provided that such observers are not affiliated to any Member of the Key Digital Technologies JU.
3. The reimbursement of travel and subsistence expenses shall be done in accordance with the Commission Rules on the reimbursement of expenses incurred by people from outside the Commission invited to attend meetings in an expert capacity (C(2007)5858).

Article 16 - Working groups

1. The Public Authorities Board may choose to structure its work in the most appropriate way by establishing working groups to be adopted by the Public Authorities Board.
2. Each working group shall elect a lead person by simple majority of its members. Each member has one vote. The Commission and the Executive Director (or a person appointed by him/her) shall be represented at each working group.
3. The lead persons of the working groups shall report back to the Public Authorities Board.

Article 17 - Correspondence

1. All correspondence addressed to the Public Authorities Board shall be sent to the seat of the Key Digital Technologies Joint Undertaking.
2. Electronic communications related to Public Authorities Board matters addressed to the Key Digital Technologies JU shall be sent to the secretariat with a copy to the Chairperson.
3. Electronic communications related to Public Authorities Board matters addressed to a Member of the Key Digital Technologies JU shall be sent to all representatives of that Member of the Key Digital Technologies JU.
4. All correspondence shall be written in English.

Article 18 - Amendment of Rules of Procedure

1. A lead delegate may propose to amend these Rules of Procedure.
2. The Rules of Procedure shall be amended by a decision of the Public Authorities Board.
3. Amendments to these Rules of Procedure shall enter into force on the day of their adoption by the Public Authorities Board.

Article 19 - General provisions

These Rules of Procedure and its amendments shall be published on the Key Digital Technologies Joint Undertaking website.

Article 20 - Entry into force

These Rules of Procedure shall enter into force on the day of their adoption by the Public Authorities Board.

Annex 1	Declaration of confidentiality and conflict of interests for the attendees of the KDT JU PAB meetings
Annex 2	Annual declaration of interests for the KDT JU PAB members
Annex 3	Situations constituting automatic or potential conflict of interests for the KDT JU PAB members
Annex 4	Code of conduct applicable to the participants of the meetings of the KDT JU PAB

ANNEX I – [MODEL] DECLARATION OF CONFIDENTIALITY AND CONFLICT OF INTEREST FOR THE ATTENDEES OF THE KEY DIGITAL TECHNOLOGIES JOINT UNDERTAKING PUBLIC AUTHORITIES BOARD MEETINGS

Name:

Professional Address:

Phone:

E-mail:

Position:

Chairperson of the Public Authorities Board

Representative/lead delegate/alternate of the Commission

Representative/lead delegate/ alternate of the following participating state: [...]

Other (please specify)

I hereby undertake to act in the performance of my duties in the general interest of the Key Digital Technologies Joint Undertaking.

At each meeting of the Public Authorities 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 as per the situations listed in Annex III to the KDT PAB Rules of Procedure.

I undertake to ensure the confidentiality of sensitive information whose disclosure could damage the interests or the reputation of the Key Digital Technologies JU, the Members of the Key Digital Technologies JU or of the participants in the activities of the Key Digital Technologies JU.

I shall not disclose sensitive information learnt during the activities of the Key Digital Technologies JU even after my duties have ended.

Done at [place], [date]

Name and Signature

ANNEX II – [MODEL] DECLARATION OF INTERESTS FOR THE KEY DIGITAL TECHNOLOGIES JOINT UNDERTAKING PUBLIC AUTHORITIES BOARD MEMBERS

Name:

Professional Address:

Phone:

E-mail:

Position:

Chairperson of the Public Authorities Board

Representative/lead delegate/alternate of the Commission

Representative/lead delegate/ alternate of the following participating state: [...]

Other (please specify)

do hereby declare on my honour that, to the best of my knowledge, the only direct or indirect interests I have in the KDT sectors [are][is] those listed below:

1 Past activities:

[posts held over the last 5 years in foundations or similar bodies, educational institutions, companies or other organisations (the nature of the post and the name of those bodies should also be indicated); other membership/affiliation or professional activities held over the last 3 years, including services, liberal professions, consulting activities, and relevant public statements.]

2. Current activities:

[posts held in foundations or similar bodies, educational institutions, companies or other organisations (the nature of the post and the name of those bodies should also be indicated); other membership/affiliations or professional activities, including services, liberal profession, consulting activities, and relevant public statements.]

3. Current Financial Interests

[Above a certain minimum threshold [xxx], any direct financial interests, (managerial stakes in companies, including ownerships of patents or any other relevant intellectual property rights), or assets (shares and/or securities held in companies) or grants or other funding which might create a conflict of interests in the performance of their duties, with an indication of their number and value, as well as the name of the company/provider of the grant/funding.]

[No Interest Declared]/ [Interest...]

4. Any other relevant interests.

[No Interest Declared]/ [Interest...]

5. Family Member Interest

[Spouse's/partner's/dependent family members' current activity and financial interests that might entail a risk of conflict of interest.]

[No Interest Declared]/ [Interest...]

I confirm the information declared on this form is accurate to the best of my knowledge and I consent to my information being stored electronically by the Key Digital Technologies Joint Undertaking.

Done at [place], [date]

Name and Signature

ANNEX III – SITUATIONS CONSTITUING AUTOMATIC OR POTENTIAL CONFLICTS OF INTERESTS FOR THE KEY DIGITAL TECHNOLOGIES JOINT UNDERTAKING PUBLIC AUTHORITIES BOARD MEMBERS

If a PAB decision concerns the selection of proposals for an action to be funded by the KDT JU, the following situations **automatically shall constitute a conflict of interest**. A board member or attendee:

1. was involved in the preparation of the proposal for the action at any stage;
2. is a director, trustee or partner or is in any way involved in the management or a supervisory decision-making body of an applicant (or linked third party or other third party involved in the action);
3. is employed or contracted by one of the applicants (or linked third parties, named subcontractors or other third parties involved in the action);
4. was involved in the preparation of any proposal within the same call;
5. would benefit if any proposal is accepted or rejected;
6. has close family ties (spouse, domestic or non-domestic partner, child, sibling, parent, etc.) or other close persona relationship with a person (including linked third parties or other third parties) involved in the preparation of any proposal, or with a person which would benefit if such a proposal is accepted or rejected.

The **following situation may constitute a conflict of interest** for a board member or other attendee if the Chairperson so decides in view of the objective circumstances, the available information and the potential risks; the Executive Director shall make a recommendation:

1. employment of the board member or attendee by one of the applicants (or linked third parties or other third parties involved in the action) in the last three years;
2. involvement of the board member or attendee in a contract, grant, prize; or membership of management or supervisory structures (e.g. member of management or of a supervisory decision-making body etc.) or research collaboration with an applicant, a linked third party or another third party involved in the action in the last three years;
3. any other situation that could cast doubt on his/her ability to participate in the PAB deliberations and decision-making impartially, or that could reasonably appear to do so in the eyes of an outside third party.

For all other PAB discussions and decisions, a conflict of interest may be constituted by any situation that could cast doubt on an attendee's ability to participate in the PAB deliberations and decision-making impartially, or that could reasonably appear to do so in the eyes of an outside third party. The Chairperson shall take a decision in view of the objective circumstances, the available information and the potential risks; the Executive Director shall make a recommendation.

ANNEX IV – CODE OF CONDUCT APPLICABLE TO THE PARTICIPANTS OF THE MEETINGS OF THE PUBLIC AUTHORITIES BOARD OF KDT JOINT UNDERTAKING

Article 1 Scope of the Code of Conduct

This Code of Conduct shall apply to all participants in the meetings of the Public Authorities Board of the KDT Joint Undertaking (hereinafter jointly referred to as ‘the participants’) including, but not limited to, the representatives of the members of the KDT JU and their alternates, the Executive Director of the KDT JU, persons invited as observers and members of the Programme Office of the KDT JU.

The purpose of the Code of Conduct is to set out the rules applicable in matters of professional ethics and integrity expected of the conduct of the participants during the meetings and at all other times as may affect or imperil the reputation of the KDT JU.

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 their employment conditions, any applicable national laws, and Annex 2 of these rules of procedure on Conflict of Interest.

When specific behaviour is not explicitly covered by this Code or by other relevant rules, adherence to the generally accepted principles of good conduct shall be deemed to apply.

Article 2 Expected standard of conduct

In the discharge of their role within the Public Authorities Board, participants shall observe the highest standards of ethical conduct and professionalism and efficiency. In addition, in discharging their role within the Public Authorities Board, all participants shall be responsible to comply with the provisions of this Code of Conduct and shall, in particular, endeavour to:

- Exercise due diligence and act towards achieving the objectives of the KDT JU and in a way that is mindful of the importance of their role and responsibilities;
- Avoid situations that may give rise to a conflict of interest;
- Maintain fair, respectful and honest behaviour with other participants, members of staff and such other persons with whom they come in contact in the discharge of their role within the Public Authorities Board;
- Refrain from exploiting their position in order to gain any undue right or privilege or to exert any unjustified influence or use any information acquired through the discharge of their role within the Public Authorities Board for this purpose;
- Comply with all relevant laws, rules and regulations;

- Ensure that any use of the KDT JU's name and resources is only towards the objectives of the KDT JU;
- Refrain from engaging in any practice deemed detrimental or as may otherwise affect the integrity and reputation of the KDT JU, the Public Authorities Board or of any other of its other bodies.

Article 3

Conflict of Interest

In the performance of his/her role within the Public Authorities Board a participant must ensure at all time that no conflict of interest shall arise, or could reasonably be perceived to arise, between their duties performed in relation to the Public Authorities Board and their other professional and private interests, whether financial or otherwise.

Participants shall ensure full compliance with Annex 2 of these rules of procedure on Conflict of Interest.

It shall be the responsibility of each participant to ensure familiarity with these rules and that any declaration signed to give effect to these rules is signed with utmost good faith.

Article 4

Gifts or other advantage

Participants shall not accept any gifts or other advantages which may or may reasonably appear to influence or otherwise affect their personal judgement or integrity in the performance of their functions or as may otherwise be perceived as influencing their objectivity or place them under undue obligation towards the donor. In any case any gift or other advantage having a value beyond EUR 50 shall be refused. Neither shall participants solicit such gifts or other advantage.

The Chair of the Public Authorities 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. In line with Article 1, notably this provision shall apply without prejudice to participants' employment conditions.

Article 5

Harassment and Improper Conduct

Participants shall not engage in any sexual or other form of harassment.

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.

KDT policy on harassment, applicable to its staff members, can serve here as a reference (KDT GB 2021.03 Annex 28).

Article 6 Safe and Healthy Workplace

Participants shall, within the discharge of their role within the Public Authorities Board, 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 7 Avoiding improper use of the Joint Undertaking's Resources

Participants shall not use property or other resources belonging to KDT JU for personal use. Such property or other resources should only be used for the legitimate purposes and towards the objectives of the Joint Undertaking.

Article 8 Confidentiality

Participants must maintain the confidentiality of any information acquired whether directly or indirectly through the discharge of their role within the Public Authorities Board except when disclosure is duly authorized in terms of the relevant rules and procedures or legally mandated. Participants shall take all reasonable efforts to safeguard such confidential information that is in their possession against unintentional disclosure.

Article 9 Reporting breaches of the Code

Any report by any participant or any other person of an actual or potential breach to this Code of Conduct should be treated with urgency. No reports shall be made in bad faith.

Article 10 Application and interpretation of the Code

The Chairperson of the Public Authorities Board shall ensure that the Code is observed

and that it is applied in good faith. The Chairperson will decide on any potential breach of its provisions. In reaching his/her decision, the Chairperson may seek independent advice on any question concerning the interpretation of this Code. In case the report of misconduct involves the Chairperson, the Executive Director shall decide in place of the Chairperson; if both are involved, the most senior lead delegate not involved in the complaint shall decide.

Article 11 **Amendments to this Code of Conduct**

The Code of Conduct may be subject to updates. It is the Participants' responsibility to familiarise themselves with the changes.

Article 12 **Acceptance of the Code of Conduct**

All participants shall sign this Code of Conduct. By signing this Code, the participants shall commit to observe its provisions. In line with Article 1, this Code shall apply to participants irrespective of their signature status.