DECISION CHIPS GB 2023.47

Amending the rules of procedure of the Chips Joint Undertaking Governing Board

THE GOVERNING BOARD OF THE CHIPS JOINT UNDERTAKING,

Having regard to Council Regulation (EU) 2023/1782 of 25 July 2023 amending Regulation (EU) 2021/2085 establishing the Joint Undertakings under Horizon Europe, as regards the Chips Joint Undertaking, (hereinafter “Single Basic Act”) and in particular Article 16(10) of Part One of the Single Basic Act;

Having regard to the specific rules on the Governing Board set out in Articles 132 and 133 of Part Two of the Single Basic Act;

Having regard to decision KDT GB 2022.14 amending the rules of the procedure of the Governing Board;

WHEREAS:

1) Regulation 2023/1782 brings a modification to the voting procedure in the Governing Board that shall be reflected in the rules of procedure,

2) The change of name of the Joint Undertaking shall also be reflected,

3) The Governing Board shall approve the modifications,

HAS ADOPTED THIS DECISION:

Article 1

The amendment to the rules of procedure, as provided in annex, is hereby approved.
Article 2

Decision KDT GB 2022.14 is hereby repealed and replaced by this decision.

Done at Brussels, on 10 October 2023,

[Signature]

Ralf Bornefeld
Chairperson of the Governing Board

Annex: amended rules of procedure
Annex: Rules of Procedure of the Governing Board

Article 1 - Members of the Governing Board

1. According to Article 15 of Part One as well as Article 132 of Part Two of the Single Basic Act the Governing Board of the Chips Joint Undertaking shall be composed of:
   (a) at least two representatives of the Commission;
   (b) at least one representative appointed by each Participating State;
   (c) at least one representative appointed by each private member. The representatives of the private members shall be from legal entities established in the Participating States.

2. The names and functions/posts of the representatives shall be published on the Chips Joint Undertaking website. Representatives of a member shall jointly form a sole delegation of that member.

Each delegation shall appoint its lead delegate from among its representatives. The lead delegate shall hold the voting rights. Each lead delegate may have one or more appointed alternates appointed from the delegation. Representatives shall abide by the Code of Conduct on professional ethics and integrity (Annex III). Failure to sign or comply with the Code of Conduct will lead to a suspension of the right to participate in the Governing Board’s meetings and procedures.

3. Members of the Chips Joint Undertaking shall notify appointments or removals of their lead delegate and their respective alternates to the Chips Joint Undertaking in writing. The notice shall indicate the date on which the appointment, or removal takes effect. 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 Chips Joint Undertaking.

4. Hereinafter, the representatives shall be collectively referred to as the Board Members; the representatives of the Commission as Commission Board Members; the representatives of the Participating States as Participating States Board Members; and the representatives of Private Members as Industry Board Members.

Article 2 - Chairperson and Vice-Chairpersons

1. The Governing Board shall elect a Chairperson from among the Board Members. The Governing Board shall have three Vice-Chairpersons:
   - the chair of the Public Authorities Board,
   - the lead delegate of the Commission delegation, and
   - the chair of the Private Members Board.

The Chairperson and Vice-Chairpersons shall become supra partes and shall not take the floor nor vote on behalf of their delegations while exercising those functions.
2. The Chairperson of the Governing Board shall be appointed on a rotating annual basis by the Union and by the other representatives, in turn. The Private Members shall propose a candidate for the 1st mandate, followed by the participating states and then the Commission.

3. Members of the Chips Joint Undertaking represented in the Governing Board shall communicate their nominated candidates for the election of the Chairperson to the Executive Director at least ten working days before the meeting of the Governing Board. 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.

4. The Chairperson’s term of office shall begin at the meeting of the Governing Board that elects her/him. Until the Chairperson is elected, the lead delegate of the Commission shall act as Interim Chair.

5. One of the Vice-Chairpersons shall take the place of the Chairperson if the latter is prevented from attending to his/her duties. If the Chairperson and all Vice-Chairpersons are absent or unable to attend a meeting, the meeting cannot take place.

6. If the office of Chairperson falls vacant, one of the Vice-Chairpersons shall convene a meeting of the Governing Board to elect a successor, in accordance with paragraph 2. The successor shall be elected for the remaining time of the original term.

7. 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 one of the Vice-Chairpersons shall take the place of the Chairperson as provided in Article 2(5) of these Rules of Procedure. If each of the Vice-Chairpersons also ceases to be a Board Member, the Executive Director shall convene a meeting of the Governing Board to elect his/her successor.

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 Union and Participating States, and representatives of civil society. These observers shall have no voting rights.

2. The Governing 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 Governing Board of the Chips Joint Undertaking shall hold ordinary meetings at least twice a year.

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1 ‘Working day’ is referring to EU institutions official working days in Brussels.
2. The Chairperson shall convene the meetings of the Governing 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 Member, 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, some documents may be forwarded to the Board Members and the relevant observers at a shorter notice, in duly justified cases.

4. Extraordinary meetings may be convened at the request of:
   a) the Chairperson,
   b) the Executive Director,
   c) the Commission, or
   d) the majority of the private members or of the participating states.

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 Chips Joint Undertaking. Meetings can also take place by audio or video conference or other means of online communication. Any meeting held in this manner shall have its minutes taken in accordance with the ordinary procedure.

7. In exceptional and duly justified cases, the Chairperson may change the date or place of a meeting of the Governing 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 Governing Board. In case of absence of the lead delegate, the voting rights shall be held by an alternate, or delegated to another lead delegate in accordance with Article 8(6). Efforts shall be made by the delegations to ensure adequate levels of representation and continuity at Governing Board meetings.

2. The Executive Director shall attend the meetings and shall have the right to take part in the deliberations but shall have no voting rights. The Executive Director may be assisted by other staff of the Chips Joint Undertaking.

3. At each meeting of the Governing 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 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 Governing Board as defined in Article 17 of the Single Basic Act.

2. The provisional agenda shall contain the following items:
   a) Adoption of the agenda;
   b) Review of conflict of interests;
   c) Adoption/approval of the minutes of the preceding meeting, unless the minutes have been approved/adopted by written procedure;
   d) Where relevant, items for decision/opinion/information/discussion of the Governing Board;
   e) Any other business.

3. The provisional agenda shall specify which items require a vote of the Governing 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 Governing Board which shall inform the Board Members without delay. Not less than three working days before the date of the meeting, the Chairperson shall issue the final agenda and notify the lead delegates and the Executive Director of his/her decision to include or not to include each such additional item or question on the agenda. 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 Chairperson, 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 presence of the Commission, of at least 50% of the private members and at least 50% of the participating states’ delegates is required to enable the Governing Board to vote.

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. Lead delegates shall use their best efforts to achieve consensus. Failing consensus, the Governing Board shall take its decisions by a majority of at least 75% of the votes including the votes of representatives who are absent but excluding abstentions.
2. There is a total of 1800 voting rights distributed as follows:
   a. 600 voting rights for the Commission,
   b. 600 voting rights for the private members, distributed equally among them, except if otherwise decided by the Private Members Board.
   c. 600 voting rights for the Participating States collectively. The distribution of the voting rights of the Participating States shall be established annually in proportion to the funds they have committed to indirect actions in the past two financial years.

3. 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.

4. Each decision adopted by the Governing Board shall be recorded in the minutes. Upon a request by a lead delegate, a statement of the views of his/her delegation shall be entered in the minutes together with the decisions taken.

5. The Chairperson may ask a lead delegate to provide an oral explanation of his/her vote, unless it is a secret ballot.

6. A lead delegate may be represented by another lead delegate, provided the latter submits to the Chairperson the power of attorney given to him/her.

7. A lead delegate of a Participating State can be a proxy for other lead delegates of Participating States up to a maximum of three.

8. A lead delegate of a Private Member can be a proxy for other lead delegates of the Private Members.

(Article 8bis – Voting on the work programme)

1. All representatives of the Governing Board shall participate in the preparation of the work programme, in the relevant discussions and receive the necessary information.

2. For the adoption of the work programme:

   a. The voting rights for the sub-section on capacity building activities of the specific part of the work programme dedicated to the implementation of the Chips for Europe Initiative shall be limited to the Commission and Member States only. By way of derogation from Article 8(2), the Commission shall hold 900 voting rights and the Member States collectively shall hold 900 voting rights.

   b. For the sub-section on research and innovation activities of the specific part the work programme dedicated to the implementation of the Chips for Europe Initiative, the Commission and the Member States shall hold 45% of the votes each and the private members 10%. By way of derogation from Article 8(2), the Commission shall hold 810 voting rights, the Member States collectively shall hold 810 voting rights and the private members shall hold 180 voting rights.
c. For the specific part of the work programme dedicated to research and innovation activities not covered under the Chips for Europe Initiative, in line with Article 8(2), voting rights shall be equally shared between the Commission, the Participating States and the Private Members.

3. In the event that a decision on one of the two parts of the work programme cannot be reached, the work programme shall be adopted including only the part on which a positive decision has been reached.

**Article 9 - Minutes**

1. The minutes shall be drawn up at each meeting of the Governing 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 their written comments 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 Governing 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 Chips 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 Chips Joint Undertaking intranet for Governing 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 Chips Joint Undertaking.

**Article 10 - Secretariat**

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

**Article 11 - Written procedure**

1. An opinion or decision of the Governing 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 the lead
deleagtes 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
Governing Board meeting at the request of any lead delegate.
6. The result of a written procedure, including a list of the votes cast, will be notified
without delay to all Board Members.

Article 12 - Confidentiality
1. The proceedings of the Governing Board shall be confidential.
2. The Board Members and any other persons attending a meeting of the Governing
Board shall respect the confidential character of these proceedings and shall protect
any sensitive information whose disclosure could damage the interests of the Chips
Joint Undertaking, the Members of the Chips Joint Undertaking and/or of the
participants in the activities of the Chips Joint Undertaking.
3. The observers and any other persons attending a meeting of the Governing 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
Governing Board’s meetings and procedures.
4. The Governing 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 Governing Board shall be subject to
the provisions of Article 33 of the Single Basic Act and the measures taken for its
implementation.
Article 13 - Conflict of interest

1. In accordance with the general principles set in the Commission guidelines on the prevention and management of conflicts of interest in the EU\(^2\), the following measures are applicable:

   (a) Upon appointment, the Board Members and all attendees to the Governing Board meetings shall sign the enclosed declaration of confidentiality and conflict of interest. The Board Members shall submit a declaration of interests every year (Annex II). Failure to provide the declaration will lead to a suspension of the right to participate in the Governing Board’s meetings and procedures.

   (b) The Governing 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 lead delegate 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, and the Governing Board will decide in accordance with Article 8 of these Rules of Procedure.

   (d) During a meeting, any attendee whose participation in the work of the Governing Board leads or may lead to a conflict or potential conflict of interest with regard to a particular agenda item shall without delay inform the Chairperson. The Governing Board will decide in accordance with Article 8 of these Rules of Procedure.

   (e) Should the Governing Board or the Chips Joint Undertaking become aware that a conflict of interest was not declared by a Board Member, the Governing Board shall decide on the appropriate measures to be taken after hearing the affected Board Member.

Article 14 - Reimbursement of expenses

1. The Chips Joint Undertaking shall not bear travel and subsistence expenses incurred by the representatives of its Members in connection with meetings of the Governing Board.

2. The Governing Board may define cases where the Chips Joint Undertaking shall bear the travel and subsistence expenses incurred by observers invited by the Governing Board to its meetings, provided that such observers are not affiliated to any Member of the Chips Joint Undertaking.

\(^2\) Commission Guidelines on the prevention and management of conflicts of interest in EU decentralised agencies, adopted 10 December 2013
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 15 - Working groups
1. The Governing Board may choose to structure its work in the most appropriate way by establishing working groups to be adopted by the Governing 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 Chips Joint Undertaking shall be represented at each working group.
3. The lead persons of the working groups shall report back to the Governing Board.

Article 16 - Correspondence
1. All correspondence addressed to the Governing Board shall be sent to the seat of the Chips Joint Undertaking.
2. Electronic communications related to Governing Board matters addressed to the Chips Joint Undertaking shall be sent to the secretariat with a copy to the Chairperson.
3. Electronic communications related to Governing Board matters addressed to a Member of the Chips Joint Undertaking shall be sent to all representatives of that Member of the Chips Joint Undertaking.
4. All correspondence shall be written in English.

Article 17 - 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 decision of the Governing Board.
3. Amendments to these Rules of Procedure shall enter into force the day of their adoption by the Governing Board.

Article 18 - General provisions
These Rules of Procedure and its amendments shall be published on the Chips Joint Undertaking’s website.

Article 19 - Entry into force
These Rules of Procedure shall enter into force on the day of their adoption by the Governing Board.
Annexes:

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ANNEX I – [MODEL] DECLARATION OF CONFIDENTIALITY AND CONFLICT OF INTEREST FOR THE ATTENDEES OF THE CHIPS JOINT UNDERTAKING GOVERNING BOARD MEETINGS

Name:
Professional Address:
Phone:
E-mail:
Position:
[ ] Chairperson of the Governing Board
[ ] Representative/lead delegate/alternate of the Commission
[ ] Representative/lead delegate/ alternate of […]
[ ] 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 Chips Joint Undertaking.

At each meeting of the Governing 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 Chips Joint Undertaking, the Members of the Chips Joint Undertaking or of the participants in the activities of the Chips Joint Undertaking.

I shall not disclose sensitive information learnt during the activities of the Chips Joint Undertaking even after my duties have ended.

Done at [place], [date]

Name and Signature
ANNEX II – [MODEL] DECLARATION OF INTERESTS FOR THE CHIPS JOINT
UNDERTAKINGGOVERNING BOARD MEMBERS

Name:
Professional Address:
Phone:
E-mail:
Position:
[ ] Chairperson of the Governing Board
[ ] Representative/lead delegate/alternate lead delegate of the Commission
[ ] Representative/lead delegate/ alternate lead delegate of […]
[ ] Representative/lead delegate/ alternate lead delegate of […]
[ ] 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 Electronic Components and Systems sector [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 Chips Joint Undertaking.

Done at [place], [date]

Name and Signature
ANNEX III – CODE OF CONDUCT APPLICABLE TO THE PARTICIPANTS OF THE MEETINGS OF THE GOVERNING BOARD OF THE CHIPS JOINT UNDERTAKING

Article 1
Scope of the Code of Conduct

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

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 Chips Joint Undertaking.

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 Governing Board, participants shall observe the highest standards of ethical conduct and professionalism and efficiency. In addition, in discharging their role within the Governing 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 Chips Joint Undertaking 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 Governing 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 Governing Board for this purpose;
• Comply with all relevant laws, rules and regulations;
• Ensure that any use of the Chips Joint Undertaking's name and resources is only towards the objectives of the Chips Joint Undertaking;
• Refrain from engaging in any practice deemed detrimental or as may otherwise affect the integrity and reputation of the Chips Joint Undertaking, the Governing Board or of any other of its other bodies.

Article 3
Conflict of Interest

In the performance of his/her role within the Governing Board a participant must ensure at all times that no conflict of interest shall arise, or could reasonably be perceived to arise, between their duties performed in relation to the Governing 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 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. 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.

The Chips Joint Undertaking 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 Governing 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 the Chips Joint Undertaking 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 Governing 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 Governing 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.