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DECISION n°135

of the Management Board of the European Union Agency for Railways establishing the Rules of Procedure of the Executive Board

THE MANAGEMENT BOARD OF THE EUROPEAN UNION AGENCY FOR RAILWAYS,

Having regard to the Regulation (EU) N° 2016/796 of the European Parliament and the Council of 11 May 2016 on the European Union Agency for Railways¹ (hereinafter referred to as "the Agency") and repealing Regulation (EC) No 881/2004 (hereinafter called "the Regulation"), and in particular Articles 1, 46(b), 49, 50, 51§1 (l), (m) and 53;

Having regard to the Decision n°134 dated 23 June 2016 of the Management Board adopting its Rules of Procedure, and in particular Article 11 thereof;

Whereas:

In order for the Executive Board to carry out its tasks efficiently and without prejudice to the framework set by the Management Board's work,

HAS ADOPTED THE FOLLOWING RULES OF PROCEDURE:

Article 1 – Composition

The Executive Board shall be composed of the following members:

1. the Chairperson of the Management Board;
2. four of the other representatives of Member States on the Management Board and their alternates; and
3. one of the representatives of the Commission on the Management Board and his/her alternate.

Article 2 – Tasks

1. The Executive Board shall prepare decisions to be adopted by the Management Board.
2. Together with the Management Board, the Executive Board shall ensure adequate follow-up to the findings and recommendations stemming from investigations by OLAF and the various

¹ OJ L 138 26.5.2016, p. 1-43

internal or external audit reports and evaluations, including by means of appropriate actions of the Executive Director.

3. Without prejudice to the responsibilities of the Executive Director, as set out in Article 54 of the Agency Regulation, the Executive Board shall assist and advise the Executive Director in the implementation of decisions of the Management Board, with a view to reinforcing supervision of administrative and budgetary management.

Article 3 - Provisional Decisions subject to a Management Board mandate

1. The Executive Board subject on the Management Board mandate and where necessary on grounds of urgency may take certain provisional decisions on behalf of the Management Board in particular on administrative and budgetary matters.
2. In order to take such provisional decisions the Executive Board shall assess the grounds of urgency on the basis of the specific elements and context available for each case where a decision is necessary and act accordingly.
3. The Management Board shall be informed about the assessment including the reasoning behind the Executive Board's action.

Article 4 – Membership

The four representatives of the Members States, and their alternates, shall be appointed by the Management Board, by a two-third majority of its members entitled to vote, on the basis of their relevant competence and experience. When appointing them, the Management Board shall aim to achieve a balanced gender representation on the Executive Board.

Article 5 – Chairmanship

1. The Chairperson of the Management Board shall act as the Chairperson of the Executive Board. A Deputy Chairperson may be appointed by the Executive Board from among its other members.
2. The term of office of the Chairperson of the Executive Board shall be the same as his/her term as Chairperson of the Management Board
3. If the Chairperson is prevented from attending to his/her duties, a Deputy Chairperson, who has been appointed pursuant to paragraph 1, shall automatically replace him/her.
4. The provisions of paragraphs 2 and 4 shall apply mutatis mutandis to the Deputy Chairperson of the Executive Board.
5. If both the Chairperson and the Deputy Chairperson of the Executive Board are absent or unable to attend a meeting, the meeting shall be chaired by the longest serving member or, in the event of equal length of service, by the oldest of the longest serving members.

Article 6 - Attendance at meetings

1. The Executive Board members should attend all meetings of the Board. Where this is not possible, their alternate should attend in their stead.

2. Both members and alternates can participate in the meetings. They may be assisted by one adviser, unless the Executive Board decides otherwise in a particular case.
3. Any member can also represent one other member, hereinafter called “proxy”, provided that a written authorisation from the absent member is provided to the Chairperson. However, the members representing the Member States cannot be represented by the member representing the Commission. Each member can only receive a maximum of one proxy per meeting.
4. The Executive Director of the Agency shall participate in the meetings, except when his or her participation may lead to a conflict of interests, as decided by the Chairperson, or when the Executive Board is to take a provisional decision, subject to a mandate received from the Management Board and on its behalf, relating to Article 70, in accordance with of Article 51(1) point (i) of the Agency Regulation.
5. One member of the Management Board representing the railway sector may participate, upon invitation of the Chairperson to all the meetings of the Executive Board, without the right to vote. This member will be identified by the members representing the sector in the Management Board.

Article 7 – Convening of meetings

1. The Executive Board shall meet as necessary, namely prior to the meetings of the Management Board and prior to decisions of the Management Board on important administrative and budgetary matters, in particular those referred to in Article 53(2) of the Agency Regulation. It shall normally meet at least once every three months and, where possible, not less than two weeks prior to the meeting of the Management Board.
2. The meetings shall be convened by the secretariat of the Executive Board (“the Secretariat”), in agreement with the Chairperson, with reasonable prior notice to the members of the Executive Board, except in urgent cases.
3. The date of the meetings shall be decided by the Executive Board at least at its preceding meeting.
4. Additional meetings may be organised at the request of its members or of the Management Board.
5. Meetings shall normally be held at any of the seats of the Agency, either in Lille or in Valenciennes.

Article 8 – Agenda

1. A provisional agenda shall be drawn up by the Chairperson and will be forwarded by the Secretariat to the members, accompanied by the relevant material, at least two weeks prior to each meeting, except in urgent cases.
2. It shall contain, in addition to those questions whose inclusion is requested by a member, any question whose inclusion is requested by the Executive Director.

3. Items to be included on the provisional agenda shall be submitted to the Chairperson not less than three weeks before the date of the start of the meeting, except in cases of "force majeure".
4. The agenda shall be adopted at the beginning of each meeting.
5. With the agreement of a majority of the members present or represented, 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 9 – Quorum

1. The quorum for the Executive Board to validly deliberate shall be at least three members present or proxy holders or represented by an alternate, one being a member representing the Commission, another one being a member representing a Member State and the third one being the Chairperson.
2. In the absence of a quorum, the Chairperson shall postpone or close the meeting, as the case may be, and convene another one as soon as possible.

Article 10 - Voting

1. The Executive Board shall adopt its opinions and provisional decisions by consensus of its members. In case consensus cannot be reached, provisional decisions shall be adopted by the Executive Board by an absolute majority. In the event of a tied vote, the Chairperson shall have the casting vote.
2. In the absence of a member, his/her alternate or proxy holder shall be entitled to exercise his/her right in reaching a consensus/absolute majority. In addition to his/her own right, each member may receive only one proxy. The proxy shall be notified to the Chairperson in advance.
3. The opinions and provisional decisions of the Executive Board, including any dissenting opinion of any of its members, shall be conveyed to the Management Board of the Agency by the Chairperson of the Executive Board.
4. If so requested by the Management Board, any member of the Executive Board may explain the reasons of his/her dissenting opinion, in due time and before the subsequent meeting of the Management Board.
5. The opinions of the Executive Board do not supersede or replace the opinions of the Management Board. The provisional decisions of the Executive Board are subject to final endorsement by the Management Board pursuant to Article 2(1). The provisional decisions of the Executive Board shall maintain their validity until replaced by a final decision of the Management Board on the matter.

Article 11 – Written procedure

1. Without prejudice to Articles 9 and 10, when it does not appear feasible to hold a meeting due to an urgency or any other exceptional circumstances and provided no member objects to such a procedure by letter, fax or e-mail addressed to the Secretariat of the Executive Board, the Chairperson may propose in writing to the members of the Executive Board that one or more opinion(s) and/or provisional decision(s) of the Executive Board be adopted by written procedure.

2. A final proposal for an opinion and/or provisional decision to be adopted by written procedure shall not be subject to amendment; it shall be approved or rejected in its entirety.
3. In that case, the relevant text shall be deemed to be adopted at the end of the period laid down by the Chairperson depending on the urgency of the matter, except where a member of the Executive Board objects.
4. The result of a written procedure will be notified without delay by the Secretariat to the members of the Executive Board.

Article 12 – Transmission of documents, minutes of meetings

1. The Secretariat shall be in charge of the minutes of each meeting. A draft of the minutes shall be forwarded by the Secretariat to the members of the Executive Board two weeks after the meeting for comments or approval.
2. The final minutes shall be forwarded to members not later than two weeks after their approval.
3. The original of the minutes shall be kept by the Secretariat at the Agency.
4. The minutes of the Executive Board shall be made available to all the Board members.
5. The Management Board shall be periodically informed of the work of the Executive Board and shall have access to its documents.

Article 13 - Confidentiality

1. All proceedings of the Executive Board shall be confidential. Members and others present at meetings of the Executive Board shall respect the confidential character of these proceedings.
2. Without prejudice to security rules for protecting classified or sensitive information in accordance with Article 78 of the Agency Regulation, the Executive Board opinions, provisional decisions and minutes of meetings shall be subject to the provisions of Article 77 of the Agency Regulation on access to documents and measures taken for its implementation.

Article 14 – Reimbursement of expenses

All travel and subsistence expenses incurred by the members in connection with meetings relating to Executive Board business shall be paid by the Agency under the same rules as for those applied for the reimbursement of the Management Board members.

Article 15 – Correspondence

All correspondence with the Executive Board shall be addressed to the Agency in its Headquarters location.

Article 16 - Secretariat

The Executive Director shall assist the work of the Executive Board and provide the Secretariat and the appropriate administrative support to enable the Executive Board to carry out its work.

Article 17 - Amendment of the Rules of Procedure

The Management Board may amend these Rules of Procedure by absolute majority of its members entitled to vote. Amendments to the Rules of Procedure shall enter into force on the date decided by the Management Board.

Article 18 – Transitional provisions

The Executive Board replaces and succeeds the Sub-Committee of the Administrative Board of the European Railway Agency established by Decision No. 85 of the Agency's Administrative Board as regards all legal acts and obligations.

Article 19 – Repeals

Decision No. 85 of the Administrative Board of the European Railway Agency establishing a Sub-Committee of the Board and repealing decision ERA AB No. 33 of 23 June 2009, Decision No. 105 of the Administrative Board of European Railway Agency appointing the members of the Sub-Committee of the Board and repealing decision No. 86 dated 20.03.2013, as well as Decision No. 01 of the Sub-Committee of the Administrative Board of the European Railway Agency on financial, budgetary and staff – related issues (“the Sub-Committee”) establishing its working methods, approved by written procedure on 10.03.2010 are hereby repealed.

Article 20 – Entry into force

The present decision shall enter into force on the day following the date of its adoption. It will be communicated to all the Executive Board members.

Done at Valenciennes, on 23-06-2016
For the Management Board

The Chairperson
Mats ANDERSSON