

Rules of Procedure of the IHI JU Science and Innovation Panel

Last update: 31/03/2022

Adopted at the Constitutive meeting of the Science and Innovation Panel on 31 March 2022

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Article 1. Role and Tasks

The Science and Innovation Panel is an advisory body to the Governing Board of the Innovative Health Initiative Joint Undertaking (IHI JU) (hereinafter “Governing Board”) and shall advise, at the Governing Board request or on its own initiative, on matters relevant to the research and innovation activities of the IHI JU.

The specific tasks to be carried out by the Science and Innovation Panel are outlined in Articles 21 and 124 of the Council Regulation (EU) 2021/2085 of 19 November 2021 establishing the Joint Undertakings under Horizon Europe (hereinafter “Council Regulation”), as follows:

- a) advise on the scientific priorities to be addressed in the work programmes including on scope of calls for proposals, in line with the Strategic Research and Innovation Agenda and the Horizon Europe strategic planning;
- b) advise on the draft work programme, including the content of calls for proposals;
- c) advise on the planning of additional activities of members other than the Union;
- d) advise on the set up of advisory groups focused on specific scientific priorities;
- e) advise on the creation of synergies with other Horizon Europe activities, including other European partnerships, as well as other Union funding programmes and national funding programmes;
- f) advise on the scientific achievements to be described in the annual activity report;
- g) suggest, in view of the progress of the Strategic Research and Innovation Agenda and individual actions, corrective measures or re-orientations to the Governing Board, where necessary;
- h) provide independent advice and scientific analysis on specific issues as requested by the Governing Board, in particular as regards developments in adjacent sectors or to support the assessment of applications of potential associated members and contributing partners.

The Science and Innovation Panel should provide consistent and consolidated advice in writing and shall conduct its activities in close liaison, and with the support of the Programme Office as set out below.

Article 2. Members of the Science and Innovation Panel

The Science and Innovation Panel shall be composed of the following permanent panellists (hereinafter “Members”):

- a) two representatives of the Commission on behalf of the Union;
- b) four representatives of the members other than the Union;
- c) two representatives of the states’ representatives group;
- d) four representatives of the scientific community, appointed by the Governing Board following an open selection process in accordance with Article 21(4) of the Council Regulation;
- e) up to six other permanent panellists, appointed by the Governing Board following an open selection process in application of Article 21(4) of the Council Regulation, ensuring in particular appropriate representation of stakeholders involved in health care, covering in particular the public sector, including regulatory bodies, patients and end-users in general.

The permanent panellists appointed by the Governing Board are appointed for a period of three (3) years, which term may be renewed following a decision of the Governing Board.

The other permanent panellist are nominated by the Commission, the members other than the Union and the states’ representatives group for a period of three (3) years, which term may be renewed by the respective appointing organisations.

The names and CV of the Members shall be published on the website of the IHI JU.

Any Member who decides to leave the Science and Innovation Panel shall notify the Science and Innovation Panel Chairperson, the Executive Director and the Governing Board Chairperson in writing. The notice shall indicate the date on which the departure takes effect. In case of absence of such information in the notice, the effective date shall be a month from the date on which the notice is received by the Executive Director.

The Members shall participate in the Science and Innovation Panel in their individual capacity, in order to ensure the provision of independent scientific advice. For the representatives of the Commission, the members other than the Union and the states representatives' group, this provision applies to the extent that it allows an efficient representation of their respective entities in the discussions of the Science and Innovation Panel. The Members may not delegate their tasks to another person. They shall commit to discuss the questions put forward and provide advice in their relevant fields of expertise to the best of their ability and in the best interest of the IHI JU. They shall act independently of any external pressure or influence.

In case of non-performance of his or her duties or of serious misconduct, a Member may be permanently removed upon request from at least 50% of the other Members or following a request by the Executive Director.

Article 3. Chairperson and Vice-Chairperson

The Science and Innovation Panel shall elect its Chairperson from among the four representatives of the scientific community.

The Chairperson's tasks consist of:

- a) Convening meetings and setting the agenda based on information provided by the Executive Director;
- b) Chairing the meetings and moderating the discussions of the Science and Innovation Panel;
- c) Reviewing the minutes of the meetings that are prepared by the Programme Office before they are approved by the Science and Innovation Panel;
- d) Collecting the contributions, reporting and providing the consolidated advice of the Science and Innovation Panel to the Executive Director for the consideration of the Governing Board;
- e) Representing the Science and Innovation Panel at external meetings and other events upon request of the Executive Director;
- f) Submitting to the Governing Board a report after each meeting outlining the Science and Innovation Panel's and its Members' opinions on the matters discussed during the meeting and, unless otherwise duly justified, arrange for its publication on the website of the Innovative Health Initiative Joint Undertaking;
- g) Perform such other tasks as may reasonably be expected.

The Science and Innovation Panel shall elect its Vice-Chairperson from among the permanent panellists appointed by the Governing Board.

In instances where the Chairperson is unable to fulfil his or her functions, the Vice-Chairperson shall act in the Chairperson's stead.

Candidates for the positions of Chairperson and Vice-Chairperson can put forward their own candidacy or be proposed as candidates by other Members. All candidacies, accepted by the candidates themselves, will be put to a vote among the Members according to the procedure set in Article 10.

The Chairperson and Vice-Chairperson will be elected for a period of three (3) years, which term may be renewed following a vote among the Members.

Elections shall take place at the first meeting of the Science and Innovation Panel to the extent possible. Any subsequent election shall then take place at the last meeting under the chairmanship of the outgoing Chairperson.

If the office of the Chairperson or Vice-Chairperson falls vacant, the Vice-Chairperson or Chairperson, as appropriate, shall initiate, no later than within three (3) months, the procedure for electing a successor. The representative then elected shall serve as Chairperson or Vice-Chairperson, as appropriate, for the remainder of his or her predecessor's term.

In exceptional circumstances, in the absence of both the Chairperson and Vice-Chairperson, the Members shall select an interim Chairperson among those present at the meeting.

In case of non-performance of his or her duties or serious misconduct and upon request from at least 50% of the Members or following a request by the Executive Director, a vote can be held for the removal of the Chairperson and/or the Vice-Chairperson from office. The Executive Director shall chair this proceeding and organise the vote according to the procedure set in Article 10.

Article 4. Ad hoc panellists

The permanent panellists representing the Commission, the members of the IHI JU other than the Union and the states representatives' group may appoint ad hoc panellists where appropriate, for a fixed period, to discuss specific subjects. They may jointly appoint a maximum of six ad hoc panellists for each meeting. Such ad hoc panellists shall be appointed based on their scientific or technical expertise on the subjects to be discussed at given meetings or taking into account the need to create synergies with other research programmes. They shall communicate their decisions to the Governing Board, the states representatives' group, the Programme Office and the other Members at least ten (10) working days before the meeting which the ad hoc panellists should attend.

Upon appointment, the Programme Office shall invite the ad hoc panellists in due time. The notification shall be accompanied by the provisional agenda and the relevant supporting documents that can be shared with them, once the declaration requested under article 12 below is duly signed.

Ad hoc panellists participate in the Science and Innovation Panel in their individual capacity and commit themselves to discuss questions put forward and provide advice in their relevant fields of expertise to the best of their ability and in the best interest of the Innovative Health Initiative Joint Undertaking. They shall not delegate their tasks to another person.

Article 5. Attendance at meetings

The Members should, unless duly justified, attend all meetings of the Science and Innovation Panel. In addition to the Members, the meetings shall be attended, as required, by:

- a) The Executive Director or his or her representative;
- b) The Chairperson of the Governing Board or his or her representative;
- c) A limited number of members of the Programme Office ensuring the secretariat of the Science and Innovation Panel.

The Chairperson may also invite other persons to present or discuss specific subjects. These invitations shall be limited to duly justified cases, for instance if the presence of the above-mentioned participants is relevant to a specific item on the agenda.

Participants other than the Members shall have no voting rights and they shall not be entitled to any payment or reimbursement of costs by the IHI JU.

Article 6. Opinion and Reports

The Science and Innovation Panel shall provide its opinions on proposed priorities to the Governing Board in written form.

The Science and Innovation Panel may, of its own initiative, advise the Governing Board to consult it on specific points not covered by the tasks set out above.

These opinions are the result of discussions within the Science and Innovation Panel. Individual Members may request to have divergent views recorded.

After each meeting of the Science and Innovation Panel, its Chairperson shall submit to the Governing Board a report outlining the opinion of the Science and Innovation Panel.

To the extent possible, the report shall be made publicly available on the website of the IHI JU.

The Members may be consulted in writing or by electronic means when the urgency of the matter so requires. A written consultation shall be carried out by the Executive Director on the request of the Chairperson. The Members shall give their opinion within ten (10) working days from the reception of the consultation request. The Chairperson may shorten this period in the event of particular urgency, but not to less than four (4) working days.

The Science and Innovation Panel will be informed of the reasons in the event that its advice on the work programme and the Strategic Research and Innovation Agenda is not followed.

The reports, agenda and minutes of the meetings of the Science and Innovation Panel shall be subject to the provisions of Article 21(3) and Article 34 of the Council Regulation and the measures taken for its implementation.

Article 7. Convening of meetings

The Science and Innovation Panel shall hold its ordinary meetings at least twice a year.

The Chairperson shall convene the meetings by sending written notification to this effect to the Members no later than fifteen (15) working days before each meeting. This notification shall be accompanied by the provisional agenda and the relevant supporting documents.

Extraordinary meetings may be convened upon the Chairperson's own initiative or upon request to the Chairperson by the Governing Board or the Executive Director.

When an extraordinary meeting is required, the Chairperson shall convene the meeting by sending a written notification to the Members, accompanied by the provisional agenda and the relevant supporting documents within no later than five (5) working days before the meeting. In case of urgency, some documents may be forwarded to the Members and the required observers at a shorter notice, but not less than two (2) working days before the meeting.

The meetings may take place by audio conference, video conference or other means of communication. Alternatively, physical meetings shall normally take place in Brussels at the seat of the IHI JU.

Article 8. Agenda

The agenda shall be adopted by the Members at the beginning of each meeting.

Subject to the agreement of the Chairperson, urgent questions may be added to the agenda at any time during the meeting. However, decisions on items that were not included in the provisional agenda circulated to the Members shall be subject to a written procedure, unless otherwise decided at the meeting in duly justified cases. Items on the agenda may be deleted or carried over to a subsequent meeting where necessary.

Article 9. Quorum

In order to ensure the quality of the discussion, a quorum of two thirds (2/3) of the Members is required for each meeting.

A quorum of two thirds (2/3) of the Members is required to enable a decision to be adopted by the Science and Innovation Panel.

Article 10. Voting

In instances when a decision of the Science and Innovation Panel is required, the Members shall use their best efforts to reach decisions by consensus. Failing consensus, the Science and Innovation Panel shall adopt its decisions by two thirds (2/3) of the Members that are present and voting. If, for

whatever reason, a consensus cannot be found individual Members may request to have divergent views recorded.

Each Member shall have one vote. The votes shall be cast by show of hands unless a secret ballot is requested by at least one third of the Members present. A secret ballot shall be used when electing or removing a Chairperson or a Vice-Chairperson from office.

Each decision adopted by the Science and Innovation Panel as well as the record of votes, where applicable, shall be recorded in the minutes. Upon request by a Member, a statement of his or her views shall be entered in the minutes together with the final decision adopted.

Alternatively, decisions may also be obtained from the Members by written procedure. The Executive Director, following consultation with the Chairperson, shall send the proposal and any other necessary documents to all the Members, identifying a deadline for replies, which shall not be less than fifteen (15) working days. In duly justified cases of urgency, a shorter deadline of not less than five (5) working days may be set. The tacit agreement principle is applied if no reply is received in writing within the deadline set. The proposal shall be considered adopted if it receives the agreement (explicit or tacit) of at least two thirds (2/3) of the Members.

The result of the written procedure shall be notified to the Members by the Executive Director within ten (10) working days after the deadline for replies to the procedure has lapsed.

Article 11. Minutes

Draft minutes of meetings, including an attendance list, shall be drawn up by the Programme Office acting as the secretariat of the Science and Innovation Panel. These shall be sent to the Chairperson for review and approval not later than ten (10) working days after the meeting. Once approved by the Chairperson, the Executive Director shall send the minutes to the Members by not later than twenty (20) working days after the meeting.

The Programme Office shall support the Chairperson to consolidate the minutes. Minutes may be approved by written procedure or at the following meeting.

Article 12. Confidentiality and Conflict of interest

Without prejudice to Articles 34 and 36 of the Council Regulation, Members and other participants to meetings of the Science and Innovation Panel are required to refrain from divulging information acquired through their participation in the work of the Science and Innovation Panel, according to Article 21(3) of the Council Regulation. Any such information should not be disseminated, unless expressly authorised by the Executive Director and/or the Chairperson or unless unequivocally known to be in the public domain.

Members and any other participants to meetings of the Science and Innovation Panel shall sign confidentiality agreements and declarations confirming the absence of conflict of interest prior to their attendance to meetings and prior to receiving access to confidential documents and information. Such declarations of confidentiality and conflict of interest shall be based on the template annexed to these rules of procedure.

At the beginning of each meeting, Members and any other participants to the Science and Innovation Panel will be requested to declare promptly any conflict of interest that may arise from his/her participation in the Science and Innovation Panel which might be considered prejudicial to their independence in relation to the items on the agenda. In such a case, the concerned participant(s) shall undertake to refrain from participating in any discussion/vote on the item and shall leave the discussions accordingly.

In particular, the Members and *ad hoc* panellists shall promptly declare any financial or other interests in health-related industries which could affect their impartiality, when circumstances change following their initial disclosure or when new situations arise. In such a case, the Office, with the support of the Chairperson, will assess the extent and implications of the conflict of interest and take appropriate measures.

The Members and *ad hoc* panellists shall undertake to act in the general interest and in an independent manner. They shall not participate in proposals or projects funded under the IHI JU, either in their personal capacity or as representative of the organisations to which they belong. Where

discussions address proposals or projects in which their organisation is involved or where they have any advisory role (e.g., advisory board or contracted external expert), they will be asked to leave the meeting for the discussion of the concerned item/subject.

Furthermore, the Members and *ad hoc* panellists shall inform the Programme Office and the Science and Innovation Panel if any agenda item or subject discussed is of significant relevance for IHI JU projects or known proposals in which their organisation is a participant or adviser. The said Member(s) and *ad hoc* panellist(s) can be requested to abstain from the deliberations and/or leave the meeting for the discussion of the concerned item/subject. This does not impact their position within the Science and Innovation Panel.

Any Member and *ad hoc* panellist acting in breach of any of the relevant rules on confidentiality and/or conflict of interest shall, due to such misconduct, be considered as no longer being in a position to maintain its status of Member or *ad hoc* panellist.

Article 13. Reimbursement of expenses

Within the limit of the annual budget availability:

- the permanent panellists appointed by the Governing Board will be reimbursed for their expenses related to attending physical meetings (travel, accommodation allowance and daily allowance to cover expenditures at the place where the meeting/work is held);
- The two representatives of the states representatives' group may be reimbursed in accordance with the rules of procedures applicable to the states' representatives group to cover their participation to up to two meetings a year.

Article 14. Amendment of application of these Rules of Procedure

These Rules of Procedure shall be adopted according to the procedure set out in Article 10.

At the request of the Chairperson or the Executive Director, the Science and Innovation Panel may amend these Rules of Procedure following approval by decision of the Members.

Amendments to the Rules of Procedure shall be approved following the same procedure for their adoption.

Any provision in these Rules of Procedure that contradict or are in conflict with the provisions of the Council Regulation shall be without effect.

Article 15. Entry into force

These Rules of Procedure shall come into force upon their adoption by the Science and Innovation Panel.

These Rules of Procedure and any amendment thereto shall be published on the website of the IHI JU.

Annex – Confidentiality and non-conflict of interest declaration by the Members/participants in meetings of the Science and Innovation Panel of the IHI Joint Undertaking (IHI JU)

I, undersigned..... [Name],

..... [Function or Title].

hereby, undertake, as a [Member/participant in meetings] of the Innovative Health Initiative Joint Undertaking's Science and Innovation Panel, during and after the course of my mandate/participation:

1. To ensure the confidentiality of sensitive oral or written information the disclosure of which could damage the interests or the reputation of the Innovative Health Initiative Joint Undertaking, or of the participants in the activities of the Joint Undertaking. Such confidential information includes but is not limited to personal, commercial, sensitive non-classified and classified information.
2. To declare promptly any conflict of interest that may arise from my participation in the Science and Innovation Panel. I further undertake to refrain from participating in any discussion/vote on the item and to leave the meeting room accordingly in case of conflict of interest.
3. I undertake to respect the rules for the prevention, avoidance and management of conflicts of interest, in accordance with the general principles set in the Commission Notice Guidance on the avoidance and management of conflicts of interest under the Financial Regulation 2021/C 121/01¹, to give effect to Article 42(2) of the Council Regulation establishing the Joint Undertakings under Horizon Europe².

I understand that the obligations of non-disclosure set forth above shall not extend to information which are or became publicly known or available through no fault of my own.

Signed on the, in one original copy, on

Signature

¹ Commission Notice Guidance on the avoidance and management of conflicts of interest under the Financial Regulation 2021/C 121/01, published in OJ C 121 on 9.4.2021, https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=uriserv:OJ.C_.2021.121.01.0001.01.ENG&toc=OJ:C:2021:121:TOC#ntc5-C_2021121EN.01000101-E0005.

² Council Regulation (EU) 2085/2021 of 19 November 2021 establishing the Joint Undertakings under Horizon Europe and repealing Regulations (EC) No 219/2007, (EU) No 557/2014, (EU) No 558/2014, (EU) No 559/2014, (EU) No 560/2014, (EU) No 561/2014 and (EU) No 642/2014, <https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:32021R2085&qid=1640607250887>.