

Terms of Reference for the Management Structure of the Joint Programming Initiative on Healthy and Productive Seas and Oceans¹

Preamble

On 1st and 2nd December 2008, the Competitiveness Council of the European Union under the French Presidency adopted the Council conclusions concerning joint programming of research in Europe in response to major societal challenges. In response to this Council's conclusion, Member States (and States associated to the European Framework Programme for Research and Technological Development) agreed on a common Declaration of Intent. To take up the challenge described in this Declaration, the following terms of reference describe the most suitable management structure and working procedures.

The Management Structure

Composition

The management structure shall be composed of the following bodies:

- Management Board (MB)
- Executive Committee (ExCom)
- Strategic Advisory Board (StAB)
- Secretariat

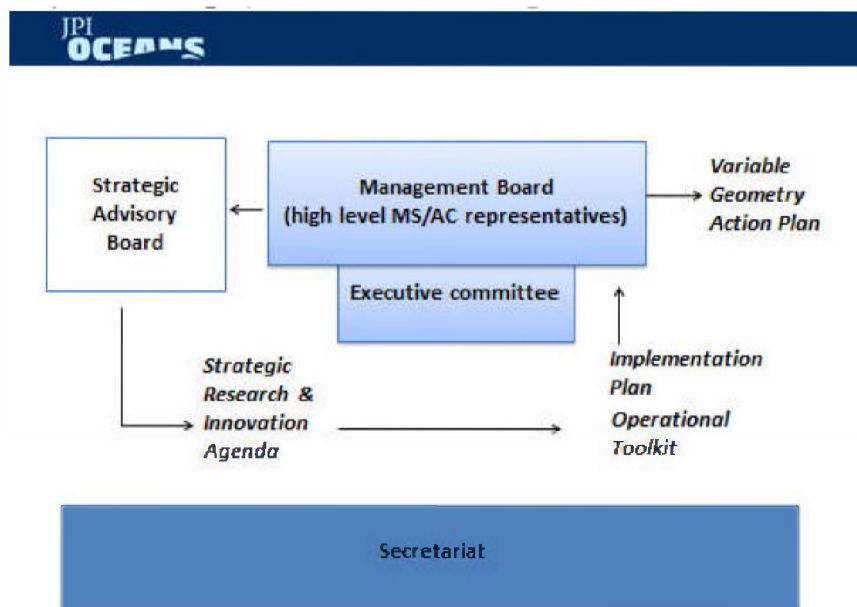


Fig. 1) Sketch of the Governing structure and decision flow

The Management Board shall be the decision making body. It shall seek advice from the Strategic Advisory Board on the Strategic Research and Innovation Agenda (SRIA) and related matters. The Executive Committee shall support the Management Board in all aspects concerning the preparation and implementation of decisions. The Secretariat shall organise the day to day management of the management structure and implement those tasks assigned to it by the Management Board and the Executive Committee. It shall take the necessary actions and shall report accordingly to the Management Board and the Executive Committee.

The JPI Healthy and Productive Seas and Oceans management bodies shall exert their mandate with the utmost regard to transparency and fairness. Decisions shall be governed by equal treatment and taking ethically relevant aspects in due account. In order to tackle major societal challenges, reasonable continuity of the management structure shall be ensured.

¹Thereafter to be called "JPI Oceans"

Participants in JPI Oceans

Any Member State (MS) of the EU or any Associated Country (AC) to the European Framework Programme willing to participate in the present joint programming initiative can be represented in the Management Board.

The European Commission (EC) shall have a status of non-voting member so as to be able to participate fully in the discussions, since the JPI aims to be developed in partnership between MS and AC and the EC.

Membership of states willing to join JPI Oceans later than the constitutive meeting shall be approved by the Management Board.

Membership in JPI Oceans is terminated if the respective state has put its wish in writing to the Chair of the Management Board, who in turn informs all other members.

1. The Management Board (MB)

1.1 Mandate

The MB, being the decision-making body of JPI Oceans, has the overall responsibility for implementing JPI Oceans and its management structure.

For implementing JPI Oceans, the MB shall be responsible for:

- Establishing a shared vision of the nature of the challenge – the opportunities and threats associated with seas and oceans, the added value of joint work and the impact thereof on securing sustainable use of our seas and oceans.
- Specifying the objectives of JPI Oceans and developing appropriate indicators to monitor and evaluate progress of JPI Oceans.
- Establishing and adopting a Strategic Research and Innovation Agenda (SRIA) and Implementation Plan with the means and tools to be put in place to implement JPI Oceans, taking into account the principle of variable geometry and considering regional and sub-regional aspects.
- Reporting at the political level to Member States and Associated States, the High Level Group on Joint Programming (GPC from the French "Groupe de Programmation Conjointe") and European Research Area Committee (ERAC) on the progress of JPI Oceans.
- Communicating and liaising with other countries, institutions, initiatives and programmes.

This shall be done in their own capacities and competence as well as with the support from the StAB who shall advise in this process.

The implementation of JPI Oceans shall involve at least the following steps:

- Define the process leading to the establishment of the SRIA.
- Adopt the SRIA, oversee its development, and decide on updates and changes.
- Define and implement framework conditions based on the voluntary guidelines approved on the 5th of November 2010 by ERAC (ref. ERAC-GPC 1309/10).
- Establish an Implementation Plan based on the priorities set out in the SRIA and taking into account the feasibility of the actions, means and tools to be implemented under variable geometry.
- Invite JPI Oceans Participating Countries to get involved in the development and implementation of transnational initiatives (collaboration and exchange activities, calls for proposals and others) and to commit financial resources. The participation of JPI Oceans Participating Countries in specific initiatives is voluntary and follows the principle of variable geometry.
- Organise and implement transnational activities.

The MB shall also decide on issues concerning the management structure of the JPI Oceans:

- Procedures defining the composition, roles, rights and duties of the following management bodies and their interaction with the Management Board (MB):
 - a. Executive Committee (ExCom)
 - b. Strategic Advisory Board (StAB)
 - c. Secretariat (location, host organisation and Head of the Secretariat)
- All necessary budgetary arrangements for the management structure.
- Membership and observer status of states willing to participate in JPI Oceans.

In order to conduct these duties, the MB shall delegate tasks to the Executive Committee where appropriate.

1.2 Membership in the Management Board

All JPI Oceans Participating Countries as well as the EC shall be represented in the MB.

Each Participating Country in the JPI Oceans shall appoint 2 representatives and 2 alternate members to the MB for a minimum period of 5 years. The representative members shall be high level, representing organisations with a governmental mandate to commit resources for the implementation of JPI Oceans. Thus, representative members of the MB shall typically come from ministries or funding bodies. Alternates can come from research organisations, research councils and the like. Each participating country shall ensure that appropriate routes for approving decisions and allocating resources from within their organisations are established.

One of the representative members shall be designated by each Participating Country as the main representative responsible for attending the MB meetings, making decisions within the MB, communicating the decisions and recommendations of the MB to the national decision-making bodies and assist in arranging organisational and financial support at the national level. The second representative member shall take over the duties and rights of the main representative if the latter is not able to attend the MB meetings.

If both representatives are exceptionally unable to attend a meeting, then one of the alternates shall take over their responsibilities and rights and shall act on their behalf. The Chairs and Secretariat should be informed about this at least 5 working days before the meeting of the MB.

Any changes in the MB membership of the Participating Countries or the EC in the MB shall be immediately communicated to the Chair of the MB and the Secretariat.

1.3 Chairmanship of the Management Board

The MB shall have a Chair and a Vice Chair. The Chair and Vice Chair shall be elected by the MB from among its representative members. The election shall take place during one of the MB meetings. The candidates for the positions of Chair and Vice Chair shall communicate their interest by e-mail to the rest of the MB members and to the Secretariat at least 15 working days in advance of the next MB meeting.

The MB shall elect and appoint the Chair and the Vice Chair by consensus.

The Vice Chair shall automatically take the place of the Chair if the Chair is prevented from attending to their duties. The terms of office of Chair and Vice Chair shall be two years, beginning on the date of their appointment, with one possible reappointment for another two years.

The Chair and Vice Chair shall steer the MB meetings, have a neutral function and not participate in the voting. As an exception to this general rule, the Chair and/or the Vice Chair shall be allowed to vote, with the same rights as the rest of the MB members, in those MB meetings where the Chair and/or the Vice Chair are the only representatives from their respective countries present at the meeting.

1.4 Meetings of the Management Board

The MB shall meet on a regular basis and at least twice a year, preferably with an agreed time and place a year in advance of each meeting. Additional meetings may be organised upon request of any of the members of the MB or upon request of its Chair. The date and place of the meetings shall be decided by the MB at its preceding meeting.

In exceptional cases and only in matters of urgency, the Chair, in consensus with the Executive Committee, may decide to convene a MB meeting at shorter notice, but no less than 10 working days prior to the meeting. Special attention has to be paid to the fulfilment of the quorum for these meetings.

In exceptional cases, for instance, if there is a need to call for an ad hoc meeting, the members of the MB may also convene by telephone conference, videoconference or other means of communication. Any decision taken by the MB in such fashion shall only be valid and effective if confirmed in writing (letter, fax or e-mail) by each member to the MB without undue delay.

At least one of the two members of each participating MS or AC should attend the meetings of the MB.

1.5 Agenda and preparatory documents

A draft agenda for each MB meeting shall be drawn up by the Executive Committee with the assistance of the Secretariat, based on proposals from members of the MB and from the Strategic Advisory Board. It shall contain in addition any items requested by the Chair. A draft agenda for each meeting shall be made available to the members of the MB, together with the relevant material for decision-making, at least one month prior to each meeting.

The Chair in consultation with the Executive Committee, may on a case-by-case basis agree on documents which can be forwarded to the members at a shorter notice, but not later than 10 working days prior to each meeting, taking into account internal consultation procedures for representatives of each participating state.

Agenda points requiring decisions shall be indicated as such. With the agreement of the members present or represented and providing the quorum rules are fulfilled, urgent questions may be added to the agenda at any time prior to the end of the meeting. Items on the agenda may be deleted or carried over to a subsequent meeting with the approval of the members present or represented.

1.6 Admission of observers and other experts to the meetings of the Management Board

In addition to the MB main representative members of each Participating Country, who holds the right to vote and make decisions, the rest of the MB members may attend the meeting as observers. The Head of the Secretariat shall attend the meeting of the MB as an observer and provide the required support and assistance to the MB. The Head of the Secretariat may also bring other Secretariat members to a meeting, when this is considered useful to better assist the MB.

In accordance with the non-voting member status of the EC in JPI Oceans, the main representative of the EC shall attend the MB meetings as observer. Additional members of the European Commission can attend the meetings of the MB as observers.

Those MS and AC having expressed their interest in participating in JPI Oceans shall be invited as observers to the MB meetings until full participation.

If items on the agenda need additional expertise, the MB may decide to invite experts to the meetings of the MB. Members of the MB may name suggestions to the Chair. The Executive Committee should approve the suggestions and invite the experts. Invitations to experts shall be issued no later than 15 working days prior to the meeting.

Observers and experts shall not have a right to vote nor to participate in any decision or agreement made by the MB.

1.7 Quorum

To ensure the quality of discussions and the involvement of the members, more than half of the Participating Countries in the JPI are required to be represented at a meeting for the meeting to be valid.

In the absence of this quorum, the Chair shall search an alternative solution such as discussion on important matters followed by a written voting procedure or close the meeting and convene another one as soon as possible.

1.8 Voting

The MB shall make its decisions by consensus whenever possible. If no consensus is reached, decisions shall be taken by voting of its members present, upon suggestion from the Chair. The absence of one or several members shall not affect the result of the vote as long as the quorum is respected.

For issues other than the election of ExCom and the StAB each JPI Oceans Participating Country shall have one vote in the MB, irrespective of the number of its representatives and alternates. The vote shall be indivisible and as a general rule, the right to vote shall fall on the main representative. If the main representative cannot attend or has to leave during a meeting, the right to vote shall be automatically transferred to the second representative or to one of the alternates, if present. For the election of the ExCom, when consensus is not possible, each MB member shall have the number of votes set out in point 2.3 of this ToR. For the election of the StAB each MB member shall have the number of votes set out in point 3.3.2 of this ToR.

The required majority differs for different issues:

Adoption of the SRIA:	2/3 of all countries represented in the MB
Procedures to implement the JPI (IPlan):	> 50% of all countries represented in the MB
Changes to the ToR:	2/3 of all countries represented in the MB
Variable geometry initiatives and IPlan:	The number of countries willing to participate

All other decisions of the MB shall be taken by simple majority of the members represented. Each decision adopted by the MB shall be recorded. A statement of the views may be entered in the minutes along with the decision, if a member so requests.

1.9 Written procedure

Decisions of the MB are made during meetings. In exceptional cases, where circumstances do not allow for a regular meeting, decisions of the MB might also be taken by written procedure when proposed by the Chair and consented to by the MB.

A written procedure may take the form of an electronic procedure. The members of the MB shall have 20 working days to approve or reject a decision. The absence of a reaction shall be considered as an abstention.

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

1.10 Transmission of final documents/ Minutes of meetings

The draft minutes with the attendance list and the decisions taken shall be forwarded to the members of the MB no later than 10 working days after the end of each meeting.

Comments and/or objections need to be forwarded to the Chair within 10 working days of receipt of the draft minutes, with copy to each member.

The finalisation of the documents shall be finished 30 days after the meeting including answers to questions and exchanges of comments and/or objections.

The draft minutes shall be finally approved at the beginning of the next meeting of the MB.

Once approved by the MB, the minutes shall be signed by the Chair. A signed copy of the minutes shall be kept in the archives of the MB.

The final text of the minutes shall be forwarded to members by the Secretariat no later than one week after its approval.

1.11 Conflict of Interest

Members of the MB shall not participate in any decisions where circumstances of personal or professional nature can compromise their ability to decide in accordance with their objectives and tasks as members of the MB.

If a member of the MB considers herself/himself to be in a situation of potential conflict of interest the member shall raise the issue with the Chair, who in turn shall inform the MB. The MB shall decide whether she/he may participate in the discussion. The MB shall attempt to identify areas and issues with possible conflict of interest.

A member of the MB may not simultaneously be a

- member of the Strategic Advisory Board
- member of the Secretariat
- direct or personal participant of a project or action launched by JPI Oceans
- evaluator or reviewer of proposals submitted to a call directly issued by JPI Oceans

1.12 Confidentiality/Transparency

Members, observers, experts and any other person present in meetings of the MB shall respect the confidential character of the discussions of the MB.

Observers and experts shall sign confidentiality agreements and declarations of conflict of interest prior to attending any meetings of the MB.

2. The Executive Committee (ExCom)

An Executive Committee shall be established if there are more than 10 countries participating in JPI Oceans.

2.1 Composition

The ExCom shall be made up of 8 members: the Chair and Vice Chair of the MB, who shall also act as Chair and Vice Chair of the ExCom, and 6 additional members from which 4 members shall be elected by the MB from among either the representative or the alternate MB members of each participating country. The positions of the 2 other additional ExCom members will be reserved to representatives from the country holding the Presidency of the EU Council and the country taking over the next Presidency.

2.2 Mandate

The role of the ExCom is to be an executive body, providing support and assistance to the MB during the development and implementation of the JPI Oceans governance, plans, actions and activities. The ExCom has no decision-making power.

The main tasks and responsibilities of the ExCom are:

- to assist in the preparation of MB meetings (including the elaboration of the agendas, the invitation of experts, etc), proposals for strategy and actions , allowing the MB to focus on strategic decisions;
- to ensure proper implementation of the MB decisions and to monitor and follow up the action lists established by the MB as well as immediately inform the MB if there are needs for changes or priorities in the action lists;
- to oversee that the work of the Secretariat is carried out according to the MB decisions;
- to guide and follow up the work conducted by the StAB.
- to propose areas for foresight exercises to the MB;
- to organise foresight exercises with the assistance of the Secretariat and the StAB upon request of the MB.
- to report on a regular basis to the MB on all the activities conducted by the ExCom and on the progress of JPI Oceans.
- To report immediately to the MB on any issue that could affect the progress of JPI Oceans.
- To represent JPI Oceans at high level in different forums.
- To deal with urgent matters of relevance for the development and implementation of JPI Oceans, after approval of the MB.

- To prepare together with the Secretariat the report for the annual GPC ERAC meeting.

In addition to these tasks and responsibilities, the MB may decide to assign additional tasks and responsibilities to the ExCom when necessary.

2.3 Election of the Executive Committee

The Chair and the Vice Chair of the MB shall also be Chair and Vice Chair of the ExCom, respectively, and their election shall be conducted as it has been previously set out in point 1 of this ToR. The 4 additional members of the ExCom, with the exception of those ExCom members occupying the seats reserved to the countries holding the Presidency of the EU Council and the country taking over the next Presidency, shall be elected by the MB according to the following procedure:

The Chair of the MB, through the Secretariat, shall send a notification to the MB members informing that the process for the election of ExCom members has started and asking for MB representatives and alternate members to present their candidacy.

Those MB members who wish to be members of the ExCom should send an expression of interest by e-mail to the Chair of the MB, with copy to the Secretariat, as soon as possible after receiving the notification and no later than 15 working days prior to the next MB meeting. After receiving the expressions of interest, the MB shall proceed to the election of the members of the ExCom during its next meeting.

The election of the ExCom members shall be done by consensus or if necessary by voting, taking into account the regional dimension whenever possible. Should the election be made by voting, the voting shall be conducted anonymously by using ballot papers with the name of candidates pre-printed. Each main representative in the MB shall issue a maximum of four votes (one vote per candidate).

After voting, votes shall be counted and the four candidates with the highest number of votes shall be appointed by the MB as members of the Executive Committee for a term of 3 years, with possibility of one re-appointment for second term for a maximum period of 2 years. The rest of the candidates shall be placed on a reserve list ranked by number of votes.

Any vacancy left in the ExCom during its term shall be covered by candidates from the reserve list. If there are no candidates left on the reserve list the Chair shall send an invitation asking for volunteers from among the representative/alternate members of the MB of the different countries.

In case of a tie among candidates, the MB shall decide by consensus on the candidate that shall be elected. Should consensus not be possible, the MB shall resolve the tie between candidates in a second round of voting.

The 2 ExCom members occupying the seats reserved to the country holding the Presidency of the EU Council and the country taking over the next Presidency will be appointed by their respective country. The term of these ExCom members shall be one year, starting 6 months in advance to the starting period of the respective Presidency of their countries. In case that the country taking over the next EU Presidency is a non-participating country in JPI Oceans, the membership of the countries holding the 2 former EU Council Presidencies might be extended upon decision of the MB.

2.4 Meetings

The ExCom shall meet at least twice a year and the meetings shall be arranged to take place with sufficient time in advance of the next meeting of the MB, in order to timely provide the MB with reports, recommendations and inputs for discussion and agreement.

The Chair or Vice Chair of the ExCom shall also participate in all meetings of the StAB and shall inform the MB and the ExCom about the conclusions and issues dealt within the meetings.

The Secretariat shall attend the ExCom meetings and shall prepare a draft of the minutes, which shall be circulated to the ExCom members within 10 working days after the meeting. Comments and/or objections to the draft shall be forwarded to the Chair within 10 working days of receipt of the draft minutes, with copy to the Secretariat. The Secretariat shall amend the draft of the minutes accordingly and provide the final text to the ExCom members. Overall, the elaboration of the minutes should not require more than 30 days. The ExCom shall approve the minutes by consensus. After its approval the minutes shall be signed by the Chair and a copy of it shall be sent to the MB members.

2.5 Working Procedures

The ExCom shall set up its own working procedures – in conformity with the Terms of Reference of JPI Oceans and the Council Conclusions – which shall need to be approved by the MB.

2.6 Conflict of Interest

Members of the ExCom shall not be involved in issues where circumstances of personal or professional nature can compromise their tasks and responsibilities. In addition, a member of the Executive Committee may not simultaneously be:

- member of the Strategic Advisory Board
- member of the Secretariat
- involved as a participant in a project or action launched by JPI Oceans
- evaluator or reviewer of proposals submitted to a call issued by JPI Oceans

If a member of the ExCom considers herself/himself to be in a situation of potential conflict of interest, then she/he shall raise the issue with the Chair, who in turn shall inform the MB. The MB shall decide whether she/he may continue to be a member of the ExCom.

2.7 Confidentiality

The confidential character of the discussions held during the ExCom meetings shall be respected according to the same terms that apply to the MB meetings.

3. The Strategic Advisory Board (StAB)

3.1 Mandate of the Strategic Advisory Board

The StAB is an independent and neutral body providing independent advice to the JPI Oceans MB. The StAB does not have any management or executive function in terms of decision-making.

The StAB shall assist the MB and the ExCom in elaborating and preparing a Strategic Research and Innovation Agenda (SRIA) addressing the grand challenges and societal needs identified in the JPI Oceans Vision Document.

Taking due account of the six relevant framework conditions for actions to be taken, as recommended by the Council, the tasks of the StAB shall include to:

- act as high-level strategic advisor to the JPI Oceans MB
- prepare the draft Strategic Research and Innovation Agenda; to this end, also identify experts to feed the process in areas where further expertise might be needed with the aim of supporting the StAB in its functions.
- help identify and shape existing and new instruments for joint activities to be undertaken by JPI Oceans in relation to science, innovation and policy.
- suggest ranked priorities, taking into consideration national and EU activities as well as the urgency and relevance for addressing the grand challenges.
- provide recommendations on the Implementation Plan (IPlan) based on variable participatory arrangements.
- advise on any other matters considered important for the achievement of the objectives outlined in the JPI Oceans Vision Document.

- assist the MB/Executive Committee in accessing additional expertise/advice, and organising specialist Working Groups and Foresight Activities, as required.

The StAB shall set up its Rules and Procedures – in conformity with the Terms of Reference and the Council Conclusions – to be approved by the MB.

3.2 Composition of the Strategic Advisory Board (StAB)

The StAB shall be made up of selected independent experts from the 3 key groups of stakeholders targeted by the JPI Oceans namely science, industry and civil society, but each of the StAB members will be appointed in their own capacity as independent experts in marine/maritime issues and not as representative of any stakeholder group.

The composition of the StAB shall reflect:

- recognised leadership in fields relevant to JPI Oceans, with the ability to bridge scientific, societal, innovation and policy issues;
- understanding of the organisational and operational setting of transnational cooperation with programmatic procedures and implementation of strategic research and innovation agendas;
- capacity to cover all major cross-cutting issues identified in the JPI Oceans Vision Document;

The StAB shall consist of 16 members from the three groups of stakeholders (science, industry and civil society) and shall have the following composition:

- 7 members from science (research centres, universities, technological centres, etc);
- 5 members from industry (industry, SMEs, technological platforms, industry organisations, etc);
- 4 members from civil society: 3 from public authorities and 1 from civil society organisations.

3.3 Process for the establishment of the Strategic Advisory Board

The MB of the JPI Oceans shall elect the members of the StAB following a three steps procedure:

1. *nomination* of experts by MB members;
2. *voting on nominees* by the MB members;
3. *appointment* of StAB members by the MB.

3.3.1. Nomination of experts

Criteria for the nomination of experts

The experts nominated to the StAB must fulfil the general requirements/criteria common to all the nominees, as well as group specific criteria depending on which group of stakeholder each nominee belongs to (science, industry and/or civil society).

General criteria:

1. A thorough understanding of how science and technology can contribute to solve societal challenges and how to promote innovation in the public and private sectors.
2. International experience and visibility.
3. Strategic and visionary capabilities when it comes to the maritime economy, marine environment and climate change issues and interactions.

4. Good knowledge of EU policies and priorities on marine and maritime research and environmental issues..

Group specific criteria:

- *Science*: Nominees from *science* should have an excellent professional record of achievement. Recent and active participation and visibility in foresight or advisory bodies/committees (e.g. UNESCO, FAO, ICES, CIESM, IPCC, IMO, SCOR, IOC-UNESCO, ICSU, ESF-MB, Regional Conventions, Advisory Groups of the European Commission, etc) shall be an asset.
- *Industry*: Nominees from *industry* should be leaders in their field, have excellent comprehension and experience in how science and technology can be transferred to innovation beyond a single sector, for instance, through public-private partnerships.
- *Civil society*:
 - a) Nominees from *public authorities* should have comprehensive experience and knowledge of issues of relevance to the grand challenges identified in the JPI Oceans Vision Document.
 - b) Nominees from *civil society organisations (CSO)* should be highly recognised and experienced and have an active engagement in marine and maritime issues relevant to JPI Oceans.

Procedure for the nomination of experts

MB member countries may nominate up to 6 experts from the 3 stakeholder groups targeted by the JPI (science, industry and civil society). The 6 nominees can be national or international experts, but at least one of them must be of a nationality different from the proposing country.

The European Commission, as a non-voting member of the MB, shall be invited to propose 6 nominees, but not to take part in the voting process.

Each MB member may freely decide on the procedure most suitable to select its own nominees.

Each MB member shall propose its respective nominees to the StAB, bearing in mind the need for a good balance of expertise, skills and cross-thematic representation, as well as a balance in gender and age.

To reach this aim, each nominee shall be asked to provide to the MB with the following information:

- 1) Name and surname
- 2) Date of birth
- 3) Gender
- 4) Nationality
- 5) A short professional profile (maximum 350 words)
- 6) A motivation letter from the candidate to be a member of the StAB (maximum 350 words)
- 7) The target stakeholder groups where the nominee has experience (science, industry and/or civil society) ordered by relevance
- 8) Select the target stakeholder group of most relevance to the nominee

Each MB member shall identify its nominees within 2 months after the final adoption of this procedure. After that time period the nomination process shall be closed.

Each MB member shall take all the measures needed to make sure that the nominees proposed are willing and able to take up their position in the StAB. It is thus advisable that the nominees be contacted in advance to determine their interest and availability.

The Secretariat shall oversee that the nomination process complies with the provisions laid down in the ToR.

3.3.2. Voting on the nominees to the StAB

The Secretariat shall present the MB with a list of all nominees without revealing the proposing country. The list shall be ordered alphabetically and the nominees classified between the three different target groups. Each MB member shall have access to a database with the information provided by the nominees.

In order to give enough time to the MB member countries to examine the information on the nominees, the voting process shall be open for 2 months after the publication of the nominee list.

To proceed with the voting, each MB member country shall be provided with a number of votes equal to the number of members of the StAB (16 votes).

Each MB member country may only issue one vote per candidate, splitting all the votes between the 16 nominees in accordance with the stakeholder composition of the StAB [7 votes for nominees from science, 5 for industry and 4 for civil society (3 for public authorities and 1 for CSO)]. It is up to each MB member to decide whether they want to use all their votes.

In order to have a wide spectrum of experts from different areas and sectors, the main representatives in the MB should refrain from voting on nominees with similar or parallel professional profiles and backgrounds recalling the need for keeping a good balance of expertise and skills, target stakeholder groups, gender and age.

3.3.3 Appointment of StAB members

After the voting process has ended, the Secretariat shall present the results to the MB, in the form of three lists of nominees (one for each target stakeholder group) ranked by number of votes. If the first voting does not result in a clear outcome or the composition of the board is not well balanced (as set up in 3.3.2), a complementary second round of voting may be issued. Based on the outcomes of the first voting, the MB shall decide the list of nominees that will be voted in the second complementary round and the number of votes for each MB members. If there is disagreement with the outcomes of the second round of voting, the MB shall make the final decision on the selection of nominees to the StAB and shall be responsible for a final well balanced composition of the StAB in the terms described herein.

The Secretariat shall inform the successful nominees of their appointment.

For the appointment to be effective, the appointed experts shall be requested to send a signed letter to the Secretariat, within a month after their appointment, accepting the appointment and committing themselves to abide by the mandate from the MB and the provisions laid down in these ToR. In addition, StAB members must commit to conduct their tasks with impartiality, transparency, efficiency and confidentiality. To facilitate this process, the Secretariat shall draw up a template letter to be provided to the appointed experts, to be approved by the MB.

A reserve list of ranked nominees shall be set up with those nominees that have not been elected by the MB, if they agree on being part of this list.

If any of the appointed experts do not fulfil the provisions set up in these ToR or subsequently decline to be members of the StAB, the MB shall appoint, as soon as possible, a new member from the corresponding ranked list of nominees. In addition, any vacancy left in the StAB after its constitution shall be covered by a substitute from the ranked list of nominees within the 3 groups. The new members shall be appointed for a term equal to the remaining term of the StAB's mandate, upon receipt of their acceptance letter.

3.4 Duration of the StAB mandate

The StAB shall be appointed for a term of 3 years counted from the date of the 1st StAB meeting. Accordingly StAB members shall be appointed for a maximum term of 3 years, with the possibility of one reappointment for another term of 3 years.

The MB, through the Secretariat, shall communicate to each member of the StAB member in writing 2 months in advance the end date of his/her mandate.

At the end of each term the StAB's membership shall be renewed; where possible up to half (i.e. 8) of the former StAB members shall be part of the next StAB in order to ensure continuity of the StAB activities.

3.5 Process for the renewal of the Strategic Advisory Board

The renewal of the StAB membership shall be conducted according to the following provisions:

Eight months before the mandate of the current StAB members ends, the MB shall initiate the process for the election of a new StAB, following a process consisting of a three-step procedure (nomination, voting and appointment) as laid down in 3.3.

The Chair of the MB, shall provide one month's notice to the MB, via the Secretariat, of the starting date for the renewal process of the StAB and the envisaged time schedule.

3.5.1 Nomination of experts for the renewal of the Strategic Advisory Board

Each MB member shall be invited to nominate up to 6 experts according to the provisions set out in point 3.3.1, but taking into account that at least 2 out of the 6 nominees should already have been members of the StAB to be renewed so as to ensure the continuity of the StAB. The nominations shall be made within two months of the starting date of the election process for the renewal of the StAB.

3.5.2 Voting of nominees for the renewal of the Strategic Advisory Board

Following the nomination, the voting shall be conducted according to the procedure set out in point 3.3.2. The voting process shall be open for 2 months after the publication of the lists of nominees.

3.5.3 Appointment of new members to the Strategic Advisory Board

After the voting process, the JPI Oceans Secretariat shall present the MB with 3 lists of nominees (one for each stakeholder group) ranked by votes. The MB shall make the final decision for selecting and appointing/re-appointing 16 experts to renew the StAB.

The newly appointed members shall take over the seats of the outgoing members of the StAB immediately after the mandate of the latter ends.

To ensure continuity and effective transfer of duties and activities, a two-day meeting shall be held between the current and the newly appointed StAB members. The meeting shall be convened by the Chair as soon as possible after the election of the new StAB and before the mandate of the current StAB ends. The meeting shall be chaired by the Chair of the current StAB.

3.6 Chairmanship of the Strategic Advisory Board

The Chair and Vice Chair of the StAB shall be elected from volunteers among its members. Exceptionally up to 2 Vice-Chairs may be selected. In these exceptional cases the Chair and the Vice-Chairs should preferably come from different stakeholders groups. The Chair and Vice-Chair(s) elected by StAB will be approved by the MB, for a term of 3 years, with the possibility of one-term reappointment.

During the second and successive term of the StAB the Chair and the Vice Chair shall be selected, where possible and appropriate, from amongst the StAB members who have been re-appointed for a second mandate.

3.7 Meetings of the Strategic Advisory Board

The StAB shall meet at least 1-2 times a year. Additional meetings may be organised at the request of the MB, or at the request of the Chair of the StAB. In exceptional cases, for instance, if there is need to call for an ad hoc meeting, the Chair of the StAB may also convene a meeting by telephone conference, videoconference or other means of communication.

The date and agenda of meetings shall be decided by the StAB at its preceding meeting, preferably 5 weeks before a MB meeting to have immediate reports to the MB.

The minutes of the meeting shall be drafted by the Secretariat and circulated to the StAB members within 10 working days of the meeting. Any comments and proposals for changes have in turn to be put in writing within 10 working days and circulated to all members of the StAB. The draft and comments are to be passed to the MB as a point of information. Minutes must be approved during the consecutive meeting. The minutes shall be made available to the MB after approval without undue delay – at least 10 working days after their approval by the StAB.

The Chair or Vice Chair of the MB and the Chair of the StAB should participate in every meeting. Members of the MB may attend the meetings as observers, having notified both the Chairs of the MB and the StAB at least 10 days in advance.

In agreement with the Executive Committee and with the help of the Secretariat, the StAB may decide to invite 1-2 external experts and/or relevant stakeholders to their meetings or set up collaborative ad hoc working groups of external experts and/or relevant stakeholders when necessary, to provide advice and support to the StAB in their tasks subject to budgetary provisions being available.

3.8 Reimbursement of expenses:

StAB members and experts invited by the StAB shall be reimbursed to cover travel and accommodation costs stemming from the StAB meetings as follows.

Transportation:

- The organisation only reimburses an airline economy class ticket with a maximum of Euro 400,- for European flights.
- When coming by car or taxi, the organisation reimburses the expenses based on the price of a first class train ticket for the same journey.

Accommodation:

- The organisation shall reimburse maximum 175 € per room per night.

3.9 Quorum

To ensure the quality of the discussions and the involvement of the members, the presence of more than half of the members of the StAB (i.e. 9) is required for the meeting to be valid. In the absence of this quorum, the Chair shall search for an alternative solution, such as discussions on important matters followed by a written procedure.

3.10 Voting

The StAB shall make its decisions by consensus whenever possible. Every decision adopted shall be recorded. A statement of the views should be entered in the minutes along with the decision. A participation list should be circulated in every meeting.

If no consensus is reached, decisions shall be taken by voting and the votes are recorded. Each member of the StAB, including its Chair and Vice Chair, shall have one vote and all decisions shall be taken by a 2/3 majority.

3.11 Conflict of Interest

Members of the StAB shall not participate in any decision where circumstances of personal or professional nature can compromise their ability to decide in the interest of their objectives and tasks as members of the StAB.

In addition, the StAB members shall not be personally involved in any joint action or activity funded by the JPI Oceans during the time of their mandate as member of the StAB.

If a member of the Strategic Advisor Board considers herself/himself to be in a situation of potential conflict of interest she/he shall raise the issue with the Chair, who in turn shall inform all members of the StAB. The StAB shall decide whether she/he may participate in the discussion.

3.12 Resigning from the StAB

If a member asks to be excused or for other reasons wants to withdraw from the StAB, they should inform the Chair and the Vice Chair of the MB accordingly. The MB shall then select a new member from the ranked lists of nominees.

4. The Secretariat

4.1 Mandate of the secretariat

The tasks of the Secretariat shall include:

- making necessary arrangements for the proper organisation and timing of all meetings within the management structure;
- assisting the MB, the Executive Committee and the StAB with the preparation of documents, reviews and reports;
- ensuring the necessary logistical coordination and communication among different bodies of the management structure (MB, ExCoM, StAB), additional working groups of the StAB, and other relevant bodies;
- compiling, archiving (filing) and transmitting reports and other documents;
- preparing the necessary budgetary arrangements to run the management structure;
- organising communication activities.

Every year a report shall be submitted to the MB on the performance of the tasks assigned to the Secretariat.

Appropriate budgetary procedures shall be instituted to ensure the independence of the operations of the Secretariat.

4.2 Composition and management of the secretariat

The Secretariat shall consist of a minimum of 7 members. These individuals shall not be the same as those acting as representatives of their countries in the MB.

The Head of the Secretariat shall be appointed by the MB. Individuals appointed to be members of the Secretariat have to work for the European interest, contributing to the JPI Oceans goals and shall take responsibility for the delegated tasks.

The Secretariat shall be run by the Head of the Secretariat with the support of a hosting organisation belonging to one of the Participating Countries, which must have the administrative capacity to implement decisions, and provide the means to facilitate and monitor the work of the Secretariat, and report to the MB.

5. Interaction with Stakeholders

5.1 The stakeholder community

Many stakeholders have formed associations and platforms, business associations, research communities and civil society organisations (CSOs), thereby contributing to reduce stakeholder fragmentation. Relevant stakeholder groups shall be invited to be part of the process, giving support to identify societal needs, challenges and to develop the Strategic Research and Innovation Agenda.

Experts on marine research infrastructures and data sharing shall also be invited to interact with the other players in JPI Oceans.

5.2 Aim of the interaction with stakeholders

Joint Programming is a top-down driven process. However, JPI Oceans shall interact with administrative bodies, business communities and other actors of civil society throughout the JPI life-cycle and follow up its societal impact during the course of the process. This is to guarantee the sustainability of the JPI process and the fulfilment of societal needs according to the vision. This approach shall increase the added-value of JPI Oceans for the end-users and is, furthermore, important for securing engagement, commitment and relevance of the JPI to the stakeholders as it develops.

Stakeholders shall be consulted in the preparation of strategic issues and for the identification of gaps and where there are possibilities for synergies to be harvested. In the implementation phase, a partnership approach with relevant stakeholders is required, agreeing on roles and objectives based on a shared vision.

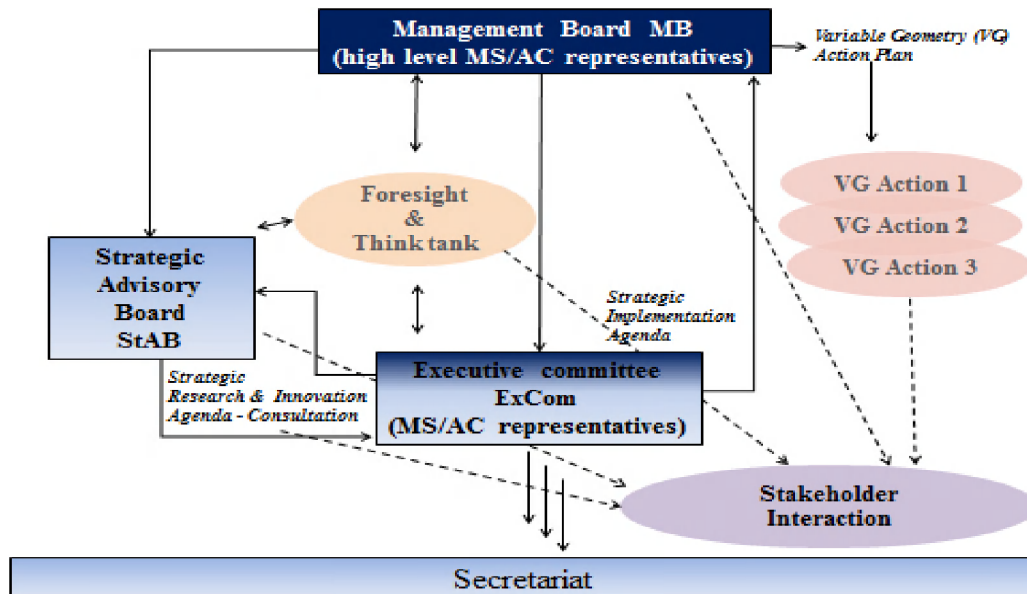


Fig. 2) Stakeholder interaction in JPI Processes

5.3 The Stakeholders interaction process

The MB shall invite relevant stakeholder communities to provide an analysis of gaps and overlaps in order to create synergies and to secure a top-down driven, interactive and dynamic process. This shall take the form of a continuous stakeholder interaction feeding the Strategic Research and Innovation Agenda (SRIA) to be evaluated by the MB.

JPI Oceans shall ensure active information sharing with authorities, scientists and all other relevant stakeholders within and outside of Europe. JPI Oceans shall make use of web tools for dissemination of information.

6. Miscellaneous provisions

6.1 Amendments

The present Terms of Reference can be revised by a decision of the MB upon request of at least one of its members and subject to approval by the MB.

Amendments to the present Terms of Reference shall enter into force as soon as they are adopted by the MB and published in the minutes.