

# Terms of Reference of the Scientific Advisory Board (SAB) for the Joint Programming Initiative Urban Europe

## *Article 1*

### **Mission of the Scientific Advisory Board (SAB)**

The Scientific Advisory Board, comprised of internationally recognised individuals in the scientific field and strategic research experts, is an external advisory body responsible for giving input to the critical decisions affecting the strategic orientation and outline of the JPI Urban Europe (UE).

## *Article 2*

### **Composition of the Scientific Advisory Board**

1. The SAB is composed of up to 12 members.
2. The SAB, based on the individual expertise of its members, shall
  - a) cover the entire thematic spectrum of the JPI Urban Europe
  - b) have a profound understanding of trans-disciplinary approaches
  - c) cover the diversity of methodological and paradigmatic approaches
  - d) have experiences in the development and implementation of research strategies
  - e) connect urban-related research and policy
3. The SAB shall consist of worldwide recognised individuals from academia and research institutions (not limited to Europe).
4. Members of the Governing Board and the Management Board may propose names for potential candidates of the SAB on the basis of a set of predefined and transparent criteria.
5. A Task Force composed of Governing Board members, supported by the Management Board, assesses these nominees and proposes candidates to the Governing Board.
6. In support of the decision making a workshop can be arranged by the Management Board with the SAB candidates to enable a more detailed reflection on the candidates profile and their

contributions to the SAB and JPI Urban Europe. At the same time JPI Urban Europe can communicate its ambitions and activities to possible new SAB candidates. The conclusions of such a workshop will be provided to the Governing Board for further decision making.

7. The Governing Board approves the candidates by a simple majority. The Chair of the Governing Board shall officially contact potential members of the SAB. Membership in the SAB shall be granted and or recalled by the Governing Board only.
8. The input of the members of the SAB for the creation of the SRIA and the subsequent implementation of the research programmes of JPI UE shall be organised in such a way that any potential conflict of interest can be avoided. This would include that the SAB would be neither involved in the decision nor the wording of calls and that they can thus be allowed to submit proposals to calls in research programmes organised within the JPI Urban Europe.

### *Article 3*

#### **Responsibilities of the SAB**

1. The SAB shall act as an advisory body, cooperate with the Management Board and report to the Governing Board.
2. The SAB's responsibilities:
  - a) advising the Governing Board and the Management Board regarding the general orientation of the strategic research and innovation agenda (SRIA) in terms of scientific approach and thematic direction
  - b) advising the Governing Board and the Management Board as to the strategic progression of the JPI Urban Europe
  - c) advising the Governing Board and the Management Board as to the evaluation and instruments of the JPI Urban Europe
  - d) supporting the Management Board and the Stakeholder Involvement Platform

### *Article 4*

#### **Terms of office**

1. A member of the SAB shall be appointed by the Governing Board for a term of three years.
2. A member of the SAB may be appointed for a second term (three years) in office.
3. After the term of office has expired, a member of the SAB shall remain in office until replacements have been appointed by the Governing Board.

4. When new members of the SAB are appointed after expiration of a term of office, at least two new members should be appointed together in order to ensure continuity.
5. A member of the SAB may not be re-appointed after serving two terms.

#### *Article 5*

##### **Procedure for electing the Chair and Vice Chairs**

1. The SAB shall elect a Chair and a Vice Chair from among its members for the duration of the term of office. In collaboration with the the Chair of the Management Board, the Chair of the SAB shall prepare and convene meetings and report to the Chair of the Governing Board and the Chair of the Management Board on behalf of the SAB.

#### *Article 6*

##### **Time and venue for meetings**

1. Supporting the strategic and scientific development of JPI Urban Europe the SAB meetings are scheduled along the whole strategy process set up by the Management Board and approved by the Governing Board. This strategy process might be part of a project, possibly funded by the European Commission. In this case the meeting schedule follows the work plan of the project.
2. Within this frame the SAB shall meet in ordinary session at least twice a year. The SAB may also meet in extraordinary sessions. The SAB extraordinary meetings shall be convened at the request of the SAB Chair and Vice Chair.
3. Dates for the ordinary sessions shall be determined three months before they take place and are agreed between Management Board and SAB Chair.
4. The Management Board shall notify each member of the SAB of the upcoming meeting at least twenty days in advance of the date on which it is scheduled
5. If, after a date for the meeting has been set, one or more members are unable to attend, the date for the meeting shall not change unless the Chair decides otherwise.

#### *Article 7*

##### **Preparation of meetings**

1. The SAB Chair shall make preparations together with the Management Board, including notifying members of the SAB of scheduled meetings, supplying draft agendas and relevant supporting documentation.
2. The invitation to the meeting, draft agenda, information on the decisions to be adopted and other working documents, shall be submitted to members of the SAB no later than ten days before the scheduled meeting.
3. The draft agenda of the meeting shall be drawn up by the Management Board together with the SAB Chair.
4. At the beginning of a meeting, the SAB shall adopt the agenda.
5. A request by a member of the SAB for including or deleting an agenda item must be in writing, reasoned and sent to the Chair at least five working days prior to the scheduled meeting. Upon receiving such a request the Chair shall immediately inform all members of the SAB. Urgent matters may be added to the agenda by the Chair.

#### *Article 8*

##### **Convening of meetings**

1. The Chair of the SAB together with the Chair of the Management Board shall lead and conclude the discussion.
2. The Management Board shall record the draft minutes of the meeting, including decisions adopted, votes cast and (minority vote) views, and distribute them to all members of the SAB no later than twenty working days after the meeting was held.
3. Comments and /or objections to the minutes shall be submitted to the Chair, with a copy to each member of the SAB, within ten working days after receiving the draft minutes. If no comments or objects have been communicated to the Chair within the given timeframe, the draft minutes shall be considered as approved.
4. The final text of the minutes and the decision taken shall be distributed to all members of the SAB and the members of the GB no later than one week after its approval.

*Article 9*

**Attendance**

1. All members shall be present at each meeting of the SAB. If unable to attend, a member shall inform the Chair in writing of his or her absence, including the reason for this absence. The absence of one or several members during a meeting does not affect the result of the vote, as long as the quorum is respected.
2. If the Chair is not able to attend a meeting of the SAB, the meeting shall be chaired by the Vice Chair. If the Vice Chair is unable to attend the same meeting, the most senior of the longest serving members will chair the meeting.
3. The Management Board shall draw up an attendance list during each meeting of the SAB.

*Article 10*

**Quorum and voting**

1. The presence of half of the appointed members of the SAB shall constitute a quorum. In absence of a valid quorum, the Chair shall deliberate with the Vice Chair as to the best course of action: the Chair shall close the session and may convene another meeting as soon as possible, postpone agenda items until the next ordinary session or initiate a written procedure.
2. The SAB shall take decisions by consensus. If consensus cannot be achieved, decisions on proposals shall be taken by a simple majority vote. Should the votes be tied, the Chair shall have the casting vote. The absence of one or several members during a meeting does not affect the result of the vote, as long as the quorum is respected.

*Article 11*

**Confidentiality**

1. The members of the SAB, as well as any other participants of a meeting, must respect the confidential character of the meeting as well as of the proceedings.

*Article 12*

**Working language**

1. The working language of the meetings of the SAB shall be English.
2. In case of documents produced by JPI Urban Europe being translated into any language other than English, only the English language version of the document shall be considered as definitive and binding.

*Article 13*

**Conflicts of interest**

1. A member of the SAB shall not participate in any decision in which a situation or circumstance of personal and/or professional nature can compromise his or her ability to decide in the best interest of JPI Urban Europe.
2. If a member of the SAB considers him or herself to be in a situation that constitutes a potential conflict of interest, he or she shall immediately raise this issue with the Chair, who shall, in turn inform the other members of the SAB. The members of the SAB shall subsequently decide on whether he or she may participate in the meeting.

*Article 14*

**Urgent Matters and written procedures**

1. In exceptional cases, where circumstances do not allow for a meeting, either in ordinary or extraordinary session, the SAB may take decisions by a written procedure. A written procedure can only be initiated by the Chair with the consent of the other members of the SAB.
2. A written procedure may take the form of an electronic vote. Members have ten working days to approve or reject a decision. Members, who do not respond within ten working days, will be considered as being neutral.
3. The Management Board shall immediately inform the SAB members of the outcome of a written procedure.

*Article 15*

**Adoption and amendments**

1. These Terms of Reference shall be adopted by the Governing Board.
2. Upon the request of one or several members, amendments may be made to these Terms of Reference by a simple majority of the Governing Board.
3. The Governing Board shall make public its Terms of Reference.

*Article 16*

**Entry into force**

These Terms of Reference shall enter into force once adopted by the Governing Board. The same shall apply to any amendments made to these Terms of Reference.