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DECISION OF THE MANAGEMENT BOARD**RULES OF PROCEDURE OF THE MANAGEMENT AND THE EXECUTIVE
BOARDS OF CEDEFOP**

THE MANAGEMENT BOARD OF CEDEFOP,

Having regard to Regulation (EU) 2019/128 of the European Parliament and of the Council of 16 January 2019 establishing a European Centre for the Development of Vocational Training (Cedefop) and repealing Council Regulation (EEC) NO 337/75 ⁽¹⁾, hereinafter referred to as 'Agency Regulation', and in particular Article 5(1)(i) and (n) thereof,

HAS ADOPTED THE FOLLOWING RULES OF PROCEDURE:

Chairperson and Deputy Chairpersons*Article 1*

1. In performing his or her role, the Chairperson shall act objectively and impartially and shall refrain from taking instructions from the groups and from any government, body or other stakeholder.
2. When chairing the meetings of the Management and Executive Boards, the Chairperson shall facilitate the debate and shall ensure that all groups and members have equal opportunity to express their views. The Chairperson shall faithfully summarise conclusions of the debate, reflecting as necessary divergences of opinion.
3. When representing the Management and Executive Boards, the Chairperson shall express positions that have been agreed by the Management and Executive Boards.

Article 2

If the Chairperson is not in a position to perform his or her duties, these shall be performed by one of the Deputy Chairpersons, taken in descending order of

⁽¹⁾ OJ L30/90 of 31 January 2019, pages 90-105

seniority in their current position as Deputy Chairperson. Where Deputy Chairpersons have equal seniority, they will be taken in descending order of seniority as member of the Management Board.

Article 3

The Chairperson and Deputy Chairpersons shall take up their duties immediately after the meeting during which they are elected.

Executive Board

Article 4

1. The provisional decisions referred to in Article 10(3) of the Agency Regulation shall not concern the matters covered by points (b) and (c) of Article 5(1), the second subparagraph of Article 7(1) and Article 18(7) of the Agency Regulation.
2. Decisions of the Executive Board shall be taken by consensus. If no consensus can be reached, the Executive Board shall refer the matter to the Management Board.
3. The Management Board may decide to extend participation to the meetings of the Executive Board by up to three additional members per group for meetings covering strategic issues, in particular as preparation for future Management Board decisions.
4. The Executive Director shall inform the Management Board of the decisions taken by the Executive Board, within 20 working days ⁽²⁾, and initiate a written procedure as needed.

Exercise of appointing authority powers regarding the Executive Director

Article 5

1. With the exception of the decisions referred to in Article 18(7) of the Agency Regulation and in paragraph 2 of this Article, and unless laid down otherwise in Cedefop Implementing Rules, the powers of the appointing authority and the authority empowered to conclude contracts of employment regarding the Executive Director shall be exercised by the Chairperson of the Management Board, acting on behalf of the Management Board.
2. Unless decided otherwise by the Management Board, the Executive Board, acting on behalf of the Management Board, shall exercise the powers of the appointing authority and the authority empowered to conclude contracts of employment for requests and complaints pursuant to Article 90(1) and (2) of

⁽²⁾ Where reference is made to working days in this document, it concerns working days at the seat of Cedefop.



the Staff Regulations and requests for assistance pursuant to Article 24 of the Staff Regulations, where these are lodged by the Executive Director.

Convening and venue

Article 6

1. The Executive Director shall, on behalf of the Chairperson, notify the members, alternates and other participants as defined in accordance with Article 9, of the date of a meeting not less than 20 working days before the date thereof. He or she shall simultaneously send them the draft agenda comprising the items to be examined. Any preparatory documents shall be sent not less than 10 working days before the meeting. In exceptional circumstances, the date of a meeting may be notified no later than 10 working days before the date thereof.
2. If, in accordance with Article 8(3) of the Agency Regulation, the Commission or at least one-third of the members of the Management Board request that the Management Board be convened, the Chairperson shall organise the meeting within two months in accordance with paragraph 1.
3. If, in accordance with Article 10(6) of the Agency Regulation, members of the Executive Board request that the Executive Board be convened, the Chairperson shall organise the meeting within one month in accordance with paragraph 1.

Article 7

1. As a rule, meetings of the Management Board shall be held at the seat of Cedefop.
2. Cedefop will ensure that venues of meetings of the Management and Executive Boards are accessible to all participants.

Agenda

Article 8

1. At the beginning of a meeting, the Management or Executive Boards shall adopt the agenda, which shall consist of the items included on the draft agenda referred to in Article 6(1) and any other items falling within its competence proposed by the Chairperson or, in accordance with paragraphs 2, 3 and 4, by one or more members.
2. Any request by one or more members of the Management or Executive Boards or by the Executive Director for the inclusion of an item on the agenda or its deletion therefrom shall state the reasons on which it is based and shall be sent in writing to the Chairperson at least 10 working days before the meeting. The Chairperson shall bring any such request to the notice of the other members of the Management or Executive Boards.



3. At the discretion of the Chairperson, urgent matters may be raised at the beginning of a meeting by one or more members or by the Executive Director and be added to the agenda.
4. During a meeting, any member and the Executive Director may propose the inclusion of an item on the agenda of the subsequent meeting, stating the reasons.

Attendance at meetings

Article 9

1. Besides the persons referred to in Articles 4(1) and 8(4) of the Agency Regulation (for the Management Board) and Article 10(4) (for the Executive Board), the following persons may attend meetings of the Management and Executive Boards without being entitled to vote:
 - members of Cedefop's middle management ⁽³⁾
 - other Commission staff in charge of Cedefop matters or matters relevant to Cedefop;
 - the chair or another member of the Staff Committee of Cedefop;
 - for meetings of the Executive Board, a second representative of the group holding the chairpersonship;
 - other members of the staff of Cedefop, on a proposal of the Executive Director and upon agreement by the Chairperson.
2. In accordance with Article 8(4) of the Agency Regulation on a proposal from the Chairperson, a Deputy Chairperson or a coordinator, and agreed by the Chairperson and Deputy Chairpersons, the following persons may attend meetings of the Management or Executive Boards without being entitled to vote:
 - persons whose opinion may be of interest to the Management or Executive Boards on matters that are included in the agenda of the meeting concerned;
 - other members of the Staff Committee of the Agency.

Article 10

1. The members of the Management or Executive Boards shall notify the Executive Director of their intention to attend the meeting or be represented

⁽³⁾ In accordance with the Founding Regulation, the internal structures of the agency, including deputising functions, are decided by the Executive Director. Middle management functions in Cedefop are defined in the Implementing Rules on middle management. These may include a Deputy Director, if in place, and other members of the management team.



by their alternate at the latest 10 working days before the meeting. Members who do not intend to attend the meeting shall inform their alternate without delay. The latter shall inform the Executive Director of their intention to attend the meeting as soon as possible.

2. Members and their alternates shall not participate together in meetings.

Proceedings

Article 11

1. The presence of the majority of members of the Management or Executive Boards or their alternates shall constitute a quorum. In the Executive Board meetings, at least one representative of each group and the Commission shall be present.
2. In the absence of a quorum, the Chairperson shall close the meeting and convene another as soon as possible or shall hold the meeting without taking any decisions.
3. The Chairperson shall direct the proceedings, in accordance with the principles laid down in Article 1.
4. The Chairperson shall give precedence to those wishing to raise a point of order or a preliminary matter.
5. If a speaker departs from the subject and has already been called to order twice by the Chairperson, the Chairperson may, if the speaker's remarks are still not to the point, withdraw permission to speak.
6. If the Chairperson or any member disputes the admissibility of a motion proposed by a member during the proceedings of the Management Board, the matter shall be put to vote. The substance of such a motion may be discussed only with the assent of the majority of members present with the right to vote. In the case of a tie, the Chairperson will take the final decision.
7. If the Chairperson considers that a motion may impede the Management Board's proceedings, he or she shall forthwith put it to the vote without debate.

Adoption of decisions

Article 12

1. As a rule, and always in the case of written procedures, motions for decisions will be presented with 2 options only, i.e. in favour/not in favour.
2. Motions that the Management Board should not express an opinion on a question or that consideration of a question should be postponed shall be voted on before any motion dealing with the substance of the question.



3. A motion which deals with several issues shall be divided into its several parts if this is requested.
4. Where several motions are tabled on the same issue, the most far-reaching among them shall be put to vote first. In the case of amendments, that amendment which departs the furthest from the basic text shall be put to the vote first.
5. The final vote shall be taken on the version of the text resulting from the previous votes.

Article 13

1. The voting figures shall be stated for each decision adopted by the Management Board. The decision shall be accompanied by a written statement of the views of the minority, where the latter so requests.
2. The Executive Director shall, where necessary, inform the Management Board of the decisions adopted, in particular those adopted by written procedure, within 15 working days.

Method of voting

Article 14

1. If there is consensus of the members present on the motion tabled, no vote is required.
2. Voting shall be by show of hands or by roll call. If the result of a vote by show of hands is disputed, the Chairperson shall proceed to a vote by roll call.
3. By derogation to paragraph 2, the vote shall be secret if the Chairperson thinks it necessary, or if so requested by one third of the members present, or if the issue addressed concerns an individual, including nominations, appointments and renewals, as well as the temporary suspension of the delegation of the appointing authority powers to the Executive Director.
4. The Chairperson shall count the votes in the presence of three scrutineers appointed by the Management Board each time a vote is taken. The Chairperson shall announce the results immediately.
5. When a motion is put to the vote, members present shall, if they so wish, be authorised by the Chairperson to give a brief explanation of the reasons for their vote.

Voting by proxy

Article 15

1. When members or their alternates are unable to attend a meeting, the members may authorise any other member in their group to vote on their behalf. Members so doing must inform the Executive Director and the



Chairperson in writing before the meeting. This applies by analogy to the members representing the Commission.

2. Members may not be given more than two proxy votes.
3. A proxy vote is valid only for the meeting for which it has been given.

Closure of debates

Article 16

1. The Chairperson may move for the closure of the debate when he or she considers that all members have had an opportunity to express their views. Members may also move for closure.
2. Any member asking to speak on the subject of closure shall be given precedence.
3. Any motion to close the debate shall be put to a vote.

Written procedures

Article 17

1. Written procedures may be organised in the following cases:
 - (a) when a decision of the Management Board is required before a deadline that is not compatible with the scheduled meetings of the Management Board;
 - (b) to adopt minutes of a meeting of the Management and Executive Boards if the next meeting of the Board concerned is scheduled more than 6 months after the meeting concerned.
2. The Executive Director shall submit the motion for decision to the members of the Management Board by appropriate electronic means and allowing for sufficient time for replies, as a rule 10 working days. In exceptional and duly justified circumstances, a fast-track procedure may be applied.
3. Where a motion is submitted for decision to the Management Board by written procedure, no-replies will be considered as in favour of adoption.
4. If no consensus exists in the Executive Board on the matter to be submitted to the Management Board for decision, the option supported by a majority of the groups and the Commission will be proposed as the default option. Arguments in favour of the default and alternative option will be presented. In the case of a tie, the options will be presented at equal footing and paragraph 3 of this Article will not apply.
5. Requests for substantive amendments to the decision submitted for adoption shall be brought to the attention of the Executive Board and may give rise to a resubmission of the decision in accordance with the principles laid down in paragraph 4 of this Article.

Minutes of meetings

Article 18

1. Minutes shall be taken of each meeting and shall include:
 - (a) the list of those present and, if applicable, of proxy votes;
 - (b) a summary of the discussions presenting the position of each group and of the Commission;
 - (c) the decisions adopted, with, in the case of the Management Board, a record of the voting figures for each vote taken.
2. The Management and Executive Boards shall receive draft minutes within 25 working days of the relevant meeting.
3. Motions to amend the draft minutes shall be submitted to the Executive Director and the Chairperson in writing no later than 15 working days after they have been received by the members.
4. The minutes of the meetings shall be adopted at the next meeting or by written procedure in accordance with Article 17 (1)(b).
5. The approved minutes shall be signed by the Chairperson and countersigned by the Executive Director.
6. The Executive Director shall transmit the minutes of the meetings of the Executive Board to the members of the Management Board and their alternates, as soon as they are adopted.

Confidentiality

Article 19

1. Meetings of the Management and Executive Boards shall not be public, but the final minutes of the Management Board and Executive Board meetings will be published, save those parts that relate to issues that were treated as confidential pursuant to paragraph 2 of this Article or that could harm the interests of the public, the EU, Cedefop or any individual.
2. The Management and Executive Boards may determine certain parts of a meeting to be treated as confidential. This duty of confidentiality shall apply to the members of the Board concerned and to any other person present at the meeting. If deemed necessary by the Chairperson, persons who are not members of the Management or Executive Board may be requested to leave the room during deliberations on the confidential matter.
3. The Management and Executive Boards can decide at a later moment that certain information is no longer to be considered as confidential following which it shall be published or disseminated in the appropriate form.



Secretariat

Article 20

1. In accordance with Article 8(5) of the Agency Regulation, the Executive Director shall prepare and organise the work of the Management and Executive Boards and shall provide the secretariat for their meetings. He or she shall assist the Management and Executive Boards in preparing decisions for adoption in the meetings or via written procedure.
2. Correspondence intended for the Management Board, its Chairperson or the Executive Director shall be addressed to Cedefop.

Revision of the Rules of Procedure

Article 21

At least every five years, the Management Board shall examine the need to revise these Rules of Procedure in light of the experience gained from their implementation.

Repeal

Article 22

The Revised Rules of Procedure of the Governing Board of Cedefop, approved by the Council on 24 July 2006 (2006/C 182/03), shall be repealed with effect from the date of entry into force of the present Rules of Procedure.

Entry into force

Article 23

These Rules of Procedure shall enter into force upon their adoption by the Management Board of Cedefop.

Done on 4 October 2019

For the Management Board,

Tatjana Babrauskiene

Chairperson of the Management Board