



EGI.eu Executive Board Terms of Reference



This work by EGI Foundation is licensed under a [Creative Commons Attribution 4.0 International License](https://creativecommons.org/licenses/by/4.0/)

Title of the Document / Number if required

ABOUT THIS DOCUMENT

Document:	EGI Council Policy
Distribution:	EB, Council and EGI Participants
Confidentiality notice:	Public
Document Version:	18-09-2015
Document Link:	https://documents.egi.eu/document/151

DOCUMENT LOG

<i>Issue</i>	<i>Date</i>	<i>Comment</i>
v.1	08-02-2010	First version of Executive Board Terms of Reference
v.2	18-09-2015	Second version
v.2.1	23-03-2021	Format of document updated, annotations updated (EGI.eu), corrected and updated references to the EGI Foundation organogram (Technical Director is replaced by Executive Team)

TERMINOLOGY

The EGI glossary of terms is available at <http://go.egi.eu/glossary>.

Contents

Article 1.	Membership.....	4
Article 2.	Meeting Procedures and Information Distribution	4
Article 3.	Voting Procedures.....	5
Article 4.	Budget and Economic Decisions.....	5
Article 5.	Employment Related Decisions.....	5
Article 6.	Policy and Operational Procedures	6
Article 7.	Representation	6
Article 8.	Conflicts of Interest and Confidentiality.....	6
Article 9.	Amendment of Articles	7

This document describes the Terms of Reference of the EGL.eu Executive Board (“the EB”), ¹which has been established on 8 February 2010 and modified on 3 August 2015 on the basis of the EGL.eu Statutes. As such, it lays down the procedure and decision-making process in internal rules and regulations of the EGL Foundation complementing those defined in the Statutes of the EGL.eu Foundation. The terms as used in this document follow the definitions of Article 1 of the EGL Foundation Statutes.

The EGL Council approved the document on 18 September 2015.

Article 1. Membership

The exact composition and functioning of the Executive Board is ruled by Article 8 of the Statutes and Article 2 of the Council's Terms of Reference.

Article 2. Meeting Procedures and Information Distribution

1. The Chair of the EB is the Chair of the EGL Council as appointed by the EGL Council. The Chair appoints a Deputy, which replaces him/her on absence.
2. The EB meets in person or via phone or video-conference at least 4 times per year, and more frequently as required and in any case, before an EGL Council meeting to discuss the agenda and the contents provided by the EGL Foundation. Meetings are called by the Chair. The participation is restricted to the EB members unless otherwise agreed. In order to get direct information about the daily running of the EGL Foundation the Director and the Executive Team of the EGL Foundation are invited by default to the meetings unless there are agenda items related to the Director or the Executive Team positions.
3. The agenda for the meetings is provided to the EB members by the Chair with a minimum of 48 hours prior to the meeting. The agenda should include the preliminary minutes and an updated action list of the previous EB meeting, which should be approved at the beginning of the meeting.
4. The minutes of the meetings of the EB are made available to the EGL Council on a password protected webpage accessible by the Council members in any case and additional persons as decided by the EB as soon as they are approved by the EB.

¹ <http://go.egi.eu/statutes>

Article 3. Voting Procedures

The EB aims to seek for consensus in the process of decision taking whenever possible. Nevertheless, when consensus is not found, and for operational reasons, the following voting procedure is used:

1. Each member of the EB has a single vote, which can be cast either in voice during a teleconference, or by other electronic means. The voting process is public unless the EB approves that a particular vote needs to be cast in private. In the second case a secret voting mechanism will be used.
2. Decision approval by voting is subject to a qualified majority of at least two thirds of appointed EB members.

Article 4. Budget and Economic Decisions

1. The EB shall maintain a document containing the financial procedures for use by the EGI Foundation. This document shall contain the responsibilities and authorization levels to request and approve material and personnel expenses.
2. The EB shall discuss the financial situation of EGI.eu with the Director on the basis of quarterly financial reports.
3. The EB shall propose to the Council for approval the appointment of a certified auditor to audit the annual accounts. After the auditor has inspected the EGI.eu books and the draft annual report, an EB meeting will be held with the auditor and the Director to discuss the draft annual accounts and the findings of the auditor. The auditor will report his/her findings to the Council.

Article 5. Employment Related Decisions

1. The recruitment procedure of the EGI Foundation should be open and transparent. It is the duty of the EB to monitor the whole process in order to guarantee these terms. In this respect the EB shall maintain a document containing guidelines for recruiting personnel at the EGI Foundation. This document should contain the definition of the equality and affirmative action policies.
2. For each position available, the EB shall approve a document, which includes at least the following items: description, requirements, duration and scale/salary.
5. The availability of the positions should be disseminated within the community as widely as reasonably possible. This may range from adverts on relevant websites within the community to confidential solicitations obtained from within the community. Positions should be advertised for a minimum of two weeks.

6. The EB is responsible for the appointment of the interview panel for each position on scale 8 or above, with the scale as defined in the EGI Foundation Job Descriptions Document. The EB members are kept informed about the ongoing recruitment activities.
7. Relationships between the members of the EB and the Director with the applicants must be reported to the EB to see if they merit a sufficient conflict of interest to remove the individual from being considered in the recruitment panel.
8. The Chair will inform the Council about all appointment decisions (or else about the inability to find a suitable candidate) as soon as the process completes.
9. The Director will propose to the EB the suspension or dismissal of personnel of the EGI Foundation, providing documentation regarding the specific case.

Article 6. Policy and Operational Procedures

1. The EB has to be informed about all significant operational procedures affecting the EGI Foundation.
2. The EB ensures that policies and procedures approved by the EGI Council are being implemented accordingly.

Article 7. Representation

1. By default, the Director will represent (or delegate the representation of) the EGI Foundation on meetings concerning technical matters unless overwritten by a decision of the EB.
2. Representation of the EGI Foundation on strategic or policy development matters shall be reported to and discussed with the EB.

Article 8. Conflicts of Interest and Confidentiality

1. Members of the EB must report to the EB (including the Council Chair) any circumstances that may affect the member's impartiality with regard to the member's functioning in any capacity concerning the EB.
2. The EB shall keep confidential all information pertaining to the transactions of the EB that has been marked confidential in writing, or whose confidential nature results of a decision of the EB, including the information exchanged in the transactions with the Council.
3. Unless otherwise agreed, confidential information obtained by members of the EB as the result of his/her function in the EB, will not be used for the participation, in direct mode or in partnership with other organizations, to tender, commercial activities or business development in competition against other parties. In particular, members who, in the

course of their work for the EB are made aware of any other person's private circumstances, or of research, company or commercial secrets, must not use, transfer or in any other way make available such knowledge to parties not entitled to receive it, and not to make use of it in their own future activities.

Article 9. Amendment of Articles

1. The articles may only be amended by a resolution of the EB after approval from the Council on the principle.
2. For this purpose, the members of the EB will be called to attend a meeting by the Chair of the EB within a period of at least twenty-one calendar days, whilst the convening notice will state the proposed amendment of the articles.
3. A resolution for the amendment of the articles may only be adopted by a qualified majority vote as described in the Statutes (article 7, paragraph 6).