



ORIENT- NM

Organisation of the European Research Community on Nuclear Materials

A Coordination and Support Action in Preparation of a Co-Funded European Partnership on Nuclear Materials



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EJP structure, revised

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List of abbreviations

CA	Consortium Agreement
CEP	Co-funded European Partnership
CEPNM	Co-funded European Partnership on Nuclear Materials
CO	Confidential
E&T	Education and Training
E.G.	For example
EB	Executive Board
EC	European Commission
EJP	European Joint Programme
ENSII	European Sustainable Nuclear Industrial Initiative
ESBA	External Scientific Advisory Board
EU	European Union
EvCo/ EvaCo	Evaluation Committee
ExB	Executive Board
Exco	Executive Committee
GA	General Assembly
GeBa	Gender Balance
GeBaR	Gender Balance Report
IAEA	International Atomic Energy Agency
IG	Innovation Group
IPR	Intellectual Property Rights
JP	Joint Program
JU	Joint Undertaking
MB	Management Board
MS	Member State
MSO	Management Support Office
NEA	Nuclear Energy Agency
ORIENT-NM	Organisation of the European Research Community on Nuclear Materials
PU	Public
R&D	Research and Development
Res	Research entities
SAB	Scientific Advisory Board
SC	Scientific Committee
SNETP	Sustainable Nuclear Energy Technology Platform
SO	Support Office
SRA	Strategic Research Agenda
SRA	Strategic Research Agenda
TAG	Technical Advisory Group
ToRs	Terms of References

Summary

This document provides the basis for the governance structure of the consortium agreement of the future Co-funded European Partnership on Nuclear Materials. Depending on specific requests from the legal department of the future CEP organisations, the governance structure may be adjusted.

Introduction

Any multi-organisation consortium needs an agreement that formalises several aspects such as the goal, role and responsibilities, legal, financial and IPR aspects. This top-level document, called Consortium Agreement (CA) is the reference according to which the various parties agree to collaborate. Such a document will need to be established for any eventual EJP or CEP on nuclear materials. The governance structure within the consortium agreement is a key part that defines hierarchy, relationship, roles and obligations of the various interacting bodies. For flexibility reasons this document should remain a high-level document that may need to be complemented by a document describing the internal rules of each body involved. In order to prepare an EJP or CEP on nuclear materials, it is important to set up this governance structure upfront. In D3.1, the DESCA v1.2.4 has been identified by all contributors as the most appropriate basis for the structure and governance of such a research programme, despite the fact that it was originally designed to manage projects. The present document contains among others the justification for any deviation or addition to DESCA v1.2.4.

General structure

DESCA v1.2.4

The organisational structure of the Consortium shall comprise, as a minimum, the following Consortium Bodies:

- The General Assembly as the ultimate decision-making body of the consortium.
- The Executive Board as the supervisory body for the execution of the Project which shall report to and be accountable to the General Assembly.
- The Coordinator as the legal entity that acts as the intermediary between the Parties and the Funding Authority. The Coordinator shall, in addition to its responsibilities as a Party, perform the tasks assigned to it as described in the Grant Agreement and this Consortium Agreement.

Optionally, a Management Support Team (or Secretariat) can be set up to assist the Executive Board and the Coordinator in their tasks.

It is here deemed that this body will be necessary in order to ensure that all administrative, legal and daily management competences are duly covered. Moreover, the Secretariat shall be in charge of the practical organisation of internal project calls if this functioning model option is selected.

Modifications and justifications

DESCA aims to provide, as far as possible, a single text which balances the interests of all types of project participants. It is a good starting point for building a governance structure also for a more complex and wider programme than just an individual research project. DESCA tries to accommodate such differences, e.g., by providing two different modules for the governance of the project: one module for larger and medium sized projects with a more complex governance structure and a simpler one for smaller and less complicated projects. However, as identified to the deliverable D3.1 (M12), the DESCA model needs to be adapted to the circumstances of the individual specific project or programme.

General operational procedures for all Consortium Bodies

Whether or not modifications are needed in these parts should be considered as a preliminary consideration, which will need confirmation after comparison with actual CAs and most likely after hearing the opinion of the MS.

Representation in meetings

DESCA v1.2.4

Any Party which is a member of a Consortium Body (hereinafter referred to as "Member"):

- Should be present or represented at any meeting;
- May appoint a substitute or a proxy to attend and vote at any meeting;
- Shall participate in a cooperative manner in the meetings.

Modifications and justifications

No need for modification of the article 6.2.1 (representation in meetings) has been identified. In case of EJP with upper and lower-level project agreements composition allowing one representative of each of the lower-level projects to the upper consortium meetings could be considered (ex: Concert consortium agreement).

Preparation and organisation of meetings

DESCA v1.2.4

Convening meetings

The chairperson of a Consortium Body shall convene meetings of that Consortium Body.

	Ordinary meeting	Extraordinary meeting
General Assembly	At least once a year	At any time upon written request of the Executive Board or 1/3 of the Members of the General Assembly.
Executive Board	At least twice a year but preferably quarterly	At any time upon written request of any Member of the Executive Board.

Notice of a meeting

The chairperson of a Consortium Body shall give notice in writing of a meeting to each Member of that Consortium Body as soon as possible and no later than the minimum number of days preceding the meeting as indicated below.

	Ordinary meeting	Extraordinary meeting
General Assembly	45 calendar days	15 calendar days
Executive Board	14 calendar days	7 calendar days

Sending the agenda

The chairperson of a Consortium Body shall prepare and send each Member of that Consortium Body a written (original) agenda no later than the minimum number of days preceding the meeting as indicated below.

General Assembly	21 calendar days, 10 calendar days for an extraordinary meeting.
Executive Board	10 calendar days, 7 for extraordinary meetings.

Adding agenda items

Any agenda item requiring a decision by the Members of a Consortium Body must be identified as such on the agenda.

Any Member of a Consortium Body may add an item to the original agenda by written notification to all of the other Members of that Consortium Body up to the minimum number of days preceding the meeting as indicated below.

General Assembly	14 calendar days, 7 calendar days for an extraordinary meeting.
Executive Board	5 calendar days.

During a meeting the Members of a Consortium Body present or represented can unanimously agree to add a new item to the original agenda.

Decisions will only be binding once the relevant part of the Minutes has been accepted according to Section 6.2.5.

Meetings of each Consortium Body may also be held by teleconference or other telecommunication means.

Any decision may also be taken without a meeting, using an appropriate remote voting electronic tool, based on written documents that need to be prepared by the MSO, on behalf of the Chairperson, e.g., upon proposal of the Coordinator or the ExB, and distributed to all Parties at least 14 calendar days ahead of the deadline to close the electronic vote. The decision(s) shall be adopted provided that the Chairperson does not receive any objection within 7 calendar days after the deadline for voting. The electronic voting tool will enable the result of the poll to be accessible to everyone at any moment. Notwithstanding, the MSO shall forthwith inform in writing the Parties of the result of such remote procedure as soon as the poll is closed, and the Chairperson shall report it to the following meeting. The MSO shall keep the proof that the written document has been sent to all Parties.

Decisions taken without a meeting shall be considered as accepted if, within the period set out, no member has sent an objection in writing to the chairperson. The decisions will be binding after the chairperson sends to all Members of the Consortium Body and to the Coordinator a written notification of this acceptance.

Modifications and justifications

- The Executive Board shall meet at least twice a year, but preferably quarterly (to avoid that unnecessary meetings are called by obligation).
- In the case of an extra-ordinary Executive Board meeting the agenda may be sent up to 14 days ahead of the meeting.

Voting rules and quorum

DESCA v1.2.4

Each Consortium Body shall not deliberate and decide validly unless two-thirds (2/3) of its Members are present or represented (quorum). If the quorum is not reached, the chairperson of the Consortium Body shall convene another ordinary meeting within 15 calendar days. If in this meeting the quorum is not reached once more, then the chairperson shall convene an extraordinary meeting which shall be entitled to decide even if less than the quorum of Members are present or represented.

Each Member of a Consortium Body present or represented in the meeting shall have one vote.

A Party which the General Assembly has declared according to Section 4.2 to be a Defaulting Party may not vote.

Decisions shall be taken by a majority of two-thirds (2/3) of the votes cast.

Modifications and justifications

Veto rights

DESCA v1.2.4

A Member which can show that its own work, time for performance, costs, liabilities, intellectual property rights or other legitimate interests would be severely affected by a decision of a Consortium Body may exercise a veto with respect to the corresponding decision or relevant part of the decision.

The right of veto can be exercised within the limits set out in the CA.

When the decision is foreseen on the original agenda, a Member may veto such a decision during the meeting only.

When a decision has been taken on a new item added to the agenda before or during the meeting, a Member may veto such decision during the meeting and within 7 calendar days after the draft minutes of the meeting are sent. A Party that is not a Member of a particular Consortium Body may veto a decision within the same number of calendar days after the draft minutes of the meeting are sent.

When a decision has been taken without a meeting a Member may veto such decision within 7 calendar days after written notification by the chairperson of the outcome of the vote.

In case of exercise of veto, the Members of the related Consortium Body shall make every effort to resolve the matter which occasioned the veto to the general satisfaction of all its Members.

A Party may neither veto decisions relating to its identification to be in breach of its obligations nor to its identification as a Defaulting Party. The Defaulting Party may not veto decisions relating to its participation and termination in the consortium or the consequences of them.

A Party requesting to leave the consortium may not veto decisions relating thereto.

Modifications and justifications

The text should be suitably modified to make the use of the veto only exceptionally: the list of possible motivations should be as unambiguous as possible and there should always be clear reason and justification for using this right.

Minutes of meetings

DESCA v1.2.4

The Secretariat shall produce written minutes of each meeting which shall be the formal record of all decisions taken. The draft minutes will be sent to all Members within 15 calendar days of the meeting.

The minutes shall be considered as accepted if, within 15 calendar days from sending, no Member has sent an objection in writing to the chairperson with respect to the accuracy of the draft of the minutes.

The Secretariat shall send the accepted minutes to all the Members of the Consortium Body and to the Coordinator, who shall safeguard them.

Modifications and justifications

- The minutes should be produced by the Chairperson with the help of the management support office.
- Before being sent officially, the member of the management support office that produced the minutes will send the draft minutes to all meeting participants for comments and additions within 7 calendar days from the meeting.
- The version of the minutes after collecting comments is the one that has to be sent officially within 14 calendar days from the meeting.

On this official version members have 15-day time to send objections in writing.

Specific operational procedures for the Consortium Bodies

General Assembly

DESCA v1.2.4

In addition to the rules described in Section 6.2, the following rules apply:

Members

The General Assembly shall consist of one representative of each Party (hereinafter General Assembly Member).

Each General Assembly Member shall be deemed to be duly authorised to deliberate, negotiate and decide on all matters listed in Section 6.3.1.2. of this Consortium Agreement.

External experts may be invited to the GA meetings without any voting rights. The participation of these experts needs to be announced beforehand, at the time for sending the meeting invitation. The invitation of external participants needs to be agreed and motivated by the Coordinator and the GA Chairperson.

The GA may also decide to invite observers on a permanent basis, e.g., representatives of international organisations, regulatory bodies or associations with which it is beneficial that the partnership interacts.

External experts and observers cannot attend to the GA discussion classified as restricted along the same meeting.

The Chairperson of the GA will be elected among the GA representatives for a two and a half year (30 months) period. The Coordinator is not entitled to apply for this position.

The Parties agree to abide by all decisions of the General Assembly. This does not prevent the Parties to submit a dispute to resolution in accordance with the provisions of Settlement of disputes in Section 11.8.

Decisions

The General Assembly shall be free to act on its own initiative to formulate proposals and take decisions in accordance with the procedures set out herein. In addition, all proposals made by the Executive Board shall also be considered and decided upon by the General Assembly.

The following decisions shall be taken by the General Assembly:

CONTENT, FINANCES AND INTELLECTUAL PROPERTY RIGHTS

- Proposals for changes to Annexes 1 and 2 of the Grant Agreement to be agreed by the Funding Authority.
- Changes to the Work Plan¹.
- Modifications to Attachment 1 (background Included).
- Additions to Attachment 3 (list of Third Parties for simplified transfer according to Section 8.3.2).
- Additions to Attachment 4 (Identified Affiliated Entities).

EVOLUTION OF THE CONSORTIUM

- Entry of a new Party to the consortium and approval of the settlement on the conditions of the accession of such a new Party.
- Withdrawal of a Party from the consortium and the approval of the settlement on the conditions of the withdrawal.
- Identification of a breach by a Party of its obligations under this Consortium Agreement or the Grant Agreement.
- Declaration of a Party to be a Defaulting Party.
- Remedies to be performed by a Defaulting Party.
- Termination of a Defaulting Party's participation in the consortium and measures relating thereto.
- Proposal to the Funding Authority for a change of the Coordinator.
- Proposal to the Funding Authority for suspension of all or part of the Project.
- Proposal to the Funding Authority for termination of the Project and the Consortium Agreement.

¹ "Consortium Work Plan" or "Work Plan" means the Description of Action (Annex 1 of the Grant Agreement) and the related agreed budget as first defined in the Grant Agreement (Annex 2 of the Grant Agreement) and which may be updated by the General Assembly. This Description of Action, however, will not contain the projects, nor the annual workplan revision.

APPOINTMENTS

On the basis of the Grant Agreement, the endorsement if necessary of:

- Executive Board Members,
- Scientific Advisory Board Members,
- Innovation Group Members.

Modifications and justifications

The Chair of the GA should be an elected person, different from the Coordinator (although a Member representing the Coordinator as legal entity is also eligible), who remains on duty for two years and a half (30 months) but can be re-elected once for the second two-year mandate.

The first GA meeting will be convened and chaired up to the selection of the Chairperson by the Coordinator.

The description of the ability of the GA members to make decisions needs to be more clearly formulated.

In addition, the following role of the GA is added to DESCAs to address the specificities of the consortium.

Decision regarding the Project Calls (if applicable):

- Timelines for the Project Calls.
- Approval of call text and call topics.
- Guidelines and rules for participation for the Project Calls.
- Agreement on the projects to be funded, according to the ranking list.

A ranking list should be created by a mixed committee consisting of members SAB, IG and ExB members. Below is a proposal to be agreed by the consortium.

Evaluation Committee (EvaCo)

Role

An Evaluation Committee (EvCo) is needed for the following two reasons:

- In the case where an “internal call” model is adopted, then the project proposals will be evaluated and ranked for funding (or not) by an ad hoc committee of experts, i.e. the EvaCo.
- If a mobility scheme is launched, then the EvaCo ranks the applications for funding.

Composition and procedures

The EvaCo consists of five members representing the ExB, the SAB and the IG. In the case of internal projects, the evaluation committee may make use of a system of internal (and perhaps also external) peer reviewers. In both cases (projects and mobility), the evaluation committee will only establish the ranking, and propose the

projects / mobility actions to be funded. The final decision is then taken by the GA, which has to endorse (or reject) the proposal of the EvCo.

The EvaCo will apply similar selection process and mandate duration as set above for the SAB. The EvaCo will also select the chairperson among its members.

The VTT proposal is that representatives from the platforms be invited to the meetings without voting rights. Their role would be to provide advice on practical matters to make sure that all aspects of the platforms are taken into account.

Executive Board (ExB)

DESCA v1.2.4

In addition to the rules in Section 6.2, the following rules shall apply:

Members

The Executive Board shall consist of the Coordinator and the Parties appointed by the General Assembly which are selected by the General Assembly based on the procedure to set forward in the Grant Agreement.

The GA will select the members of the EB through a voting procedure similar to what takes place for the members of the SNETP GB.

The Coordinator shall chair all meetings of the Executive Board. In occasions where the coordinator is not available, a decision on an alternative chair for that meeting can be decided by a majority of two-thirds.

Minutes of meetings

Minutes of Executive Board meetings, once accepted, shall be sent by the Coordinator (via MSO) to the General Assembly Members for information.

Tasks

The Executive Board shall prepare the meetings, propose decisions and prepare the agenda of the General Assembly according to Section 6.3.1.2.

The Executive Board shall seek a consensus among the Parties.

The Executive Board shall be responsible for the proper execution and implementation of the decisions of the General Assembly.

The Executive Board shall monitor the effective and efficient implementation of the Project.

In addition, the Executive Board shall collect information at least every 6 months on the progress of the Project, examine that information to assess the compliance of the Project with the Consortium Plan and, if necessary, propose modifications of the Consortium Plan to the General Assembly.

There are two different opinions on the frequency of collecting and examining the information on the progress of a large project, or of a collection of projects.

- Opinion 1 suggests collecting and examining progress information twice a year (every 6 months), as this ensures decent monitoring without being too frequent. If

there was no progress, this can easily be reported. Two months in advance may be a good idea.

- Opinion 2 suggests that reporting every 6 months is not necessary for a partnership, as it is incompatible with the process of producing an annual work plan. Instead, official reports should be produced yearly, 6 months ahead of the end of the project year. However, the ExB should still monitor the work and may request light intermediate reports through meetings within each research line. In projects (RIA), reporting typically occurs upon request of the commission after 18, 36, and 48 months, so enforcing reporting every 6 months in this partnership is unnecessary.

The Executive Board shall:

- Support the Coordinator in preparing meetings with the Funding Authority and in preparing related data and deliverables.
- Prepare the content and timing of press releases and joint publications by the consortium or proposed by the Funding Authority in respect of the procedures of the Grant Agreement Article 29.

In the case of abolished tasks as a result of a decision of the General Assembly, the Executive Board shall advise the General Assembly on ways to rearrange tasks and budgets of the Parties concerned. Such rearrangement shall take into consideration the legitimate commitments taken prior to the decisions, which cannot be cancelled.

Modifications and justifications

Members

The ExB should appoint a secretary from the MSO members and act in close interaction with all members of the MSO.

The ExB shall be composed of the following members in addition to the Coordinator:

- The Research Line leaders (see [discussion below](#));
- The Leaders of the transversal Work-Packages;
- Any other member that the General Assembly may decide to include.

The ExB will also select a vice-chair by majority of two-thirds (2/3). The Vice-chair can replace the chair for a number of tasks defined by the ExB.

Meetings

The ExB meetings will generally follow the DESCAs procedure as described above.

The Secretariat members may be invited to the ExB meetings.

Management Support Office (MSO)

DESCA v1.2.4

Does not exist in v1.2.4.

Modifications and justifications

Members

The MSO shall be composed of employees of 3-5 Parties in the consortium endorsed by the General Assembly, including dedicated employees linked to the Coordinator (as organisation).

Tasks

The MSO shall among other tasks prepare the Project Calls as decided by the General Assembly. However, its function will be wider than this as it shall support the ExB and serve the CEP in all daily aspects.

The MSO shall, concerning calls:

- Prepare Guidelines and rules for participation for the Project Calls for the ExB.
- Prepare the call text and call topics for the ExB, taking into account the opinion of SAB and IG, for General Assembly approval.
- Publish the call announcements.
- Collect the call proposals and make summaries of them for the ExB examination.
- Set and supervise the timelines for the Project Calls.
- Manage and assist the process of proposal evaluation, supporting the evaluation committee.

The details of the MSO need to be defined, but not necessarily as part of the structure, rather as part of the implementation.

In addition the MSO:

- Shall be represented in the ExB meetings and provide a secretary for those meetings, with a view to producing the relevant minutes.

Coordinator

DESCA v1.2.4

The Coordinator shall be the intermediary between the Parties and the Funding Authority and shall perform all tasks assigned to it as described in the Grant Agreement and in this Consortium Agreement.

The appointment of a deputy coordinator has been proposed, however no consensus has been reached yet.

The role of the deputy coordinator is to represent CEP at meetings, events and conferences. The deputy coordinator can represent the community because he/she is appointed as the "spokesperson" of CEP. He/she certainly cannot have the same role as the coordinator. This person could be called vice chair of the ExB.

In particular, the Coordinator (needs to be discussed again at broader level -we can choose another naming to avoid any misunderstanding), with the support of the Secretariat, shall be responsible for:

- Monitoring compliance by the Parties with their obligations.
- Keeping the address list of Members and other contact persons updated and available.
- Collecting, reviewing to verify consistency and submitting reports, other deliverables (including financial statements and related certifications) and specific requested documents to the Funding Authority.
- Transmitting documents and information connected with the Project to any other Parties concerned.
- Administering the financial contribution of the Funding Authority and fulfilling the financial tasks described in Section 7.3.
- Providing, upon request, the Parties with official copies or originals of documents that are in the sole possession of the Coordinator when such copies or originals are necessary for the Parties to present claims.

Proposal (based on D3.2): The coordinator is authorized to make non-legally binding statements on behalf of the consortium in relation to communication and dissemination tasks, provided that these statements are clearly identified and identifiable as such. This authorization does not apply to statements that may have legal consequences for the consortium, which should be approved by the Executive Board or the General Assembly.

If one or more of the Parties is late in submission of any project deliverable, the Coordinator may nevertheless submit the other 'Parties' project deliverables and all other documents required by the Grant Agreement to the Funding Authority in time.

If the Coordinator fails in its coordination tasks, the General Assembly may propose to the Funding Authority to change the Coordinator.

The Coordinator shall not be entitled to act or to make legally binding declarations on behalf of any other Party or of the consortium, unless explicitly stated otherwise in the Grant Agreement or this Consortium Agreement.

The Coordinator shall not enlarge its role beyond the tasks specified in this Consortium Agreement and in the Grant Agreement.

Modifications and justifications

Changes to be listed according to comments above.

Research Line and Work-Package Leaders

The proposed change is to discuss whether to call them "Research Line Leaders" instead of "Task Leaders", as each research line may have more than one project. The proposal suggests that in the proposal, they may have to be called "WP leaders" as proposals are organized in WPs, but it should be clear that "work-packages" correspond to "Research Lines" in a matrix structure, which are perpendicular to the transversal work-packages that serve all research lines. This point still needs to be discussed and agreed by the consortium.

DESCA v1.2.4

Does not exist in v1.2.4.

Modifications and justifications

The research line leaders will manage the activities that are performed within each of the five research lines. This responsibility will require:

- Identification of the major steps to be taken towards the objective of the research line, also with the help of the SAB and IG whenever relevant.
- Monitor the progress within the research line.
 - If we apply the "internal call" model, this implies monitoring the projects that belong to the research line (tasks);
 - If we apply the "macro project model", then several work-packages will exist within each research line.
- Ensure that reporting within the research line is timely and exhaustive.

The work package leaders (or internal project leaders) will coordinate the work in their specific work package (internal project) and will:

- Monitor progress,
- Coordinate technical reporting,
- Plan tasks and activities.

Consistently with the Strategic Research Agenda (SRA), the indications provided by the General Assembly (GA), and the advice given by the Scientific Advisory Board (SAB) and the Industry Group (IG) if applicable.

- Organise work package (internal project) meetings to:
 - Work collaboratively,
 - Track the progress,
 - Schedule tasks,
 - Foresee potential problems.

Task leaders

DESCA v1.2.4

Does not exist in v1.2.

Modifications and justifications

This level of detail is not needed for the structure and governance of the EJP.

Scientific Advisory Board (SAB)

It was discussed with the IAEA and NEA that members from their organizations may be able to join the SAB, and it is advisable to consider this as a potential option.

DESCA v1.2.4

Does not exist in v1.2.4.

Modifications and justifications

A group of experts in charge for the assessment of the activities of a project is generally appointed in most EURATOM funded research and innovation actions. It also exists in the case of current partnerships, e.g., EUROfusion. The name may change, here we propose to call it Scientific Advisory Board (SAB). In what follows, a draft of terms of references is proposed.

Moreover, to guarantee a Gender Balance, the establishment of a Referent for the Gender Balance will be nominated.

Terms of Reference of the Scientific Advisory Board (SAB)

ARTICLE 1 - MISSION OF THE SCIENTIFIC ADVISORY BOARD (SAB)

The SAB is comprised of internationally recognised individuals in the scientific and technical field of materials for nuclear energy. It is responsible for giving input to the ExB and the GA of the Co-funded European Partnership on Nuclear Materials (henceforth CEPNM) concerning operational and strategic issues affecting its scientific orientation. In particular, it is in charge to ensure application and updating of the Roadmap for the implementation of the Strategic Research Agenda (henceforth SRA), through the Annual Work plans.

ARTICLE 2 – APPROVAL OR RULES CONCERNING SAB; SAB COMPOSITION; MANDATE DURATION, DUTIES AND RIGHTS OF THE SAB MEMBERS

These Terms of Reference shall be adopted by the GA upon its first meeting. Amendments may be made following the rules of procedure of the GA. The size of the SAB shall be decided by the GA, to ensure that the whole thematic spectrum of the CEPNM is covered in terms of expertise, as much as possible. It may vary overtime. Its maximum size will be of 9 members.

SAB members are appointed by the GA out of a number of candidacies proposed by the beneficiaries upon the first meeting of the GA. The first SAB should be up and running no later than 3 months from the CEPNM start.

SAB members will preferably have a research and development background with strategic vision and may belong both to internal and external (to the CEPNM) organisations. However, SAB members are appointed according to their competence as individuals and shall not act as representatives of their organisation: this principle shall be clearly stated by the GA chair when the SAB is appointed. The SAB members are mandated for two and half years.

The mandate is renewable only once if consecutive: the same member may be reappointed a third time, provided 30 months elapsed since the last time serving². Upon appointment, each SAB member shall sign a non-disclosure declaration. The first appointed SAB will be formed by maximum (2/3) of the final total number of members: the remaining members will be appointed one year later, in such a way there will always be members with experience of having been in the SAB before.

After the term of office of one member has expired, or if one member resigns earlier, that member will remain formally in office until the replacement has been appointed by the GA, unless the GA decides that no replacement is needed.

It is necessary to provide clarity regarding the termination of the mandate, similar to how it is done for the IG.

The living costs incurred by SAB members to carry out their activities (e.g., travel and accommodation expenses, relevant subsistence costs, etc.) shall be paid by the CEPNM. These reimbursements will be managed by the Coordinator via the MSO.

² This applies of course only in the event of partnership renewal after the first 5 years.

However, the CEPNM shall not cover the costs of the working time dedicated by members to the SAB activities.

ARTICLE 3 - PROCEDURE FOR ELECTING SAB CHAIR AND VICE CHAIR AND SAB RULES OF PROCEDURES

The appointed SAB shall autonomously elect a SAB chairperson and a vice-chairperson from among its members for the duration of the term of office (two years). Chair or vice-chair may be re-elected if they serve a consecutive second term. The SAB shall define its own rules of procedures: these will have to be consistent with the present terms of reference and will be revised if needed whenever appropriate and each time a new chair is appointed. The rules of functioning shall include among others the practices to be followed to call meetings, to produce and communicate the meeting agenda and add or remove items, to produce the minutes of the meetings and object to them, to consider decisions as valid, to subdivide the work among members, etc. These rules will have to suit the SAB members to enable them to work effectively, compatibly with their other duties. The SAB may also form subgroups where appropriate.

The chair of the SAB or, in case of unavailability, the vice-chair, shall:

- Convene and chair periodic SAB meetings (remote, in-person or mixed), with the required frequency, but at least twice a year (except for the first year of creation of the SAB).
- Timely inform the chairs of the ExB and GA about important outcomes of the SAB meetings.
- Participate in the ExB and GA meetings without voting rights to bring there the opinion of the SAB.

ExB members are generally invited to the SAB meetings, but the SAB may decide to hold close, or partly close, meetings. The SAB may also invite external (to the SAB) experts to its meetings, if appropriate or useful to fulfil their tasks. 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 4 - RESPONSIBILITIES OF THE SAB AND SAB MEMBERS. CONFLICT OF INTEREST

The SAB shall act as an advisory body and report to the ExB and the GA through its chair and/or vice-chair.

The SAB's responsibilities are to advise the GA and the ExB regarding the general orientation and implementation of the SRA in terms of scientific approach and thematic direction, suggesting updates if appropriate, and responding to any specific advice request of the GA or the EB. SAB members will be selected (according to a rotating mechanism) to be part of the Evaluation Committee in charge for ranking proposals of projects and mobility grants.

The SAB will produce, a minima:

- A yearly assessment of the activities of the CEPNM in the previous year. For this, the SAB will have access to all deliverables and/or periodic reports produced within the CEPNM and may directly ask the persons that are in charge for a given activity to report in dedicated meetings.
- A yearly proposal of implementation plan to be applied the following year, on the occasion of the annual work plan revision, to ensure the Roadmap of the CEPNM, derived from the SRA, is followed, taking into account the research activities of the previous year and of the year in course. Whenever needed, this proposal will provide advice about the content of the next project call: subjects and criteria of selection.

The input of the members of the SAB for the evaluation and implementation of the research work and plans of the CEPNM shall be organised in such a way that any potential conflict of interest can be avoided. In particular, 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 the CEPNM.

Innovation Group (IG)

DESCA v1.2.4

Does not exist in v1.2.4.

Modifications and justifications

Innovation groups are becoming customary in many research and innovation initiatives to foster the latter with the support of experts with specific background in this field, rather than in the specific scientific and technical field addressed in the initiative. It is here argued that this is especially important for a partnership on nuclear materials that intends to contribute specifically to enhance innovation in the nuclear sector. In what follows, a draft of terms of references is proposed.

Terms of Reference of the Innovation Group (IG)

ARTICLE 1 - MISSION OF THE INNOVATION GROUP (IG)

The Innovation Group (henceforth IG) is comprised of individuals with expertise in leading business, supporting entrepreneurship and commercializing technology, preferably in connection with materials development and/or nuclear energy. It is responsible for giving input to the ExB and GA of the CEPNM concerning strategic orientations in order to boost innovation. In particular, it is in charge to contribute to defining the Roadmap for the implementation of the SRA, with a view to steering the activities towards innovation, to identify possible exploitation paths for the results obtained within the CEPNM, perhaps leading to the creation of spinoffs or start-ups, and to suggest specific R&D activities to be included in the CEPNM portfolio with high innovation potential. This advice will be important in connection with the launch of project calls and the annual work plan revision.

ARTICLE 2 – APPROVAL OR RULES CONCERNING IG; IG COMPOSITION; MANDATE DURATION, DUTIES AND RIGHTS OF THE IG MEMBERS

These Terms of Reference shall be adopted by the GA upon its first meeting. Amendments may be made following the rules of procedure of the GA.

IG members are appointed by the GA out of a number of candidacies proposed by the beneficiaries in the course of the first year of CEPNM, so that the IG can be fully operative by the end of the first year of CEPNM.

The IG shall be composed by a maximum of 9 members which are appointed according to their competence as individuals. The actual size shall be decided by the GA, to ensure that the whole thematic spectrum of the CEPNM is covered in terms of expertise, as much as possible. It may vary overtime. IG members will preferably have an industrial or entrepreneurship background with highly strategic vision and should preferably belong to industrial CEPNM partners. The IG members are mandated until the end of the CEPNM (5 years in total). Upon appointment, each IG member shall sign a non-disclosure declaration.

IG members will cease to be members when the CEPNM is over, if they resign earlier or if they have not taken part in the activities of the IG during the last 12 months. In the last two cases the GA will replace the ceased member, if replacement is considered necessary. The operation costs incurred by IG members to carry out their activities (travel and accommodation expenses, relevant subsistence costs, etc.) shall be paid by the CEPNM. The Coordinator shall manage these costs via the MSO. However, the CEPNM shall not cover the costs of the working time dedicated by members to the IG activities.

ARTICLE 3 - PROCEDURE FOR ELECTING IG CHAIR AND VICE CHAIR AND IG RULES OF PROCEDURES

The appointed IG shall autonomously elect an IG chairperson and a vice-chairperson from among its members for the duration of the term of office (until the end of the CEPNM). A turning rule for chair or vice-chair may be also considered by the IG. The IG shall define its own rules of procedures: these will have to be consistent with the

present terms of reference and will be revised if needed whenever appropriate. The rules of functioning shall include among others the practices to be followed to call meetings, to produce and communicate the meeting agenda and add or remove items, to produce the minutes of the meetings and object to them, to consider decisions as valid, to subdivide the work among members, etc. These rules will have to suit the IG members to enable them to work effectively, compatibly with their other duties. The IG may also form subgroups where appropriate.

The chair of the IG or, in case of unavailability, the vice-chair, shall:

- Convene and chair periodic IG meetings (remote, in-person or mixed), with the required frequency, but at least twice a year (except for the first year of creation of the IG).
- Timely inform the chairs of the ExB and GA about important outcomes of the IG meetings.
- Participate in the ExB and GA meetings without voting rights to report about the innovation proposals elaborated by the IG.

IG meetings will generally be closed. The IG may however invite external (to the IG) experts to its meetings, as well as members of the ExB and GA, if appropriate or useful to fulfil their tasks. The members of the IG, as well as any other participants of a meeting, must respect the confidential character of the meeting as well as of the proceedings.

ARTICLE 4 - RESPONSIBILITIES OF THE IG AND IG MEMBERS. CONFLICT OF INTEREST

The IG shall act as an advisory body and report to the ExB and the GA through its chair and/or vice-chair proposing strategic orientations in order to boost innovation within the CEPNM.

In particular, it is in charge to contribute to defining the Roadmap for the implementation of the SRA, with a view to steering the activities towards innovation, to identify possible exploitation paths for the results obtained within the CEPNM, perhaps leading to the creation of spinoffs or start-ups, and to suggest specific R&D activities to be included in the CEPNM portfolio with high innovation potential.

The IG will produce, a minima:

- A yearly proposal of exploitation paths for the results obtained within the CEPNM until that moment (starting from the second year of the Partnership), on the occasion of the annual work plan revision. For this the IG will have access to all deliverables and/or periodic reports produced within the CEPNM and may directly ask the persons that are in charge for a given activity to report in dedicated meetings.
- A yearly proposal of activities that may be considered as part of the CEPNM portfolio (starting from the second year of the Partnership), on the occasion of the annual work plan revision, which have an expectedly high innovation potential.

Whenever needed, this proposal will provide advice about the content of the next project call: subjects and criteria of selection.

- IG members will be selected [according to a rotating mechanism?] to be part of the Evaluation Committee in charge for ranking proposals of projects and mobility grants.

This involves providing guidance on the substance of the internal JC.

At the end of the CEPNM, the IG is expected to produce concrete proposals that should be included in the revision of the SRA and of the relevant Roadmap.

The input of the members of the IG shall be organised in such a way that any potential conflict of interest can be avoided. In particular, a member of the IG 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 the CEPNM.

Evaluation Committee (EvaCo) – First draft considerations

Provision should be taken to avoid Conflict of interest which might requires further adjustments.

DESCA v1.2.4

Does not exist in v1.2.4.

Modifications and justifications

The CEP will need an evaluation committee for the two following reasons:

- If the “internal call” model is adopted, then the project proposals need to be evaluated and ranked for funding (or not) by an *ad hoc* committee of experts (the MSO can deal with the practical management of the call, but cannot deal with this task).
- If a mobility scheme is launched, as put forward in D3.6 on E&T, then an evaluation committee is needed to rank the applications for funding or not (again the MSO can then deal with practical aspects and follow up, but cannot deal with the evaluation).

It is here proposed that, in order to avoid a proliferation of bodies, the evaluation committee should be created as the union (or the intersection) of the ExB, the SAB and the IG. In the case of internal projects, the evaluation committee may make use of a system of internal (and perhaps also external) peer reviewers. In both cases (projects and mobility) the evaluation committee would only establish the ranking and propose the projects / mobility actions to be funded; the final decision being taken by the GA, which has to endorse (or reject) the proposal of the EvaCO.

This is just a first draft for discussion. More precise ToRs remain pending.

The evaluation committee (EvaCo) is listed below. It is crucial to ensure that members of the EvaCo do not assess proposals in which they or their institutions have a vested interest. The EvaCo is responsible for evaluating proposals and selecting the most suitable ones for funding based on predetermined criteria.

Gender Balance (GeBa)

DESCA v1.2.4

Does not exist in v1.2.4.

The Coordinator, once nominated, will appoint, as one of the highest priority of the CEP NM, a Referent person for the Gender Balance.

The Referent will be responsible to review the gender balance in the GA, ExB, MSO, SAB and IG, with an advising role, aiming at allowing the not-fully-represented gender to emerge.

For this aim, each partner will provide a database containing a list of involved people in the CEP, with associated Curriculum Vitae.

Once the skills, competences and capabilities available in the project are outlined, the Referent, supported by the Coordinator, will deliver a Gender Balance Report (GeBaR) for each body.

In the GeBaR, the Referent person will suggest, to each of these bodies, a review of the gender involvement among the participants, with the goal to move towards a more balanced gender based on the project's needs.

The statement added by ENEA regarding the GeBaR requires further clarification to answer some questions. For example, it is unclear to what extent the GeBaR has a direct influence on the composition of various bodies and projects. It is important to determine the level of authority the GeBaR has, as some may question whether it should have more power than just providing advice and consultation. There is also the consideration of whether positive discrimination should be employed, as some may argue that it is only appropriate as a temporary measure when there are significant issues with the organization's GeBaR.

It is worth noting that the GeBaR's role is advisory, and it does not have any direct decision-making power. Similarly, the Coordinator also has limited power, as the members of various bodies are appointed based on their expertise and availability, in accordance with the capacity of the involved organizations. Ultimately, the Coordinator holds the responsibility for managing the organization's resources and ensuring that the partnership's objectives are met.

The Coordinator, based on the advice of the Referent for the GeBa and the outcomes highlighted in the GeBaR, can ask to the involved parties to provide a feedback (in 3 months) on how the remarks on the gender balance will be addressed and implemented.

The Referent will continuously monitor the gender representativeness in each body through devoted internal meetings. Public workshops aiming at highlighting the

improvements made into the project on the gender balance will be part of the dissemination actions, showing the higher social responsibility of the CEP.

Conclusion

Any modification of the structure and governance of the DESCAs model v1.2.4 to be applicable to a European Joint Programme (EJP) or Co-funded European Partnership (CEP) on nuclear materials has been duly justified. This document should become a solid basis for establishing the final consortium agreement.



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