The governments of Austria, Denmark, Germany, Finland, France, Ireland, Italy, Malta, The Netherlands, Spain, Sweden, Switzerland, Turkey, uniting their efforts to create the Joint Programming Initiative Urban Europe,

- BUILDING on the concept and objectives of joint programming as formulated in the communication of the Commission "Towards joint Programming research: Working together to tackle common challenges more effectively";
- RECALLING the conclusions of the European Council of 1 and 2 December 2008 launching an initiative on joint programming of research in Europe in response to major societal challenges;
- REFERRING to the conclusions of the European Council of 26 May 2010 welcoming a 2nd wave of JPI themes, among them “Urban Europe - Global Challenges, Local Solutions”;
- REFERRING to the conclusions of the European Council of 17 July 2010, launching the 1st wave of JPIs;

ADOPT the following

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 or in the field of strategic research, is an external advisory body responsible for giving input to the critical decisions affecting the scientific orientation and outline of the JPI Urban Europe (JPI UE).

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1 COM(2008) 468
2 16775/08
3 10246/10
4 14976/10
Article 2

Composition of the Scientific Advisory Board

1. The SAB is composed of up to 9 members (1-digit).

2. The SAB shall
   a) cover the entire thematic spectrum of the JPI Urban Europe
   b) use a trans-disciplinary approach
   c) cover the diversity of methodological and paradigmatic approaches
   d) have experience with applied research and research policy

3. Membership in the SAB shall be granted and or rescinded by the Governing Board only.

4. The input of the members of the SAB for the creation of the SRA and the subsequent implementation of the research programmes of the JPI UE shall be organised in such a way that any potential conflict of interest can be avoided.

Article 3

Responsibilities of the Scientific Advisory Board

1. The SAB shall act as an advisory body and report to the Management Board and 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 agenda (SRA) 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 set-up of the JPI Urban Europe
   d) supporting the Management Board and the Urban Europe Forum
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 Chair of the Governing Board and the Director 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 Director of the Management Board on behalf of the SAB.

Article 6

Time and venue for meetings

1. The SAB shall meet in ordinary session at least three times a year convened by the Chair. The SAB may also meet in extraordinary session. The SAB extraordinary meetings shall be convened at the request of the Chair and Vice Chair.
2. Dates for the ordinary sessions shall be determined six months before they take place.
3. The Chair 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
4. 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 Chair shall make preparations together with the Service Platform/Secretariat, 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 twenty days before the scheduled meeting.

3. The draft agenda of the meeting shall be drawn up by the Chair together with the Service Platform/Secretariat.

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 shall lead and conclude the discussion.

2. The Chair may decide to convene a closed meeting.

3. The Service Platform/Secretariat 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.

4. 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.

5. 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 Service Platform/Secretariat 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 Service Platform/Secretariat shall immediately inform the SAB members of the outcome of a written procedure.
Article 15

Adoption, amendments and entry into force

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.

4. 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.
Definition of Terms

The Joint Programming Initiative is established under the name of JPI Urban Europe.

In the Terms of Reference, unless the context requires otherwise, the following terms will be used without further explanation:

Associated State
Any country associated with the European Union Framework Programme for Research in accordance with the Treaty.

Chair
The Chair of the JPI Urban Europe and the Head of the Governing Board.

Commission
The Commission of the European Community established under the Treaty.

Coordination and Support Action (CSA)
A specific funding instrument of the Commission to support a range of research actions involving the active collaboration of research teams from all sectors, including industry, SMEs, universities and other higher education institutions, research institutes and centres, international European interest organisations, civil society organisations and any other legal entities.

Core Group Country
Member country of the JPI with voting rights

Director
The Executive Director of JPI Urban Europe and Chair of the Management board

European Community
The economic and political organisation formed from the consolidation of three western European treaty organisations: the European Economic Community (EEC), the European Coal and Steel Community (ECSC), and the European Atomic Energy Community (EAEC).

GB or Governing Board
The board in which all national partners/member states (MS) have a seat.

GPC
A High Level Group for Joint Programming (GPC - Groupe de haut niveau pour la Programmation Conjointe) responsible for identifying the themes for joint programming and contributing to the preparation of Council decisions in this area. GPC’s members are senior officials from Member States and the Commission.

Implementation Phase
The phase in the evolution of the JPI, where, after the adoption by the Council, the joint programme is being executed by along the thematic lines foreseen in the SRA, via appropriate funding and dissemination measures.
<table>
<thead>
<tr>
<th>Term</th>
<th>Description</th>
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<tbody>
<tr>
<td><strong>Joint Programming Initiative (JPI)</strong></td>
<td>A European Union tool which is designed to address a ‘grand challenge’ which cannot be tackled effectively and efficiently by individual Member States acting alone. A Joint Programming Initiative aims to confront common challenges and create more efficiency through publicly funded research, by bringing together researchers, existing research evidence and national funding bodies and by sharing tools, techniques and other resources among Member States.</td>
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<tr>
<td><strong>MB or Management Board</strong></td>
<td>The central management of the JPI to be established by the Governing Board.</td>
</tr>
<tr>
<td><strong>Member State</strong></td>
<td>A member country of the European Union according to the Treaty</td>
</tr>
<tr>
<td><strong>Observers</strong></td>
<td>Member States of the EU or Associated States to the the EU Framework Programme who join the JPI in the capacity of observers and therefore have no voting rights.</td>
</tr>
<tr>
<td><strong>SAB or Scientific Advisory Board</strong></td>
<td>The scientific advisory board of the JPI.</td>
</tr>
<tr>
<td><strong>Service Platform (Secretariat)</strong></td>
<td>The platform for all supporting and coordinating services for the JPI.</td>
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<tr>
<td><strong>Start-up Phase</strong></td>
<td>The phase in the evolution of the JPI UE where the structure of the JPI and the SRA including the Framework Conditions for the implementation of the joint programme are being defined. The Start-up Phase ends with the acknowledgement of the maturity of the JPI and its adoption by the Council.</td>
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<tr>
<td><strong>Strategic Research Agenda</strong></td>
<td>A shared, long-term agenda to realise the mission of the JPI.</td>
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<tr>
<td><strong>Treaty</strong></td>
<td>The Treaty establishing the European Union</td>
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<tr>
<td><strong>UEF or Urban Europe Forum</strong></td>
<td>A platform for the various stakeholders of the JPI, representing and acting in the interest of the JPI, safeguarding its goals and mission, identity and coherence, within the larger JPI framework established by the Governing Board, Management Board and the Scientific Advisory Board.</td>
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