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**RULES OF PROCEDURE
OF THE ADVISORY BOARD
OF THE EUROPEAN SOCIAL FUND PLUS
SOCIAL INNOVATION PLUS INITIATIVE**

ESFA	ESF+ SI+	No MT-054	Approved by 3 March 2023 Order No V-2023-00036 of the Director of the Agency		
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ADVISORY BOARD OF THE EUROPEAN SOCIAL FUND SOCIAL INNOVATION+ INITIATIVE

Having regard to The Framework Agreement between the European Commission on behalf of the European Union, and the European Social Fund Agency, No. FA-ESFA-2022 – VD-2022-00928, signed on the 7th of November, 2022 and in particular its Annex I ‘Description of the action’ paragraph ‘4. Governance’ thereof,

Having regard to a proposal from the Director of ESFA (hereinafter - the Director), presented in agreement with the services of the European Commission’s Directorate-General for Employment, Social Affairs and Inclusion (hereinafter – ‘DG EMPL’),

HAS ADOPTED THE FOLLOWING RULES OF PROCEDURE FOR THE ADVISORY BOARD:

Article 1 Composition

1. The Advisory Board (hereinafter – ‘the Board’) is composed as provided in paragraph ‘4. Governance’ of Annex I ‘Description of the action’ to the Framework Agreement (No. FA-ESFA-2022 – VD-2022-00928) between the European Commission (hereinafter – ‘the Commission’) and the European social fund agency (hereinafter – ‘ESFA’) (hereinafter – ‘the Framework Agreement’). The Board shall have the professional capacity to monitor, assess activities, achievements, and plans as well as to provide recommendations on the implementation of the Initiative. It and is composed as follows:
 - 1.1. Two representatives of ESF+ Managing Authorities,
 - 1.2. Two national authorities competent in social innovation,
 - 1.3. Two representatives of networks or organisations supporting social innovation,
 - 1.4. Two representatives of the European Commission,
 - 1.5. Two representatives of ESFA.
2. The composition of the Board could be reviewed at a later stage, for example after the performance assessment of the European Social Fund Social Innovation+ Initiative (hereinafter ‘ESF SI+ Initiative’).
3. Individual members of the Board as well as the alternate members (hereinafter – ‘Members’) are appointed by mutual agreement between the Commission and ESFA, ensuring gender balance and geographical diversity of the organisations they represent (hereinafter – ‘Member Organisations’) and must not give rise to any conflicts of interest.
4. The Board will have a rotating membership: starting from the year 2024, every year one representative of the ESF+ managing authorities, one representative of other type of national authority and one representative of social innovation organisations/networks will change.

Article 2 Tasks

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5. The tasks of the Board are specified in paragraphs '4. Governance' and '5. Timeline, Monitoring and Evaluation' of the Annex I 'Description of the action' of the Framework Agreement.
6. The Board is a consultative body which provides strategic advice on the implementation of the ESF SI+ Initiative, relying on inputs from key stakeholders and experts regarding the needs, challenges, and opportunities to develop and strengthen social innovation ecosystems and conducive policies across Europe.
7. The Board shall be consulted on the implementation issues, decisions and documents of the Initiative, such as:
 - 7.1. Annual and multi-annual work plans.
 - 7.2. Monitoring and evaluation plans.
 - 7.3. Monitoring and evaluation data, results, and recommendations.
 - 7.4. Thematic priorities of the SI+ calls for proposal.
 - 7.5. Implementation parameters of the calls (budget, size and duration of projects, time table issues, etc).
 - 7.6. The organisation of Communities of Practice and networks.
 - 7.7. Synergies with other EU initiatives.
 - 7.8. Needs and opportunities related to Social Innovation agenda at EU level.
 - 7.9. Communication and dissemination plans and their implementation, etc.

Article 3

Organisation of the work of the Advisory Board

8. Work of the Board shall be supported and facilitated by the Secretariat, provided by the ESFA.
9. The Secretariat shall carry out the duties assigned to it pursuant to paragraph '4. Governance' of Annex I 'Description of the action' of the Framework Agreement.
10. The Secretariat shall prepare, organise and keep notes of the meetings of the Board.
11. The Board meetings are chaired jointly by ESFA and DG EMPL.

Article 4

Attendance at meetings and opinions of the Members

12. The quorum shall be constituted when at least two-thirds of the Board Members (seven) are present or represented by proxy.
13. Where attendance by a Member is not possible, their alternate should attend instead. Only one representative per Member organisation may attend Board meetings (not applicable to the Commission and ESFA), unless otherwise decided in individual cases.
14. A Board Member representing the Commission or the ESFA may be accompanied by the alternate Member as well as staff of the Commission or the ESFA, who attend the meeting as observers.
15. The Commission or the ESFA may invite to Board meetings external experts whom they deem appropriate for the agenda of a particular meeting.
16. The Chair of the meeting shall facilitate active exchange of opinions on each item on which Board's advice is asked. After open discussion, the Chair shall conclude the advice provided by the Members of the Board. Members can request any diverting opinions to be recorded.

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Article 5

Preparation and meeting agenda

17. The Secretariat shall convene the Board meeting 3-4 times a year.
18. Urgent business in between the meetings, concerning decisions necessary for the functioning of the Initiative, shall be dealt with by written procedure or by convening an extraordinary Board meeting. This shall take place at the request of at least one-third of the Members or by decision of the ESFA or DG EMPL.
19. The Secretariat shall be responsible for preparing the meetings of the Board and organise the work of the Board.
20. The Secretariat shall send an invitation to the Members at least 25 calendar days before the meeting. In duly justified cases, this period may be shortened.
21. Any Member unable to attend a Board meeting must inform the Secretariat within 5 calendar days from receipt of the invitation and notify whether they will be represented by their alternate.
22. A list of attendees shall certify presence at the meeting.
23. The Secretariat shall draw up a provisional agenda for the coming meeting and send it to the Members and observers at least 14 calendar days prior to the meeting. The relevant supporting material for the issues subject to a decision of the Board shall be provided electronically at least 7 calendar days before the meeting. In case an additional meeting is convened, timelines for document submission to the Members may be shortened.
24. Any request by the Members to add an item to the agenda must be justified and shall be submitted in writing to the Secretariat at least 7 calendar days prior to the meeting.
25. The Board shall adopt the agenda at the beginning of the meeting. If the Board so decides, items may be added to the agenda at the beginning of a meeting, and items on the agenda may be deleted or carried over to a subsequent meeting.

Article 6

Minutes of the meetings

26. The Secretariat shall take minutes of each meeting of the Board and shall include inter alia:
 - 26.1. the list of attendees;
 - 26.2. the conclusions reached by the Board and diverting opinions, in case Members have requested them to be recorded;
 - 26.3. the documents submitted to the Board, if any.
27. Draft minutes shall be prepared in English and submitted to the Members for approval, if possible, within 14 calendar days after the meeting, but no later than 14 calendar days prior to the next meeting. Suggestions for amendments shall be submitted in writing no later than 7 calendar days after the minutes were submitted for approval. The minutes shall be adopted at the next meeting.
28. The adopted minutes shall be kept in the archives of the ESFA.

Article 7

Venue of the meetings

29. The meetings of the Board shall be held in a logistically suitable location or online.

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30. If part or all of the Members cannot attend a meeting of the Board in person, the meeting may be held by means of telecommunication systems allowing effective participation of the Members and any observers.
31. In cases referred to in the paragraph above, the Members who participate in the meeting by means of telecommunication shall be deemed to be present for the purposes of constituting the quorum.

Article 8

Languages

32. The Board's working language shall be English.

Article 9

Prevention of conflicts of interest

33. At the start of each meeting, any Member whose participation in the Board's deliberations would raise a conflict of interest on a specific item on the agenda shall inform the Chair thereof.
34. In the event of such a conflict of interest, the Member shall abstain from discussing the corresponding agenda items.
35. When speaking in public or to the press on behalf of the Board, Members should express their opinion neutrally and represent only the interests of the Board.
36. During the term of service on the Board, all Members must notify the Secretariat, if they are (become) service providers of the ESFA for the Initiative's purposes.
37. Each Member shall also submit a short curriculum vitae summary indicating their professional experience relevant to social innovation. The same document shall also shortly describe the relevant experience and role of the Member's Organisation. The Secretariat shall ensure that the CV summaries of the Members are published on ESFA's/Initiative's website, subject to their consent.
38. The main principles of impartiality:
- 38.1. Independence – the Members shall be independent from all external interests and take impartial decisions in all processes. The Members shall not, in performance of their duties, deal with any matter, directly or indirectly, in which they have any private interests that would impair their independence.
 - 38.2. Confidentiality – the Members shall not disclose any information crucial for the mandate of the Board, ESFA, or DG EMPL covered by the duty of professional secrecy. Participants shall not publish or disseminate in any other way any information obtained through the work of the Board, before, during or after a meeting, except if it is published on the Commission's or ESFA's website or if the Chair explicitly approves its disclosure.
39. All Members have been explained that:
- 39.1. a conflict of interest is a situation where a person serving on the Board, while performing their duties, must make or is involved in making a decision that is related to their private interests;
 - 39.2. private interests are any personal financial or non-financial interests of the person in question (or their close relative or affinity) that may influence decisions made while acting as a Member.

Article 10

Replacement and removal

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40. If a Member fails to fulfil their obligations, the ESFA, in agreement with the Commission, may ask the relevant Member Organisation to nominate a new Member to represent that Member Organisation.
41. Should a Member Organisation need to replace and/or alternate its Member appointed to the Board, the Member Organisation shall inform the Secretariat and nominate a new person in accordance with the procedure laid down in these Rules of Procedure. The replacement will come in to force once confirmed by the ESFA and the Commission.

Article 11

Publication and Access to documents

42. Transparency of the work of the Board and access to documents related to its work are subject to the ESFA's internal decisions concerning transparency and access to documents.
43. The list of Members shall be published on the websites of the Initiative/ESFA and on other relevant websites.
44. The Secretariat shall publish on its website a summary record of the Board's proceedings.
45. These Rules of Procedure shall be published on the Initiative's/ESFA's website.

Article 12

Reimbursement of expenses for Members of the Board

46. Expenses incurred by the Members (not applicable to the Members from the Commission) shall be covered or reimbursed pursuant to the ESFA's rules on reimbursement of expenses incurred by people from outside the ESFA. Alternate Members shall be entitled to reimbursement of expenses in the same manner as the true Members only when they are replacing the true Members in full.
47. The ESFA will cover or reimburse the travel and accommodation costs of the participants of the Board in line with applicable rules.

Article 13

Amendment to the Rules of Procedure

48. The Board may amend these Rules of Procedure as necessary by a consensus on the basis of the proposal drawn up by the Director, a Member of the Board, their alternate, or the Secretariat.

Article 14

Entry into force

49. The present Rules of Procedure shall enter into force on the date following the day of their adoption by the Board.