



MINUTES OF THE 1st GOVERNING BOARD MEETING
(Hybrid Meeting - physical + remote connection)
16 December 2021, 15:00 – 17:30

Agenda		
A. Opening of the meeting		
1.	20'	Acknowledgement of the composition of the GB
2.		Acknowledgement of the Founding Members
		a) Letter of Commitment
		b) Membership Agreement between the private members
3.		Acknowledgement of the extension of the employment contract of the ED
4.		Adoption of the agenda
B. Items for decision		
5.	1 h 30'	Governing Board Rules of procedure
6.		Election of private Co-Chairperson of the GB
7.		Acceptance of the Associated Members
8.		Adoption of the SRIA
9.		Technical Committee Rules of Procedure
10.		List of GB decisions of the Clean Sky 2 JU to be transferred and continue to apply to the Clean Aviation JU (Omnibus decision)
11.		Scientific Advisory Body selection process and selection criteria
12.		Adoption of a first Work Programme and Budget for Clean Aviation for 2022-2023
C. Items for information		
13.	30'	Board Report
14.		Update from the Commission (standing item)
15.		Update on synergies (standing item)
16.		Upcoming GB decisions (amended Work Programme and Budget 2022-2023, Call topics ...)
D. Topics for discussion		
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E. Any other business & closure of meeting		
	10'	

A. Opening of the meeting

The Chair, Rosalinde van der Vlies (Commission), welcomes all participants to this first Governing Board meeting of Clean Aviation Joint Undertaking.

1. Acknowledgement of the composition of the GB

The Board members acknowledge the composition of the Governing Board. The Chair acknowledges the existence of the quorum.

2. Acknowledgement of the Founding Members

The Board members acknowledge the 27 Founding Members as listed in the relevant annex of Council Regulation 2021/2085 (the “Single Basic Act” / “SBA”) and following the signature of the Letter of Commitment and Membership Agreement.

3. Acknowledgement of the extension of the employment contract of the ED

The Board members acknowledge the extension of the Executive Director’s contract in accordance with the Clean Sky 2 Joint Undertaking Governing Board decision of 19 November 2021. The Executive Director mandate has been extended until 30 November 2026.

4. Adoption of the agenda

The Chair asks the Board members to review the agenda and to declare any conflict or potential conflict of interest, which may influence or bias the judgment, and to declare any potential conflict that may arise during Governing Board discussions. The Chair reminds that the members are required to act in the general interest of the Joint Undertaking and to respect the confidentiality of the proceedings. No such declarations are raised.

Outcome: The agenda is adopted and no (potential) conflict of interest are declared.

B. Items for decision

5. Governing Board Rules of procedure (RoP)

The Chair informs that the Governing Board RoP have been circulated to the Board. The JU confirms that the comments received during the consultation have been incorporated. The JU informs that the rules reflect the new governance set-up with two Commission representatives and 15 private members, as laid down in the SBA. The JU informs that the allocation of seats based on the balanced representation of the sub-sectors in which the Members other than the Union are active has been agreed, together with the rotational arrangements.

On request of the Members from the Research and Technology Organisation (RTO) segment, an exception is agreed for their Board representation to rotate on an annual basis.

The JU points out that updated rules for the conflict on interest and a code of conduct will need to be adopted at the second meeting of the Board in order to reflect the governance changes.

Outcome: The Governing Board Rules of Procedure are adopted. An annual rotation of the Board members representing RTOs is agreed exceptionally in lieu of the biennial principle laid down in the RoP.

6. Election of private Co-Chairperson of the GB

The Chair informs that the two candidates' CVs have been circulated on 13 December to the Board members. The candidates for the role of private Co-Chairperson of the Governing Board are Sabine Klauke (Airbus) and Miguel Ángel Castillo (Aernnova).

Miguel Ángel Castillo informs the Board members that he wishes to retract his candidacy and fully support Sabine Klauke for the role of private Co-Chairperson of the Governing Board. The Chair congratulates and welcomes Sabine to the seat of Co-Chair.

Outcome: The Board members confirm in unanimity the election of Sabine Klauke, as the private Co-Chair of the Governing Board for a duration of two years.

7. Acceptance of the Associated Members

The Board members are informed on the proposed accession of 12 Associated Members following the call for expression of interest process launched in 2020 and concluded prior to the establishment of the CAJU via the SBA. The JU informs that additional calls for expression of interest, with the aim to complement the membership where appropriate will be launched in the coming years, as laid down in the SBA. The upcoming Work Programmes will define these.

Outcome: The Board members accepts the 12 listed Associated Members in accordance with art. 7 of the SBA.

8. Adoption of the SRIA

The Chair informs that the Strategic Research and Innovation Agenda (SRIA) has been circulated and that the comments received during the consultation have been incorporated. The JU explains that this important document lays down the Clean Aviation vision for the future and will define the strategic direction of research over the programme's duration. The SRIA remains a living document, and is subject to updates and re-orientations as required to achieve the objectives as stated in the SBA and where recommended via the Technical Committee.

The Board reflects that in a subsequent version of the SRIA some elements should be further clarified and developed, such as the sections regarding 'Synergies' and 'Impact Monitoring'.

Outcome: The Board members adopt the SRIA document in accordance with art. 17.2 of the SBA.

9. Technical Committee Rules of Procedure

The Chair informs that the Technical Committee Rules of Procedure have been circulated and that the comments received during the consultation have been incorporated. The Chair draws the attention in particular to the last changes brought in the compromised proposal (to art. 6.4 and art. 7.4).

Outcome: The Board members adopt the Technical Committee Rules of Procedure in accordance with art. 69.4 of the SBA.

10. List of GB decisions of the Clean Sky 2 JU to be transferred and continue to apply to the Clean Aviation JU (Omnibus decision)

The JU informs that SBA provisions allowed for simplification by enabling the JU to transfer and continue to apply decisions taken by the Clean Sky 2 JU Governing Board. The so-called 'Omnibus decision' packages 49 decisions that will continue to apply under Clean Aviation pertaining to operational, but also administrative matters, such as HR or audit.

Outcome: The Board members adopt the Omnibus decision in accordance with art. 174 (12) of the SBA.

11. Scientific Advisory Body selection process and selection criteria

The Chair informs that the decision regarding the Scientific Advisory Body selection process and selection criteria has been circulated to the Board. The Scientific Advisory Body will be tasked inter alia with providing its opinion on the content of the Work Programmes, and will be consulted with respect to the first amendment to the Work Programme 2022-2023 upon its establishment.

The JU draws the attention that in order to gain time, the call for expression of interest to select experts that are interested to become a member of the Scientific Advisory Body, has been already published on 23 November and will close on 5 January.

Following the selection process, a shortlist of 15 members will be put forward and will be subject to approval by the Governing Board. The JU advises that the timing of the Board's approval of the shortlist and their subsequent assignments is critical to the timely adoption of the Amended Work Programme 2022-2023 and the launch of the first Call for Proposals. The Board is requested to agree to an exceptional procedure of 48 hours, expected by end January.

For this purpose, the Board members are asked to volunteer to be part of the selection panel, composed of private members' representatives, the Commission and the JU team.

Outcome: The Board members adopt the decision regarding the Scientific Advisory Body selection process and selection criteria.

12. Adoption of a first Work Programme and Budget for Clean Aviation for 2022-2023

The JU explains that the need to adopt a first Work Programme and Budget for 2022-2023 is mainly related to the necessity to approve the administrative budget for the JU. As such, the document is composed of the already approved operational content for the CS2 programme and its associated budget (adopted via written procedure decision of 19 November 2021), together with the administrative budget for Clean Sky 2 and Clean Aviation, which will be used in the first months of 2022. No operational content for the Clean Aviation programme has been included, as this will be part of the amended version of the Work Programme to be adopted in mid-March.

The Board requests for the amended version of the Work Programme to include more details on the call for tenders concerning consultancy services. The JU comments that this tender was

approved in the written procedure and decision of 19 November 2021, but agrees to provide additional information.

The Board requests for the amended version of the Work Programme to include more details on the proposed coordination and support action in the context of establishing synergies.

Outcome: The Board members adopt the Work Programme and Budget for Clean Aviation for 2022-2023 in accordance with art. 17 (2) (k) of the SBA.

C. Items for information

13. Board Report

The JU informs that the **Clean Aviation Governing Board format and planning** will be designed to offer a forum for strategic discussions and open exchanges between the Board members, as well as enable the efficient passing of all relevant decisions and statutory duties laid down in the SBA. Starting from next year it is foreseen that in the evenings prior to the Governing Board meetings specific ‘fireplace’ gatherings will be organised for the Board members. It is proposed that these informal pre-meetings can include the participation of special invitees/guests, such as Commissioners and MEPs. The evening gatherings will present an exclusive opportunity to meet and share the latest information from the aviation community involved in reducing its environmental impact.

The JU presents the **decisions to be taken at the second Board meeting** to take place in March 2022 and the steps to the operational launch of the programme, including the launch of the first call of the Clean Aviation Joint Undertaking. In addition, a snapshot concerning the budget allocation for the first two calls of the Work Programme 2022 – 2023 is presented as agreed in the preparatory work related to the Technology Roadmap.

The JU briefs the Board about the **transitional measures** to be put in place in terms of operational implementation. It is highlighted that the management of CS2 Programme until completion (end 2024) falls under the overall responsibility of the Clean Aviation JU and its Governing Board. The CS2 Programme progress report will be reported by the Executive Director at the GB for assessment and consideration. The CS2 Steering Committees will continue to exist as management structures related to their Grant Agreements and Consortia Agreements, with all CS2 Members involved; and these may take internal management decisions and prepare proposals to the JU (including inter alia internal budget adjustments). The CS2 Programme Coordination Committee will continue its usual activities and ensure the steering and monitoring of inputs from Steering Committees and coordination thereof.

Although no critical financial decision is expected in the frame of CS2 [i.e. no funding transfers beyond CS2 Development Plan baseline is planned], some evolutions may be considered for inclusion in the final and last amendment of the Work Programme foreseen in 2023.

Concerning **communications**, the JU presents the progress made for the start of the Clean Aviation, including the launching of a new website, finalising and promoting the new visual identity, rolling out the new communications strategy and working on the media partnerships to increase awareness on the new partnership via press releases and social media actions.

The JU informs the Board concerning the **Discharge procedure 2020** with a main focus on the observations of the Court of Auditors. The JU announces that any actions related to this process will be communicated to the Board in time.

14. Update from the Commission

The Chair informs the Board members regarding the legislative proposal 'Fit for 55' package in July 2021, which is currently under discussion with Council and Parliament with potential finalisation first half of next year during the French Presidency. The legislative proposal will give a framework and push for the development and deployment of clean technologies. The main elements of the package relevant for aviation are Refuel EU aviation, Alternative Fuel Infrastructures and the EU Emissions Trading Systems.

15. Update on synergies

The Commission representative highlights the importance of synergies and the necessity to put in place the appropriate legal and administrative environment that will allow synergies to be explored. The main synergies identified are organised under Cluster 5 "Climate, Energy & Mobility": Clean Hydrogen Joint Undertaking, Single European Sky ATM Research 3 [SESAR3], and the Cluster 5 Work Programmes of Horizon Europe. Under Cluster 4 "Digital, Industry & Space": Key Digital Technologies and lastly, the EC initiatives: Alliance on Zero Emission Aviation Renewable and Low Carbon Fuels Value Chain Alliance.

16. Upcoming GB decisions (amended Work Programme and Budget 2022-2023, Call topics ...)

The JU reminds the Board members regarding the upcoming Governing Board decisions:

- Scientific Advisory Body list of members (end January information *for decision by exceptional 48 hour procedure*)
- Amended Work Programme and Budget 2022-2023, including the Call topics for the first call and second call (end February information for mid-March decision)
- Rules for Call submission, evaluation, selection, award and review procedures (end February information for mid-March decision)

D. Topics for discussion

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E. Any other business & closure of meeting

The Chair thanks the Board members for their active and efficient participation at the first meeting of the Clean Aviation Joint Undertaking.

The meeting is closed.

~ End of minutes ~