

MINUTES OF THE GOVERNING BOARD MEETING
22 MARCH 2023, 10:00 – 12:30, Brussels, The Hotel
Hybrid Meeting – in person + remote connection)

Agenda		
A. Opening of the meeting		
1.		Adoption of the agenda
2.	10'	Approval of the minutes of the 12 December 2022 meeting and implementation status of actions points
B. Topics for discussion		
3.	45'	'Status AZEA' with a presentation by Mr Francois Arbault (Director DEFIS) followed by a roundtable discussion
C. Items for decision		
4.	15'	Internal Audit Capability plan 2023
5.		Updated organisational structure
D. Items for information		
6.	1h 10'	Board Report <ul style="list-style-type: none">a) Clean Sky 2 progressb) Clean Aviation updates, including approach and launch of the CEI for additional private membersc) Corporate updates: legal, communication activities, audit, back-office arrangementsd) Planning of upcoming written procedures (IKOP and IKAA opinions, Annual Accounts 2022 and Annual Activity Report 2022)
7.		Update from the Commission (standing item)
8.		Update on synergies (standing item)
9.		Planning for the next GBs <ul style="list-style-type: none">a) 7 September: Approval of ranking lists / projects selected for funding from call 2b) 20 November: Adoption of next Work Programme and Budget, Selection of new Associated Members and of the Communication Policy
E. Any other business & closure of meeting		
	10'	

A. Opening of the meeting

The Co-Chair, Sabine Klauke (Airbus), chairing the meeting in the absence of Rosalinde van der Vlies (Commission), welcomes the participants, and acknowledges the existence of the quorum. A brief introduction of the new GB members appointed following the members' rotation mechanism is made. The Board acknowledges the newly appointed members and GB alternates [for aircraft manufacturers: Ester Porras Torroba (Aciturri) as GB Member and Miguel Castillo (Aernnova) as alternate, for the RTOs: Michael May (Fraunhofer) as and Collin Beers (NLR) as GB Members and Marcello Amato (CIRA) and Markus Fisher (DLR) as alternates, for the Universities': Peter Hecker (TU Braunschweig) as GB Member and Peter Middendorf (University of Stuttgart) as alternate]. The Chair informs that the SME seat remains currently vacant, as Pipistrel no longer qualifies as an SME.

1. Adoption of the agenda

The Chair asks the Board members to review the agenda and to declare any conflict or 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 is declared.

2. Approval of the minutes of the 12 December 2022 meeting and implementation status of the action points

The Chair informs that the minutes of the last Governing Board have been circulated and that the comments received from Airbus and Safran have been taken into account in the final version of the minutes.

Outcome: The minutes of 12 December 2022 meeting are adopted.

The ED informs about the status of implementation of the action points, specifically on the status of implementation of the Back Office Arrangements (BOA) based on the obligations stemming from the SBA and the function/role taken by the CAJU programme office such as the CAJU coordinator role specifically in the "BOA procurement."

Open Action: *The JU maintains the action to return to the Board with an analysis of the qualitative and quantitative effects of the BOA implementation once the Service Level Agreements (SLAs) will be officially signed amongst the JUs and as soon as a first operational implementation phase will be duly tested.*

B. Topics for discussion

3. 'Status AZEA' with a presentation by Mr Francois Arbault (Director DEFIS) followed by a roundtable discussion

The Chair introduces Francois Arbault, Director, DG DEFIS who presents an overview of the Alliance for Zero Emission Aviation (AZEA). He explains that AZEA is a voluntary initiative of public and private partners who share the objective to prepare the entry into commercial service of hydrogen-powered and electric aircraft, where the actors from across the ecosystem plan for the roll-out of these aircraft. He explains that the objective of AZEA is to prepare the

market for the entry into service of zero-emission aircraft. The novel propulsion technologies used by such aircraft will have a profound impact not only on aircraft design, but also on the required energy sources/fuels and airport infrastructures and on the way they are operated. It is highlighted that AZEA will comprehensively identify and prioritise the challenges posed by the future deployment of zero-emission aircraft and propose the necessary legislative, operational and market-based solutions to overcome these.

Francois Arbault informs the Board members that the participation in AZEA is open to players from across the aeronautical industry and from the aviation community in the wider sense, such as energy producers and any other relevant players. The involvement of smaller players and start-ups working on climate-neutral air transport solutions is also encouraged.

Francois Arbault discusses with the GB members the progress made by AZEA, with six working groups that have been launched, and the membership that has grown to 130 organisations with close to 300 enrolled experts and welcome the participation and contribution of many Clean Aviation Members. The aim is to deliver tangible results and share the first deliverables at the General Assembly. The working groups cover topics such as fleet growth, green electricity and hydrogen supply, aerodromes, aviation regulations, certification and standards, integration into the European network, and incentives for the transition to zero-emission aviation. The CAJU is a member of the Steering Committee (main decision-making body) and is represented in several WGs. It is emphasised that AZEA is open to more members and is happy to collaborate with relevant initiatives. The key role of Clean Aviation on the R&I side and the development of critical technologies needed to achieve net-zero aviation is highlighted. In addition, the need for coordination and consistency within the Commission on the different ongoing relevant initiatives is also highlighted, as well as mutual information-sharing between the Alliance and other organisations is encouraged, with the goal of avoiding silos and promoting coordination. The mix of different technologies and generations of aircraft will be necessary to achieve the solution for zero-emission aviation

C. Items for decision

4. Internal Audit Capability plan 2023

The Internal Audit Capability Plan 2023 is presented to the Board for adoption in accordance with the JU Financial Rules and it includes the following main elements: follow-up of audit recommendations of the European Court of Auditors and Internal Audit Service, including the follow-up of actions requested by the European Parliament in the context of the discharge procedure; the assurance audits of the Internal Audit Officer; the coordination of the ex-post audit process the support for IAS audits on performance framework and impact monitoring, the coordination of the JU risk management, antifraud measures and the coordination of the JU quality management system.

It is pointed out that one of the risks identified in the previous year's report is the lack of terms of reference for the Clean Aviation certification of in-kind contributions from additional activities. In this regard, it is recommended to the programme office to consult the GB members' and their auditors when establishing the new terms of reference in order to ensure ability to comply with the new certification framework. The JU programme office took well note of this request and will launch an action in this regard.

Outcome: The Internal Audit Capability plan 2023 is adopted.

The Internal Audit Officer and "IAC" of the JU, Bettina Dittmann announces her retirement and introduces her successor, Slobodan Dimitrovski.

5. Updated organisational structure

The updated organisational structure of the Clean Aviation Joint Undertaking is presented to the Board. The Executive Director informs that this updated structure of the programme office is triggered by the need for optimisation of the available headcount (reduced from 44 staff to 41 FTEs as requested by the Commission) and to streamline the organisation and achieve synergies, and by the retirement of two senior staff members. The new structure will merge the previous six organisational units into four units: Administration and Finance unit, Programme Development and Communication unit, Project Management unit, and Governance unit. The Executive Director provides an overview of the main changes in terms of responsibilities for each of these units and of the responsible managers.

The Members express support on the proposed reorganisation, and in order to allow the Commission to perform its internal services consultation, the Board agrees to adopt these changes via a fast-track written procedure to be launched the same day 22 March until 31 March, in order for the new set-up of the organisation to be operational as of 1 of April 2023.

C. Items for information

6. Board Report

a) Clean Sky 2 progress

The JU presents the progress overview for Clean Sky 2 at Grant Agreement for Members level, highlighting that corrective actions were taken where necessary, and that the execution plan is on track to completion. It is highlighted that in 2022, 80% of the deliverables are completed and 64% of the milestones are passed. This goes up to 92% for deliverables and 83% for milestones when looking at the cumulated performance over the last three years (2020-2022) thanks to a significant effort put into recovering from disruptions and delays caused by the COVID pandemic in 2020/2021. It is mentioned that while 45% of the demonstrators have been completed, there is still a significant number of demos to be finalised. However, there is confidence in the capability of all the parties to deliver the results as agreed at the time of the revision of the Clean Sky 2 Development Plan in 2021. Examples of completed activities and milestones include amongst other the successful completion of the "POWER ON" test of the RACER and the completion of the assembly of the Ultrafan, ready to start the ground test.

The JU informs on the programme financial status and the process to secure the implementation of the Clean Sky 2 programme and its completion. It is explained that in 2021, an extension of the grant agreement was implemented for the remaining two years but with a small part of the funding missing. An additional funding amounting to €9.2 million could be allocated to cover the activities in full, based on the budget left over from the GAPs implementation. Additional savings from the administrative budget were identified on top and there will be assigned to the operations (additional funding to the GAMs). An internal call amongst the ITDs/IADPs to down-select a list of projects and activities will be launched with the aim to secure the programme results on major demonstrators and the expected contribution to the Clean Aviation programme objectives. The funding will be authorised via an amendment of the relevant GAMs in the third or fourth quarter of 2023. The criteria being considered for the selection will be communicated to the Members within Q2 with the objective to support activities at risk implemented by the Core Partners.

The JU comments on the MTU suggestion to consider assigning the remaining funding to Academia performing CS2 activities by indicating that the programme office has been focussing on maximising the programme's impact. The JU also comments that the issue raised by the Clean Aviation "Academic Members Forum" is being assessed in parallel by the JU.

Action: The SPDs are expected to follow the guidance that will be provided by the JU and to put forward their plans at the upcoming Annual Reviews meetings.

b) Clean Aviation updates

The statistics on the outcome of the first call for proposal of Clean Aviation are also presented, with 244 participants in total from 24 different countries and a Union funding volume of approximately €654 million allocated to projects. The breakdown of participation and funding per country and per type of organisation (IND, RTOs, Academia, SMEs) is also provided as well as a breakdown of Union funding allocation to Members and non-Members.

The level of participation of Academia in the programme is also discussed in relation to the concerns raised in the letter of the Clean Aviation “Academic Members Forum” (AMF) addressed to the JU Executive Director about the level of participation of Academia in call 1, the potential loss of upstream research activities and the possible instruments to safeguard their wider involvement in the programme such as the “thematic topics” approach tested in Clean Sky 2.

Action: The JU will make the AMF letter available to the GB Members via circabc, will perform an assessment of the issue and will report back to the GB after having consulted the Technical Committee on the matter in terms of programme roadmap and technical strategy.

The JU provides to the Board an overview of the Call 1 Consortia Agreement and Cooperation Agreements signature process and calls for the acceleration of the progress to allow for timely data exchange and collaboration across projects which is crucial. The progress of cooperation with EASA within the projects is also discussed, with most projects being on track in terms of signature of the Service Contract, except for CONCERTO and FASTER-H2, which are still under negotiation on technical and financial issues. The JU calls for the prompt action by the relevant Members coordinating those projects to finalise the discussions and ensure timely signature of the service contracts.

The JU presents the timeline and expected process regarding the “Call for Expression of Interest” (CEI) for selecting additional Associated Members. The guiding principles of the CEI include the search for possible missing key competencies and capabilities needed to execute the SRIA, strengthen the in-kind contribution commitments and mobilize additional investments relevant for Clean Aviation, and to foster synergies with National and Regional programmes. The CEI is expected to be launched on 12 May and will be open until 22 June. The CEI evaluation will take place before summer, and the negotiation process on the commitment (LoC) will be done right after under the authority of the Executive Director. The CEI aims to further reinforce the openness of the CAJU and engage new members. It underlines that the possible additional Associated Members will have to be included in the CAJU governance structure including having a representative at the Technical Committee and in terms of being represented at the Governing Board under the relevant GB groups. As a result of the CEI selection process that will be done by the JU with the assistance of external experts, a list of selected organizations, ensuring a CAJU portfolio of necessary competencies and capabilities, will be proposed for the approval by the Board foreseen on 20 November.

The JU confirms having acknowledged so far the possible interest by a number of players (large players, SMEs, UNIs) to apply to the call as well as by companies willing to bring to the programme disruptive technologies.

c) Corporate updates

Concerning the communication updates, the JU presents the High Five awards, an initiative to recognize personalities who have made significant contributions to climate neutrality. The

timeline for the awards, the composition of the jury and their role in selecting the final High Five winners, as well as the types of nominees sought are presented. The need for visibility of this initiative and engagement on social media is emphasised. The Board members are encouraged to make nominations and to promote the initiative within their organisations and their social networks. The importance of having diverse nominees, including students, start-up founders, economists, and journalists is highlighted.

Concerning audit updates, the JU presents for information the Internal Audit Service of the European Commission (IAS) Strategic Audit Plan 2023-25, noting that the plan was established in the course of 2022 and was based on a global risk assessment performed by the IAS on all core business processes of CAJU. For the purpose of selecting the appropriate topics for future audits covering the highest risks in the JU, the IAS sought the input and views of the JU's management and also contacted the Chair and Deputy Chair of the Governing Board, and finally decided on the following three audit topics: impact monitoring at projects level (2024), in kind contributions management (2025), and BOA implementation (as a reserve topic).

d) Planning of upcoming written procedures

The JU informs the Board regarding the upcoming written procedure decisions, including the foreseen launch period:

- Updated organisational structure (22 March)
- HR Decision on working time and hybrid working (April)
- Opinion on CS2 programme IKOP (mid-May)
- Opinion on CS2 programme IKAA (mid-May)
- Annual Accounts 2022 (mid-May)
- Annual activity report 2022 (mid-May)

7. Update from the Commission (standing item)

The Commission representative informs the Board on the EU's Net Zero Industry Act, which focuses on supporting net zero technologies, such as electricity and heat storage technologies, heat pumps, grid technologies, renewable fuels of nonbiological origin technologies, sustainable alternative fuels technologies electrolyzers and fuel cells, as well as advanced technologies to produce energy from nuclear processes, small modular reactors, and related best-in-class fuels, carbon capture, utilisation, and storage technologies. They refer to the final products, specific components and specific machinery primarily used for the production of those products. This legislation will help scale up net-zero technology manufacturing in the EU to provide at least 40% of the EU's annual deployment needs for strategic net-zero technologies by 2030. The act also aims to balance openness with supporting the local industry and includes a range of actions to facilitate access to markets.

The Commission representative briefly mentions the Critical Raw Materials Act, ensuring secure and sustainable supply chains for EU's green and digital future, which aims to increase the extraction, processing, and recycling of critical raw materials in the EU. The presentation concludes with a list of relevant materials, including antimony, tantalum and titanium, noting that some materials are both strategic and critical for aviation.

8. Update on synergies (standing item)

- **Synergies with Clean Hydrogen – ongoing actions**
- **Synergies with Regions – ongoing actions**

The JU informs the Board on the Workshop organised by Clean Hydrogen (CH) and Clean Aviation to work on common roadmaps, as well as the the planned signature of a Memorandum

of Understanding between CH and Clean Aviation at the CAAF on 23 March to ensure a better coordination between the JUs in relation to their Work Programmes, calls topics and R&I projects.

The JU also informs on the future efforts to align the regions research funding in synergy with the Clean Aviation SRIA and objectives. The aim is to ensure that Regions' strategies and roadmaps are complementary to Clean Aviation and that additional funding and technical activities may be aligned.

The Board is also informed on the event organised in collaboration with the Committee of Regions and European Commission on 27 September to bring together all European aeronautics Regions and discuss "Synergies between European and national/regional research programmes in the aviation sector.

9. Planning for the next GBs

The JU presents the schedule for the upcoming meetings of a Governing Board, with a focus on the agenda for these meetings. The next meeting will take place on 7 September 2023, when the list of projects selected from call 2 will be proposed to the GB for approval. The last meeting on 20 November 2023 will discuss and adopt the Work Programme and Budget 2024 - (2025) and the Communication Policy, as well as the list of new Associated Members. The possibility of changing the September meeting date is discussed, but it is deemed difficult due to many interdependencies.

E. Any other business & closure of meeting

The Chair reminds that the last topic that requires attention of the Board is the new EC accounting tool SUMMA, which is currently not functioning well and causing heavy disruptions to the functioning of the JU.

The JU explains that during the past months close contact has been established with DG BUDG and the DG RTD to monitor the migration progress and the CAJU staff has followed trainings and coaching sessions. However, not all essential developments needed for grant management and related payments, recoveries, debt follow-up were properly developed and/or are properly functioning at the time of the migration. The outlook for 2023 foresees that several modalities for budget management and eGrants management will require substantial further developments on the side of DG BUDG, which poses a high exposure/risk to the internal functioning of the JU and related transaction.

The Chair thanks the Board members for their active and efficient participation at the meeting.

The Chair expresses, on behalf of the whole GB, sincere thanks to the retiring JU management members, Bettina Dittmann and Ron van Manen for their dedication to the work in the JU during more than 10 years.

The meeting is closed.

~ End of minutes ~