



MANAGEMENT BOARD DECISION

of 15/09/2004

**INTERNAL RULES OF PROCEDURE OF THE MANAGEMENT BOARD OF THE EUROPEAN
NETWORK AND INFORMATION SECURITY AGENCY - ENISA**

THE MANAGEMENT BOARD OF ENISA

Having regard to the Regulation (EC) No. 460/2004¹ of the European Parliament and of the Council of 10th March 2004, hereinafter called the “Regulation”, establishing a European Network and Information Security Agency, hereinafter called “the Agency” and in particular to Section 2, Article 6(4) thereof²;

Having regard to the Council Decision 2004/541/EC of 5/07/2004 appointing the stakeholders’ representatives to the Management Board;

Having regard to the Commission Decision C(2004) 1928 of 16/06/2004 appointing the Commission representatives to the Management Board;

In order to ensure that the Agency carries out its mission and performs the tasks assigned to it under the conditions laid down in the Regulation,

HAS ADOPTED THIS DECISION:

Single Article

The internal Rules of Procedure of the Enisa’s Management Board annexed hereto are adopted.

Done at Brussels, 15/09/2004

For the Management Board

A handwritten signature in black ink, appearing to read 'Kristiina Pietikäinen', is written over a faint, circular official stamp.

Kristiina Pietikäinen
Chairperson of the Management Board

¹ OJ L 77, 13.3.2004, p.1.

² Article 6 stipulates: “The Management Board shall ... adopt its rule of procedure on the basis of a proposal by the Commission...”

ANNEX

INTERNAL RULES OF PROCEDURE OF THE MANAGEMENT BOARD OF THE EUROPEAN NETWORK AND INFORMATION SECURITY AGENCY “Enisa”

Article 1

TERM OF OFFICE

1. Unless otherwise decided by the competent appointing authorities, the duration of the term of office for each and every member of the Board, hereinafter called “member”, extends throughout the current duration of the Agency as set by Article 27 of the Regulation.
2. If a member or an alternate leaves the Board before the end of his/her term of office, he/she shall be replaced for the remainder of his/her term of office.

Article 2

CHAIRMANSHIP

1. The election of the first Chairperson shall take place after the Board has adopted its Rules of Procedure. The Commission, acting as facilitator, chairs or designates a person to chair the Board meetings until the election of the Chairperson and Deputy Chairperson.
2. The Board shall elect its Chairperson from among its members for two-and-a-half-years, which shall be renewable for another period of two-and-a-half-years. Later elections shall take place at a meeting of the Board convened by the outgoing Chairperson, at least three months before the end of his/her term.
3. In accordance with rules specified in Article 6(4) of the Regulation, the Chairperson shall be elected by a majority of the members with the right to vote³.
4. The names of those wishing to stand as candidates must be notified to the Commission Secretariat before the meeting or announced during the meeting. Members may propose themselves as candidates in their own names or be proposed by another member.
5. Election shall take place in accordance with the following procedure:
 - 5.1. Where there is a single candidate or where the other candidates withdraw, leaving a single candidate, that candidate shall be elected provided that he or she receives a majority of the members with the right to vote.
 - 5.2. Where there are only two candidates, the candidate that receives a majority of the members with the right to vote is elected. If both candidates receive the

³ Taking into account the present Board composition, a majority requires 15 votes.

same number of votes, the person chairing the election process shall invite additional new names⁴ to stand as candidates and move to the next election round. If there are no additional names, the person chairing the election process has the casting vote, on the basis of which one of the two candidates shall be elected.

- 5.3. Where there are two or more candidates, secret ballots will take place. In each and every ballot, the candidate who receives a majority of the members with the right to vote shall be elected.
- 5.4. If none of the candidates receive a majority of the members with the right to vote, the candidate who obtained the lowest number of votes is eliminated and the others go forward to another ballot⁵. The process is repeated until the two candidates who obtain the highest number of votes are selected. The procedure described in 5.2 shall then apply.
6. Following the election of the Chairperson, the Board shall elect a Deputy Chairperson with the same procedure as in paragraph 4 and 5 of this Article. The Deputy Chairperson shall ex-officio replace the Chairperson if he or she is prevented from attending to his or her duties.
7. The term of office of the Chairperson and Deputy Chairperson shall begin on the day of the election. It ends after two and a half years or at the end of their membership of the Management Board, whichever is the earlier.
8. If the office of Chairperson or Deputy Chairperson falls vacant before the end of the term of office, a replacement will be elected at the next meeting of the Board.
9. If both the Chairperson and the Deputy Chairperson are unable to attend a meeting, the meeting shall be chaired by the longest serving member of the Board or, in the event of equal length of service, by the oldest of the longest serving members.
10. The Chairperson shall be the spokesperson of the Board, and may delegate some of his/her tasks to the Deputy Chairperson.

Article 3

ATTENDANCE AT MEETINGS

1. Members should attend all meetings of the Board and when this is not possible, alternates should attend in their stead. Both members and alternates may participate together at meetings, but, in these cases, only members have the right to vote.
2. Each Member might be represented at the meetings by another member, provided that written authorisation from the absent member is submitted to the Chairperson. A Member may represent a maximum of one other Member.

⁴ In this context, new names are understood as names that have not been previously eliminated as a result of the application of the ballot procedure.

⁵ If there are two or more candidates who share the lowest number of votes, the ballot is repeated up to a maximum of three times

3. The Board, acting on a proposal from the Executive Director, may authorise experts and persons whose opinion can be of interest, to attend Board meetings as observers without any voting rights for the item or items for which their presence is required
4. Representatives of third countries, having concluded agreements with the Community in accordance with Article 24 of the Regulation, shall be entitled to attend Board Meetings under the terms and conditions specified in such agreements.
5. Any one member present at a meeting or the Executive Director may request that the Chairperson shall restrict the meeting to a closed session by requiring all persons to leave the meeting with the exception of the members of the Board and their alternates. Following an explanation by the member requesting the closed session, the Board shall decide whether:
 - to consider the matter in closed session;
 - to consider the matter in an extended closed session with the inclusion of such additional persons as the Board may decide; or
 - to consider the matter under normal meeting arrangements.

Article 4

THE CONVENING OF MEETINGS

1. In accordance with Article 6(5) of the Regulation, meetings of the Board shall be convened by its chairperson, and the board shall hold an ordinary meeting twice a year. It shall also hold extraordinary meetings at the instance of the Chairperson or at the request of at least a third of the members with right to vote.
2. Subject to paragraphs 3 and 4, the notice of convocation of a meeting of the Board, signed by the Chairperson, shall be transmitted no later than two weeks before the date of the meeting. The draft Agenda shall simultaneously be sent to all members together with relevant material for decision making.
3. When the Board is to meet at the request of at least one third of the members, the Chairperson shall convene a meeting to take place within six weeks of receipt of the request, or two weeks in urgent cases.
4. When the Board is convened to deliberate on a matter of urgency, the notice of convocation and the provisional agenda signed by the Chairperson shall be transmitted to members no later than one week before the date of the meeting.
5. If working documents are transmitted to the members outside the time-limits specified in points 2 and 4, no decision shall be taken on the question to which it relates, unless the Board decides otherwise.
6. The ordinary Board meetings shall normally be held at the Agency's premises. However, whenever circumstances require, and provided not more than one third of the members object, the Chairperson may change the date and/or the agreed place of a meeting of the Board. Notification of such change or changes shall be given to members no later than three weeks before the original or revised date of the start of the meeting, whichever is the earlier.

Article 5

AGENDA

1. A provisional agenda shall be drawn up by the Chairperson. It shall contain, in addition to those items whose inclusion is requested by a member, any item whose inclusion is requested by the Executive Director.
2. Without prejudice to paragraph 4 of Article 4 of these Rules, items to be addressed on the provisional agenda shall be submitted to the Chairperson not less than six weeks before the date of the start of the meeting.
3. Any request by one or more members for inclusion, deletion or substitution of an item on the agenda shall state the reasons on which it is based. The Chair shall bring any such request to the notice of the other members.
4. The agenda shall be adopted at the beginning of each meeting.
5. If the Board so decides, urgent questions may be added to the agenda at any time prior to the end of the meeting, and item on the agenda may be deleted or carried over to a subsequent meeting.

Article 6

QUORUM

At least two thirds of all members of the Board with the right to vote shall constitute the necessary *quorum* for the meeting to be valid. For purposes of achieving the quorum, alternates or proxy holders are considered as members having the right to vote on behalf of the member they represent.

In the absence of a quorum, the Chairperson shall close the meeting and convene another as soon as possible.

Article 7

VOTING

1. The Board shall take its decisions in accordance with the voting rules specified in Article 6(4) of the Regulation. Unless otherwise provided, the board shall take its decisions by a majority of its members with the right to vote. A two-thirds majority of all members with the right to vote⁶ is required for:
 - Adoption of the Internal Rules of Procedure of the Management Board;
 - Adoption of the Internal Agency's Rules of Operation;
 - Adoption of the Budget;
 - Adoption of the Annual Work-Programme;

⁶ Taking into account the current configuration of the board this represents 19 votes

– Appointment and the removal of the Executive Director

2. For voting purposes the total number of Members of the Board is that of the members entitled to cast a vote, present or not.
3. In addition to his/her own vote, each voting member may cast one vote that he/she has received by proxy. The proxy shall be notified to the Chairperson at the beginning of the meeting.
4. Unless a secret ballot is requested by at least one-third of the voting members, votes shall be taken by show of hands.
5. Unless the Board unanimously decides differently, the Chairperson, the Deputy Chairperson and the Executive Director shall be respectively elected and appointed or removed by secret ballot.
6. For each and every decision adopted by the Board, the result, along with the numbers of votes cast, shall be recorded. A statement of the views of the minority may be entered in the minutes along with the decision, if the minority so requests.
7. The Chairperson may authorise a member to speak briefly in explanation of a vote he or she has cast.

Article 8

DECISIONS BY WRITTEN PROCEDURES

1. Without prejudice to Articles 6 and 7 of these Rules, decisions of the Board may be taken by written procedure, on a proposal from the Chairperson, provided that one third of the members with the right to vote do not object.
2. A proposal for a decision to be taken by written procedure shall not be subject to amendment; it shall be approved or rejected in its entirety.
3. Notwithstanding the provisions in paragraphs 1 and 2 of this article, in exceptional cases, where a decision of the Board is needed in an emergency situation, documents and information may be transmitted and votes cast by the quickest available means which are acceptable to members.
4. The result of a written procedure will be notified without delay to the Board Members.

Article 9

APPOINTMENT AND REMOVAL OF THE EXECUTIVE DIRECTOR

1. In accordance with Article 7(2) of the Regulation, the Board shall appoint the Executive Director and shall have the power to remove him or her from office. In accordance with Article 6(4) of the Regulation a two third majority of all members with the right to vote is required to appoint or remove from office the Executive Director.
2. The selection of the Executive Director out of the list of candidates proposed by the Commission shall take place in accordance with the following procedure:

- 2.1. Where there are only two candidates, the candidate that receives a two thirds majority of all members with the right to vote is selected. If none of the candidates receives the required majority of votes, the chairperson will invite the members to participate in up to a maximum of three additional ballots.
- 2.2. If, as a result of the last ballot, one of the candidates receives the required majority, is elected. Otherwise, the Board shall immediately decide on the measures to be taken to overcome this situation, including the possibility of re-publishing the open competition for the post.
- 2.3. Where there are more than two candidates, in each and every ballot, the candidate who receives the required majority of the votes shall be elected. If none of the candidates receive the majority of the votes, the candidate who obtained the lowest number of votes is eliminated and the others go forward to another ballot⁷. The process is repeated until the two candidates who obtain the highest number of votes are selected. The procedure described in 2.1 shall then apply.

Article 10

TRANSMISSION OF DOCUMENTS; MINUTES

1. Regarding public access to documents and minutes of the Board meetings, the provisions laid down by the Regulation 1049/2001 concerning the public access to European Parliament, Council and Commission documents, shall apply.
2. Minutes of the Board meetings shall include the list of participants, a summary of the decisions taken and main points of the discussion.
3. On request of a member or his or her alternate, the numbers of votes cast at each decision as well as associated vote-statements shall be recorded.
4. The chairperson shall make use of the quickest available means, which are acceptable to members, to circulate the draft minutes. Members of the board are then requested to reply within a maximum of two weeks.
5. Once approved, the minutes shall be signed by the Chairperson and the signed copy of the minutes shall be kept in the archives of the Agency. Whenever applicable, records of number of votes and related statements shall also be kept together with the relevant minutes in the archives of the Agency.
6. In accordance with the practical arrangements set out in the Agency's rules of operation to implement Article 12 of the Regulation and after being approved by the Board, minutes of the Board meetings shall be made public notably through the website of the Agency.

⁷ If there are two or more candidates who share the lowest number of votes, the ballot is repeated up to a maximum of three times

Article 11

CONFIDENTIALITY

In accordance with practical arrangements set out in the Agency's rules of operation, the members of the Management Board shall sign a written declaration of compliance with the rules of confidentiality set out in Article 13 of the Regulation.

Article 12

LANGUAGE REGIME AT MEETINGS

The Board shall decide the working languages at meetings. On grounds of urgency and in case of a force majeure, the Board may decide to depart from the rules agreed upon.

Article 13

REIMBURSEMENT OF EXPENSES

1. All travel and subsistence expenses incurred by the members, observers and experts in connection with meetings relating to Board business and activities shall be paid by the Agency in accordance with Annex VII of the Staff Regulations of Officials and the conditions of employment of other servants of the European Communities⁸.
2. Expenses incurred by alternate members relating to Board business shall be paid by the Agency in accordance with paragraph 1, only in the case where the substitute replaces the Board member for whom he/she has been appointed as alternate.

Article 14

CORRESPONDENCE

All correspondence with the Board shall be addressed to the Agency at its Headquarters location.

Article 15

SECRETARIAT

In accordance with Article 6(5) of the Regulation, the Executive Director shall take part in the meeting of the Board, without voting rights, and shall provide the Secretariat to the meetings and the appropriate administrative support to enable the Board to carry out its work.

⁸ Council Regulation (EC, Euratom) No 723/2004 of 22 March 2004 amending the Staff Regulations of officials of the European Communities and the Conditions of Employment of other servants of the European Communities (OJ C 075 , 24/03/2004 P. 1 – 2)

Article 16

AMENDMENT OF THE RULES OF PROCEDURE

1. The Board may amend these Rules of Procedure by a two-thirds majority.
2. Amendments to the Rules of Procedure shall enter into force on the date decided by the Board.

Article 17

ENTRY INTO FORCE

These Rules shall enter into force as soon as they are adopted.