

**CULTURAL
HERITAGE**
A CHALLENGE
FOR EUROPE

**Terms of Reference
of the Management Structure**

for the

**Joint Programming Initiative
"Cultural Heritage and Global Change:
A New Challenge for Europe"**

I. Preamble

On the 3rd of December 2009, the European Council welcomed the theme “Cultural Heritage, Climate Change and Security” as one of the three themes in the first wave of JPIs. In the wake of this decision, the *JPI Cultural Heritage and Global Change: a New Challenge for Europe* (JPI CH) was approved by the European Council on the 26th of April 2010. The initiative was defined through a Vision Document (VD) issued in June 2010 and further developed and detailed in a Strategic Research Agenda (SRA) in 2014.

The JPI CH is an innovative and collaborative research initiative with the objective of streamlining and coordinating national research programmes to enable more efficient and effective use of scarce financial resources, exploit synergies and avoid duplication. It also aims at presenting cultural heritage as a holistic, integrated research area.

The present Terms of Reference are the modified version, approved by the Governing Board of the JPI CH on the 12th of June 2019, of those inserted as annex 1 in the 2010 Vision Document.

II. Membership

Any Member State (MS) of the European Union or any Associated Country (AC) to the European Framework Programme can become a member of the JPI CH. The JPI is also opened to **Third Countries (TC)** that are neither Member States nor Associated Countries. All JPI CH members are represented at the Governing Board by a maximum of two national delegates. Each member can also nominate one deputy delegate.

(See below V.1).

II.1 The two categories of members

1) Partners. These are the countries (**MS, AC, TC**) that are fully committed to the JPI, contributing to its activities and actively participating in its day-to-day life. Partnership implies:

- a) Paying the membership fee to cover the cost of running the JPI (see below).
- b) Contributing in cash or in kind to the activities of the JPI to which each Partner decides to take part.
- c) Participating in the relevant meetings, work sessions and decision-making processes.

Each Partner has a right of one vote at the Governing Board (see below) on condition that he has paid the annual membership fee as established by the Financial Annex.

2) Observers. These are the countries that do not pay the annual membership fee and, subsequently, do not have a right of vote. They can attend Governing Board meetings upon request, and can participate in the discussions but not in the decision making processes. They may take part in any activity of the JPI CH on condition that they provide the required contribution (in kind / in cash).

II.2 Joining and leaving the JPI CH. Changing status

The Governing Board is always open to new members.

A country wishing **to join** the JPI CH as Partner or Observer must send, to the Chair of the JPI CH, a formal request addressed to the Governing Board and a document detailing the rationale and objectives for joining the JPI CH, the country’s national priorities and research landscape, and its funding capacities.

The Chair will inform the Governing Board of the application prior to its next meeting, at which it will be discussed and voted on. A unanimous vote is required for Third Countries; a simple majority vote for Member States of the European Union.

The Chair will communicate the decision of the Governing Board to the applicant. If accepted, the

new member will be invited to present its institution at the following meeting of the Governing Board.

There is no retroactive fee when becoming a Partner.

A member wishing to **change status** must send, to the Chair of the JPI CH, a formal detailed request addressed to the Governing Board. The Chair will inform the Governing Board of the change of status prior to its next meeting, at which the change will be implemented.

A member wishing to **leave** the JPI CH must send, to the Chair of the JPI CH, a letter informing the Governing Board of its decision and of its date of departure. The Chair will inform the Governing Board prior to its next meeting.

There is no refunding of the annual fee when leaving the JPI CH.

Governing Board meetings shall start by reviewing changes in the composition of the JPI CH participating countries.

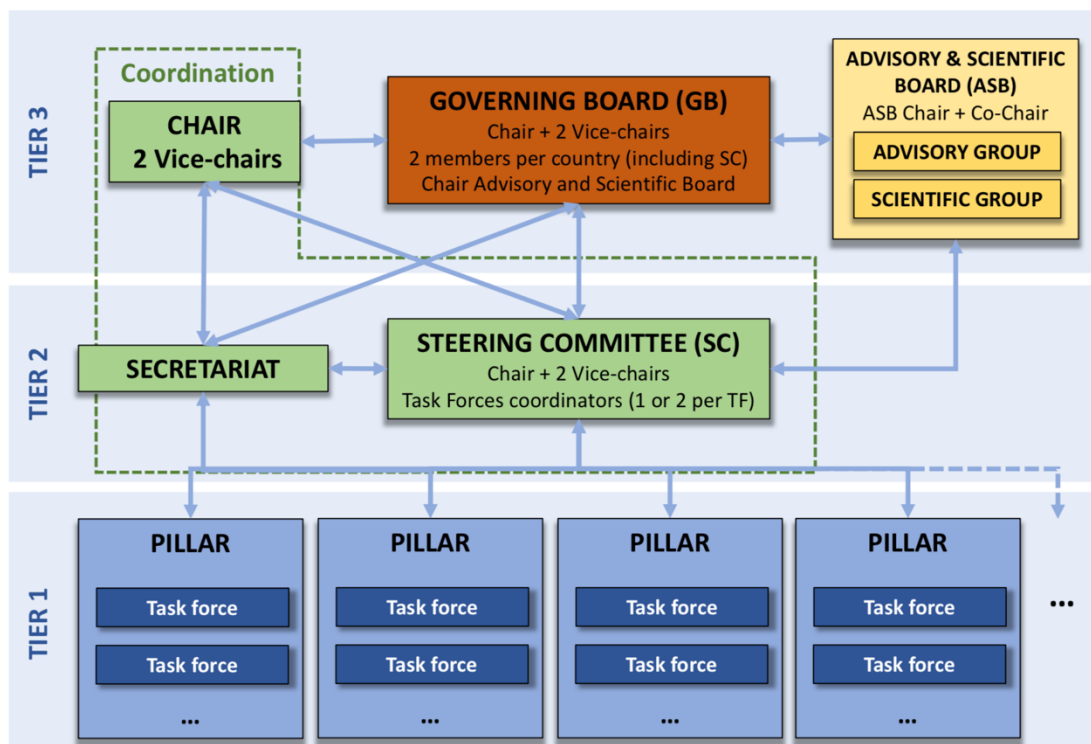
II.3 Annual membership fee

All Partners are required to pay an annual fee set out in the Financial Annex approved by the Governing Board. This fee is paid, each year, to the JPI CH Secretariat (see below) in order to guarantee the sustainability of the JPI's activities. If a Partner (Member State, Associated Country or Third Country) participating in the JPI CH fails to pay the annual fee at the date set by the Governing Board, it loses its voting rights until payment is settled.

III. Structure

The JPI Cultural Heritage has a three-tier governance structure composed of:

- A Chair and up to two Vice-chairs.
- A Governing Board (GB).
- A Steering Committee (SC).
- An Advisory and Scientific Board (ASB).
- A Secretariat.
- Pillars and Task Forces.



These JPI CH bodies will exert their mandate with the utmost regard to transparency and fairness. Decisions will be governed by equal treatment of all Partners and Observers, and taking all relevant ethical considerations into account. This management structure shall have an initial lifespan of five years. Any modification to it shall be approved by the Governing Board.

IV. Chair and Vice-chairs

The JPI CH has a Chair and up to two Vice-chairs.

IV.1 The Chair

He/she is elected by the Governing Board amongst its members who hold Partner status for a period of three years renewable once. If there is more than one candidate, the Governing Board shall choose the new Chair by a majority vote. Candidates for the Chair must submit their candidacy to the Governing Board, which should include their Curriculum Vitae and an outline of their priorities for the upcoming period, at least one month before the Governing Board's meeting set for the election.

The Chair's term of office begins on the first day after the end of his/her predecessor's one.

The role of the Chair is to advocate the interests of the JPI CH. He/she chairs the Governing Board and the Steering Committee as he/she is not counted as a national delegate.

Under the supervision of the Governing Board, the Chair is responsible for the general organization and implementation of the activities of the JPI CH, in collaboration with the Secretariat, in order to ensure that all tasks agreed upon are accomplished in their set timeframe and to the highest quality.

The Chair has specific responsibility for:

- Coordinating the activities of the JPI CH, by facilitating the implementation of joint activities (such as the development of the Strategic Research and Innovation Agenda, joint calls, alignment activities, knowledge hubs and communication), by ensuring the coherence of any long-term operational activity, and by monitoring the follow-up of the different joint actions.
- Ensuring efficient coordination between the different bodies of the JPI CH, and facilitating the exchanges between them.
- Ensuring the implementation of the tasks assigned by the Steering Committee and the Governing Board.
- Assisting the Governing Board, the Steering Committee, the Task Forces, the Advisory and Scientific Board when necessary.
- Proposing strategies, procedures and action plans to the Steering Committee and the Governing Board and overseeing their implementation.
- Managing election and renewal process of the Advisory and Scientific Board, in close cooperation with the Steering Committee.
- Answering inquiries on behalf of the JPI CH in cooperation with the relevant key partners.
- Initiating and developing institutional links with the key stakeholders, the European Commission, the other JPIs, relevant ERA-NETs and other partnerships, and ensuring efficient communication with new stakeholders.
- Initiating and developing links with new countries.
- Communicating and disseminating information about the activities of the JPI CH at all institutional levels (international, European and national), as well as at conferences, workshops and relevant events.

IV.2 The Vice-chair(s)

There are up to two Vice-chairs.

One is proposed by the Chair amongst the members of the Governing Board (delegates and deputy delegates) who hold Partner status. His/her nomination is endorsed by the Governing Board for a period of three years renewable once.

The other one is elected by the Governing Board amongst its members (delegates and deputy delegates) who hold Partner status. In order to ensure a certain degree of continuity, the election of the second Vice-chair is held one year after the nomination of the first one. He/she is elected for a period of three years renewable once.

Both Vice-chairs remain members of the Governing Board and conserve their right of vote under the conditions set out in paragraph V.2 Voting rights.

Their role is to assist the Chair in all his/her responsibilities and to replace him/her whenever he/she cannot fulfil his/her duties.

The Chair may delegate one or several responsibilities to one or both of the Vice-chairs.

V. Governing Board (GB)

The Governing Board is the ultimate body responsible for the JPI CH. It is its decision making body and, in that respect, it is responsible for the policy and the strategic orientation of the JPI CH and it oversees the implementation of its activities. Its strategic decisions are based on advice provided by the Steering Committee, the Task Forces, the Advisory and Scientific Board.

V.1 Composition

The Governing Board is composed of the Chair, one or two Vice-chairs and a maximum of two delegates and one deputy delegate per participating country (Partners and Observers), including those delegates who are also members of the Steering Committee.

Delegates are nominated (in writing) and mandated by the competent Ministry/ies or by Research, Development and Innovation (RDI) Programme Owner Institutions of their country. At least one of these national delegates must be affiliated to a Programme Owner Institution (funding agency, or ministry running a programme allocating funding or funding policy-driven research). Each member can also nominate one deputy delegate. Any change of delegates or deputy delegate must be communicated, in writing, to the Chair who will inform the Governing Board.

A representative of the European Commission may be invited to attend Governing Board meetings as an observer.

The Governing Board may invite experts to attend a specific meeting. These invitations should be decided no less than four weeks prior to the meeting and approved by the Chair before being issued.

At least one member of the Secretariat shall attend the Governing Board meetings.

A member of the Governing Board may not (at an individual level) simultaneously be a member of the Advisory and Scientific Board, a participant in a JPI CH project or an evaluator of proposals for the JPI CH.

V.2 Voting rights

Only Partners are allowed to vote at the Governing Board, and on condition that they are up to date with their payment of the annual membership fee.

Each country holding Partner status has one vote (one country = one vote), regardless of the number of its delegates. If national delegations are represented by more than one person, the delegates will agree upon a unique national position and will vote accordingly, the one country – one vote principle applying.

Whenever a vote takes place the Chair has one vote which is not deducted from his country's allocated number (one).

Observers and experts do not have a right to vote.

V.3 Role

The Governing Board will seek advice from the Steering Committee and from the Advisory and Scientific Board.

The roles and functions of the Governing Board include:

- To elect the Chair.
- To approve the nomination of the Vice-chair(s).
- To write, update and adopt the Vision Document of the JPI, including the short and long term strategic challenges and objectives.
- To write, update and adopt the Terms of Reference (ToR) for the definition of the governance.
- To write, update and adopt a Strategic Research and Innovation Agenda (SRIA) covering the aspects of research, development and innovation needed to accomplish the JPI objectives, including the short and long term strategic challenges and objectives.
- To elaborate the strategic plan of activities for the implementation of the SRIA.
- To adopt the composition of the Advisory and Scientific Board.
- To approve contributions from Partner countries and make budgetary arrangements.
- To adopt calls for proposals and other joint activities following the principle of variable geometry.
- To report to Partners and Observers and inform the European Commission, the High Level Group for Joint Programming (Groupe pour la Programmation Conjointe, GPC), the European Research Area Committee (ERAC) and any other relevant political bodies on the implementation of the JPI.

V.4 Meetings

The Governing Board meets normally twice a year and at least once a year, although more meetings can be held if deemed necessary. Additional meetings may be organized upon request of any of the members of the Governing Board, or upon request of the Chair.

Members may participate to Governing Board meetings by telephone conference, videoconference or other means of communication.

Points requiring voting decisions shall be indicated in the agenda. With the agreement of the Partners present, urgent issues may be added to the agenda at any time prior to the end of the meeting. Items on the agenda may be deleted or moved to a subsequent meeting with the approval of the Partners present.

V.5 Quorum

To ensure the quality of the discussions and the involvement of delegates, the quorum necessary for a meeting of the Governing Board to be valid is fixed at 50% of the total number of Partners. In the absence of quorum, the Chair may propose to discuss the points on the agenda with the members present by without making decisions, or will close the meeting. In both cases he will convene another one as soon as possible.

The Governing Board shall take its decisions as far as possible by consensus. However, in absence of consensus, decisions will be made by simple majority vote of members present, upon proposals put forth by the Chair. The absence of one or several members does not affect the result of the vote as long as the quorum is respected.

Each decision adopted by the Governing Board shall be recorded. A statement of the views may be entered in the minutes along with the decision, if a member requests so.

If a member of the Governing Board or one his/her technical advisors considers himself/herself to be in a situation of potential conflict of interest, he/she shall raise this issue with the Chair before the meeting. The Governing Board will decide whether he/she may participate in the discussion.

V.6 Transmission of documents and Minutes of meetings

The draft agenda of the Governing Board meeting and other required documents shall be forwarded to the members of the Governing Board at least three weeks before the meeting.

The final agenda and all other relevant documents should reach members at least one week before the meeting.

The draft minutes - including the attendance list, a summary of the discussions, decisions and adopted resolutions - shall be forwarded to the delegates no more than a month after the meeting.

Comments and objections need to be forwarded to the Chair within three weeks of receipt of the draft minutes, with copy to each delegate. The Secretariat will produce a consolidated draft which shall be definitively approved at the following Governing Board meeting. The final text of the minutes shall be forwarded to the members no more than two weeks after its approval.

VI. Steering Committee (SC)

The Steering Committee is the body that implements the decisions taken by the Governing Board, to which it is subordinated. It is accountable for all the activities of the JPI CH, their timely completion and the allocation of resources. It therefore plays a pivotal role in the JPI. A high degree of coordination is expected between the Governing Board and the Steering Committee.

VI.1 Composition

The Steering Committee is composed of:

- The Chair.
- The Vice-chair(s).
- The Task Forces coordinators (one per TF, unless a TF requires two coordinators).

The Chair of the Advisory and Scientific Board (and/or his/her Vice-chair) may be invited to attend Steering Committee for specific discussions.

The Steering Committee may invite experts to attend a specific meeting. These invitations should be decided no less than four weeks prior to the meeting and approved by the Chair before being issued.

Any member of the Governing Board (Partners and Observers) may attend a meeting of the Steering Committee as an observer.

The Steering Committee is chaired by the Chair of the JPI or by a Vice-chair.

At least one member of the Secretariat shall attend the Steering Committee meetings.

VI.2 Role

The roles and functions of the Steering Committee include:

- To draft the guidelines for the elaboration of the strategic plan of activities for the implementation of the SRIA by the Governing Board.
- To forward to the Governing Board the Steering Committee's proposals on each of the matters submitted to it as well as all relevant information of the discussions held at the Steering Committee to enable the Governing Board to make fully informed and sound decisions.
- To advise the Call Secretariat on the Terms of Reference and on the Guides for proposers for each call (including progress reporting).
- To coordinate the implementation and follow-up of other Joint Activities.
- To elaborate a three-year Financial Annex for the JPI CH (in connection with the supporting projects).
- To coordinate the programme research activities (calls for proposals), the assessment of the impact of the JPI, the training activities, and the dissemination of results.

VI.3 Meetings

The Steering Committee will seek to meet, where possible, once every three months, or more often if necessary. It is suggested that virtual meetings (telephone conferences, video conferences, etc.) should be prioritized in order to keep costs down.

A member of the Steering Committee shall not participate in any decision where a situation or circumstance of a personal or professional nature can compromise his/her availability to decide in the interest of best performing his/her objectives and tasks. If a member of the Steering Committee considers himself/herself to be in a situation of potential conflict of interest, he/she shall raise the issue with the Chair of the JPI. The Steering Committee will decide whether he/she may participate in the discussion. A member of the Steering Committee may not (at an individual level) simultaneously be a member of the Advisory and Scientific Board, a participant in a JPI CH project or an evaluator of proposals for the JPI.

VI.4 Transmission of documents and Minutes of meetings

The draft agenda of the Steering Committee meeting and other documents required for the meeting shall be forwarded to the members of the Steering Committee at least two weeks before the meeting.

The final agenda and all other relevant documents should reach members at least one week before the meeting.

The draft minutes - including the attendance list, a summary of the discussions, proposals and decisions - shall be forwarded to the members of the Steering Committee shortly after the meeting. Comments and objections will be forwarded to the Chair of the JPI, and the Secretariat will produce a consolidated draft. The draft minutes shall be definitively approved at the next Steering Committee meeting. The final text of the minutes shall be forwarded to the members of the Steering Committee no more than two weeks after its approval.

VII. Advisory and Scientific Board (ASB)

The Advisory and Scientific Board advises the Governing Board on strategic policy and scientific issues, and is consulted by the Governing Board on a regular basis. It can also be consulted by the Steering Committee and the Task Forces.

VII.1 Composition

The Advisory and Scientific Board is composed of two groups of selected representatives.

The first group, or **Advisory Group**, comprises European and international private and public bodies and organizations relevant to the JPI CH. Members of the Advisory Group are appointed in accordance with procedures agreed by the Governing Board.

The second group, or **Scientific Group**, is composed of twelve experts from countries involved in the JPI CH and from countries outside this JPI CH. Each Partner should provide a maximum of six candidates from its own country and six from other countries not involved in the JPI CH: four experts on tangible cultural heritage, four on intangible cultural heritage and four on digital heritage. The Governing Board will select the twelve members among the candidates proposed by the Partners, based on the scientific excellence of the candidates. Cross-disciplinary competence and broad research perspective will be important factors when composing the Scientific Group. The Governing Board will also seek diversity in expertise and age and gender equality.

Members of the Advisory and Scientific Board have a three-year renewable mandate. In order to ensure a certain degree of continuity, initially one half of the members shall be nominated for four years and the other half for three years. Afterwards, any new member shall be nominated for a renewable period of three years.

They work in an honorary capacity and are not employed by the JPI CH. They are reimbursed for their travel and accommodation expenses related to the JPI CH activities.

At least one member of the Secretariat shall attend the Advisory and Scientific Board meetings.

VII.2 Chair

The Chair of the Advisory and Scientific Board shall be elected by the Board amongst its members for a period of three years renewable once.

The Chair sits on the Governing Board as an observer.

He is assisted by a Vice-chair who is elected for a period of three years renewable once by the Board amongst the members of the Group (Advisory or Scientific) to which the Chair does not belong.

VII.3 Meetings

The Advisory and Scientific Board shall meet as often as necessary to fulfill the requirement of the Governing Board, and at least once a year.

It is suggested that virtual meetings (telephone conferences, video conferences, etc.) should be prioritized in order to keep costs down.

When deemed necessary by the Governing Board, the Advisory Group and the Scientific Group may be convened separately to discuss issues only relevant to them. In such instances, the meeting is chaired by the Chair or the Vice-chair according to which group each one belongs to.

VII.4 Quorum

To ensure the quality of the discussions and the involvement of the delegates of the participating countries, at least one third of the members of the Advisory and Scientific Board shall constitute the required quorum for the meeting to be valid.

In the absence of quorum, the Chair of the Advisory and Scientific Board may propose to discuss the points on the agenda with the members present by without making decisions, or will close the meeting. In both cases he will convene another one as soon as possible.

VIII. Secretariat

Subordinated to the Steering Committee, the Secretariat provides a high quality technical support to all the different bodies of the JPI (Chair, Vice-chairs, GB, SC, ASB, Pillars and TFs). It takes care of the administrative implementation of JPI internal instruments and the coordination of the activities between the different bodies in order to ensure a mutually accepted and realistic vision for the JPI.

It is supervised by the Chair of the JPI CH.

VIII.1 Role

The roles and functions of the Secretariat include:

- To make necessary arrangements for the proper organization and timetable of the meetings within the management structure (GB, SC, ASB, TFs).
- To assist the Chair, Vice-chairs, GB, SC, ASB and TFs with the preparation of documents, reviews and reports.
- To ensure the necessary logistical coordination and communication among the different bodies of the JPI.
- To organize the communication activities (meetings, stakeholder public consultations, relevant events...) and the dissemination of ad hoc documents (generic presentations, posters, flyers...) to the relevant partners of the JPI.
- To ensure the dissemination of information to the relevant stakeholders (Cultural Heritage public consultation, events / workshop invitations, roundtable participation...).
- To maintain and update the website, the intranet and other IT tools, and the databases and platforms providing information on JPI CH related RDI projects, infrastructures, etc.;

- To compile, archive and transmit reports and other documents (minutes of the meetings) submitted to it.
- To implement the necessary budgetary arrangements to run the management structure.
- To report (or coordinate the reporting) to the Partners and to the European Commission on administrative issues or when required in the context of a European grant or financing (COFUND, etc.).
- Any other duties requested by the Chair of the JPI.

IX. Pillars and Task Forces

These are the core foundation of the JPI CH, rendering it visible and comprehensible to those who are not part of the initiative.

IX.1 Pillars

Each pillar encompasses a certain number of activities, within a time framework (schedule, deliverables) and with dedicated resources (in cash or in kind, per country, per year, per activity). These activities are assigned to ad hoc Task Forces inside the pillar (see below IX.2).

IX.2 Task Forces (TFs)

The Task Forces are established inside the pillars on a temporary basis to address a specific issue. Task Forces are composed of representatives from organizations members of the JPI CH (Partners and Observers) who decide, on a voluntary basis, to participate in specific activities proposed by the Governing Board and/or the Steering Committee. Their mandate is therefore determined by the Governing Board and/or the Steering Committee. It is suggested that all organizations of each country member of the JPI CH participate in at least one Task Force.

Prior to being undertaken, each objective (i.e. alignment, joint calls, etc.) must be clearly defined by the members of the Task Force, with a realistic timetable, accessible goals, allocated financial and human resources (and, if need may be, staff) and committed participants.

Each Task Force designates one of its members to be its coordinator who manages the Task Force and represents it at the Steering Committee. Exceptionally, if the workload of the Task Force requires it, two coordinators may be designated and may represent the Task Force at the Steering Committee. The coordinators should be members of different institutions and countries to strengthen the international character of the pillar and to insure that work is shared out.

The number of members of a Task Force is not predetermined - its composition and duration being adjusted to emerging needs and to the voluntary participation of the members of the JPI CH. Members of the Advisory and Scientific Board may be invited to join a Task Force but not as coordinators.

Task Forces may invite experts to attend a specific meeting.

Task Forces meet as often as necessary in order to achieve the objectives for which they were created. The minutes of their meetings as well as the work plan resulting from their discussions will be made available to the Steering Committee and to the Governing Board.

It is suggested that virtual meetings (telephone conferences, video conferences, etc.) should be prioritized in order to keep costs down.

X. Amendments

The Governing Board may approve amendments to the present Terms of References.

The present Terms of Reference shall be revised by decision of the Governing Board, at the request of at least one of its members.

Amendments to the present terms of reference shall enter into force as soon as they have been adopted by the Governing Board.