



Rules of Procedure of the Administrative Board

(as confirmed by the Governing Board at its 16th meeting on
12 November 2018)

In accordance with Art. 12.1.2 of the Operation Agreement between the
European XFEL GmbH and DESY, the Administrative Board adopted its
following rules of procedure.

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Article 1 Function

- 1.1 In recognition of the prevailing governance structure, decision-making authority, and conciliation rules set out in the Operation Agreement, the Administrative Board coordinates at the operational control level the administrative and financial aspects of implementing this Agreement. This includes especially:
- preliminary coordination of the contractual budget (Art. 15.2.4 of the Operation Agreement),
 - monitoring of the budget planning, the budget implementation in the current business year, and the final accounting,
 - coordination of control and reporting in the context of the Operation Agreement,
 - quality control of administrative processes at both Parties in the context of the Operation Agreement, and
 - reconciliation of administration-related differences in the sense of Art. 14.1 of the Operation Agreement between the Parties' representatives on the operation level (Art. 12.2 of the Operation Agreement).
- 1.2 If necessary, the Administrative Board coordinates the administrative and financial aspects of other services provided by DESY to the European XFEL GmbH. This includes especially services that are covered by the Operation Agreement for Information and Communication Technologies (OpA4ICT) and the Service Agreement.

Article 2 Composition

- 2.1 The Administrative Board shall be composed of up to 12 members, with an equal number of members from the European XFEL GmbH and DESY.
- 2.2 The members and deputies shall be appointed by the respective management bodies of the European XFEL GmbH and DESY.

Article 3 Meeting of the Administrative Board

- 3.1 The Administrative Board meetings are regular, taking place at least once a month, in principle alternately on the premises of DESY or the European XFEL GmbH. In cases where waiting until the next regular meeting would be unreasonable, extraordinary meetings may be convened by either Party on short notice.
- 3.2 The agenda and the documents necessary for deliberations shall be supplied no later than two working days before each meeting. In case of an extraordinary meeting, a detailed description of the urgent issue to be discussed shall be circulated with the notice convening the meeting.
- 3.3 The Administrative Board shall aim for unanimous decisions. If consensus cannot be achieved, the matter shall be submitted for resolution to the Governing Board (Art. 12.2 of the Operation Agreement).
- 3.4 Persons who are not members of the Administrative Board may be invited to the discussion on individual items of the agenda as guests.
- 3.5 Actions authorized by the Administrative Board and important matters addressed at Administrative Board meetings shall be recorded in a Summary of Conclusions including an action item list, to be furnished to all members of the Administrative Board. The document shall be approved at the next meeting.

Article 4 Chairs and assistants

- 4.1 The meetings are alternately organized and chaired by the highest ranking member of DESY or the European XFEL on the Administrative Board or, if she/he is absent, by the most senior member of the respective delegation.
- 4.2 The European XFEL GmbH and DESY shall each appoint one member of the Administrative Board as assistant to the Administrative Board. The tasks of the Administrative Board assistants include:
 - the preparation of Administrative Board meetings, including the collection of supporting documentation and drafting of an agenda, in close

collaboration with the respective chair, and its timely distribution in accordance with Art. 3.2,

- the draft and timely distribution of Summaries of Conclusions including updated action lists in close collaboration with the respective chair and in accordance with Art. 3.5, and
- tracking conclusions made by the Administrative Board and communicating these to the staff concerned within DESY and the European XFEL GmbH.

Article 5 Confidentiality

- 5.1 The Administrative Board shall honor the principle of an open exchange of information. Its members shall be free to disclose any information received during meetings of the Administrative Board. They shall treat as strictly confidential only information that is appropriately designated as such or, according to the circumstances, is recognizable as a business or trade secret.
- 5.2 The Summaries of Conclusions and the updated action lists of the meetings are to be kept strictly confidential, only available to members of the Administrative Board, the Operation Board, and the Governing Board.
- 5.3 For confidential information according to Art. 5.1 and 5.2, the provisions of how confidential information shall be treated and the exemptions from the confidentiality obligation stipulated in Art. 19.1 and 19.2 of the Operation Agreement shall apply.

Article 6 Working Language

The working language of the Operation Board shall be English.

Article 7 Relations to other Bodies

- 7.1 The Administrative Board shall work closely together with the Operation Board and the Governing Board.

- 7.2 Topics to be communicated to the Governing Board shall be submitted in a written proposal

Article 8 Amendments

Any amendment of these rules of procedure requires the confirmation by the Governing Board.