

Management Board Code of Governance

63rd Meeting of the Management Board 23 September 2021

Proposal

The Management Board (MB) is invited to:

- Take note of the outcome of the survey run over summer 2021 concerning the MB working arrangements;
- Confirm the validity of its Code of Governance;
- Adopt the revised version of the Terms of Reference of its Subgroup Strategy, Planning and Implementation (SPI).

The above items are put forward in the context of the two-yearly periodic review of the MB Code of Governance ('the Code'), which is composed of the Management Board's Rules of Procedure, its Operating Framework, the Code of Conduct of its members, as well as of the Terms of Reference of the MB subgroups.

Background

As an important element of the continuous improvement of its work, the MB has decided that all elements of its [Code of Governance](#) are reviewed at least every two years and revisions are proposed as necessary. The Code was adopted in 2019 and the MB noted the upcoming periodic review of its Code in June 2021¹.

It is recalled that the Code is composed of:

- The Rules of Procedure, setting out the formal rules for voting, meetings, chairing and the procedures of the Management Board;
- The Operating Framework, describing the main responsibilities of the Board and its Members, as well as their working practices;
- The Code of Conduct of Board Members, providing the ethical framework for Members. Members accept this Code of Conduct by signing it when joining the Management Board;
- The Terms of Reference of the Management Board subgroups, setting out the role, composition, tasks and ways of working of the subgroups.

Rationale

Outcome of the survey on the MB working arrangements

The Secretariat conducted an anonymous survey among Board members in July-August 2021, with a view to assessing members' satisfaction with the MB working arrangements and identifying potential change needs for the Board or its Subgroups, which could input the review of the Code.

Nine members provided replies and the detailed results of the survey are available under Annex I. Below is a summary of the input received:

- Respondents are overall satisfied with the frequency and length of plenary meetings, with 22% (ca. 2 persons) preferring shorter and more frequent meetings and a respondent pointing out the need for a physical meeting.

¹ MB/26/2021.

- Respondents appreciate the interaction with and information provided by the Secretariat, with a respondent expressing concern about the method of the conduct of the review of ECHA's Strategy.
- Respondents are satisfied with the MB Subgroups' composition and role, with a respondent suggesting to review the tasks of the Subgroups after the review of ECHA's Strategy.
- Respondents are very satisfied with the induction training (for new members) and info sessions.
- Respondents are comfortable and reasonably satisfied with the online meeting tools, with a slight preference for Webex over MS Teams.
- The overall remote meeting arrangements are accepted, while recognising the limitations and benefits of this way of interaction. An improvement proposal to the way written procedures are conducted was provided.

The MB Chair, supported by the Secretariat, assessed the outcome of the survey, including the participation rate, and no specific change needs arising from this input have been identified. It is planned that the survey is repeated every year and Board members are encouraged to put forward improvement suggestions at any time.

The slight preference for shorter meetings will be taken into account by the Chair in the planning of plenary meetings, to the extent possible. The improvement proposal for written procedures will be considered by the Secretariat as part of the transition to a new voting tool, which is necessary due to the discontinuation of the current tool (Webropol). Finally, the proposal to review the MB Subgroups will be taken up as part of the next periodic review, which will take place after the conclusion of the review of ECHA's Strategy.

Periodic review of the Code of Governance

The Code sets out that it, as well as its parts, is reviewed regularly and revision is proposed when necessary. Since their adoption, the MB's Rules of Procedure and Operating Framework have been revised to reflect the MB's new, more remote ways of working, as well as the adoption of the Subgroup's Terms of Reference. The composition of MB Subgroups is regularly updated, according to the changes in membership. To launch the 2021 periodic review, Board members were invited to submit change proposals to the Secretariat. No proposals have been received.

The Chair, supported by the Secretariat, has reviewed the Code and all its elements. No items were identified as requiring revision at this time, therefore the Chair proposes to the MB that it confirms the validity of its Code, including all its elements, with the exception of the Terms of Reference of its Subgroup SPI. The latter follows a proposal from the SG SPI, which, upon request of some of its members, recommended in 2020² to make the revisions in the Terms of Reference as included under Annex II. The changes concern the meeting venue, the quorum necessary to hold a Subgroup meeting and the recording of the meetings' outcomes. The Subgroup has been conducting its work along the lines of the proposed changes.

In the context of the continuous improvement of the MB's Code, it is worth noting that the European Parliament study on the effectiveness and efficiency of the management boards of decentralised agencies has concluded, and the results will be made available in Q3 2021. The Secretariat will make the study available to Board members, and the relevant elements will be brought forward for consideration in due course.

² As included in the conclusions of the Subgroup SPI meeting of 26 February 2020.

Alternative options

The MB could decide that a revision is necessary to its Code, or certain elements thereof, and request that the Chair initiates this process.

The MB could also decide not to adopt the revised Terms of Reference of its Subgroup SPI. This would result in a less effective functioning of the Subgroup.

Drawbacks

No apparent drawbacks have been identified.

Attachments:

- Annex 1: Survey Report: MB Working arrangements 2021 (internal)
- Annex 2: Draft Revised Terms of Reference of the Management Board Subgroup Strategy, Planning and Implementation (SPI) (with track changes) (public)

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