



DECISION No MB/2013/6 OF THE MANAGEMENT BOARD OF THE EUROPEAN UNION AGENCY FOR CYBERSECURITY (ENISA) ON INTERNAL RULES OF PROCEDURE FOR THE MANAGEMENT BOARD OF ENISA AND FOR THE EXECUTIVE BOARD OF ENISA

(this is a consolidated version with amendments introduced on 2 March 2023 with the MB Decision No MB/2023/03, on 21 November 2019 with the MB Decision No MB/2019/15, on 1 February 2016 with the MB Decision No 2016/2 and on 28 October 2014 at the MB Meeting for Amendment of Article 18)

THE MANAGEMENT BOARD OF ENISA,

Having regard to the Regulation (EU) 2019/881 of the European Parliament and of the Council of 17 April 2019 on ENISA (the European Union Agency for Cybersecurity) and on information and communications technology cybersecurity certification and repealing Regulation (EU) No 526/2013 (Cybersecurity Act)¹, and in particular Articles 15.1(k),19(6);

Whereas:

(1) ENISA as a European Union Agency must adopt rules making its functioning transparent to the public;

(1a) The present Decision lays down the Rules of Procedure for the Management Board and the Executive Board of ENISA.

(2) It is in the interest of the European Union Agency for Cybersecurity (hereinafter "the Agency" or "ENISA") to establish clear rules in order to properly implement its founding Regulation as regards the interaction between its different bodies;

(3) It is a formal requirement of its founding Regulation to adopt rules defining the procedural steps for the adoption of its acts and decisions;

(4) The Agency must ensure compliance with its regulatory framework and adopt rules which guarantee adherence to the general principles of law and best practices as to the institution decision-making process;

HAS ADOPTED THIS DECISION:

¹ OJ L 151, 7.6.2019, p. 15–69

Title 1 – Duration and appointment of Chairperson and Deputy Chairperson of the Management Board Article 1 Terms of Office

1. The duration of the term of office of the Management Board members, hereinafter referred to as "member(s)", shall be four years. This term shall be renewable
2. If a member or an alternate leaf the Board before the end of his/her term of office, he/she shall be replaced by their Member State, or by the Commission for Commission representatives on the Board,

Article 2 Chairperson and Deputy Chairperson of the Management Board

1. The Board shall elect its Chairperson and a Deputy Chairperson from among its members for a term of four years, which may be renewed once.
2. (Deleted by Decision MB/2016/2).
3. At least three months before the expiry of the period of the mandate of the Chairperson and/or Deputy Chairperson, the Management Board shall call and set the date for the election of the Chairperson and/or the Deputy Chairperson.

Candidates willing to stand for the election should notify the Management Board not later than one calendar month before the elections take place. Candidates shall include in their submission a statement of how they will play the role(s) of the Chairperson/ the Deputy Chairperson; their management approach to guiding the future development of ENISA; their approach to promoting relations between the Agency, the Member States, the Commission and other EU bodies; and a statement of commitment of time and effort.

4. Elections shall take place in accordance with the following procedure:
 - 4.1. The Management Board shall designate one of its members to chair the electoral operations. The selection of this member will be decided by a simple majority vote of the members present at the Management Board meeting where the election of the Chairperson takes place. The selection of this member will be guided by his/her neutrality in the procedure. In the event of the tied vote, the casting vote remains with the longest serving member of the Management Board. The electoral operations are assisted by the Management Board Secretariat and/or ENISA Legal Officer.
 - 4.2. Two thirds majority of all members of the Management Board shall be required for the election of the Chairperson and/or the Deputy Chairperson. This requirement also applies in a case of a single candidacy situation.
 - 4.3. The election of the Chairperson and/or Deputy Chairperson shall take place in accordance with the following procedure:
 - a. Where there are only two candidates, the candidate that receives a two third majority of all members with the right to vote is elected. If none of the candidates receives the required majority of votes, the person chairing the electoral operations will invite the members to participate in up to a maximum of three additional ballots. If, as a result of the last ballot, one of the candidates receives the required majority, this candidate is elected. Otherwise, the

Management Board shall immediately decide on the measures to be taken to overcome this situation.

- b. Where there are more than two candidates, in each and every ballot, the candidate who receives the required majority of two third of all members shall be elected. If none of the candidates receive the required majority of votes, the candidate who obtained the lowest number of votes is eliminated and the others go forward to another ballot². The process is repeated until the two candidates who obtain the highest number of votes are selected. The procedure described in paragraph 4.3 a) of this Article shall then apply.

4.4. (Deleted by Decision MB/2016/2).

4.5. (Deleted by Decision MB/2016/2).

4.a The Deputy Chairperson shall ex-officio replace the Chairperson if he or she is prevented from attending to his or her duties.

4.b. The new Chairperson will shadow the existing Chairperson until the end of the mandate of the existing Chairperson.

5. Following the election of the Chairperson, the Management Board shall elect a Deputy Chairperson according to the same procedure as defined in paragraph 4 of this Article.
6. The term of office of the Chairperson and Deputy Chairperson will be for a period of four years from the day of the new functions take effect or at the end of their membership of the Management Board, whichever is the earlier. Their term of office shall be renewable one time only.
7. If the office of the Chairperson or Deputy Chairperson falls vacant before the end of his or her term of office, an election shall be called in accordance with provisions of this article.
8. 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.
9. The Chairperson shall be the spokesperson of the Board, and may delegate some of his/her tasks to the Deputy Chairperson, or, if the latter is not available, to other member of the Management Board.

Title 2 – Meetings of the Management Board Article 3 Convening of meetings of the Management Board

1. In accordance with Article 17 of the Cybersecurity Act, meetings of the Board shall be convened by its Chairperson, and the Board shall hold an ordinary meeting at least twice a year. It shall also hold extraordinary meetings at the request of the Chairperson, at the request of the Commission or at the request of at least one third of the members with a right to vote.

² 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.

2. Subject to paragraphs 3 and 4, the notice of convocation of a meeting of the Board, 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 the Commission or of at least one third of its 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 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 at the convened meeting on the question to which it relates, unless the Board decides otherwise.
6. (Deleted by Decision MB/2016/2).

Article 4 Venue

1. The meetings of the Management Board shall be held either at ENISA's seat in Athens or at its branch office in Heraklion.
2. The Management Board may decide to derogate from the general rule provided for in paragraph 1 above. The Management Board shall give reasons for such a decision.
3. Arrangements shall be made to ensure that the venue of the Management Board is fully accessible to all participants.
4. Where other venues than those specified in paragraph 1 are chosen, on the basis of an invitation from a Management Board member, ENISA shall be reimbursed by the host country concerning any extra total costs because of change of venue.
5. Meetings of the Management Board may be conducted via teleconferencing facilities and they shall be considered to be meetings of the Management Board.

Article 5 Agenda of the Management Board Meeting

1. A provisional agenda shall be drawn up by the Chairperson after consulting the Executive Director. 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 this Article, 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 Chairperson shall bring any such request to the attention of the other members.
4. The agenda shall be adopted at the beginning of each meeting of the Management Board.
5. If the Board so decides, an item may be added to the agenda at any time prior to the end of the meeting and any item on the agenda may be deleted or carried over to a subsequent meeting.

Article 6 Attendance at meetings

1. Members shall attend all meetings of the Management Board. In case they are unable to attend, their alternates shall attend in their stead. Both members and alternates may participate together in meetings, but, in these cases, only members have the right to vote.
2. Each member may be represented at the meetings by another member, provided that written authorisation from the absent member is submitted to the Chairperson before or at the beginning of the meeting. A member may represent only one member.
 - 2.a. The Executive Director of the Agency shall participate in the meetings without voting rights, except when his or her participation may lead to a conflict of interest, as decided by the Chairperson, or when the Management Board is to take a decision pursuant to Article 36 of the Cybersecurity Act.
 - 2.b. Staff members of the Agency shall be entitled to attend the meetings of the Management Board at the discretion of the Executive Director, unless the Management Board decides otherwise.
3. The Chairperson may invite members of the ENISA Advisory Group, and other experts, whose opinion can be of interest, to attend Board meetings as observers without voting rights.
 - 3.a. The members of the Management Board and their alternates may be assisted at the meeting by their advisers or experts. In such cases, the member of the Management Board or his or her alternate shall communicate the names of their advisers or experts to the Chairperson and/or the Management Board secretariat prior to the meeting. These advisers or experts may attend Management Board meetings as observers without voting rights.
4. The participation of representatives of third countries, having concluded agreements with the European Union for the participation in ENISA, may take place in accordance with the working agreements referred to in Article 42.2 of the Cybersecurity Act.
5. Any member present 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:

- 5.1. to consider the matter in a closed session;
 - 5.2. to consider the matter in an extended closed session with the inclusion of such additional persons as the Board may decide; or
 - 5.3. to consider the matter under the normal meeting arrangements.
6. The members of the Management Board shall be entitled to reimbursement of expenses incurred as a result of their attendance at the meetings of the Management Board on the terms laid down in Article 22a of these rules.

Title 3 – Decisions of the Management Board Article 7 Organisation of proceedings

1. At least two thirds of all members of the Board with the right to vote shall constitute the necessary quorum for the meeting. 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.
2. In the absence of a quorum, the Chairperson shall close the meeting and convene another as soon as possible.
3. The Chairperson shall direct the proceedings, giving priority to members who wish to raise a point of order.

Article 8 Voting procedures

1. The Management Board shall take its decisions in accordance with the voting rules provided for in Article 18 of the Cybersecurity Act. Unless otherwise provided, the Board shall take its decisions by a majority of its members. A two-thirds majority of all members with the right to vote is required for:
 - a. (deleted by the decision No MB/2019/15).
 - b. (deleted by the decision No MB/2019/15).
 - c. The adoption of the Budget.
 - d. The adoption of the single programming document.
 - e. The appointment, extension of the term of office or removal of the Executive Director.
 - f. The election of the Chairperson and Deputy Chairperson of the Management Board.
2. For voting purposes, the total number of members of the Management Board is that of the members entitled to vote regardless of their presence. Each member has one vote, including the Chairperson. The Executive Director of the Agency shall have no vote.
3. For meetings taking place in person, in addition to his/her own vote, each voting member may cast one vote that he/she has received by proxy.
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 otherwise unanimously decided by the Management Board, voting in respect of Article 8(1) e), Article 8(1) f) and Article 18 shall take place by secret ballot.
6. For each and every decision adopted by the Management Board, the result, along with the numbers of votes cast, shall be recorded. Each member shall have the right to ask to have its position recorded in the minutes on specific issues.
7. The Chairperson may authorise a member to speak briefly in explanation of a vote he or she has cast.

Article 9 Decisions by written procedures

1. Without prejudice to Articles 6 and 7 of these Rules, the Chairperson in consultation with the Executive Director shall initiate written procedures if necessary or justified, provided that one third of the Members do not object and shall establish a response deadline.
2. Between two meetings of the Board, urgent business may be submitted to the Board by written procedure when a decision with an imminent deadline cannot be postponed until the next meeting.
3. A written procedure shall be initiated by the Chairperson in consultation with the Executive Director. Draft decisions shall be addressed to members and, for information, to observers after approval of the Chairperson. A proposal for a decision to be adopted by written procedure shall not be subject to amendment; it shall be approved or rejected in its entirety.
4. Votes shall be cast by return of email sent to the Chairperson or to the secretariat of the Management Board. Any member which does not express its opposition or intention to abstain within the response deadline is considered to have given a positive vote.
5. Notwithstanding the provisions in paragraphs 1 and 2 of this article, in exceptional cases, where a decision of the Management 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.
6. The result of a written procedure will be notified without delay to the Board members. The same voting rules as in Article 8 shall apply.

Article 10 Appointment and removal of the Executive Director

1. In accordance with Article 36 of the Cybersecurity Act, the Management Board shall appoint the Executive Director and shall have the power to extend his or her term or remove him or her from office. In accordance with Article 18 of the Cybersecurity Act, a two thirds majority of all members with the right to vote is required to appoint, extend the term, at the proposal of the Commission, of, or remove the Executive Director from office.
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:

- a. Where there are only two candidates, the candidate that receives a two third 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.
- b. If, as a result of the last ballot, one of the candidates receives the required two third majority, this candidate 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.
- c. 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 votes, the candidate who obtained the lowest number of votes is eliminated and the others go forward to another ballot³. The process is repeated until the two candidates who obtain the highest number of votes are selected. The procedure described in paragraph 2.a of this Article shall then apply.

Article 11 Transmission of documents; minutes

1. Regarding public access to documents and minutes of the Board meetings, the provisions laid down in Regulation 1049/2001 concerning the public access to European Parliament, Council and Commission documents, shall apply pursuant to Article 28(2) of the Cybersecurity Act.
2. Minutes of the Board meetings shall include the list of participants, a summary of the decisions taken and main points of discussion.
3. At the request of a member or his or her alternate, the number 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, but in any case not later than four weeks after that meeting and at least ten calendar days prior to the next meeting. Members of the Management Board are then requested to comment and subsequently approve or reject the minutes within a maximum of two weeks. Failure to reply shall be regarded as approval of the minutes.
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 implementing Article 26 of the Cybersecurity Act and after approval of the Board, minutes of the Board meetings shall be made public notably through the website of the Agency.

³ 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 12 Confidentiality

1. All proceedings of the Management Board shall be confidential. Members and others present at the meetings of the Board shall respect the confidential character of these proceedings.
2. The Board's decisions and minutes of meetings shall be subject to the provisions of Article 27 of the Cybersecurity Act as regards the confidential treatment of information and measures taken for its implementation.

Article 13 Language regime at meetings

The working language at meetings is English. The Management Board may decide to depart from the language regime agreed upon.

Article 14 Independence

Members of the Management Board must make annual declarations of commitments and a declaration indicating the absence or presence of any direct or indirect interest in accordance with the Agency's rules of operation set out in Article 25 of the Cybersecurity Act.

Article 15 Reimbursement of expenses (Deleted by Decision MB/2016/2)

Article 16 Correspondence

All correspondence with the Board shall be addressed to the Agency at its Headquarters location. Nevertheless, in exceptional situations, correspondence may be addressed directly to the Chairperson of the Management Board.

Title 4 – Executive Board Article 17 Responsibilities of the Executive Board

1. The Management Board shall be assisted by the Executive Board. The Executive Board shall be chaired by the Chairperson of the Management Board. In the event of the absence or unavailability of the Chairperson, the meeting will be chaired by the longest serving member of the Executive Board or in the event of equal length of service, by the oldest of the longest serving members.
 2. Pursuant to Article 19(2) of the Cybersecurity Act, the Executive Board shall prepare decisions to be adopted by the Management Board, ensure adequate follow-up to the findings and recommendations stemming from investigations of OLAF and the various internal or external audit reports and evaluations, and without prejudice to the responsibilities of the Executive Director, assist and advise the Executive Director in implementing the decisions of the Management Board on administrative and budgetary matters pursuant to Article 20 of the Cybersecurity Act. .
- 2.a In accordance with Article 19(7) of the Cybersecurity Act, the Executive Board may take certain provisional decisions on behalf of the Management Board, where necessary on grounds of urgency, in particular on administrative management matters, including

the suspension of delegation of the appointing authority powers and budgetary matters. The Executive Board shall not take decisions on behalf of the Management Board that require the approval of a majority of two – thirds of the members of the Management Board-

2.b The approval or rejection of the provisional decisions of the Executive Board taken pursuant to Article 19(7) of the Cybersecurity Act shall be adopted by the Management Board at the next possible meeting or by written procedure but no later than three months after the decision was taken.

3. Without prejudice to the responsibilities of the Executive Director, the Executive Board shall assist and advise the Executive Director in implementing the decisions of the Management Board on administrative and budgetary matters pursuant to Article 20 of the Cybersecurity Act.
4. The Chairperson shall inform the Management Board of the work of the Executive Board at every Management Board meeting.

Article 18 Appointment of the Executive Board and Alternate members

1. The Executive Board shall be made up of five members appointed by the Management Board from among the members of the Management Board and shall include the Chairperson, of the Management Board and one representative of the European Commission. The position of the European Commission representative to the Executive Board may be occupied by either member of the Commission representative to the Management Board.
2. The Executive Board shall be assisted by two alternates who may deputise for an absent member of the Executive Board excluding the Chairperson or the Commission representative.
3. The term of appointment of the Executive Board member or the alternate member of the Executive Board shall be 4 years, but no longer than the duration of their Management Board membership. At the end of period of fourth year service the position shall be filled following a vote by the Management Board. The mandate of the members of the Executive Board may be renewed.
4. Members of the Management Board can make a proposal nominating members of the Executive Board, except for the Chairperson of the Management Board, and the European Commission representative.
5. Individual members of the Management Board, but not their alternates can express an interest in being member or alternate of the Executive Board. The MB Secretariat shall announce the call for expression of interest for the vacancy at least two months in advance of the meeting when the vote takes place. Candidates shall submit their applications to the MB mailing list at the latest ten working days before the vote takes place.

6. In the case where there are more candidacies than the number of vacant positions, a vote shall take place to appoint members of the Executive Board and their alternate(s). The decision shall be taken by a simple majority vote.
7. Where there are more than one alternates appointed to the Executive Board, the alternate with the longest service on the Management Board or where the service on the Management Board of the alternates is of equal length the oldest of the longest serving members shall have priority.

Article 19 Attendance at Executive Board Meetings

1. (Deleted by Decision MB/2016/2).
2. The Executive Director may attend the meetings of the Executive Board without voting rights. Depending on the requirements of the agenda, upon the request of the Executive Director, and in agreement with the Chairperson, members of the staff of the Agency may be invited to attend the meetings of the Executive Board.
3. 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 Executive Board. Following an explanation by the member requesting the closed session, the Board shall decide whether:
 - a. to consider the matter in closed session;
 - b. to consider the matter in an extended closed session with the inclusion of such additional persons as the Board may decide; or
 - c. to consider the matter under normal meeting arrangements.
4. At the invitation of the Chairperson and in consultation with the Executive Director, persons especially qualified in the matters to be considered under certain items of the agenda may be invited to attend meetings of the Executive Board while those items on the agenda are being discussed.

Article 20 Meetings of the Executive Board

1. The Executive Board shall meet at least once every three months. The meetings shall be convened by the Chairperson. Additional meetings can be convened at the request of the majority of its members.
2. (deleted by the decision MB/2019/15).
- 2a. Meetings of the Executive Board may be conducted via teleconferencing facilities and they shall be considered to be meetings of the Executive Board.
 - 2.aa. Arrangements shall be made to ensure that the venue of the Executive Board is fully accessible to all participants.
3. The quorum for the Executive Board shall be three members.

4. The Chairperson shall prepare the draft agenda in consultation with the Executive Director. The Executive Board shall adopt the draft agenda at the start of each its meeting.
5. The Executive Board shall prepare draft decisions by a simple majority. In the event of a tied vote, the Chairperson shall have the casting vote.
6. The Agency shall be responsible for providing the secretariat for the Executive Board.
7. The draft minutes of the meetings shall be sent to each member within a period that shall not exceed three weeks after the meeting, and shall be submitted for approval at the next meeting or by written procedure. For decisions to be taken by written procedures provision of Article 9 of these rules shall apply.
8. The members of the Executive Board shall be entitled to reimbursement of expenses incurred as a result of their attendance at the meetings of the Executive Board on the terms laid down in Article 22a of these rules.

Article 21 Secretariat of the Management Board

The Agency shall be responsible for providing the secretariat for the Management Board and for the Executive Board.

Article 22 Amendment to the rules of procedure

1. The Management Board may amend these Rules of Procedure by a majority of its members. The Management Board shall review, once every two years, the need to revise these rules of procedure in the light of their practical application.
2. Amendments to the Rules of Procedure shall enter into force on the date decided by the Management Board.

Article 22a Reimbursement of expenses

1. Travel and subsistence expenses incurred by members, invited observers and experts in connection with meetings relating to the Management Board activities shall be paid by the Agency in accordance with a specific decision of the Executive Director. The same rules shall apply for the Executive Board.
2. Expenses incurred by alternate members relating to Board activities 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.

Title 5 Repealing and final provisions Article 23 (Deleted by Decision MB/2016/2)

Article 24 Entry into force

These Rules shall enter into force upon their adoption by the Management Board and shall repeal the Management Board Decision of 15 September 2004 Internal Rules of Procedure of the Management Board of the European Network and Information Security Agency - ENISA.

Done at Vilnius, 17 October 2013.

On behalf of the Management Board

[signed]

Chairperson
Jorgen Samuelsson