

## Einstein Telescope Board of Governmental Representatives

### Terms of Reference

#### Preamble

The objective of the Einstein Telescope (ET) is to build a large-scale research infrastructure that will be the next generation gravitational wave detector for further scientific research of the cosmos. The scientific part of the project has two coordinators overlooking the project developments and two project directors leading the project that is divided in several work packages with their own work package leader. This structure evolved from a steering committee of scientists that, over the years, coordinated international activities that led to the successful application of the project for the ESFRI roadmap.

After the ET was placed on the ESFRI Roadmap the involvement of national governments is growing more and more to help implement the project. The present ET Board of Governmental Representatives (ET BGR) is formed as a platform to discuss and streamline the views and actions in the ministries and as a sounding board for the coordinators of the project.

The ET BGR seeks as an interim entity and in consultation with the coordinators to bridge the present situation until in future a more formalized governing structure is realized. The ET BGR is representing the countries potentially interested in joining the activities for setting up the Einstein Telescope. The ET BGR will advise on issues such as the preparation for a legal entity in the Preparatory Phase Project, the preparation of the site selection procedure and the involvement of more countries in this project. It is foreseen that in one or more steps a council might be set up including scientific representatives. In that case the ET BGR is no longer necessary and will cease to exist.

#### Section 1: Scope and purpose

1. The Einstein Telescope Board of Governmental Representatives, hereafter referred to as the 'ET BGR', is established as strategic forum to discuss and agree in consultation with the ET coordinators on the progress and process of realizing ET. The BGR can invite the coordinators to a meeting.
2. The ET BGR shall among others prepare, discuss, negotiate, and approve the documents needed for the setting up of the ET legal entity.
3. ET BGR will especially aim to reach consensus on:
  - the procedure to select the host country for the ET, including what kind of information will be needed for the selection procedure;
  - the legal model, governance structure and founding documents;
  - the financial plan and the draft internal financial rules;
  - policy papers;
  - the procedure for selection and appointment of the Interim Executive Director when needed;
  - any other issues deemed necessary by the ET BGR and its members.
4. These Terms of Reference shall come into effect on the date of their adoption by the ET BGR.
5. The ET BGR and its rules are valid until they are replaced by other rules, or until the ET BGR terminates and any other interim or final ET governance boards, under the approved ET legal model, are set up.

## **Section 2: Membership**

1. All countries considering participation in the ET project can declare their Membership of ET BGR. They shall be represented by their delegates, as defined in Section 4.
2. The initial Members of the ET BGR are those countries that were represented at any ET Informal Ministerial Group, provided they confirm their intention to join the ET BGR in writing an appointment letter to all other initial Members.
3. Any other country wishing to join the ET BGR as a Member, should send an announcement according to section 4 to the Chair and the Secretariat of the ET BGR, comprising the names of its delegates.
4. The ET BGR is open for new Members during its entire lifetime.

## **Section 3: Chairperson/co-Chairs**

1. The Chairperson and Vice-Chairperson (who will replace the Chairperson in case of absence) of the ET BGR are elected for a term of two years. A Chairperson or Vice-Chairperson can serve no more than two terms.
2. The first Chairpersons are the two co-Chairs of the informal Ministerial Group. What is decided for the Chairperson also applies for the co-Chairs.
3. The present co-Chairs are considered elected according to this ToR from the date of its approval.
4. The role of the Chairperson is to manage ET BGR meetings and neutrally moderate the discussion.
5. The Chairperson shall convene ET BGR meetings, either on his/her own initiative or on a joint request from at least two countries, with a notice of at least three weeks.
6. The Chairperson has the same voting right as the other Members, meaning that if no other delegate of the country is present the chair may vote for his country.

## **Section 4: Delegates**

1. Each Member shall nominate up to two delegates and one expert to the ET BGR. In case of unavailability of the delegates a member can decide to appoint the expert as proxy.
2. Each Member, by the respective country's ministry, shall send the letter of appointment of its delegates to the Chairperson and to the Secretariat. The composition of delegations shall be maintained and made available by the Secretariat.
3. Changes in delegations must be sent by the respective country's ministry to the Chairperson and the Secretariat by e-mail or a letter.
4. The Chairperson may invite guests to attend the ET BGR as appropriate. At their request, the Coordinators will be allowed to participate in (part of) an ET BGR meeting.
5. Each participant of ET BGR meetings shall respect the confidentiality of the information provided during the meeting and the content of debates and decisions taken by the ET BGR.

## **Section 5: ET BGR Secretariat**

1. The ET BGR Secretariat will be proposed by the Chairperson for confirmation by the ET BGR. Until the host country has been decided, this may be anyone the Chairperson deems appropriate.
2. The Secretariat shall assist the Chairperson of the ET BGR in convening the meetings, preparing the agenda and related materials for the meetings.
3. The Secretariat shall prepare draft minutes of the ET BGR meetings, in agreement with the Chairperson.

## **Section 6: Preparation and adoption of the agenda**

1. A draft agenda for ET BGR meetings shall be prepared by the Chairperson in collaboration with the Secretariat and shall be sent to the delegates at least two weeks preceding the ET BGR meeting.
2. Materials to be considered by the ET BGR shall be prepared by the Chairperson in collaboration with the Secretariat and sent to the delegates at least one weeks preceding the ET BGR meeting.
3. The meetings are open to Member's delegations, and other parties invited for the meeting.
4. The draft agenda shall be considered for adoption at the opening of the meeting.
5. A Member may request a new item to be added to the draft agenda by written notification to both the Chairperson and Secretariate at least one weeks preceding the ET BGR meeting, including all the material required.
6. During a meeting of the ET BGR, the Members present or represented can request to add a new item on the agenda by simple majority.

#### **Section 7: Proxy**

1. A Member may be represented at the meeting by another Member's delegate with written proxy by the respective country's Ministry. The Chairperson shall be notified preferably before, or at the latest, at the start of the meeting.

#### **Section 8: Quorum**

1. The quorum is reached if at least 75% of the Members of the ET BGR is present.
2. The Chairperson shall ensure that the relevant quorum is met.
3. If the quorum is not reached, the Chairperson shall convene, if necessary, a new meeting within a reasonable time with the same agenda. This new meeting shall be quorate regardless of the number of Members represented, but only if this is expressly stated in the invitation to such a new meeting of the ET BGR.

#### **Section 9: Voting**

1. The ET BGR shall always aim for consensus decisions.
2. If this cannot be reached and voting is required, each Member represented shall have one vote.
3. For all decisions, if requested by at least two members, voting shall take place by secret ballot. When voting concerns elections or nominations, voting shall always be by secret ballot.
4. Decisions at the ET BGR shall be made by a qualified majority, requiring that at least 75% of the members present and voting at the meeting vote in favour of the proposed decision.
5. In case the required majority is not achieved, a written procedure may be used for a second vote, using the same 75% majority rule.
6. Only delegates may vote, taking into account section 7. The transfer of voting rights should be communicated to the Chairperson by a written statement (letter or email) prior to the meeting.
7. Members who abstain from voting are to be considered as not voting and such abstention shall not prevent a decision from being taken with the required majority. However, abstentions are in all cases to be reported in the minutes.

#### **Section 10: Working Groups**

1. If needed, the ET BGR may establish separate working groups and committees to prepare issues for decision.

#### **Section 11: Conflict of interest**

1. At the beginning of each meeting, all participants shall inform the Chairperson of any conflict of interest<sup>1</sup> with regard to a particular item on the agenda. The opportunity to announce a conflict of interest will always be a standing item on the ET BGR agenda.
2. In the event of such a conflict of interest, the person concerned shall, at the request of the Chairperson and following a decision of the ET BGR, withdraw from the meeting whilst the relevant items of the agenda are being discussed.

### **Section 12: Minutes**

1. For each meeting, minutes shall be drafted by the Secretariat and the Chairperson. Decisions taken by the ET BGR shall be recorded in the minutes.
2. The Chairperson shall send draft minutes to all delegates within three weeks of the meeting.
3. No additional point shall be added to the minutes if it has not been raised at the ET BGR meeting. No member shall modify either its vote or its opinion in the minutes.
4. The Chairperson will then send the accepted draft minutes to all the members.
5. The accepted draft minutes will then be approved by written procedure or in the next ET BGR meeting.

### **Section 13: Remote meeting**

1. A meeting may be held remotely if the electronic procedure offers the possibility for all delegates to attend the meeting.
2. Remote meetings are treated as equally valid as physical meetings. If necessary, a written procedure (e.g. by e-mail) can be applied.
3. The electronic procedure shall be explained before the meeting and before a vote.
4. In any case, the ET BGR procedures shall apply.

### **Section 14: Written procedure**

1. The ET BGR may, in exceptional cases, take decisions by a written procedure conducted via email.
2. The written procedure can be requested by the Chairperson on his/her own initiative or on request of a Member.
3. The Chairperson sends to all members the relevant material and requests to vote, via email, on a specific issue.
4. No additional item shall be added to this material and no modifications or amendments can be proposed to the subject of the vote. A decision taken on an additional or modified item shall be considered as null and void.
5. Normally, the Members shall be given three weeks to cast their vote. In case of exceptional urgency, the Chairperson can shorten the voting period to no less than five working days.
6. A written procedure is considered valid if no more than 25% of the Members oppose it.
5. The Chairperson shall collect the votes and abstentions of members after the deadline. The Chairperson shall immediately notify the members and the Secretariat of the decision taken which thereby becomes effective. Decisions made by written procedure shall be declared at the next meeting of the ET BGR. In any case, the ET BGR procedures shall apply.

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<sup>1</sup> A conflict of interest (COI) is a situation in which a person or organization is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another.