



CODE OF CONDUCT  
applicable to meetings of the  
Governing Board  
of the  
Clean Hydrogen Joint Undertaking



## **Article 1**

### **Scope of the Code of Conduct**

In order to enable the Clean Hydrogen Joint Undertaking to meet its obligations of good administrative behaviour and in particular the obligations under article 16(11) of the Council Regulation 2021/2085 establishing the Joint Undertakings under Horizon Europe<sup>1</sup>, the Participants to the meetings of the Joint Undertaking undertake to observe the standards of good administrative behaviour set out in this Code and to be guided by these in dealing with matters in relation to said meetings. The Code is binding on all participants.

The Code of Conduct shall apply to all participants in the meetings of the Governing Board of the Clean Hydrogen Joint Undertakings (hereinafter jointly referred to as ‘the Participants’), namely to the representatives of the members of the Clean Hydrogen Joint Undertaking and their alternates, to the Executive Director of the Clean Hydrogen Joint Undertaking, and to the persons invited as observers.

In accordance with article 16(11) of the Council Regulation 2021/2085, the purpose of the Code of Conduct is to set out the rules applicable in matters of professional ethics and integrity and to establish the obligations expected of the Participants during the meetings of the Governing Board but also at all other times, in order to safeguard the integrity and reputation of the joint undertaking.

The Code of Conduct shall be read and interpreted together with, and shall apply without prejudice to, all other applicable legislation, rules and procedures relevant to the conduct of the Participants.

When specific behaviour is not explicitly covered by this Code or by other relevant rules, adherence to the generally accepted principles of good conduct shall be deemed to apply.

## **Article 2**

### **Expected standard of conduct**

All Participants shall observe at all times the highest standards of ethical conduct, professionalism and integrity. In addition, all Participants shall be personally responsible to comply with and respect the provisions of this Code of Conduct. In particular, Participants shall endeavour to:

- Exercise due diligence and act independently, in the interest of the Clean Hydrogen Joint Undertaking and mindful of the importance of their duties and responsibilities;
- if applicable, perform any task to the best of the abilities, professional skills, knowledge and applying the highest ethical and moral standards;
- Avoid all situations that may give rise to a conflict of interest;

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<sup>1</sup> Council Regulation (EU) 2021/2085 of 19 November 2021 establishing the Joint Undertakings under Horizon Europe and repealing Regulations (EC) No 219/2007, (EU) No 557/2014, (EU) No 558/2014, (EU) No 559/2014, (EU) No 560/2014, (EU) No 561/2014 and (EU) No 642/2014 (OJ L 427, 30.11.2021, p. 17–119)

- Exert fair, respectful behaviour with other Participants, with the members of staff and or any such other persons with whom they might come in contact as a Participant;
- Respect the principle of non-discrimination and guarantee equal treatment for Participants as well as for members of the public irrespective of nationality, gender, racial or ethnic origin, religion or beliefs, disability, age or sexual orientation.
- Refrain from exploiting their position in order to gain any undue right or privilege or to exert any unjustified influence or use any information acquired through the discharge of their duties for this purpose;
- Comply with all relevant laws, rules and regulations;
- Ensure that any use of the Clean Hydrogen Joint Undertaking's name/logo and resources is only in the interest of the Clean Hydrogen Joint Undertaking itself;
- Refrain from engaging in any practice deemed detrimental or that may otherwise affect the integrity and / or the reputation and interests of the Clean Hydrogen Joint Undertaking, of the Governing Board or of any other of its bodies;
- Observe principles of good governance, act loyally, honestly, and impartially and maintain the highest standard of integrity and ethics in their personal and professional conduct, when acting within their role and function as set out in the Council Regulation 2021/2085.

### **Article 3**

#### **Conflict of Interest**

Participants must ensure at all times that no conflict of interest shall arise, or could reasonably be perceived to arise, between their duties performed in relation to the Governing Board and their other professional and private interests, whether financial or otherwise.

Participants shall ensure full compliance with '*Governing Board Decision ref. no. CleanHydrogen-GB-2021-03 of 17/12/2021 adopting the transfer of decisions of the Fuel Cells and Hydrogen 2 Joint Undertaking's Governing Board to Clean Hydrogen Joint Undertaking,*' and more specifically, *the 'Decision of 10/11/2017 adopting the rules on the prevention and management of conflict of interest of the Bodies of the Fuel Cells and Hydrogen 2 Joint Undertaking'*, as well as any such other rules adopted by Clean Hydrogen Joint Undertaking to give effect to Article 42 of Council Regulation 2021/2085.

It shall be the responsibility of each Participant to ensure compliance with the above-mentioned Rules and that any declaration signed to give effect to these rules is signed in good faith.

## **Article 4**

### **Gifts or other advantage**

Participants shall not accept any gifts or other advantages which may or may reasonably appear to influence or otherwise affect their personal judgement or integrity in the performance of their functions or as may otherwise be perceived as influencing their objectivity or place them under undue obligation towards the donor.

Explicit prior permission from the Governing Board is required for a gift worth between EUR 50 and EUR 150.

In any case, any gift or other advantage having a value beyond EUR 150 shall be refused.

Participants shall refrain from soliciting any such gifts or other advantage(s).

The Chairperson of the Governing Board shall be informed of any offer of gifts or other advantage and a record shall be kept of any such gift or advantage that may have been accepted.

However, should it be impossible to refuse, the gift is to be sent to the Clean Hydrogen Joint Undertaking's Programme Office, who will take steps to donate it to an appropriate charitable organisation.

## **Article 5**

### **Improper Conduct**

All Participants must refrain from any form of psychological harassment and/or sexual harassment.

Psychological harassment means any improper conduct that takes place over a period, is repetitive or systematic and involves physical behaviour, spoken or written language, gestures or other acts that are intentional and that may undermine the personality, dignity or physical or psychological integrity of any person.

Sexual harassment means conduct relating to sexual acts and behaviours which is unwanted by the person to whom it is directed and which has the purpose or effect of offending that person or creating an intimidating, hostile, offensive or disturbing environment.

The Joint Undertaking will take the necessary steps to prevent and punish, under the relevant EU legislation, any conduct that prejudices the dignity of its staff and that undermines its good name. Any conduct deemed to constitute psychological harassment or sexual harassment is regarded by the Joint Undertaking as unacceptable and will be punished regardless of the rank of individuals formally recognised as guilty of such conduct.

Participants shall ensure full compliance with '*Governing Board Decision ref. no. CleanHydrogen-GB-2021-03 of 17/12/2021 adopting the transfer of decisions of the Fuel Cells and Hydrogen 2 Joint Undertaking's Governing Board to Clean Hydrogen joint Undertaking*', and more specifically the

*'Governing Board Decision of 31/07/2017 on the FCH 2 JU policy on protecting the dignity of the person and preventing psychological harassment and sexual harassment'.*

## **Article 6**

### **Safe and Healthy Workplace**

Participants shall, commit to maintaining a safe and healthy working environment. To promote a healthy workforce and a safe work environment, Participants are expected to follow any specific guidelines that have been issued and make management aware of potential safety hazards or threats of violence.

## **Article 7**

### **Avoiding improper use of the Joint Undertaking's Resources**

Participants shall not use property or other resources belonging to Clean Hydrogen Joint Undertaking for personal use. Such property or other resources should only be used for the legitimate purposes and in the interest of the Joint Undertaking.

## **Article 8**

### **Confidentiality**

Participants must keep confidential all data, documents or other material (in any form) that is disclosed (in writing or orally) in relation to the participation in the Governing Board meetings, except when disclosure is duly authorized in terms of the relevant rules and procedures or legally mandated. Participants shall take all reasonable efforts to safeguard such confidential information that is in their possession against unintentional disclosure.

## **Article 9**

### **Reporting breaches of the Code**

Any report by any Participant or any other person of an actual or potential breach to this Code of Conduct should be treated with urgency and where relevant, in accordance with *'Governing Board Decision ref. no. CleanHydrogen-GB-2021-03 of 17/12/2021 adopting the transfer of decisions of the Fuel Cells and Hydrogen 2 Joint Undertaking's Governing Board to Clean Hydrogen joint Undertaking'*, and more specifically *'Decision of the Governing Board of the Fuel Cells And Hydrogen 2 Joint Undertaking of 21 November 2018 approving the guidelines on Whistleblowing'*.

## **Article 10**

### **Application and interpretation of the Code**

The Chairperson of the Governing Board shall ensure that the Code is observed and that it is applied in good faith. The Chairperson shall decide on any potential breach of its provisions. In reaching his/her decision, the Chairperson may seek independent advice on any question concerning the interpretation of this Code from the Programme Office.

## **Article 11**

### **Amendments to this Code of Conduct**

The Code of Conduct may be subject to amendments. Any such amendment shall be done in writing and shall be adopted through the same procedure as the present Code. It is the Participants' responsibility to familiarise themselves with the changes.

## **Article 12**

### **Acceptance of the Code of Conduct**

All Participants shall sign this Code of Conduct prior to their participation in meetings. By signing this Code, the Participants shall commit to observe its provisions. Failure to comply with the obligations herein set out may give rise to such procedures as are available by law or as prescribed in relevant rules including in the Rules of Procedure of the Governing Board<sup>2</sup>. These signed copies shall be held by the Secretariat of the Governing Board. Upon signature, the Participants shall receive a copy of the signed original for their own record.

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<sup>2</sup> Governing Board Decision ref. no. CleanHydrogen-GB-2021-02 of 17/12/2021