

EOSC Association

Minutes of First (Constitutional) General Assembly V3 FINAL

Date/Time:	17 December 2020 at 09.00-17.00 CET
Location:	Online Meeting via Zoom [https://us02web.zoom.us/j/81796400582]
Chair:	Cathrin Stöver (GÉANT) < cathrin.stover@geant.org >
Secretary:	Gareth O'Neill (Technopolis Group) < gareth.oneill@technopolis-group.com >
Election Committee:	Calum MacKichan (CESAER) Claudio Allocchio (GARR) Helmut Sverenyak (CESNET) Tryfon Chiotis (GÉANT)
Invited Guests:	Andrea Grisilla (Technopolis Group) Federico Ruggieri (GARR) Hanifeh Khayyeri (EOSC GB) Hans Josef Linkens (EOSC GB) José Luis de Miguel (CSIC) Konstantinos Glinos (EC/RTD.G.4) Magdalena Rzaca (GÉANT) Magdalena Szwochertowska (EC/CNECT.DDG1.C.1) Panayotis Moschopoulos (EC/RTD.G.4) Sara Garavelli (CSC)
Delegates and Observer Representatives:	See the 'List of Delegates and Observer Representatives V4' which shows all participants who attended the General Assembly

BEFORE MEETING [07.30-09.00]

Item 00: Meeting Room Is Open for Accreditation of Delegates

OPENING [09.00-09.15]

Item 01: Welcome and Introduction to First (Constitutional) General Assembly

The Chair welcomes the founding members, provisional members, observer representatives, and other participants to the first (constitutional) General Assembly (henceforth 'Assembly') of the EOSC Association (henceforth 'Association'). The Chair notes that the organisation of the meeting has been challenging given the pandemic and asks the participants for their understanding and collaboration to make the first Assembly a success.

The Chair recalls Article 3.5 of the EOSC Association Statutes (henceforth 'Statutes') that a "duly convened meeting of the General Assembly shall be validly held in person, digitally, or by a hybrid of these that allow Members to directly hear each other and directly speak to each other. In such a case, the Members shall be deemed present' and that 'Decisions made by telephone, video or web conference are deemed to come into force on the day following that of the meeting of the General Assembly."

The Chair reminds the Assembly if there are any objections to the online meeting being recorded whereby participants can either voice their objections or raise the blue hand in Zoom. An initial objection is recalled and the recording is started.

The Chair recalls that all relevant information has been emailed ahead of the Assembly and that all relevant documents for the Assembly have been shared, in three distinct sendings, via email and via a Google drive folder. The Secretary puts the link to the drive folder in the Zoom chat for the participants: [<https://drive.google.com/drive/folders/1FQN2HSoA-0JUgGySaIN8zprvWurUGXqm>].

The Chair asks the Secretary if there is quorum. The Secretary confirms that both quorum of all Members and quorum of the mandated organisation Members has been reached.

The Chair recalls that all participants went through an accreditation process in the morning before joining the Assembly and that all participants have been identified in the Zoom list as either 'D' for Delegate, 'A' for alternate Delegate, 'O' for Observer representative, and 'P' for other participants. The Chair asks all Delegates, who are the only participants able to vote in the Assembly, to check that their name is correctly marked with a 'D'. The Chair notes that accreditation will stop at 09.30 CET and that the list of accredited voting

Delegates will be shared live with the Assembly directly after accreditation stops so that all Delegates may confirm that they have been accredited. This is important for entering all of the Delegates in the Zeus voting system.

The Chair recalls the beginnings of developing the concept of EOSC in 2015 and the signing of the EOSC Declaration in 2017 and welcomes the representatives of the European Commission (henceforth 'Commission') and the EOSC Governance Board (henceforth 'Governance Board'). This founding of the Association is a major milestone in the development of EOSC and is a response to the decision taken by the Commission and Member States that a co-programmed European Partnership for EOSC should be formed under Horizon Europe. This EOSC Partnership (henceforth 'Partnership') will be between the Commission and the Association, and will be based on a Memorandum of Understanding (henceforth 'MoU') that will have as an annex a Strategic Research and Innovation Agenda (henceforth 'SRIA'). The aim is for the MoU to be signed in the beginning of 2021.

- PAPER A - EOSC Association Statutes

The Chair notes that the EOSC Association Statutes (henceforth 'Statutes') have been developed by the EOSC Executive Board (henceforth 'Executive Board') and Governance Board together with volunteers from the wider EOSC community. The Statutes formed the basis for the Deed of Association and Royal Decree which the Association received in September 2020. The French version of the Statutes is legally binding and takes precedence over the English version.

The Chair recalls Article 2.4 of the Statutes that membership of the Association automatically ceases and with immediate effect when a Member no longer meets the conditions of admission, such as through lack of association to the framework programme. The founding Members have confirmed that they expect all the relevant countries to become associated countries also under Horizon Europe, and that therefore they do not foresee to enforce such automatism. The Association Bylaws (henceforth 'Bylaws') that are being developed may allow for a grace period in the case of countries associated to Horizon 2020 needing extra time to negotiate and agree their association to Horizon Europe.

- PAPER B - Guidance for General Assembly Participants

The Chair notes that Paper B lays down the modus operandi for the proceedings of the Assembly and explains the different roles and what is expected of the attendees in those roles in the Assembly.

Item 02: Adopt Decisions from Meeting of Non-Statutory Board of Directors

The four non-statutory Directors of the Association and the Delegates of the founding members met on 28 October 2020 for a non-statutory Board meeting in preparation of the Assembly. The Directors: Cathrin Stöver (GÉANT); Federico Ruggieri (GARR); José Luis de Miguel (CSIC); Karel Luyben (CESAER). The Delegates: Elena Dominguez (CSIC); Mattias Bjornmalm (CESAER); Mauro Campanella (GARR); Sarah Jones (GÉANT)

- PAPER C - Minutes of Meeting of Non-Statutory Board of Directors

The Chair asks the Delegates of the four founding members to adopt the minutes of the meeting of non-statutory Board of Directors on 28 October 2020 and thereby endorse the unanimous decisions made by the Board. The Chair also asks the Delegates to endorse all other unanimous decisions taken by the Directors outside of this non-statutory Board meeting and duly communicated in preparation of the Assembly. The Delegates unanimously adopt the minutes and endorse the decisions.

ADMISSION OF NEW MEMBERS [09.15-09.30]

Item 03: Admit Provisional Members and Observers

- PAPER D - List of Provisional Members and Observers

The Chair thanks José Luis de Miguel (CSIC) and Elena Dominguez (CSIC) and their team at CSIC for the outstanding work done in liaising with the provisional Members and Observers over the past few months and contributing to the success of the Association.

José Luis de Miguel (CSIC) notes that the EOSC Association Set-Up Group (henceforth 'Set-Up Group') received 188 applications in total to become a Member or Observer of the Association. These applications were checked against the Statutes and 1 application was considered not valid to become a Member. Of the successful applications, 142 applied to become a Member and 45 applied to become an Observer. At the meeting of the non-statutory Board of Directors on 28 October 2020, 133 organisations were granted

provisional Member status and 45 organisations were granted provisional Observers status. 3 organisations were granted provisional Member status on the condition that they send a formal and unconditional letter of interest aligned with the requirements as set out in the Statutes and signed by their legal representative by 20 November 2020. 3 organisations from the United Kingdom that applied to become a Member were granted provisional Observer status on the condition that they formally accept this change of status by 20 November 2020. All 6 organisations have since met the conditions. This means that there are now 138 provisional Members, of which 19 are mandated organisations, and 49 provisional Observers. There are also now 7 new applications to become a Member, of which 1 is a mandated organisation, and 3 new applications to become an Observer. José Luis de Miguel clarifies that these new applications will be dealt with in 2021.

The Chair asks the Delegates of the four founding members to admit the 138 provisional Members and 49 provisional Observers. The Delegates unanimously admit the provisional Members and provisional Observers. The Chair welcomes and congratulates the enthusiasm of the new Members and Observers and notes that they are now formally part of the Association.

Item 04: Adopt (Remainder of) Draft Agenda

The Chair reminds the Assembly that only the accredited Delegates, those with the letter 'D' in front of their names in the list of participants in Zoom, have the right to vote in the Assembly. The Chair recalls Article 3.4 of the Statutes that "The decisions of the General Assembly are validly taken with a simple majority of votes of Members present or represented. Votes may be taken by a raising of hands, by paper ballot or by electronic means." The Chair notes that a simple majority vote, by using the 'raise hand' function in Zoom, will be used to adopt the remainder of the draft agenda for the Assembly.

A Delegate asks for clarification on Item 14 regarding the procedure for voting. Their understanding is that a vote on strategically important issues requires a double two-third majority. The Chair responds that the founding Members discussed this and understand that the reason for existence of the Association is to sign the MoU and is thus not a strategic decision. The MoU itself is not being voted on but only the mandate to the Board to sign the MoU.

The Chair asks the Assembly if there are any questions or comments related to the draft agenda. No questions or comments are raised. The Chair asks the

Delegates to adopt the remainder of the draft agenda for the Assembly. The Delegates unanimously adopt the draft agenda.

ELECTION OF FIRST PRESIDENT [09.30-10.30]

Item 05: Take Note of Election Procedure

- PAPER E - Information Note on Elections 2020
- PAPER F - Information about Candidates for President
- PAPER G - Information about Candidates for Directors

The Chair asks the Delegates to check the list of accredited Delegates, that is being shared on the Zoom screen and has also been shared via a Google document link in the Zoom chat, and make sure the list is correct. This list will be used for the elections in the Zeus electronic voting system. No errors in the list were found by the Delegates.

The Chair asks the Assembly to take note of Paper E explaining the process and procedures for the elections and Papers F and G detailing the candidates applying for the President and Director positions. Paper E contains the call for candidates and was made publicly available on 29 October 2020. The Chair thanks the Zeus team at GRNET for supporting the voting system at the Assembly and then explains the Zeus electronic voting system. All Delegates will receive several emails during the elections to vote on candidates for the President and Director positions. The first mail from Zeus may take up to fifteen minutes to arrive in the inbox. Should a link incorrectly lead to a page saying 'election is closed' then open the link again in a new incognito window or log out of Zeus and close all windows and tabs in the browser and try again. For further errors with Zeus contact the Zeus helpdesk by email <helpdesk@zeus.grnet.gr> or telephone +302152157867. The Zeus system runs on Greek time meaning that the times will be in EET. Zeus will confirm a vote by email. This email contains an attachment with cryptographic data that the voter can use after the election to verify that the vote has been counted in the results. This data cannot be used to check what has been voted. Delegates will be able to vote each time within a voting window of 30 minutes.

The Chair thanks and introduces the Election Committee for the elections at the Assembly: Tryfon Chiotis (GÉANT) who is the administrator; Calum MacKichan (CESAER); Claudio Allocchio (GARR); Helmut Sverenyak (CESNET). They have volunteered for these roles based on their experience

with the Zeus system and have already invested much time and effort in the preparations leading up to the elections in the Assembly.

The Chair recalls Article 3.4 of the Statutes that “In determining the various majorities provided for in this Statutes, only votes cast for or against a position shall be taken into account”. This means that the Statutes actively encourage the Delegates to cast a ‘yes’ or ‘no’ vote and that majority is determined solely on votes cast for or against a position.

The Chair notes some discussion amongst participants in the Zoom chat regarding electronic voting systems and asks the participants to contact the Association should they have suggestions for better electronic voting systems.

Item 06: Select President - to be removed no selection

The Chair notes that there is only one candidate for President and thus there is no need for a selection round. The candidate: Karel Luyben (CESAER).

Item 07: Elect President

The Chair recalls that the election of the President requires a double two-third majority. This means that the candidate needs to receive two thirds of the votes of all Delegates and also two-thirds of the votes of Delegates of mandated organisation Members.

The Election Committee opens the voting and the Chair asks the Assembly to cast their votes via the Zeus system.

The Election Committee reports the results of the election that Karel Luyben (CESAER) has been elected as the President. The results of the vote with all Delegates: Yes = 100; No = 17; Blank = 2; Total = 119. The results of the vote with only mandated organisation Delegates: Yes = 19; No = 1; Blank = 0. Total = 20.

The Chair asks the new President if he would like to take over chairing the Assembly but the President declines and is happy to let the Chair continue chairing the Assembly until the end. The Chair notes that the alternate Delegate will now take over as Delegate replacing the President.

ELECTION OF FIRST DIRECTORS [10.30-14.00]

Item 08: Select Three Directors for 3 Years

The Chair notes that there were originally 15 candidates for the Director positions but two candidates withdrew their candidacies. The withdrawn candidates: Joan Masó (CREAF); Laura Perini (INFN). There are now 13 remaining candidates for the Director positions.

The Chair recalls Article 4.1 of the Statutes that “The composition of the Board must reflect the different categories of Members. The General Assembly shall also endeavour to ensure balance in terms of gender, diversity, geographic coverage, expertise and stakeholder representation.” The Chair asks the Assembly to take this into account in the elections.

The Chair explains that there are three selection rounds to select three Directors for three years, two Directors for two years, and three Directors for one year. Candidates who are unsuccessful in the selection round for a three-year term and have stated that they are also applying for a two-year term will be added to the list of candidates for a two-year term. The same applies for candidates who have stated that they are applying for a one-year term. There will then be an election for the Board as a whole.

The Election Committee opens the voting and the Chair asks the Assembly to cast their votes via Zeus.

A Delegate asks what prevents candidates who are not elected in the first round from declaring that they will run in the next rounds. The Chair responds that candidates needed to indicate the terms in their applications in advance.

The Election Committee reports the results of the selection that three Directors have been selected as Directors for three years. The Directors: Klaus Tochtermann (ZBW); Marialuisa Lavitrano (UNIMIB); Suzanne Dumouchel (CNRS). The results of the vote with all Delegates: Domenico Giardini (ETH Zurich) = 24; Klaus Tochtermann (ZBW) = 73; Marialuisa Lavitrano (UNIMIB) = 91; Per Öster (CSC) = 44; Robert Jones (CERN) = 37; Ronan Byrne (HEAnet) = 8; Sergio Andreatto (EGI) = 15; Suzanne Dumouchel (CNRS) = 88; Wilhelm Widmark (SU) = 26; Blank = 1; Total = 140.

A Delegate asks if they are able to vote for a candidate who was not elected and did not state that they wanted to apply for other terms in the following

rounds for Directors for two and three years. The Chair responds that this is not possible as the candidate only stated three years in their application.

Item 09: Select Two Directors for 2 Years

The Election Committee opens the voting and the Chair asks the Assembly to cast their votes via Zeus.

The Election Committee reports the results of the selection that two Directors have been selected as Directors for two years. The Directors: Ignacio Blanquer (UPV); Sarah Jones (GÉANT). The results of the vote with all Delegates: Ciprian Dobre (UPB) = 9; Domenico Giardini (ETH Zurich) = 30; Ignacio Blanquer (UPV) = 62; Robert Jones (CERN) = 26; Ronan Byrne (HEAnet) = 9; Sarah Jones (GÉANT) = 70; Sergio Andreozzi (EGI) = 34; Wilhelm Widmark (SU) = 28; Blank = 3; Total = 140.

Item 10: Select Three Directors for 1 Year

The Election Committee opens the voting and the Chair asks the Assembly to cast their votes via Zeus.

The Election Committee reports the results of the selection that three Directors have been selected as Directors for one year. The Directors: Robert Jones (CERN); Ronan Byrne (HEAnet); Wilhelm Widmark (SU). The results of the vote with all Delegates: Chris de Loof (Belnet) = 70; Robert Jones (CERN) = 74; Ronan Byrne (HEAnet) = 72; Sergio Andreozzi (EGI) = 61; Wilhelm Widmark (SU) = 81; Blank = 2; Total = 140.

Item 11: Elect Eight Directors

The Chair notes that there are now 8 candidates selected to form the Board of Directors. The Chair recalls that a double two-third majority is needed to elect the Board of Directors whereby two thirds of all Delegates and two thirds of the mandated organisation Delegates are needed. The Chair notes that the process of selection and election of the members of the Board of Directors will need to be repeated should the double two-third majorities not be realised.

The Election Committee opens the voting and the Chair asks the Assembly to cast their votes via Zeus.

The Election Committee reports the results of the election that the Board of Directors has been elected. The Directors: Klaus Tochtermann (ZBW) for 3 years; Marialuisa Lavitrano (UNIMIB) for 3 years; Suzanne Dumouchel

(CNRS) for 3 years; Ignacio Blanquer (UPV) for 2 years; Sarah Jones (GÉANT) for 2 years; Robert Jones (CERN) for 1 year; Ronan Byrne (HEAnet) for 1 year; Wilhelm Widmark (SU) for 1 year. The results of the vote with all Delegates: Yes = 116; No = 1; Blank = 0; Total = 117. The results of the vote with only mandated organisation Delegates: Yes = 20; No = 0; Blank = 0. Total = 20.

For the good order, the Chair acknowledges a minor spelling mistake in the name of one of the candidates for Director for three years in the voting system. The candidate Suzanne Dumouchel (CNRS) was misspelled as 'Suzanne Demouchel'. The Chair notes the name was correctly spelled in Version 3 of Paper G and that the candidate was clear in the voting system for the Assembly.

LUNCH BREAK [After Your Last Vote-14.00]

EOSC PARTNERSHIP [14.00-14.30]

Item 12: Take Note of Draft Memorandum of Understanding (MoU)

- PAPER H - Draft MoU for EOSC Partnership

The Chair recalls that a reason for founding the Association is so that the Association can enter into a contractual arrangement with the Commission for the Partnership under Horizon Europe.

Panayotis Moschopoulos (EC) congratulates the Association and wishes the Association the best from the Commission. The MoU sets out the contractual arrangement between the Commission and the Association for the Partnership. This arrangement is a soft agreement between the two parties that is not legally binding whereby neither party can legally challenge the other party. The MoU has high political importance and contains the vision and scope for the Partnership, an overview of the (financial and in-kind) contributions from both parties, the monitoring and reporting of the Partnership, and as an annex the SRIA. The Commission commits to taking input and advice from the Association when defining core topics and research and innovation activities in Horizon Europe. The contribution from the Commission will be realised in actions in the work programmes of Horizon Europe. The Association commits to providing input and advice to the

Commission on the work programmes in Horizon Europe. There are three types of contributions from the Association: in-kind contributions in Horizon Europe; in-kind contributions in additional activities; investments in operational activities. All contributions should align with the vision and topics set out in the SRIA. The draft MoU in Paper H is being discussed by the Commission and the Association. The MoU will be signed by these two parties and will run until 31 December 2030.

Panayotis Moschopoulos (EC) explains that the Partnership will be governed by the Partnership Board. The Partnership Board consists of three parties: representatives of the Commission; representatives of the Association; representatives of Member States and Associated Countries in a 'Steering Board' ensuring that national policies and investments are included in the discussions. The Partnership Board will be the main forum for discussion and decisions on the EOSC Partnership. An important document that is now being drafted by the Central Unit for Partnerships at the Commission is the Rules of Procedure for the Partnership Board.

A Delegate asks what is the deadline for the MoU and what does it mean for Members in terms of contributing with estimates of contributions. The President responds that the deadline to deliver final comments on the MoU to the Commission is 15 January 2021. The deadline for further input on the MoU to the President and Board of Directors is 10 January 2021.

A Delegate asks how the Members can support the President and Board of Directors in the finalisation of the draft MoU and suggests an infoshare with the Members before submission to the Commission to explain what has been put in the MoU. This keeps the Members involved and builds support for the MoU. The Chair takes note of this recommendation to be taken into consideration.

Item 13: Take Note of Draft Strategic Research and Innovation Agenda (SRIA)

- PAPER I - Draft EOSC SRIA V0.9

Director Sarah Jones (GÉANT) explains that the SRIA is a strategic roadmap identifying key challenges and priorities for investments on EOSC under Horizon Europe. The SRIA has been developed this year under the guidance of the Executive Board and Governance Board and in consultation with the wider EOSC community through the Executive Board working groups and a public consultation. The SRIA has 3 main objectives: Open Science practices and skills are rewarded and taught, becoming the 'new normal'; Standards,

tools and services allow researchers to find, access, reuse, and combine results; Sustainable and federated infrastructures enable open sharing of scientific results. An overarching theme is that supporting researchers to conduct their research must be at the centre of the EOSC initiative. The SRIA further has 5 guiding principles: multi-stakeholderism; openness; FAIR principles; federation of infrastructure; machine-actionable. The SRIA identifies key 14 action areas for the implementation of EOSC under Horizon Europe and describes the status, gaps and priorities for each of these action areas. The SRIA also proposes a roadmap and set of critical success factors and related key performance indicators that will help in the monitoring of the progress and success of Partnership. The roadmap is divided into three stages: 2021-2022 will enable the EOSC-Core to allow federation of infrastructures and develop added value from a functional federation of infrastructures; 2023-2024 will expand to production that generates added value and support full scientific workflow in key thematic areas; 2025-2027 will expand to develop impact from Open Science and generate cross-border, interdisciplinary, and societal returns that are recognised and rewarded. The SRIA will in the coming period be transferred to the Association.

A Delegate asks how will the adoption of the SRIA be enforced. Director Sarah Jones (GÉANT) responds that the Association is responsible for the SRIA but that the Commission is responsible for incorporating the SRIA into the work programmes in Horizon Europe. Panayotis Moschopoulos (EC) notes that the SRIA is an annex to the MoU and can be adapted in future by the Association to changing needs in the evolving work programmes.

A Delegate notes that the SRIA is a high-level strategy for the Association and understands that the timing is strict on the delivery of the SRIA. Several versions of the SRIA have been shared with the community for feedback. It is important that the process for further evolving the SRIA and involving the Members of the Association is soon defined. The President recalls that there has also been an open consultation that gathered feedback from the community on the SRIA and responds that the Association will indeed start thinking about how to evolve the SRIA and involve the Members. Director Sarah Jones (GÉANT) notes that the SRIA has received crucial input from the Executive Board working groups and task forces and that the Association could continue relevant topics and practices in its own to-be-defined working groups and task forces to evolve the SRIA. Another Delegate supports the early involvement of the Members in evolving the SRIA.

A Delegate notes that a high-level strategic vision is missing on how the Association will work with private companies especially given the reliance more and more on tools and services from private companies. The Chair takes notes of this recommendation to be taken into consideration.

A Delegate asks for clarification on how the figures in the MoU on contributions will be materialised and what commitments are expected. The President responds that the €1,000 million figure for contributions is for 10 years. The Member States and Associated Countries have been asked what their expected contributions to EOSC could be and the total estimated figure is €3,600 million. The figure in the SRIA is based on these estimates and especially on the activities as in-kind contributions as well as on a study in the Netherlands with an estimate on contributions to EOSC. The President asks the Assembly for input to improve the figures for contributions.

Item 14: Mandate Board of Directors to Finalise and Sign MoU with EC

The Chair notes that the vote on mandating the President and Board of Directors to finalise and sign the MoU will follow simple majority and asks the Assembly to vote by raising the blue hand in Zoom. There are 0 objections and 2 abstentions. The Chair confirms that the mandate is given to the President and Board of Directors to finalise and sign the MoU with the Commission.

EOSC ASSOCIATION BYLAWS [14.30-15.15]

Item 15: Take Note of Draft Bylaws

- PAPER J - Draft EOSC Association Bylaws

Magdalena Rzaca (GÉANT) gives an overview on the development and content of the Bylaws. The Bylaws Working Group of the Set-Up Group was open to any non-profit organisation interested in becoming a Member or Observer of the Association. The Bylaws Working Group consisted of more than 20 experts from interested organisations and started working in 5 subgroups on the Bylaws in September 2020. Several infoshares were organised with the community and a public consultation was held. The main aim was to prepare draft Bylaws on the functioning of the Association as recommendations to the Association for further development. A summary was given of the public consultation results and the incorporation of results into the

draft Bylaws. Most responses affirmed the proposals in the draft Bylaws. A broad concern raised during the consultation was the involvement of for-profit organisations in the (management of) the Association. There is consensus that mechanisms need to be put in place for periodic monitoring that Members and Observers are meeting their obligations. It is important to note that there are some remaining differences between the legally binding French version of the Statutes and the English version that may need to be addressed.

The President thanks Magdalena Rzaca (GÉANT) and the Bylaws Working Group for all their work and notes that the Bylaws will need to be discussed in a future meeting of the new President and Board of Directors. A possible deadline for finalising the Bylaws could be the next Assembly. The Association needs to develop a process that involves the Members in developing the Bylaws.

Director Suzanne Dumouchel (CNRS) notes that the Association could better determine the involvement of for-profit organisations with rules of participation into the Association. The Chair takes note of this recommendation to be taken into consideration. Another Delegate suggests that if the SRIA is already close to finalisation then the Bylaws could structure the distinction between for-profit and non-profit along the lines of research-centredness. The Chair takes note of this recommendation to be taken into consideration.

A Delegate notes that the signaled discrepancies between the French and English versions of the Statutes are listed in the annex to the draft Bylaws and there may be other translation discrepancies that a native French speaker may need to check. Director Suzanne Dumouchel (CNRS) suggests with regard to the discrepancies that the job description of the Secretary General could include a knowledge of French. The Chair takes note of this recommendation to be taken into consideration. A Delegate notes that the draft Bylaws also list some recommendations on operating and advisory groups of the Association. A number of these groups could continue the activities of the Executive Board working groups. The new President and Board of Directors should consider talking to the Executive Board working groups for input and advice on new groups for the Association. The Chair takes note of this recommendation to be taken into consideration.

A Delegate asks about the timeline for the next version of the draft Bylaws and to determine the evaluation on how the Members are fulfilling their commitments and the involvement of for-profit organisations and if a working group will be set to determine the involvement of for-profit organisations. The

President responds that there is as yet no fixed timeline and that the President and Board of Directors need to set up a working group and a format to consult the Members. There could be a smaller group of Members that further develop the Bylaws and then present these draft Bylaws to the Members for consultation. The next moment that the Bylaws will be formally discussed may be at the next Assembly as the adoption of the Bylaws requires a double two-third majority vote by the Assembly. The Bylaws will set out how the Association involves for-profit organisations in the management of the Association. One format that has been suggested in the Bylaws Working Group is that for-profit organisations should not be eligible for a management role in the Association including the positions of President, Director, or coordinator of an operational or advisory group. The President notes the proposal that the Bylaws should only be drafted by non-profit organisation Members and that the Members will be consulted on the Bylaws. A Delegate supports the comments by the President and that the Association should be inclusive and sees the main issue with for-profit organisations being their possible conflicts of interest but also understands that there is a difference in terms of size and scope of the for-profit organisation. Another Delegate speaking on behalf of a for-profit organisation understands the issues being discussed but suggests that the Association consults their for-profit organisation Members and there should be a distinction between small versus large companies and companies that do research versus companies that do not do research. The President confirms that this recommendation will be taken into consideration. Another Delegate supports the view that for-profit organisations should not be in management.

COFFEE BREAK [15.15-15.30]

ANNUAL FEES AND BUDGET 2021 [15.30-16.00]

Item 16: Adopt Annual Fees and Budget 2021

- PAPER K - Draft Annual Fees and Budget 2021

The Chair notes that the annual fees and budget for 2021 requires a single two-third majority vote of the present Delegates and that the Zeus voting system will be used for this vote.

Federico Ruggieri (GARR) explains that the Association currently has no allocated budget and that while an agile organisation is envisioned, there are some indispensable costs that need to be covered including personnel and office space. The annual fees are currently the only source of income for the Association and these fees need to cover the running costs of the Association in 2021. The Set-Up Group has prepared a proposal for annual fees for Members and Observers for 2021 and a budget of expected income and expenditures. The figures are based on the report *Assisting in Developing the Governance and Membership Structure of EOSC* by Kellen in March 2020. The expected costs for the Association for 2021: staff = €500,000; office rent = €50,000; office supplies = €40,000; events/communication = €100,000; ICT/projects = €250,000; travel = €50,000; Total = €990,000. These costs are expected to grow as indicated in the budget in 2022 and 2023. On the basis of these estimated costs, a calculation was made on how to cover these costs including building up an initial financial buffer as required by Belgian law (in case the Association needs to cover the consequences of closing) with the fees for Members and Observers taking into account an expected 142 Members and 45 Observers in 2021. The proposed annual fees: Members = €10,000; Observers = €2,000. A flat fee for all Members and Observers was chosen for the beginning of the Association. The expected income of the Association based on these annual fees in 2021 would be: Member fees = €1.42 million; Observer fees = €90,000; Total = €1.51 million. This would allow for an initial financial buffer of €520,000 going into 2022. The annual fees could be adjusted later should the Members decide this. There is a grace period until 28 February 2021 for Members and Observers to resign or change their status in the Association given that the fees will be decided during this Assembly.

The following items are mentioned in the discussion that follows with Delegates: differentiation of membership fees (such as based on gross national income of the county, size of the organisation in people or money terms, and size of the Association); size of the Association and what it needs to fulfil its task. A Delegate asks what period is being proposed for the annual fees and the budget indication. Federico Ruggieri (GARR) responds that the vote is solely for the annual fees and budget indication for 2021. A more detailed budget and business plan is expected for 2022. The President is in favour of differentiating the annual fees but not differentiating the voting rights of the Members based on what they pay. On request of one of the Delegates,

the President offers to deliver a more detailed budget once more insight is obtained on fee income and staff size of the office of the Association.

The Election Committee opens the voting and the Chair asks the Assembly to cast their votes on the annual fees and budget for 2021 via Zeus.

The Election Committee reports the results of the election that the annual fees and budget for 2021 have been adopted: Yes = 95; No = 27; Blank = 7; Total = 129.

The Chair confirms the adoption of the annual fees and budget for 2021.

SECRETARY GENERAL [16.00-16.30]

Item 17: Report on Recruitment of Secretary General

- PAPER L - Job Description of Secretary General

Federico Ruggieri (GARR) explains the job description of the Secretary General that has been drafted by the founding Members due to the urgency of hiring a Secretary General. The Association needs to start recruiting staff to take over the activities from the founding Members and EOSC Secretariat project. The Secretary General will be in charge of recruiting the other staff and start the activities of the Association. The recruitment agency Mavence has been selected with support from the EOSC Secretariat project to recruit the Secretary General. The role of the Secretary General has been taken from the Statutes and involves the management of the day-to-day activities and finances of the Association under the direction of the President and Board of Directors and Assembly. Candidates should have at least 10 years of relevant experience and should come from or be resident in the European Union with the legal entitlement to work in the European Union. Knowledge of French should be considered a strength given the Association is based in Belgium and the French version of the Statutes are legally binding. Candidates should have a master degree or equivalent experience. The contract is ideally for 100% availability for three years starting in early 2021. The job description will go public as soon as possible after this Assembly. The President and Board of Directors will take the selection procedure forward with Mavence.

Some Delegates are concerned that a requirement of three languages will limit the pool of candidates and hinder finding the right candidate in the proposed short time frame. Federico Ruggieri (GARR) responds that the job

description can be adjusted to the comments of the Assembly. An option is also to second a Secretary General from one of the Members for an initial period. The Chair acknowledges that there is a balance between the need of finding the right candidate and the urgency to have a Secretary General committed fully to their role. Director Suzanne Dumouchel (CNRS) supports multilingual candidates but would not make three languages mandatory. The President suggests to change the preference to candidates with two spoken languages and keep the third language as a strength.

A Delegate asks if there is an indication of the salary. Federico Ruggieri (GARR) responds that the salary is expected to be around €130,000 per year.

CLOSING [16.30-17.00]

Item 18: Any Other Business

Director Sarah Jones (GÉANT) notes that the new website for the Association [www.eosc.eu] has been launched and will act as a central hub for information and news on EOSC and the Association.

A Delegate asks if there is a date for the next Assembly. The Chair responds that there is no date decided yet for the next Assembly. The President and Board of Directors will discuss this further in a future meeting.

A Delegate asks if there is a mailing list for the Members. The Chair responds that there is not yet a mailing and that this will be set up by the President and Board of Directors in collaboration with the EOSC Secretariat project.

A Delegate asks how and when the operational and advisory groups will be set up. The President responds that this is not yet known and needs to be discussed with the President and Board of Directors.

Item 19: Closing of First (Constitutional) General Assembly

The Chair notes that a celebration is in order after the hard work of the Executive Board and Governance Board and Set-Up Group.

Hans Josef Linkens (EOSC GB) congratulates the Association on behalf of the Governance Board. The first congratulations are to the Association and the first Assembly. A lot of preparations have taken place and this first

Assembly marks the transition from the first phase of EOSC in 2018-2020 to the post-2020 phase of EOSC. The Governance Board is extremely grateful to the Executive Board and the working groups for their hard work to get to this point. The Governance Board also recognises the efforts made by the wider scientific and EOSC community in this transition. EOSC is a great chance for the European Union to remain globally competitive and ensure adherence to European values and technological sovereignty. The second congratulations goes to the newly elected President and Board of Directors. The Member States and Associated Countries confirm their willingness to be in the Partnership Board and collaborate with the Association and the President and Board of Directors. The mandate of the Governance Board now draws to a close but the Member States and Associated Countries will remain engaged with the Association in the form of a Steering Board that will offer strategic advice and coordinate national efforts and investments.

Konstantinos Glinos (EC) congratulates the Association on the successful Assembly and the newly elected President and Board of Directors on behalf of DG RTD at the Commission. EOSC is not just an infrastructure for Open Science but is the infrastructure that will lead research and innovation in Europe into the twenty first century and be a global leader in terms of production, quality, and innovation of scientific research. The Assembly marks an important milestone and major building block in the governance of the future EOSC. It has been a personal dream to bring the many stakeholders of the EOSC community together in the same body to map the way forward to develop such an advanced infrastructure and this dream has come true. EOSC is one of the building blocks of the Data Commons. The Association is a game changer as an interlocutor for the Commission that brings together all the stakeholders in the EOSC community. Many thanks are due to the Executive Board and working groups as well as the leadership, contributions, and goodwill of the many involved individuals. The Commission is also looking forward to close collaboration with the Steering Board of Member States and Associated Countries.

Magdalena Szwochertowska (EC) congratulates the Association on the successful Assembly on behalf of DG CNECT at the Commission that will be further involved in the new projects developing the EOSC Portal.

Karel Luyben (CESAER) speaks on behalf of the Executive Board and thanks everyone and is humbled for the trust that has been put in him as the newly elected President and will do his best to serve the Association to the best of

his abilities. The mandate of the Executive Board now also draws to a close. Congratulations are due to all of the new Members and Observers and he trusts that we will be able with all of us and many more to create something valuable for science. Congratulations are also due to the newly elected Board of Directors and he looks forward to working with them. Thanks are due to the Executive Board and working groups that have made the Partnership and SRIA possible. Thanks are due to the EOSC Secretariat project for the work and support they have provided over the last two years and especially in the preparations for the Assembly today. Thanks are due to all of the individuals from the Commission that engaged, stimulated, and sometimes pushed all of us to do our work. We have enjoyed it and hope to continue this with the newly elected President and Board of Directors. Thanks are due to the Governance Board for their support and for being a critical sounding board that has voiced opinions from the Member States and Associated Countries. We will continue to gather the input of a similar group and look forward to working with them. Thanks are due to Gareth O'Neill (Technopolis Group) for his relentless support during the whole journey of the last two years and again today for supporting us all. Last but not least, many thanks are due to Cathrin Stöver (GÉANT) for all of her contributions to EOSC. He notes that they have complemented each other very well and it has been a joy to work with her and thanks her for accepting him as a business partner in this roller-coaster ride.

The Chair thanks everyone for their attendance and positive collaboration at the Assembly today and especially the founding Members, the Election Committee, the EOSC Secretariat project, the speakers, GRNET, and CESNET as well as Andrea Grisilla (Technopolis Group), Gareth O'Neill (Technopolis Group), Sara Garvelli (CSC), Nicholas Ferguson (Trust-IT), and Federico Drago (Trust-IT) for their incredible commitment in preparing for the Assembly. The Chair notes that EOSC has been a fantastic adventure for her and is honoured to have worked with everyone and wishes success to the Association. The Chair hands over to the President and Board of Directors.