

Information for candidate Directors of the FOSC Association

1 Introduction

This information and guidance document is intended for candidate members of the EOSC-A Board of Directors. It is structured to, first, inform on the basics of the EOSC Partnership between the European Commission and EOSC-A; EOSC-A's responsibilities under the Partnership's Memorandum of Understanding; and the European-level environment in which an EOSC-A Board member operates. Chapter 2 goes on to describe the roles and responsibilities of the Directors of the EOSC-A board, while Chapter 3 covers the EOSC Association's general organisational structure and governance.

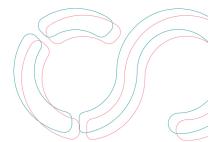
1.1 Co-Programmed European Partnership for EOSC

In parallel to the establishment of the Association's Secretariat, a key milestone in the implementation of EOSC was met on 23 June 2021. The European Commission (EC) and EOSC-A agreed to jointly deliver the objectives agreed to in the Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memorandum of Understanding (MoU) that established Memor

EOSC-A is the legal entity established to represent the EOSC stakeholders in the Partnership and to ensure coordination. The Association's Members and Observers are jointly responsible for delivering the objectives outlined in the Partnership's MoU. While EOSC-A is responsible for delivering on €500 million of documented in-kind activities from its Members, the European Commission is bound to provide €490 million in EOSC-related (destination INFRAEOSC) project funding.

The Partnership is strategically guided by its <u>Strategic Research and Innovation Agenda (SRIA)</u>, including its <u>Multi-Annual Roadmap (MAR)</u>. The SRIA serves to define the general framework for future research, development and innovation activities in relation to EOSC, while the MAR serves as periodic and direct input to the Commission's Horizon Europe Work Programme. Both are developed on a periodic basis, and in the first quarter of 2026, the Partnership will draft SRIA 2.0.

1





1.2 European Commission & the EOSC environment

The EOSC Partnership is managed within the Commission's Directorate-General for Research and Innovation, DG RTD. Responsibility for the Partnership falls under DG RTD's Directorate A, ERA & Innovation and is funded through Horizon Europe. Within Directorate A is the Open Science Unit (A.4) headed by Michael Arentoft, which serves as the de facto point of contact between the EOSC Association and the EC.

The EOSC Partnership is the only EC Partnership managed under Directorate A, however it is also designated as the only "cross-pillars" Partnership in Horizon Europe and therefore has an unspecified matrixed relationship to other EC Directorates, Partnerships, EU agencies and HE objectives.

There is an especially critical relationship between DG RTD and DG CNECT with respect to EOSC, and which is fundamental to its success. Developing and deploying EOSC has long been an important focus for DG CNECT and they are deeply involved in EOSC's technical implementation. EOSC's home within DG CNECT is in Directorate General C: Enabling and emerging technologies. DG CNECT managed the procurement of the recently launched EOSC EU Node, the first operational node in the forthcoming EOSC Federation.

Finally, the European Research Executive Agency (REA) manages all Horizon Europe research and innovation projects, including the funding streams from both DG RTD and DG CNECT, with a mandate to support the EU Research & Innovation policy. All INFRAEOSC projects, therefore, reside in REA's Unit C.4: Reforming European R&I and Research Infrastructures.

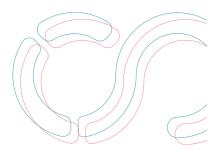
1.3 Tripartite Collaboration

1.3.1 Tripartite Governance

The <u>EOSC Tripartite Governance</u> is a concept of strategic coordination between the EU, represented by the Commission, the EOSC Association, and the Member States and Associated Countries of the policy sub-group EOSC Steering Board to resource and support the implementation of the EOSC environment in Europe, advancing an Open Science system and aligning national and EU policies to improve the production of FAIR research output.

The Tripartite Governance ensures dialogue and strategic coordination of the policy implementation objectives of EOSC and its framework conditions as a pilot action to deepen the European Research Area (ERA).

The Tripartite Governance meets typically two times a year at what is known as the European Tripartite Event.





1.3.2 Tripartite Group

The main scope of the <u>Tripartite Group</u> is to prepare commonly agreed positions and support the strategic steering of the EOSC Tripartite Governance in what concerns the establishment and operation of EOSC, including the <u>EOSC Federation</u>¹. The Tripartite Group is composed of appointed representatives of the three parties of the EOSC Tripartite Governance.

In 2025 and 2026, the EOSC Tripartite Group will have to focus on two key activities to shape the future of EOSC:

- Continue to define the incremental process for the identification and enrolment of EOSC Nodes into the EOSC Federation.
- Discuss and endorse the EOSC-A-led developments on the EOSC Federation Handbook.

The group meets roughly every four weeks.

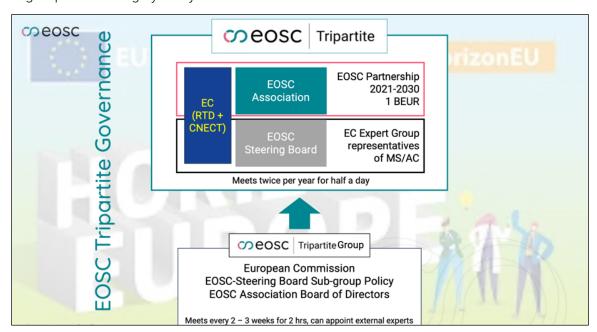
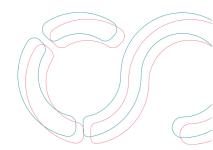


Fig. 1: Role of the Tripartite Group.

1.3.3 EOSC Steering Board

Though not a party to the EOSC Partnership's MoU, the EOSC Steering Board (EOSC-SB) is one-third of the <u>Tripartite Collaboration</u> that serves to govern the EOSC Partnership (together with the Commission and EOSC-A). The EOSC-SB is composed of representatives of the 27 Member States as well as the Associated Countries (MS/AC) implementing Horizon Europe, and has

¹ Towards a fully-fledged EOSC Federation: https://eosc.eu/news/2024/05/towards-a-fully-fledged-eosc-federation/







been structured as an EC policy sub-group. The EOSC-SB meets periodically to provide strategic advice and MS/AC views to the Commission and EOSC-A on the implementation of EOSC.

The objectives of the EOSC-SB are those of the Partnership as a whole, with the specific mission to ensure continuity of the EOSC coordination between the Commission and the MS/ACs.





2 EOSC Association Board members: Responsibilities and expectations

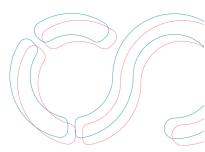
2.1 Time commitment and meeting schedules

As an EOSC Association Board member, you are expected to dedicate a substantial amount of time to the organisation's activities. Board members are involved in a wide range of tasks that are both strategic and operational. Your involvement in these tasks ensures the effective functioning and growth of the EOSC Association.

A significant portion of your EOSC-A weekly work time is dedicated to attending and preparing for meetings. This includes regular Board meetings, committee sessions, and strategic discussions. Based on recent survey data, EOSC-A Board members typically spend more than 7 hours per week on EOSC-A related activities. The Board meets online every Friday afternoon from 14:00 to 16:00 CET. Preparation for these meetings is often crucial, and Directors are expected to attend and actively participate.

2.2 Ongoing activities requiring support from the Board

- Evolving the EOSC Federation and by admitting EOSC Nodes
- EOSC-A Task Forces
 - o EOSC Technical and Semantic Interoperability Task Force
 - o FAIR Metrics and Digital Objects Task Force
 - o Health Data Task Force
 - o Long-Term Data Retention Task Force
- EOSC Opportunity Area Expert Groups
 - o OA1: Persistent Identifiers
 - o OA2: Metadata, Ontologies and Interoperability
 - o OA3: FAIR Assessment and Alignment
 - o OA4: User and Resource Environments
 - o OA5: Skills, Training, Rewards, Recognition & Upscaling
 - o OA6: Open Scholarly Communication
 - o OA7: Research Software
- Horizon Europe INFRAEOSC Projects
 - o **EOSC Gravity**
 - o EOSC United
- SRIA 2.0
- Major annual events
 - EOSC Symposium





- o EOSC Winter School
- o <u>EOSC-A General Assembly</u>

3 FOSC Association AISBL

3.1 Secretariat

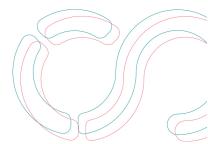
The EOSC Association is the legal entity established to govern the <u>European Open Science Cloud</u>. The Association was established as a Belgian AISBL on 29 July 2020. Established with four founding members, the Association has since grown to around 250 Members and Observers.

The Association's first employee, its Secretary General, began work in June 2021 as part of the now defunct Horizon 2020 project EOSCSecretariat.eu, and operationalised the EOSC-A Secretariat on 1 November 2021. The fully staffed EOSC-A Secretariat is now headquartered at EOSC-A's central Brussels office.

While European Partnership status fortified European, national and institutional EOSC stakeholders with European funding through 2027, the EOSC Association Secretariat is funded primarily by its membership fee structure as specified in Art. 2.5 of its Articles of Association, and Art. 7 of its Internal Regulations.

The Secretariat and the Secretary General operate according to Art. 5 of the Articles of Association and Art. 5 of the Internal Regulations.

The Secretary General advises and supports the General Assembly and the Board and coordinates the implementation of their decisions. The Secretary General is entrusted with the day-to-day management of the Association, leads the Secretariat and serves as secretary to the General Assembly and the Board. The Secretary General and the other Personnel of the Secretariat are compensated for their activities.





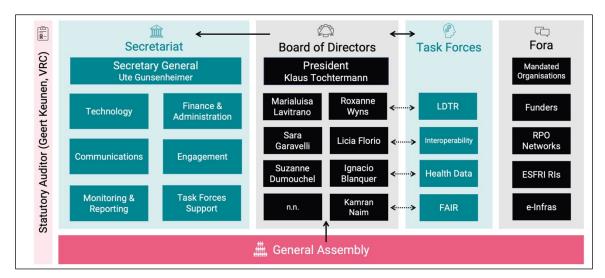


Fig. 2: EOSC-A organisational structure as of 01 September 2025

3.2 Principles

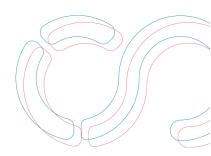
The EOSC Association (hereafter "EOSC-A", "the Association") is structured as a **Belgian non-profit association**, known in French as "Association Internationale Sans But Lucratif" (AISBL) and in Dutch as "Internationale Vereniging Zonder Winstoogmerk" (IVZW). The official language of EOSC-A is French, and EOSC-A is subject to the French-speaking authority in Belgium, however the Association's working language is English.

This legal form is specifically designed for organisations that operate internationally and pursue activities of a non-profit nature. As an AISBL, the organisation is subject to strict regulations under Belgian law, including requirements for transparency, governance, and financial reporting. The organisation is registered with the Belgian authorities and published in the Belgian State Gazette ("Moniteur Belge"). The AISBL status allows the organisation to benefit from legal recognition across the European Union, facilitating its cross-border activities.

The following chapter provides an overview of the liability that directors of a Belgian AISBL may face. Understanding this liability is crucial for responsible governance and minimizing personal and organisational risk.

3.3 Regulation & governance

The organisation's operations are governed by its <u>Articles of Association</u>, which outline its purpose, membership structure, governance framework, and the roles and responsibilities of its decision-making bodies. The General Assembly (Art. 3) is the supreme decision-making body, and is composed of one Delegate per Member with voting rights and one Representative per Observer without voting rights. The Board of Directors (Art. 4) is elected from amongst the





Delegates of the General Assembly and is responsible for strategic oversight and operational decisions. The day-to-day management of the Association is entrusted to the Secretariat (Art. 5), led by the Secretary General, which ensures the implementation of the Board's decisions and the smooth functioning of the Association's activities and operations.

The Association and its policies are further bound by its <u>Internal Regulations</u>, which were adopted in an open vote with a two-thirds double majority by the General Assembly on 21 November 2023. The Internal Regulations are drawn up pursuant to Article 9.2 of the Articles of Association and to further specify the Internal Regulations of the Association.

The Association is validly represented in legal proceedings and towards third parties, including public officers, by either:

- 1. The President or Vice-President acting alone;
- 2. An ad hoc proxy holder appointed by the General Assembly; or
- 3. Within the limits of day-to-day management of the Association, by the Secretary General.²

The members of the Board shall not be personally liable for such commitments of the Association with third parties. They are only liable for the (non-)performance of their individual function, including misconduct in their responsibilities and tasks.³

EOSC-A Members likewise do not assume any liability for the commitments of the Association.

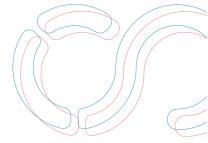
3.4 Board of Directors

Serving as a director of a Belgian Association Internationale Sans But Lucratif (AISBL), is a significant responsibility.

The President of the EOSC Association, elected by the General Assembly and serving as a member of the Board of Directors, provides strategic leadership, chairs the EOSC Association General Assembly and Board of Directors meetings and acts as the official representative of the Association in the Tripartite Collaboration.

Directors are entrusted with overseeing the management of the organisation and guiding its strategic direction. Under Belgian law, directors of an AISBL are accountable for their actions and decisions. Directors may be held personally liable for certain actions, especially if these actions are proven to be negligent, fraudulent, or outside the scope of their legal authority.⁴

⁴ https://www.ejustice.just.fgov.be/eli/loi/2019/03/23/2019040586/moniteur



² Articles of Association, Art. 4.7

³ Articles of Association, Art. 4.8



3.4.1 The Board's authority

The Board has the power to:

- 1. Convene the General Assembly;
- 2. Prepare the meetings of the General Assembly and propose decisions;
- 3. Prepare the budgets and the annual accounts, including the annual membership fees, to be submitted to the General Assembly for approval;
- 4. Propose amendments to the Articles of Association and Internal Regulations;
- 5. Provide recommendations on the admission or termination of Members and Observers;
- 6. Direct the implementation of decisions made by the General Assembly;
- 7. Propose to set up and dissolve operational and advisory bodies (subject to validation by the General Assembly);
- 8. Appoint the Vice-President and Treasurer from amongst its Directors, and dismiss them;
- 9. Appoint, dismiss and discharge the Secretary General;
- 10. Represent the Association at external events, promoting the Association's visibility, public relations work and identity; and
- 11. Propose to the General Assembly to appoint, dismiss and discharge the Statutory Auditor.

3.4.2 Reducing liability risk

EOSC-A holds directors insurance for all members of the Board, which protects individual Directors against personal liability for actions undertaken in good faith.

