

## Annex 1:

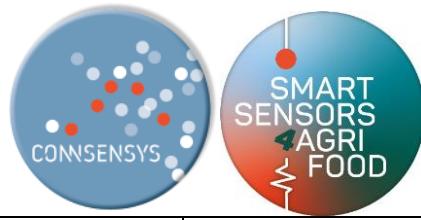
### Governance Structure ‘Smart Sensors 4 Agri-food’

The Smart Sensors 4 Agri-food Partnership, hereafter referred to as the ‘Partnership’ has been set up between the following **Regular Members** (coming from 13 different regions):

- **Asociación de Investigación de Ind. Cárnica del Principado de Asturias (ASINCAR)** coming from the Asturias region (Spain)
- **Corallia** coming from the Attica region (Greece)
- **CIMES and Terralia-PASS** coming from the Auvergne-Rhône-Alpes region (France)
- **Bretagne Développement Innovation** coming from the Brittany region (France)
- **Innoskart ICT Cluster and Central Transdanubian Regional Innovation Agency (CTRIA)** coming from the Central Transdanubia region (Hungary)
- **Flanders’ FOOD and DSP Valley** coming from the Flanders region (Belgium)
- **Asociación Clúster Alimentario de Galicia (CLUSAGA) and Fundación Instituto Tecnológico de Galicia (ITG)** coming from the Galicia region (Spain)
- **Asociación de la Industria Navarra** coming from the Navarra region (Spain)
- **AgriFood Capital BV** coming from the North Brabant region (The Netherlands)
- **Food-Processing Initiative e.V. and Technische Hochschule Ostwestfalen-Lippe with the partnership Smart Food Technology OWL** coming from the North-Rhine Westphalia region (Germany)
- **CCIS - Chamber of Agricultural and Food Enterprises** with the strategic research and innovation partnership **SRIP HRANA** coming from Slovenia
- **Seinäjoen Ammattikorkeakoulu Oy** coming from the Southern Ostrobothnia region (Finland)
- **Wagralim** coming from the Wallonia region (Belgium)

The Partnership is also composed by the following **Associated Organisations**:

Region	Associated Organisation(s)
Asturias (Spain)	Instituto de Desarrollo Económico del Principado de Asturias (IDEPA) (public government), Fundación Centro Tecnológico de la Información y la Comunicación (CTIC) (Research & Technology Organisation (= RTO)), Fundación IDONIAL (IDONIAL) (RTO)
Auvergne-Rhône-Alpes (France)	Vegepolys Valley (Cluster) and Minalogic (Cluster)
Brittany (France)	Images & Réseaux (Cluster), Valorial (Cluster), ACT FOOD Bretagne (RTO), Photonics Bretagne (Cluster and RTO), CEA Tech Quimper (RTO)
Central Transdanubia region (Hungary)	Campden BRI Hungary (RTO) and BME FIEK (RTO)



Flanders (Belgium)	Smart Digital Farming (Cluster), Pack4Food (Cluster), Imec (RTO), Flanders Make (RTO), MeBioS – KU Leuven (RTO), ILVO (RTO) and Foot Pilot (Pilot facility)
North-Rhine Westphalia (Germany)	Fraunhofer IOSB-INA (RTO)
Wallonia (Belgium)	CRA-W (RTO)

Involvement and support of the regional authorities is requested by the European Commission. The regional authorities can contribute to the Partnership with complementary financial support at regional level, involvement and providing information about all the relevant activities.

## PART 1: Name of the Partnership

### *Article 1*

The Partnership's name is Smart Sensors 4 Agri-food. The Partnership is an informal network of organisations.

## PART 2: Vision and objectives of the Partnership

### *Article 2*

The vision of Smart Sensors 4 Agri-food is to support all the agri-food companies to ensure they make the leap towards Industry 4.0 and that the agri-food sector evolves into an interconnected, resilient and smart agri-food system in Europe. Making the leap towards Industry 4.0 is the final step of a larger strategy and trajectory involving all aspects linked to the digitalization of the agri-food industry, such as data management, blockchain, artificial intelligence, augmented reality, robotics (cobots), cybersecurity, skills development of workers and management, etc.

The aim of this Partnership is to contribute to the development and roll-out of the Smart Specialisation Strategies of the involved regions, notably via the set-up of a network of connected living labs in the EU (described in the Operational Handbook of the network of living labs). Also, interregional investment projects between companies will be stimulated and set-up. In the end we want to come to interregional innovation investments linked to the network of living labs.

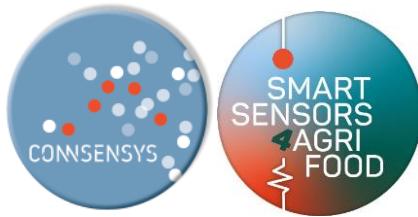
Overall objectives of Smart Sensors 4 Agri-food are:

- Set-up of a platform between agri-food clusters and cluster organisations representing the technology- and/or digital solution providers, relevant RTOs and other related stakeholders, to lower the barriers for agri-food companies to access and implement the newest technologies linked to digitalization.
- As backbone of our overall concept we will establish a network of living labs, where technologies linked to Industry 4.0 can be demonstrated, tested and where relevant training sessions, workshops and demonstrations can be organized.
- The collaboration between the clusters and RTOs will create a trust zone between the involved sectors. The aim is to facilitate the exchange of know-how and to accelerate the introduction and integration of Industry 4.0 technologies in the agri-food industry in a broad sense (from multinationals to locally operating SMEs).

## PART 3: Structure of the Partnership

### *Article 3*

The Partnership will be composed of the following components:



- Regular Members and Associated Organisations, described in Articles 4, 5 and 6
- Established Office, described in Article 7
- Steering Committee, described in Articles 8, 9 and 10
- Chairman and Vice-Chairman, described in Article 11
- Board, described in Articles 12 and 13

The Established Office, Steering Committee and Board shall apply the principles of transparency and non-discrimination.

### ***Regular Members and Associated Organisations***

#### *Article 4:*

The Partnership will be composed of Regular Members and Associated Organisations, who are committed to comply with the Governance Structure established in this document and who agree with the Strategy and Implementation Roadmap of the Partnership (Annex 2 and Annex 3 of the Partnership Agreement).

The Regular Members are legal entities in the form of clusters (or innovation actors providing similar services) or RTO-type organisations. Clusters or innovation actors should represent SMEs and support them in their innovation process.

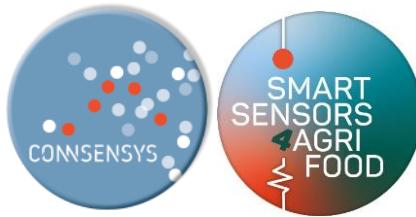
There are up to 2 Regular Members per region, preferably 1 that represents the agri-food sector and 1 that represents the technology and/or digital solution providers. Per region at least one Regular Member has received a Letter of Support from their respective regional authority (see Attachment 1 for the signed Letters of Support).

Associated Organisations are any legal entity relevant to the Partnership's objectives and willing to support the implementation of the Strategy and Implementation Roadmap. Associated Members can be part of Working Groups but cannot coordinate a Working Group and have an advisory role.

#### *Article 5:*

The responsibilities of the Regular Members are:

- Attend and participate actively in the Steering Committee meetings
- Participate actively in the Working Groups and/or common projects
- Support the Board in its duties
- Support the Established Office with the elaboration of project proposals that support the roll-out of the Partnership's Strategy and Implementation Roadmap.
- Guarantee and follow-up the implementation of the Partnership's Strategy, Implementation Roadmap, multi-year plan and annual workplan
- Pay an annual Partnership fee directly to the dedicated bank account of the Established Office
- Identify new opportunities and needs to be addressed (financing and cooperation)
- Involve the regional authorities and provide them with relevant information to keep them up to date on the Partnership's activities



- Participate in the international activities and events of the Partnership
- Use the Partnership's brand and logo for relevant international, national and regional actions
- Ensure that the interests of the Partnership are properly promoted and ensure reporting of activities

The Regular Members and those responsible for the daily management shall not be personally liable in any way for the obligations of the Partnership. The liability of the Regular Members and those responsible for the daily management shall be limited to the proper performance of their duties.

At their request for membership, the candidate Regular Members shall be asked to:

- Affirm a political commitment to the objectives of Smart Sensors 4 Agri-food via a signed Letter of Support of the respective regional authority.
- Agree with the Partnership Agreement, which includes the Governance Structure (Annex 1), Strategy (Annex 2) and Implementation Roadmap (Annex 3) of the Partnership.
- Clearly indicate what the strategy, capabilities and capacities of their organisation and region are linked to the digitalization of the agri-food industry.
- Pay an annual Partnership fee directly to the dedicated bank account of the Established Office.

#### *Article 6:*

Each Regular Member or Associated Organisation is free to withdraw from the Partnership by informing the Chairman in writing. The withdrawal shall be communicated to the Steering Committee at least three months before the end of the budget year. Termination will come into force starting from the next budget year. The leaving organisation will remain liable for its financial obligations until the end of the budget year.

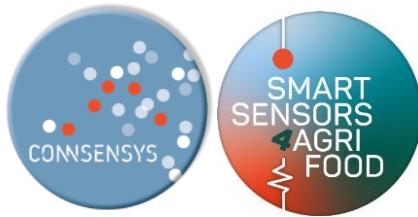
#### **Established Office**

#### *Article 7:*

The Established Office is organized at Flanders' FOOD, located at Wetenschapsstraat 14A, 1040 Brussels (Belgium). The role and place of the Established Office will stay fixed at Flanders' FOOD.

The Established Office will be responsible for:

- All the administrative tasks linked to the Partnership:
  - The set-up of a communication strategy and development of the necessary tools and platforms (e.g. website)
  - Preparation and reporting of the Steering Committee and Board meetings
  - Screening of project calls
  - Elaborate project proposals, supported by involved Regular Members and Associated Organisations
  - Preparation of the annual report of the Partnership
  - Preparation of the reports for the EC
  - Set-up and follow-up the multi-year plan and annual workplan for the Board, etc.



- All the financial tasks linked to the Partnership:
  - Management of all incoming and outgoing payments
  - Overseeing and managing the budget
  - Administration of all accounting issues
  - Monitoring annual Partnership fee collection
  - Ensuring effective financial monitoring and reporting
  - Ensuring the appropriate financial systems and controls are in place, etc.

### **The Steering Committee**

#### *Article 8:*

The Steering Committee is the decision-making body of the Partnership bringing together all the Regular Members of the Partnership, with a maximum of 2 Regular Members per region.

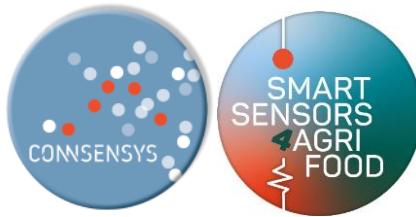
The Steering Committee shall:

- Approve the annual workplan and the annual budget for the following year, set-up and proposed to the Steering Committee by the Board
- Elect the Chairman and the other members of the Board
- Release the Chairman and the other members of the Board from their responsibilities after their terms of office
- Approve the annual report and the accounts/expenditures for the closed year
- Decide on changes in the Partnership Agreement
- Agree on changes in the Internal Working Rules (see Attachment 2)
- Decide which Working Groups will be established
- Decide on the amount upon which the Chairman is authorized to decide alone and the amount upon which the Chairman needs approval from the Board.
- Decide whether the amount of the annual Partnership fee should be adjusted
- Decide on the admission of new members that are willing to join the Partnership
- Decide whether to exclude members (e.g., if the Partnership fee is unpaid) or dissolve the Partnership
- Be responsible for any other major issue, including the development of new objectives for the Partnership

**Quorum and decision:** The Steering Committee meeting can only take place if at least 2/3 of the members are present or represented (including remotely). Decisions shall be taken with at least a 2/3 majority of the members of the Steering Committee present or represented (including remotely).

Up to 2 Regular Members per region can attend the Steering Committee meeting and each Regular Member has 1 vote. In case there is only 1 Regular Member in a region, the Regular Member of that region has 2 votes.

Associated Organisations can attend the Steering Committee meeting with no voting rights.



#### *Article 9:*

The Steering Committee shall meet at least two times per year. Steering Committee meetings can be organised remotely, but physical meetings are preferred. The Chairman can convene an extra Steering Committee meeting in case of urgent matters

Each meeting of the Steering Committee shall take place in one of the member regions. The Steering Committee shall be convened by the Board. At least 2 months before the meeting written notice shall be sent by electronic mail and shall indicate the date, time, place and draft agenda of the Steering Committee meeting. The draft agenda should also include the relevant decisions to be taken during the meeting.

Each member of the Steering Committee shall have the right to propose topics for the agenda, submit requests for information or other requests. At the beginning of each meeting, the agenda will be approved.

Each Regular Member will ensure that a suitable representative attends the Steering Committee, fulfilling the requirements as outlined in this Governance Structure.

#### *Article 10:*

The minutes prepared by the Established Office and the decisions of each Steering Committee meeting shall be approved by all Regular Members of the Partnership. The Regular Members have 10 working days to respond and give comments on the minutes, counting from the day they are circulated by the Established Office. The response will be recorded as a passive approval in case of no response. After approval by all Regular Members, the minutes shall be co-signed by the Chairman and another member of the Board. The Established Office distributes the minutes to all members.

The meeting minutes and appendices thereto shall be kept in a register available at the Established Office of the Partnership.

### ***Chairman and Vice-Chairman***

#### *Article 11:*

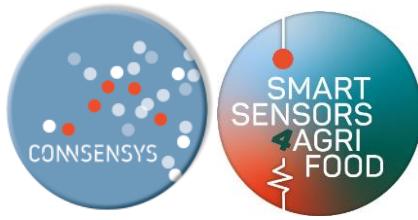
The Chairman and Vice-Chairman will be elected by the Steering Committee.

The role of the Chairman and Vice-Chairman should each be attributed to one single person, coming from a different region, and their activities and actions will be aligned with the outlined activities in the annual workplan. Also, the Chairman needs to come from a different organisation than the Established Office.

The Chairman will act as the coordinator of the Partnership and will:

- Represent the Partnership on a European level
- Coordinate the initiation of common projects and activities
- Report towards the European Commission (documents will be prepared by the Established Office)
- Send and share information (documents will be prepared by the Established Office)
- Organize and preside over meetings of the Steering Committee and the Board

The Chairman can make decisions regarding the everyday management of the Partnership.



The Chairman must stay between the budgetary lines agreed by the Steering Committee. The Chairman can make expenses without a formal decision of the Board restricted to a maximum amount. The amount upon which the Chairman is authorized to decide alone and the amount upon which the approval of the Board is needed, will be decided by the Steering Committee.

In case the Chairman wants to resign, he/she needs to inform the Steering Committee in writing. Also, in case the Chairman is unable to further fulfill his/her role, the Vice-Chairman will take over and will be appointed by the Steering Committee as new Chairman, until the new election during the next Steering Committee.

### ***The Board***

#### *Article 12:*

The Board is the executive body of the Partnership and needs to implement the decisions of the Steering Committee. The Board is composed of the Chairman, the Vice-Chairman, the Established Office (as secretary) and the coordinators of the Working Groups.

Associated Organisations cannot become a member of the Board.

#### *Article 13:*

Two physical Board meetings will be organized every calendar year. The Board will also have telephone (or video) conferences every three months in addition to the physical meetings.

**Quorum and decisions:** All Board members are required to be present for the meetings to take place. Board decisions shall be taken by simple majority of Board members present or represented. The Chairman shall cast the deciding vote in the event of a tied vote.

The Chairman, Vice-Chairman and the other members of the Board shall be elected by the Steering Committee for a term of two years, except for the Established Office which will stay fixed at Flanders' FOOD. If a member of the Board wishes to resign before the end of his or her term, he or she shall inform the Chairman in writing.

### **PART 4: Annual workplan, Partnership fee & financial responsibility**

#### *Article 14:*

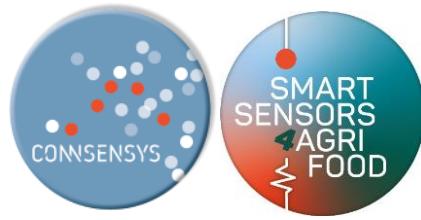
The annual workplan will be elaborated by the Board and approved by the Steering Committee. The annual workplan will be used as basis for:

- The activities of a specific year
- Annual Partnership fee
- The yearly reporting of activities and financial situation

#### *Article 15:*

The annual Partnership fee will be the same amount for each region and needs to be paid to the Established Office. This amount will be decided during the first Steering Committee meeting, based on the annual workplan. The Regular Members of each region will decide on who will pay which part of the fee.

This Partnership fee needs to be paid to the Established Office during the first 2 months of the financial year. By paying this Partnership fee the members agree with the latest version of the Partnership Agreement.



Refraining to pay the annual Partnership fee can be a reason for exclusion and will be decided by the Steering Committee.

The received fees will be used, amongst other things, to:

- Reimburse the travel expenses and representation costs of the Chairman and Vice-Chairman
- The management of the Established Office that is responsible for all the administrative and financial tasks (See Article 7)

## **PART 5: Representation - Financial Year**

*Article 16:*

The Chairman shall not be entitled to act or make legally binding declarations on behalf of any other Member of the Partnership, unless explicitly stated otherwise in this Partnership Agreement, or if the Steering Committee entitles the Chairman with such a power by a unanimous decision and for specific actions related to the Partnership.

*Article 17:*

The financial year of the Partnership shall begin on the 1<sup>st</sup> of January and end on the 31<sup>st</sup> of December of the same year.

## **PART 6: Miscellaneous**

*Article 18:*

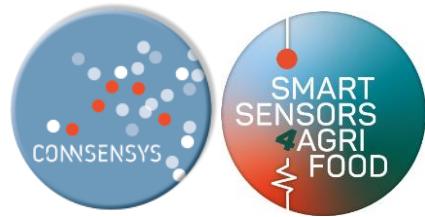
The official version of the Articles of the Governance Structure shall be drafted in English.

*Article 19:*

Any dispute concerning the Articles of the Governance Structure or any decision by one of its bodies shall be governed by Belgian law and shall be referred to the English-speaking Court in Brussels. The Established Office will represent the Partnership in case of a legal issue concerning the Partnership.

*Article 20:*

In the event of dissolution, the Steering Committee decides on, in accordance with the Governance Structure, the allocation of the remaining net balance after payment of debts and payment of charges.



## **Attachment 1: Signed Letters of Support**

See pdf: Attachment 1\_Governance Structure\_LoS

## **Attachment 2: Internal Working Rules**

See pdf: Attachment 2\_Governance Structure\_Internal Working Rules