

UNITED ARAB EMIRATES UNIVERSITY
UNIVERSITY COUNCIL BYLAWS

Preamble

In accordance with the United Arab Emirates University Law (#4/1976) and related Bylaws:

ARTICLE I

Definitions

Bylaws: University Council Bylaws

Chair: The Chair of the Council

Chancellor: The Chancellor of the UAEU

Chief Executive Officer (CEO): The Vice Chancellor of the UAEU

Council: The University Council (Governing Board) of the UAEU

Independent Council Members: The members of the Council from outside the University

Law: Federal Law #4/1976 concerning the establishment of the UAE University

Secretary: The Executive Administrator of the Council

United Arab Emirates: UAE

University or UAEU: The United Arab Emirates University

ARTICLE II

Membership of the Council

- 1) In addition to the Chancellor, who is the Chair of the Council, the Council is composed of the following members:
 - a) Seven members who are renowned local experts and personalities, appointed by the UAE Council of Ministers (voting members);
 - b) Vice Chancellor (Chief Executive Officer) of the University (voting member);
 - c) Four faculty members of the University, selected by the Chancellor (non-voting members);
 - d) The Council may elect to add members from inside or outside the University to help in achieving its mission (voting members).
- 2) The term of service for the Council members is two years, renewable. In order to promote stability and continuity while allowing turnover to introduce new ideas and perspectives, the Council shall observe a practice of staggering appointments of new members.
- 3) The Executive Committee shall nominate new replacements of Council Members.
- 4) Council members shall finish their term of service at its natural expiration, unless they request earlier termination for specific reasons.
- 5) Due process, proposed by the Executive Committee and approved by the Council, should be followed to remove members of the Council. Members shall be removed only for cause and specified reasons.
- 6) The power to remove Council Members is placed in the hands of the full Council, with absolute majority of voting members required for action to take place.

ARTICLE III

Function of the Council

- 1) The University Council is the highest governing authority within the organizational and governance structures of the University. It is an independent policy-making body that, through its membership, activities, and decisions, is capable of reflecting constituent and public interest.
- 2) The Council is responsible for the quality, integrity, and financial sustainability of the

University and for ensuring that its mission is being achieved. The Council exercises appropriate oversight over University policies and ongoing operations, with the following specific responsibilities:

- a) Approval of the University Strategic Plan within the context of the country's general vision for higher education;
- b) Endorsement of the action plan along with the necessary resources to achieve the University objectives;
- c) Ensuring that the institution's core purposes and values are fulfilled through development, approval, and oversight of institutional policies and operations;
- d) Establishment of University executive, financial, and administrative bylaws;
- e) Endorsement of the annual University budget and financial statement;
- f) Approval of the establishment of academic programs;
- g) Determination of the privileges to be granted to students;
- h) Approval of academic degrees conferral by the University;
- i) Endorsement of student admission policies;
- j) Determination of University fees;
- k) Approval of the establishment of new colleges and research centers or institutes, or amendment of existing ones;
- l) Endorsement of policies for investment, management, and disposition of the University funds;
- m) Acceptance of donations through gifts, bequests and endowments, among others, provided that they do not conflict with the University's objectives;
- n) Nominating the Chief Executive Officer and annual assessment of his/her performance;
- o) Approval of major executive appointments;
- p) Approval of the top-level organizational structure of the University;
- q) Participation, as appropriate, in institutional and professional accreditation processes; and
- r) Any other responsibilities specified by laws and regulations.

ARTICLE IV Committees

- 1) In order to ensure that the University Council is meeting its obligations of oversight, the Council must establish standing committees and may create additional committees for specific purposes.
- 2) These Committees ordinarily meet between regular meetings of the Council, review material and reports, and provide reports and recommendations for action to the full Council.
- 3) The chair of each standing committee and its members shall be appointed by the Council Chair and shall serve for two years or until the appointment of their successors. The Council Chair shall be an ex officio voting member of all standing committees. The Council Chair shall assign a member of the University administrative staff to each standing committee who shall be the administrative liaison with the Chair of the committee.
- 4) Each standing committee has a minimum of three members. No one member should serve as chair of multiple committees at one time.
- 5) The Council may elect to add members from inside or outside the UAE in order to fulfill the responsibilities of the Council committees.
- 6) The following are the standing committees of the Council and their functions:

A. Academic and Student Affairs Committee

This committee shall consider changes in the academic programs, monitor and stimulate improvement in the academic quality and student environment of the University, and recommend actions to the Council. Specifically, the committee shall review and make recommendations on:

- i. All new academic programs and proposed major modifications to existing ones.
- ii. Proposals to establish new Colleges, Departments, Centers, and Institutes.
- iii. Programs of international education.
- iv. Matters of student life, including student organizations, student housing, extra-curricular activities, and other matters affecting students.
- v. New academic and student affairs policies and major modifications to current ones.

B. Budget, Finance and Planning Committee

This committee is responsible for monitoring, reviewing, and making recommendations to the Council concerning a broad range of planning and budgeting issues and priorities, for overseeing the use of University resources, and for ensuring an environment that is complementary to the educational mission of the University. Specifically, the committee shall review and make recommendations on:

- i. The budgetary process, budget proposals, expenditure plans, and development plans.
- ii. Budget amendments when circumstances require deviations from expenditure plans.
- iii. Matters related to endowment funds and other financial assets of the University.
- iv. Policy directions relating to the University's financial systems.
- v. Long-term plans for the development of the University, considering academic needs and priorities.
- vi. Policies relating to budgeting, finance, and purchasing.
- vii. Matters pertaining to the development and use of University facilities.

C. Audit Committee

The Audit Committee provides assurance to the Council on the efficiency and effectiveness of the University's system of internal controls, risk management and financial management. The committee oversees the work of the external and internal auditors and is responsible for making recommendations to the Council on these matters. The duties of the committee include:

- i. Advising the Council regarding its responsibilities to oversee the quality and integrity of the University's compliance with legal and policy requirements, financial reporting and financial statements, and internal controls related to risks.
- ii. Reviewing the annual internal audit plan and the extent to which it addresses high risk areas.
- iii. Reviewing the annual report of the internal audit.
- iv. Reviewing the annual certified financial reports.
- v. Providing recommendations to the Council regarding approval of the internal audit mission statement, plan, reports, and other governance documents related to both internal and external compliance and auditing activities in the University.

D. Executive Committee

- i. The Executive Committee functions as an instrument of the Council and shall possess all the powers of the Council when in session, provided that it shall not overrule, revise, or change the previous acts of the Council, or take from regular or special committees any business referred to them by the Council. The committee shall meet whenever necessary for the transaction of any urgent business that cannot be postponed to a regular meeting of the Council.

- ii. The Executive Committee shall make a written record of all its transactions and submit it to the Council at its next regular meeting, signed by all the members of the committee agreeing thereto. Such record shall be incorporated in the minutes of the Council as an integral part thereof.
- iii. The Chair of the Council is the chair *ex officio* of the Executive Committee, and the Executive Committee includes at least two other members elected by the Council. The responsibilities of the Executive Committee include, among other business, nomination of new Council members and the biennial review of the performance of the Council.
 - 7) Each standing committee shall schedule meetings as needed.
 - 8) Each standing committee shall present progress reports to the Council periodically or when requested by the Chair.
 - 9) Special Committees:
Special committees maybe established to take charge of subjects specifically referred to them. Such committees may consist of members from inside or outside the Council as may be requested by the Council at the time of their appointment. The tenure of a special committee shall expire at the completion of its assigned task.

ARTICLE V

Officers of the Council

- 1) The Officers of the Council shall consist of the Chair, a Vice-Chair, and a Secretary.
- 2) As mentioned before, the Chancellor shall act as the Chair of the Council.
- 3) The Council shall elect the Vice-Chair; the term of the Vice-Chair shall be for two-years. A Vice-Chair may serve more than one term, but not more than two consecutive terms.
- 4) The Council shall appoint a secretary, who shall not be a member of the Council
- 5) The Officers of the Council shall resume the following responsibilities:

A. Chair

- Presides all regular and special Council meetings
- Appoints the chairs and members of the standing and any other committees.
- Acknowledges communications, requests, and proposals on behalf of the Council.
- Refers requests and proposals to an appropriate committee for recommendation.
- Approves agenda items for any regular or special meeting of the Council.
- Coordinates the efforts of the Council’s standing committees.

B. Vice-Chair

The Vice-Chair will assume the duties and responsibilities of the Chair in his/her absence and will undertake any other duties as may be assigned by the Chair.

C. Secretary

The Secretary shall serve under the directions of the Council through the Chair and shall provide the necessary administrative support services to the Council. The Secretary shall:

- Prepare and distribute the agenda for each of the regular and special Council and standing and other committee meetings.
- Record and prepare minutes and reports for each of the regular and special Council and standing and other committee meetings.
- Schedule regular and special Council meeting dates in consultation with the Chair.
- Be responsible for securing information from the University administration.
- Serve as liaison between the University administrative staff and the Council.
- Perform additional duties as assigned by the Chair, the various standing, and other committee chairs.

ARTICLE VI

Meetings

- 1) The Council meets regularly and may have special meetings, as deemed necessary
- 2) The Council shall meet at least twice each semester. The Council shall at each meeting set the time for its next regular meeting.
- 3) The Council shall meet in the main campus in Al Ain. However, it is up to the Chair to call for the meetings (regular or special) in another venue or another city.
- 4) The Council may conduct any meeting by conference telephone call or other communication equipment by means of which all persons participating in the meeting can communicate with each other.
- 5) Standing committee meetings shall be called by the Secretary in consultation with the Chair of the Council and the chair of the standing committee.
- 6) A quorum of absolute majority is required to conduct a meeting. A simple majority of the voting members of the Council shall be required to adopt any motion or resolution, except for resolutions relating to the changing of these Bylaws (see Article IX. 3, below). In the event of equal votes, the side including the Chair shall overrule.

ARTICLE VII

Self-Assessment

- 1) The Council shall assess its own performance in order to identify its strengths and areas in which it may improve its functioning.
- 2) The Council evaluates the performance of the CEO.
- 3) The assessment process is conducted every two years.
- 4) A committee of the Council shall be appointed to determine the process to be used in Council self-assessment and performance evaluation of the CEO. The Council shall approve the process.
- 5) A summary of the assessment will be presented and discussed at a Council meeting scheduled for that purpose.

ARTICLE VIII

Conflict of Interest

- 1) Members of the Council shall comply with the provisions of these Bylaws and are subject to the University Standards of Code of Conduct.
- 2) Members of the Council serve a public interest role and thus have a clear obligation to conduct all affairs of the University in a manner consistent with this concept. Members of the Council are expected to place the welfare of the University above personal interests and the interests of others who may be personally involved in affairs affecting the University. All decisions of the Council shall be made solely based on a desire to promote the best interests of the University and the public good.
- 3) In any matter requiring a decision by the Council or any committee of the Council in which a participating member has an interest other than the interest of the University, the member shall disclose such interest. The member shall withdraw from the meeting unless requested to remain by the Chair and shall abstain from voting when such a matter is before the Council or committee for authorization, approval, or ratification.

ARTICLE IX

Miscellaneous

- 1) The members of the Council may be entitled to reimbursement for necessary expenses while attending meetings. Members of the Council Committees may also be entitled for reimbursement for participating in the committees. Compensation for Council members for their attendance at meetings or their service on the Council should be modest in order not to create a conflict of interest.

- 2) New Council members shall be scheduled to receive an orientation at the beginning of their term. The orientation shall include an overview of the University system, Council responsibilities, and Council policies and procedures.
- 3) These Bylaws may be amended only by two-thirds (2/3) vote of all the voting members at a Council meeting. Any amendments shall be discussed in the Council meeting and shall be approved by the absolute majority in order to take effect.