

“EUROPEAN HUMANITIES UNIVERSITY”

PUBLIC INSTITUTION

REGULATIONS OF THE GOVERNING BOARD

APPROVED

16 November 2017, Vilnius
Governing Board of European Humanities University

Content

I. GENERAL PROVISIONS	3
II. FUNCTIONS OF THE GOVERNING BOARD	3
III. COMPOSITION OF THE GOVERNING BOARD	3
IV. RIGHTS AND OBLIGATIONS OF GOVERNING BOARD MEMBERS	5
V. CHAIRPERSON OF THE GOVERNING BOARD	5
VI. WORK PROCEDURE OF THE GOVERNING BOARD	6
VII. FINAL PROVISIONS	11

I. GENERAL PROVISIONS

- 1.1. The purpose of the Regulations of the Governing Board of “European Humanities University” Public Institution (hereinafter - the “Regulations”) is to regulate work procedures of the Governing Board in more detail according to the requirements laid down in the legal acts and the Statute of “European Humanities University” Public Institution (hereinafter - the “University”).
- 1.2. The Governing Board of the University (hereinafter - the “Governing Board”) is a collegial governing body of the University.
- 1.3. In its activities the Governing Board shall follow the laws of the Republic of Lithuania, the Statute of the University (hereinafter - the “Statute”), decisions of the General Assembly of the Part-Owners of the University (hereinafter - the “General Assembly of the Part-Owners”), these Regulations, decisions adopted by the Governing Board and other legal acts.
- 1.4. If the laws or provisions of the Statute regulating the competence or activities of the Governing Board are amended, respective provisions of laws or the Statute shall prevail. Should any provisions of the Statute regulating the activities of the Governing Board activities be amended, such provisions must be complied with as of the moment of their registration.
- 1.5. The Governing Board shall organise its work according to these Regulations. These Regulations shall be approved, amended and supplemented by the decisions of the Governing Board. If the General Assembly of the Part-Owners decides to amend the provisions of the Statute regulating the activities of the Governing Board, these Regulations shall be amended by the Governing Board accordingly.
- 1.6. These Regulations are mandatory for all members of the Governing Board, members of its committees and working groups, the Rector and all other employees of the University.

II. FUNCTIONS OF THE GOVERNING BOARD

- 2.1. The Governing Board shall be the decisive governing body concerning the administration and financial management of the University, including strategic planning, budgetary and financial issues, and all related issues pertaining to the effectiveness of higher management.
- 2.2. The competence of the Governing Board shall be defined by the Lithuanian legislation and Statute.

III. COMPOSITION OF THE GOVERNING BOARD

- 3.1. Members of the Governing Board shall be elected by the General Assembly of the Part-Owners. The General Assembly of the Part-Owners may remove from office the entire Governing Board or its individual members before the expiry of the term of office.
- 3.2. The Governing Board shall consist of nine (9) members. The term of office of the Board shall be 3 years.
- 3.3. The Rector and the President are *de facto* Governing Board members by virtue of their positions.
- 3.4. The Governing Board shall elect the Chairperson of the Governing Board from among its members.
- 3.5. Only a individual person may be appointed to serve on the Governing Board.
- 3.6. There is no limitation on the number of terms of offices a member of the Governing Board may serve.

- 3.7. The powers of the member of the Governing Board shall terminate:
- 3.7.1. on the expiration of the term of office, if a new member is elected before the expiry of the term of office (clause 3.8 of the Regulations);
 - 3.7.2. upon resignation;
 - 3.7.3. when the General Assembly of the Part-Owners removes from office the member or the entire Governing Board;
- 3.8. If a new member is not appointed before the expiry of the term of office, the existing member shall continue in office until the new member is appointed. In this case the new member eventually appointed shall hold the office only for the rest of the term, if the General Assembly of the Part-Owners (hereinafter – GAPO) does not decide otherwise.
- 3.9. A member of the Governing Board may resign from the office prior to the expiry of his term of office by giving a written notice thereof to the Governing Board addressed to the Chairperson of the Governing Board at least 30 (thirty) days in advance. Therefore the resignation shall become effective not earlier than in 30 (thirty) days after submission of the notice unless it indicates a later date.
- 3.10. If an individual member of the Governing Board is appointed instead of the member who resigned or was removed from office, he/she shall only hold the office until the expiry of the term of office of the member who resigned or was removed, if the GAPO does not decide otherwise.
- 3.11. The Governing Board may form permanent or temporary committees (Executive Committee, Finance Committee, Remuneration Committee, Nominating Committee, etc.) and appoint members of these committees.
- 3.12. The Governing Board may also form working groups and appoint members of these working groups to consider separate issues or to prepare draft documents.
- 3.13. Committees and working groups shall consist of the members of the Governing Board and may include other persons as members.
- 3.14. The Governing Board shall decide on the competence and procedure of work of the committees and working groups (within the competence of the Governing Board).
- 3.15. Committees and working groups shall regularly inform the Governing Board about their activities.
- 3.16. The newly elected Governing Board (its members) shall commence in office after GAPO approves it (them). Until then the previously elected Governing Board (its members) shall exercise its functions.
- 3.17. The first meeting of the new Governing Board shall be convened by the decision of the Rector within 14 (fourteen) calendar days after the election, and in case of his/her failure to convene the meeting, the meeting shall be convened by the decision of at least 5 (five) members of the Governing Board. This meeting shall be chaired by the Rector if the Governing Board does not decide otherwise.
- 3.18. Where the Statute is amended due to the increase in the number of members of the Governing Board, newly elected members of the Governing Board may commence in office only from the date of registration of the amended Statute.

IV. RIGHTS AND OBLIGATIONS OF GOVERNING BOARD MEMBERS

- 4.1. Members of the Governing Board (including the Chairperson) shall have the following rights:
 - 4.1.1. to participate in the meetings of the Governing Board;
 - 4.1.2. to familiarise him/herself with agenda issues, draft decisions and other related documents; propose additional issues for the agenda of the meetings and prepare draft decisions of the Governing Board;
 - 4.1.3. to initiate a meeting of the Governing Board by submitting a written proposal to the Chairperson, specifying agenda of the meeting and draft decisions;
 - 4.1.4. to express his/her opinion in every Governing Board meeting regarding any issue of its agenda,; to make remarks to the Chairperson of the meeting regarding the procedure of the meeting and compliance with the Regulations;
 - 4.1.5. to express in advance in writing his/her will "for" or "against" regarding the agenda and draft decisions of the meeting of the Governing Board, where he/she will not be able to participate by filling in a general ballot; ;
 - 4.1.6. to comply with the other rights indicated in the Statute and other legal acts.
- 4.2. Members of the Governing Board (including the Chairperson) shall have the following obligations:
 - 4.2.1. to act in good faith and reasonably in respect of the University;
 - 4.2.2. to avoid situations of conflict of interests between his/her personal interests and the interests of the University; to inform in writing the Governing Board about such situations;
 - 4.2.3. not to use the property of the University or the information about the University for personal benefit or that of third persons;
 - 4.2.4. to participate in the meetings of the Governing Board;
 - 4.2.5. to be loyal to the University and keep its confidential information;
 - 4.2.6. to perform duly other duties set by the Statute, these Regulations and other legal acts.

V. CHAIRPERSON OF THE GOVERNING BOARD

- 5.1. The Governing Board shall have the power to elect and remove from office the Chairperson of the Governing Board (hereinafter the "Chairperson").
- 5.2. The Chairperson shall be elected from among the members of the Governing Board.
- 5.3. The decision to elect or remove from office the Chairperson shall be taken by the simple majority vote of all members of the Governing Board. If none of the candidates carry the majority vote, a repeated vote must be organized within one month after the election of the Governing Board. In case none of the candidates carry the necessary number of votes during three consecutive votings, the Chairperson shall be elected by the General Assembly of the Part-Owners by simple majority vote.
- 5.4.
- 5.5. The term of office of the Chairperson shall correspond to his/her term of office as the member of the Governing Board.

- 5.6. There is no limitation on the number of terms of office the Chairperson may serve.
- 5.7. The Chairperson shall represent the Governing Board and shall act on behalf of the Governing Board.
- 5.8. The Chairperson shall:
 - 5.8.1. organise the work of the Governing Board in cooperation with the Rector;;
 - 5.8.2. convene the meetings of the Governing Board at his/her initiative or at the initiative of any member of the Governing Board, prepare agendas and draft decisions and other draft documents of the Governing Board;
 - 5.8.3. invite other persons to the meetings of the Governing Board and grant them access to the information relating to the agenda of the meeting, if necessary;
 - 5.8.4. chair the meetings of the Governing Board (unless the Governing Board elects other member of the Governing Board to chair a particular meeting of the Governing Board);
 - 5.8.5. nominate to the Governing Board the candidates for the Vice-Chairperson;
 - 5.8.6. inform members of the Governing Board about notices, proposals and other information received from the Part-Owners of the University, members of the Governing Board and other persons;
 - 5.8.7. represent the interests of the University in relations with other persons within the scope of his/her competence established in the Statute and other legal acts;
 - 5.8.8. receive from the Rector all information about academic, economic and other activities of the University necessary for organising the work of the Governing Board and adoption of decisions;
 - 5.8.9. perform other duties set by the Statute, these Regulations and other legal acts.
- 5.9. The Chairperson is entitled to authorise and assign another member of the Governing Board to fulfil certain duties prescribed to the Chairperson or to perform certain actions.
- 5.10. The Chairperson is accountable to the Governing Board. At the request of any member of the Governing Board the Chairperson must provide a report or other explanations to the Governing Board about fulfilment of his/her duties.

Vice-Chairperson

- 5.11. The Governing Board may choose to elect (remove from the office) the Vice-Chairperson. The Chairperson shall nominate the candidates to the office of the Vice-Chairperson. The Governing Board shall establish the competence of the Vice-Chairperson. The Vice-Chairperson shall carry out the instructions of the Chairperson. The term of office of the Vice-Chairperson shall correspond to his/her term of office as the member of the Governing Board. The Vice-Chairperson shall be accountable to the Chairperson and the Governing Board.

VI. WORK PROCEDURE OF THE GOVERNING BOARD

Convocation Of The Meeting

- 6.1. Meetings of the Governing Board shall be convened four (4) times a year.
- 6.2. Every member of the Governing Board has a right of initiative to propose to convene a meeting of the Governing Board.
- 6.3. Meetings of the Governing Board shall be convened by the decision of the Chairperson or the Rector or at least 5 (five) members of the Governing Board by sending a notice to each member of the Governing Board at least 14 (fourteen) calendar days before the meeting.
- 6.4. The Chairperson of the Governing Board must consider and act upon the resignation of any

Member at its next meeting.

- 6.5. Any notice about a meeting of the Governing Board, as well as any formal request of a member of the Governing Board to the entire Governing Board, the Chairperson or other members of the Governing Board, may be delivered in person in writing or sent by e-mail or similar means of communications that would enable to display text of the notice and sender.

Agenda

- 6.6. The Chairperson, the Rector or the members of the Governing Board who took the decision to convene the meeting must indicate the date, time, venue, proposed issues of agenda to be discussed during the meeting and draft decisions. Drafts of the documents must also be attached to the notice if these documents are submitted for the approval of the Governing Board.
- 6.7. Each member of the Governing Board may propose additional issues for the agenda and their draft decisions, as well as draft documents, which have to be included in the agenda by the Chairperson or the members of the Governing Board who took the decision to convene the meeting provided he/she/they received written proposals regarding additional issues not less than 5 (five) calendar days before the meeting of the Governing Board.
- 6.8. A final agenda of the meeting of the Governing Board and draft decisions as well as draft documents for the meeting must be sent by the Chairperson, the Rector or the members of the Governing Board who took the decision to convene the meeting to the members of the Governing Board at least 3 (three) calendar days before the meeting.
- 6.9. The Governing Board shall not be entitled to adopt decisions on issues not listed on the agenda and draft decisions, as well as draft documents, that were not announced, except when all members of the Governing Board participate in the meeting in person.

Participants Of The Meeting

- 6.10. Members of the Governing Board participate in the meeting of the Governing Board. The member of the Governing Board shall notify the Chairperson if he/she can not participate in the meeting. If the member of the Governing Board is not available to attend the meeting in person, he/she has a right to join the meeting via Skype or similar means of communications.
- 6.11. The meetings of the Governing Board as a rule are closed meetings, but the Governing Board may decide to hold a public meeting.
- 6.12. Every member of the Governing Board shall have the right to authorise in writing another member of the Governing Board to attend the meetings of the Governing Board and to vote in his/her name according to provided voting instructions on all or any particular issues of the agenda of the meeting. In such a case such an authorised member of the Governing Board shall have 1 (one) vote for each member of the Governing Board he/she is representing and 1 (one) vote for him/herself.
- 6.13. Other persons may also participate in the meetings of the Governing Board without the right to vote if invited to the meeting by the Chairperson or any member of the Governing Board and the Governing Board approves it. If information, which is discussed at the meeting, is confidential, the above-mentioned persons must undertake to keep it in confidence, not to divulge and not to use it against the University by signing a separate agreement.
- 6.14. The members of the Governing Board who cannot participate in the meeting may submit their written opinion to the Chairperson on the issues of the agenda of the meeting and the Chairperson must announce it in the meeting. The submission of the opinion shall not be considered as a vote.

Chairperson And Secretary Of The Meeting

- 6.15. The Chairperson chairs all the meetings of the Governing Board if the Governing Board does not

decide to elect another member of the Governing Board to chair the particular meeting.

- 6.16. The Chairperson of the meeting shall exercise all the rights of member of the Governing Board during the meeting.
- 6.17. A person who is not a member of the Governing Board may be a Secretary of the meeting. The election of the Secretary may be dispensed with if less than three (3) members of the Governing Board are physically present in a meeting where other members have voted in advance; The Chairperson and the Secretary shall not be elected if all the member of the Governing Board attending the meeting took a written vote in advance.
- 6.18. The Chairperson of the meeting shall insure the order in the meeting and compliance with the Regulations, shall announce the beginning and the end of the meeting, the agenda of the meeting, shall lead the discussions, shall invite to speak the members of the Governing Board and other participants of the meeting, may determine the duration of speeches and discussions before the commencement of discussions, may warn a speaker and stop the speech if a person deviates from the issue under discussion, shall generalize the results of discussions, shall remove from the meeting the invited persons or the members of the Governing Board who are disturbing the meeting, shall invite for voting and announce the voting results.
- 6.19. The Secretary of the meeting shall carry out the instructions of the Chairperson of the meeting when preparing for and presiding over the meetings of the Governing Board, shall perform other functions designated by the Chairperson of the meeting.

Quorum

- 6.20. The Governing Board may adopt decisions and its meeting shall be deemed to have taken place when the meeting is attended by more than half of the members of the Governing Board.
- 6.21. After the presence of a quorum has been established, the quorum shall be deemed to remain continuously throughout the meeting.
- 6.22. If there is no quorum, a repeat meeting must be convened not earlier than after 5 (five) calendar days and not later than within 30 (thirty) calendar days. All members of the Governing Board must be informed about the repeat meeting by sending a notice. The repeat meeting shall be authorised to adopt decisions only on the issues on the agenda of the meeting, which has not taken place. The Governing Board may adopt decisions irrespective of the number of member of the Governing Board attending the repeat meeting.

Decision Making

- 6.23. The issues of the agenda of the meeting may be presented during the meeting by the member of the Governing Board who proposed it to the agenda. Other members of the Governing Board may comment on the issue or provide voting motives and the Chairperson of the meeting shall invite for voting.
- 6.24. The members of the Governing Board shall have equal voting rights. One member of the Governing Board shall have one vote.
- 6.25. Decisions of the Governing Board shall be adopted by a simple majority vote of the members of the Governing Board present at the meeting. In the event of a tie vote, the Chairperson shall have the casting vote.
- 6.26. Members of the Governing Board shall vote "for", "against", or "abstain" on a proposed decision.
- 6.27. Should it become clear during the meeting that the documents for the meeting are not sufficiently prepared or an issue raised in the meeting due to some reason is not properly discussed, the discussion of the issue may be postponed or the discussion may be waived. This shall be recorded in the minutes of the meeting.

- 6.28. The members of the Governing Board shall vote by:
- (i) participating in the meeting in person or through a representative; or
 - (ii) in writing in advance by filling in the general ballot; or
 - (iii) by participating in a meeting by means of electronic and telecommunication channels (teleconference or similar communication means, which allow all the participant of the meeting to hear each other and such participation shall be equivalent to personal participation in the meeting) provided that confidentiality of the information transmitted through communications is guaranteed and there are means for verifying the identity of the person who votes.
- 6.29. As a rule, voting at the meeting shall be open. Open voting may be organized by show of hands, by general ballots or by common consent. The procedure of voting shall be established by the Chairperson of the meeting.
- 6.30. Secret voting shall be mandatory on the issues on which at least one member of the Governing Board requests a secret vote to be taken.
- 6.31. The votes shall be counted and the results of voting shall be announced by the Chairperson of the meeting.
- 6.32. A member of the Governing Board shall not be entitled to vote when the meeting of the Governing Board discusses the issue of his/her liability or decision of the Governing Board may create conflict of interest between his/her private interests and those of University. The results of the voting on these separate issues shall be determined according to the number of votes of the members of the Governing Board present at the meeting who are entitled to vote on the issue.
- 6.33. A member of the Governing Board who is present in the meeting in person may submit his/her dissenting opinion and may request to specify it in the minutes of the meeting.
- 6.34. The decision of the Governing Board shall become effective immediately, unless another term of effect is specified in the decision.

Voting In Writing In Advance

- 6.35. If at least one member of the Governing Board decides to exercise his right to take a written vote in advance, he/she shall notify the person (persons) who took the decision to convene the meeting not less than 5 (five) calendar days before the meeting of the Governing Board. In such a case, the general ballot of standard form shall be prepared by the person (persons) who took the decision to convene the meeting and shall be submitted to all members of the Governing Board at least 3 (three) calendar days before the meeting. The general ballot shall indicate the issues of the agenda and draft decisions which are subject to voting "for" or "against".
- 6.36. If the members of the Governing Board so desire they may fill in and submit to the person (persons) who took the decision to convene the meeting a general ballot notifying the Governing Board whether he/she is "for" or "against" each draft decision.
- 6.37. The votes of the members of the Governing Board who took a written vote in advance shall be included in the quorum of the meeting and the voting results.
- 6.38. The ballot remains valid for consideration, regardless of the reasons why the meeting may not have taken place.

Minutes

- 6.39. Minutes shall be taken at the meetings of the Governing Board.
- 6.40. The minutes shall specify:
- (i) venue, date and time of the meeting,

- (ii) agenda issues,
 - (iii) members of the Governing Board attending the meeting (indicating whether any of the members of the Governing Board participate via means of electronic and telecommunication channels or voted in writing in advance),
 - (iv) Chairperson and Secretary of the meeting ,
 - (v) quorum,
 - (vi) decisions adopted and the members of the Governing Board that voted "for" and "against" on each issue.
- 6.41. At the request of any member of the Governing Board, their opinion or proposals must be specified in the minutes.
- 6.42. The list of participants, information on the convening of the meeting and general ballots must be attached as annexes to the minutes.
- 6.43. Minutes shall be taken by a Secretary of a meeting.
- 6.44. Minutes shall be signed by:
- (i) the Chairperson (who usually chairs all the meetings of the Governing Board) or other member of the Governing Board, elected by the Governing Board to chair the particular meeting and
 - (ii) the Secretary of the meeting.
- 6.45. The minutes may also be signed by the persons authorised by the meeting of the Governing Board or by all members of the Governing Board participating in the meeting.
- 6.46. If all the members of the Governing Board took a written vote in advance, the minutes shall be taken and signed only by the Chairperson.
- 6.47. The minutes must be taken and signed within 10 (ten) days as of the day on which a meeting was convened.
- 6.48. All documents approved in the meeting shall be attached to the minutes and shall be signed by the Chairperson of the meeting.
- 6.49. Decisions shall be written in Lithuanian and English.
- 6.50. Minutes of the meetings of the Governing Board shall be handed to the Secretary of the Governing Board for safekeeping.
- 6.51. All members of the Governing Board shall have the right to receive copies of the minutes and the documents approved in the meeting.
- 6.52. Members of the Governing Board who participated in the meeting shall enjoy the right to make remarks on the minutes and submit them to the Chairperson within three days as of the moment they have received them. Remarks on the minutes shall be attached to the minutes.
- 6.53. The Chairperson of the meeting with the consent of the Governing Board can use audio recording equipment in the meeting of the Governing Board.

Announcement Of Decisions And Documents

- 6.54. The Rector shall announce to the community of the University the decisions and documents approved by the Governing Board, unless otherwise specified in the decision or the decisions are qualified as confidential.
- 6.55. The decisions of the Governing Board shall be passed to the Rector for implementation, unless otherwise specified in the decision.

Exceptions To Compliance With The Provisions

- 6.56. **The meeting of the Governing Board may be convened in deviation from the terms and other requirements of convocation of the meeting, and the Governing Board may decide to discuss and vote on issues and draft decisions that were not included in the agenda if all the members of the Governing Board participate in the meeting in person and give consent thereto.**
- 6.57. **In exceptional cases, when an urgent decision is required, the Governing Board may unanimously decide to discuss and unanimously vote at the meeting on the issues and draft decisions that are not included in the agenda even if not all the members of the Governing Board personally attend the meeting, provided that all the members of the Governing Board who did not personally attend the meeting approve such decisions in writing within a reasonable term not exceeding 10 (ten) calendar days. The decisions adopted in such a way shall be become valid when all the members of the Governing Board who did not personally attend the meeting approve them in writing.**
- 6.58. **All and any activities, that are required or permitted to be performed at the meeting of the Governing Board, including the decision making, may be performed without convening the meeting if all the members of the Governing Board agree thereto. In such cases the Chairperson (or the member of the Governing Board initiating such an action of the Governing Board) prepares and delivers to all members of the Governing Board written decisions of the Governing Board for signing or these decisions shall be deemed to have been passed and come into force after all the members of the Governing Board sign such written decision.**

VII. FINAL PROVISIONS

- 7.1. All the minor procedural aspects of activities of the Governing Board not provided for by these Regulations shall be solved at the suggestion of the Chairperson and by the consent of the majority members of the Governing Board present in the meeting.
- 7.2. The Governing Board is accountable to the GAPO. The Governing Board at the request of the GAPO must provide a report or other explanations to the GAPO about fulfilment of its functions and copies of the approved decisions and documents.
- 7.3. The Regulations and its amendments shall become effective as of the day of adoption at the meeting of the Governing Board.
- 7.4. Headings of the sections or paragraphs used in these Regulations are for convenience only and shall not affect the interpretation of these Regulations.

Chairperson of the Governing Board

