

Pursuant to Article 29 of the Statute of the South East European University, the University Board, at its meeting held on 31.05.2019 approved the following:

RULE OF PROCEDURE OF THE BOARD

I. Subject of regulation

Article 1

The purpose of this Rule is to prescribe the procedures for appointing members of the University Board, convoking meetings and other related issues defined in Part IV, Articles 22-29 of the Statute of the University.

II. Appointment of members

Article 2

- (1) The Executive Committee (EC) of the University Board shall establish a Nominations Committee (NC) consisting of the members of the EC for the time being, meeting in private in the absence of the Rector and other members of the Rector's Directorate, with logistical assistance provided by the Legal Office.
- (2) The NC shall be convened as required by the President of the University Board for the time being, on the occasion of any actual or forthcoming vacancy among the members of the University Board under Article 22(5)(1) and Article 22(5)(3) of the Statute only.
- (3) The President of the University Board shall be Chair of the NC.
- (4) In the first instance of a new mandate for the entire University Board, beginning on 1 September 2020, then at four year intervals beginning on 1 September 2024, the NC shall recommend members for appointment or re-appointment at the last (summer) meeting of the existing University Board in the year in question.
- (5) The EC shall determine how the consultation shall be undertaken by the NC under Article 22 (5) (1) of the Statute with appropriate international bodies and/or diplomatic representatives in the Republic of North Macedonia to identify nominees for the two members of the University Board from the European and US constituencies respectively. The NC shall recommend to the University Board two names for confirmation at the appropriate time.
- (6) The EC shall approve and issue a public call for the members to be appointed under Article 22 (5) (3) of the Statute, i.e. members from the community, taking into account the provisions of Article 22 (5) (4) of the Statute where relevant. The NC shall recommend to the University Board one name under Article 22 (5) (3) of the Statute and *either* a second name under Article 22 (5) (3) *or* alternatively a nomination by the government of the Republic of North Macedonia under Article 22 (5) (4) of the Statute for confirmation at the appropriate time.
- (7) In considering its recommendations for appointments under Article 22 (5) (1) and (3) of the Statute the NC shall have regard to the functions of the University Board described in Article 22 (2) and Article 27 of the Statute, and how the profile of

candidates reflects the needs of the University Board for realising the effective governance of the University. In order to give effect to this, the NC may request from the Staffing Committee of the University Board a 'role description' for members of the University Board.

- (8) The University Senate is responsible for electing members under Article 22 (5) (2) of the Statute and these nominations shall be reported by the President of the Senate to the University Board at the appropriate time.
- (9) All persons under consideration by the NC under Article 22 (5) (1) and (3) of the Statute shall be required to declare to the NC any potential conflict of interest between any position they hold outside the University and their membership of the University Board.
- (10) Initial or continued membership of the University Board in all categories under Article 22 (5) of the Statute is incompatible with exercising a function in a political party.

III. Election of the president and vice - president of the University Board

Article 3

Pursuant to Article 23 of the Statute, the President and Vice-President of the University Board shall be elected according to this procedure:

- The Secretary-General shall take the Chair at the constitutive (first) meeting of the University Board and shall request from the University Board members nominations for the two positions of President and Vice-President of the University Board;
- The President of the University Board shall be nominated from among the members appointed under Article 22 (5) (1) and the Vice-President of the University Board from among the members appointed under Article 22 (5) (2) of the Statute;
- Those nominated shall withdraw from the meeting while their respective nominations are considered;
- Upon election, the President of the University Board shall take the Chair.

IV. Convoking meetings

Article 4

- (1) The procedures for convoking meetings is as follows:
 - The University Board shall decide on the dates of its meetings one year in advance, and such dates may only be changed by a simple majority of University Board members obtained electronically by the Secretary-General;
 - At least three weeks before a scheduled meeting, the Secretary-General shall submit a draft agenda to the President of the University Board;
 - After approval of the draft agenda, the final agenda and papers for the meeting shall be issued electronically to University Board members and attendees at least seven days in advance;

- Members may submit additional items for discussion at least two days in advance;
 - The President of the Board, for the more efficient conduct of business, may withdraw any item from the Agenda at any time.
- (2) All meetings shall be conducted with minimum use of printed materials.

V. Attendance at meetings

Article 5

- (1) The Rector and Secretary-General shall be invited to attend all meetings, and shall withdraw as appropriate when the President of the University Board declares that issues are to be discussed involving their personal data as defined in the Law on Protection of Personal Data.
- (2) Other members of the Rector's Directorate, and exceptionally any other member of the University staff, may be invited by the President of the University Board to present particular issues.
- (3) The President of the Student Parliament shall be invited to attend all meetings, and shall withdraw when the President of the University Board declares that issues are to be discussed involving personal data of individuals as defined in the Law on Protection of Personal Data.
- (4) The President of the Senate may be invited to present a report on the work of the Senate.
- (5) Subject to Article 23 (6) of the Statute, all members are expected to attend meetings arranged with due notice. Except in case of illness or other unavoidable commitments notified in advance to the Secretary-General, members who do not attend two consecutive meetings automatically cease to be members.

VI. Conduct of meetings

Article 6

- (1) Meetings of the University Board under Articles 28 and 29 of the Statute shall be conducted according to the law applicable to not-for-profit entities.
- (2) The President of the University Board for the time being acts as Chair of the University Board, decides who may speak and when, accepts or rejects any motions for approval, maintains order and decides on the time devoted to issues on the Agenda.
- (3) The quorum for transacting business at a University Board meeting is 4 from 7 members, of which at least one member is from those appointed under Article 22 (5) (1) and at least one other member is from those appointed under Article 22 (5) (3) or (4) of the Statute.
- (4) Decisions should normally be taken by consensus. If a vote is requested by any member, decisions shall be taken by simple majority vote of those present and voting, except that a special form of voting for specified business is provided in Article 28 (2) of the Statute.
- (5) The Chair shall have an original and casting vote.

- (6) In the event of any challenge to a decision taken by the Chair, this shall take priority over any other business, and the Vice-President of the University Board shall take the Chair while such issues are discussed.
- (7) The Chair of the University Board meeting may be removed only on a two-thirds majority of those present and voting, who elect a member to take over the Chair for that meeting. The Secretary-General shall take the Chair for that item of business.

VII. Meetings in public, and publication of agendas and reports

Article 7

- (1) Pursuant to Article 11 of the Statute, and to the capacity of the meeting room, meetings of the University Board are public, except where sensitive matters are to be discussed; the decision on what is sensitive for this purpose being taken by the President of the University Board advised by the Secretary-General.
- (2) The final Agenda of the University Board meetings shall be published on the University website at the same time as it is sent to the members of the University Board and attendees.
- (3) Informative reports of University Board meetings, approved by the President of the University Board for the time being, shall be placed on the University website no later than seven working days after the relevant meeting.
- (4) The official minutes of a University Board meeting shall be published on the University website when the draft minutes are confirmed by a subsequent meeting.
- (5) Members of the University Board are not authorised to communicate decisions of the University Board to third parties without the advance consent of the President of the University Board.

VIII. Transitional and Concluding Provisions

Article 8

- (1) In accordance with Article 118 of the Statute, the existing members of the University Board hold office until 31 August 2020.
- (2) In Article 4, paragraph 1 of this Rule, 'one year' shall be replaced by 'six months' for academic years 2018/2019 and 2019/2020.
- (3) In Article 7 paragraph 1 of this Rule, the provisions on public access shall take effect from 1 November 2019.

Article 9

This Rule enters into force on 01.10.2019.