

**Minutes of the 20th Session of the Board of Governors
of Tomas Bata University in Zlín held in Zlín on 26th February 2010**

Present:

Ing. Michaela Šojdrová, PhDr. Irena Ondrová, Libor Lukáš, Ing. Josef Kubíček, doc. Ing. Jiří Volf, CSc.

Excused: Sonja Bata, Ing. Eva Bartoňová, Ing. Eduard Janota, PaedDr. Alena Gajdůšková

Also present, representing Tomas Bata University in Zlín (henceforth referred to as TBU):

Prof. Ing. Ignác Hoza, CSc.	Rector
Ing. Jiří Kostečka	Bursar
Ing. Andrea Kadlčíková	Director of Marketing and Communications, Secretary to the TBU Board of Governors

Guests:

Ing. Jiří Kovář – CEO and Chairperson of the Board of Directors, UNIS, a.s.
Ing. Ladislav Chodák – Member of the Board of Directors, UNIS, a.s.
Ing. Vladimír Mrkvička, Ph.D. – Dean, Faculty of Logistics and Crisis Management
Mgr. Stanislav Zelinka – Secretary, Faculty of Logistics and Crisis Management (FLCM)
Evžen Uher – Deputy Mayor, Uherské Hradiště
Ing. Stanislav Blaha – Deputy Mayor, Uherské Hradiště
Květoslav Tichavský – Deputy Mayor, Uherské Hradiště
RNDr. Alexander Černý – previous Bursar, TBU

The following agenda was proposed for the 20th session of the TBU Board of Governors (henceforth referred to as the BG):

1. Opening
2. Opinion of the Board of Governors regarding the legal action necessary to be taken by TBU in order to acquire immovable assets: Purchase of immovable assets in Uherské Hradiště intended for the construction of the “UH Technology Park” within the “Operational Programme – Enterprise and Innovations” project
3. Miscellaneous
4. Closing

Agenda Item 1

Ing. Michaela Šojdrová (Chairperson of the TBU Board of Governors) opened the session. She stated that, in consistency with the Statute of the Board of Governors of Tomas Bata University in Zlín, the session of the Board of Governors was closed to the public. After that she welcomed guests, who asked for the possibility to comment on the main item on the agenda. Then she proposed a change to the agenda. The members of the Board of Governors subsequently approved the following agenda:

1. Opening
2. Comments of the guests on the agenda item No. 3

3. Opinion of the Board of Governors regarding the legal action necessary to be taken by TBU in order to acquire immovable assets: Purchase of immovable assets in Uherské Hradiště intended for the construction of the “UH Technology Park” within the “Operational Programme – Enterprise and Innovations” project
4. HE quality assessment in connection with the status of TBU
5. Miscellaneous
6. Closing

Deputy Chairperson of the BG Mr Libor Lukáš was asked to verify the minutes of the 20th session and agreed to do so.

The BG Chairperson Ing. Šojdřová expressed her thanks to the previous TBU Bursar RNDr. Alexander Černý for his long-standing work to the benefit of the University. She also conveyed Ing. Eduard Janota’s (Minister of Finance of the Czech Republic, member of the TBU Board of Governors) thanks to him. Also, the Mayor of Zlín PhDr. Irena Ondrová expressed her thanks to RNDr. Černý for his long-standing cooperation with the municipal authorities. RNDr. Alexander Černý was removed from his office by the University’s Rector with effect from 19 January 2010.

Agenda Item 2

The CEO and Chairperson of the Board of Directors of UNIS, a.s. Ing. Jiří Kovář introduced UNIS, a.s. and stated the reasons that had led the company to join the project of the “UH Technology Park” in Uherské Hradiště (henceforth referred to as the UH Park).

Ing. Kovář and Ing. Chodák presented examples of experience that the UNIS, a.s. gained during their participation in other projects implemented in cooperation with other higher education institutions in the CR.

Deputy Mayor of Uherské Hradiště Mr Tichavský stated that the project of the UH Park is very important for further development of the town of Uherské Hradiště.

Deputy Mayor Ing. Blaha added that the Uherské Hradiště Municipal Council would like to know the TBU Board of Governors’ opinion on this project, and its essential comments.

Ing. Šojdřová stated that she would explain the TBU BG’s opinion to the Uherské Hradiště representatives in person after the session.

The FLCM Dean Ing. Mrkvička explained the importance of the UH Park project for the new Faculty of Logistics and Crisis Management. However, he pointed out the fact that, during the preparation stage, the intention had been to involve most of the TBU faculties. In view of the fact that the FLCM is now preparing a new degree programme in Sports Management to be accredited, he stated that also the sports grounds to be provided within the project would be important for the FLCM.

The guests left the session.

RNDr. Černý thanked the members of the Board of Governors for their appreciation and also left the session.

Agenda Item 3

Deputy Chairperson of the BG PhDr. Irena Ondrová protested against the letter of 11 February 2010 by Rector Prof. Ignác Hoza. He had addressed the letter to the members of the Board of Governors, asking the members “to approach the assessment with greater personal responsibility and to bear in mind the strategy and growth of the University”.

PhDr. Ondrová said that the number of questions the members had raised reflected, on the contrary, great responsibility of the individual members of the Board of Governors. She assured the Rector that the Board of Governors had always cared about the University's development. Many of the members had even played an important role in its establishment.

Rector Prof. Ignác Hoza presented his apologies for the inappropriate formulation given in the letter and assured the members that he was most appreciative of their work.

The BG Chairperson Ing. Šojdrová subsequently stated that an absolutely unacceptable atmosphere had been created in connection with the UH Park project. Certain pressure exerted on the members of the Board of Governors with the intention to influence their decisions had been noticed. The Rector has not been accused personally. Nevertheless, he is fully responsible for the preparation of the project as well as for maintaining the good name of TBU.

Ing. Šojdrová stated that she had been anonymously warned in the past few days that "if the Board of Governors is going to make problems with approving the purchase of the land lots in Uherské Hradiště, the positive lustration certificate of Prof. Petr Sába, Emeritus Rector of TBU, will be brought to light!!!"

Then Ing. Šojdrová presented a list of specific problematic issues, on the basis of which it is difficult for the Board of Governors to express assent to the purchase of the land lots. *Written documentation is attached to the minutes.*

Deputy Chairperson of the BG Libor Lukáš conveyed the opinion of the Zlín Region Commissioner MVDr. Stanislav Mišák, who did not recommend the implementation of the UH Park project, on the basis of the documentation that had been submitted to him and that he had studied thoroughly. He also conveyed the opinion of the CR Minister of Finance Eduard Janota, who had expressed his opinion on the telephone and had disapproved the purchase of the land lots for the purpose of the implementation of the UH Park project.

Deputy Chairperson of the BG Libor Lukáš then stated that, similarly to the other members of the BG, he also had serious doubts concerning the economic and legal aspects of the project. It is essential to finally solve the issue of the transparent funding of the project from the private sector. There are too many risk factors that must be eliminated. He stated that he was unclear about how beneficial the project would be for the future development of TBU.

Ing. Kubíček draw attention to the fact that if there were any contracts that had been signed on behalf of TBU, those were void without prior written approval given by the Board of Governors.

PhDr. Ondrová stated that, during its session held on 18 September 2009, the TBU BG did not by any means express its preliminary assent to the purchase of the land lots in Uherské Hradiště – Mařatice. She stated that it was essential to carry out an independent audit of the project.

Assoc. Prof. Volf stated that the answers to the questions posed by the Board of Governors' members were not sufficient and in some cases were even ironic. There are too many risks involved in this project and there are a number of serious issues that require unambiguous solutions. Assoc. Prof. Volf was surprised to hear that all the land lots and real estate were owned by the person whose name was contained in all other documents. What is also puzzling is the withdrawal of VŠB – Technical University of Ostrava from the project.

Ing. Kubíček recommended that all the titles for the said land lots should be verified at the Land Register Office.

The BG Chairperson Ing. Šojdřová asked Deputy Chairperson Mr Libor Lukáš to chair the session.

Ing. Šojdřová informed the BG about Mrs Sonja Bata's comments.

The TBU Board of Governors

takes cognizance of

Mrs Sonja Bata's opinion on the UH Park project expressed in her letter of 25 February 2010.

Afterwards, the voting took place regarding the conclusion of the purchase contract in question.

Out of five TBU BG members present, five BG members voted **against** the proposal submitted by the TBU Rector.

Deputy Minister Bartoňová's formal opinion is attached to the Minutes.

Resolution No. 1/20

The TBU Board of Governors

expresses disapproval

of the conclusion of the Purchase Contract between the company TETRACO CS spol. s r.o., Company Registration Number: 44015674, as the Vendor I, JUDr. Ing. Pavel Berka, CSc., Birth Certificate Number: 551007/0258, and MUDr. Andrea Berková, Birth Certificate Number: 616227/1335, both as the Vendors II, as one contracting party, and Tomas Bata University in Zlín, as the Buyer, on the transfer of ownership of immovable assets:

1. By this Contract, the Vendor I sells to the Buyer the exclusive ownership of the following immovable assets located in the cadastral area Mařatice, cadastral community Uherské Hradiště, incorporated in the Land Register kept by the Land Register Office for the Zlín Region, Branch Office Uherské Hradiště, in the Property Certificate No. 4038, namely:
 - a. Land lot No. 671 – Built-up area and yard, with a total area of 1 222 m²,
 - b. Land lot No. 1928/1 – Built-up area and yard, with a total area of 76 m²,
 - c. Land lot No. 1928/3 – Built-up area and yard, with a total area of 968 m²,
 - d. Land lot No. 3001/38 – Another type of area, operating area, with a total area of 3 133 m²,
 - e. Land lot No. 3001/41 – Another type of area, operating area with a total area of 108 m²,
 - f. Building House No. 1370 – Another type of building situated on Lot No. 671.
2. The Vendors II sell to the Buyer the exclusive ownership of the following immovable assets located in the cadastral area Mařatice, cadastral community Uherské Hradiště, incorporated in

the Land Register kept by the Land Register Office for the Zlín Region, Branch Office Uherské Hradiště, in the Property Certificate No. 3421, namely:

- a. Land lot No. 1928/2 – Built-up area and yard, with a total area of 757 m²,
- b. Land lot No. 3001/37 – Another type of area, operating area, with a total area of 1 425 m²,
- c. Land lot No. 3001/39 – Another type of area, operating area, with a total area of 262 m²,
- d. Land lot No. 3001/40 – Another type of area, operating area, with a total area of 1 461 m²,
- e. Land lot. No. 3001/49 – Another type of area, operating area, with a total area of 4 m²,
- f. Land lot No. 3002/70 – Farmland, agricultural land resources, with a total area of 347 m²,
- g. Building without House No. or Reg. No. – Other types of buildings situated on Lots No. 1928/3, 1928/2, 1928/1.

The purchase price of the immovable assets to be transferred, currently in the ownership of the Vendor I, has been set taking into consideration the Expert Opinion No. 619/23//2009 written by Ing. Josef Matějček, CSc. on 09/10/2009 and mentioned in Article I Paragraph 3 of this Contract, as follows:

- a) The purchase price of the land lots No. 671, 1928/1, 1928/3, land lots No. 3001/38, 3001/41 amounts to 8 500 000 CZK,
 - b) Purchase price of the building House No. 1370 – another type of building situated on Lot No. 671 amounts to 16 800 000 CZK,
- 25 300 000 CZK in total,

The purchase price of the immovable assets to be transferred, currently in the ownership of the Vendors II, has been set as follows:

- a) The purchase price of the land lots No. 1928/2, land lots No. 3001/37, 3001/39, 3001/40, 3001/49, 3002/70 amounts to 9 100 000 CZK,
 - b) The purchase price of the building without House No. or Reg. No. – other types of buildings situated on Lots 1928/3, 1928/2, 1928/1 amounts to 18 600 000 CZK,
- 27 700 000 CZK in total.

Resolution No. 2/20

The TBU Board of Governors

states

that the information on the “UH Technology Park” project provided so far to the Board of Governors by the TBU management is insufficient and thus it is impossible for the Board of Governors to recommend the implementation of the project.

The Board of Governors requires that an independent economic and legal audit is carried out including the consideration and verification of the actions related to the property rights.

An independent auditor shall be proposed to the University's Rector by the Board of Governors on the basis of a transparent selection procedure involving the participants recommended by the Board of Governors.

Out of five TBU BG members present, five members voted for the resolution proposal No. 2/20.

Resolution No. 3/20

The TBU Board of Governors

expresses disapproval

of the current approach of the TBU management to the "UH Technology Park" project.

Out of five TBU BG members present, five members voted for the resolution proposal No. 3/20.

Resolution No. 4/20

The TBU Board of Governors

asks

the University's Rector to take personal responsibility for further steps relating to the project of the "UH Technology Park".

Out of five TBU BG members present, five members voted for the resolution proposal No. 4/20.

Agenda Item 4

After extensive discussion, the Board of Governors accepted the following resolution:

Resolution No. 5/20

The TBU Board of Governors

asks

the TBU management to take such measures that will lead to a significant improvement in the TBU priority indicators specified in the Long-Term Aims and Objectives for Education, Science, Research, Development, Innovations, Art and Other Creative Activities for higher education institutions for 2011-2015, and such steps that will improve the status of TBU among other public higher education institutions in the CR in the principal spheres of activity, and to inform the Board of Governors about these steps at its next session.

Out of five TBU BG members present, five members voted for the resolution proposal No. 5/20.

8. Miscellaneous

Resolution No. 6/20

The TBU Board of Governors

recommends

that the Rector should launch a selection procedure for the post of the TBU Bursar, no later than by 31 March 2010.

Out of five TBU BG members present, five members voted for the resolution proposal No. 6/20.

The next session of the TBU Board of Governors is scheduled to take place in Prague at 12:00 on 21 April 2010.

9. Closing

Ing. Michaela Šojdrová (Chairperson of the TBU Board of Governors) terminated the session of the Board of Governors and thanked the members for the constructive discussion.

Attachments:

1. Documentation for the TBU BG session held on 26 February 2010 – related to the agenda item “UH Park”, Michaela Šojdrová
2. Ing. Bartoňová’s opinion on the agenda item “UH Park”

Date: 1 March 2010

Minutes taken by: Ing. Andrea Kadlčíková

Mr Libor Lukáš
Deputy Chairperson of the TBU BG

Ing. Michaela Šojdrová
Chairperson of the TBU BG

Documentation for the session of the TBU Board of Governors held on 26 February 2010 – regarding the item “UH Park”, by Michaela Šojdrová

On 30/07/2009 Prof. Hoza, TBU Rector, signed the Agreement on Assumption of Rights and Obligations concerning the implementation and funding of the project “UH Technology Park” and thus undertook to purchase the land lots on which the premises are planned to be built,

- **By doing so, he undertook - on behalf of TBU and without reservations -**

- 1) **To purchase land lots at a price of CZK 53 million**
- 2) **To co-finance 25% of the total expenses of the project, i.e. amounting to (eligible expenses of CZK 260 million + non-eligible expenses of CZK 50 million) CZK 310 million in total.**

On 18/09/2009 the TBU Board of Governors approved the TBU Investment Strategy for 2010-2015 under the condition that the UH Technology Park would not burden the TBU budget by any co-funding.

- **By approving the Investment Strategy, the TBU Board of Governors gave no preliminary consent to the purchase of land lots particularly intended for the project “UH Technology Park”**

On 05/10/2009 Prof. Hoza, TBU Rector, signed the Declaration of Honour on the funding of the project “UH Technology Park”, and that based on contracts concluded between OHL ŽS and the company NLB Factoring and VŠB – Technical University of Ostrava; the mentioned contracts do not provide the funding for TBU.

On 29/10/2009 Prof. Hoza, TBU Rector, signed the Decision on Grant Award to the project “UH Technology Park” without consent of the TBU Board of Governors to the purchase of the land lots.

On 18/12/2009 I asked Prof. Hoza, TBU Rector, to have an analysis of the impact of the UH project made by an independent expert in cooperation with the Ministry of Education, Youth and Sports and the Ministry of Finance – Prof. Hoza has had no analysis made to date.

Which project is actually expected to be implemented by TBU?

Prof. Hoza, TBU Rector, wants us to approve a purchase of land lots and the implementation of the **project “UH Technology Park”**, submitted by the **VŠB – Technical University of Ostrava and University of Zilina**.

The full project application dated 28 April 2007 had been prepared with regard to the conditions at the VŠB – Technical University of Ostrava.

The said application in its complete version is to be implemented by TBU, and that based on the following 2 documents:

Agreement on Assumption of Rights and Obligations and based on Declaration of Honour signed by Prof. Hoza, TBU Rector.

Conclusions:

Prof. Hoza, TBU Rector, contravened the Law No. 111/1998, Coll. by assuming the obligation to purchase the land lots in question on behalf of TBU without consent of the TBU Board of Governors.

He contravened the resolution of the TBU Board of Governors that expressed explicit disapproval of the co-funding of the project “UH Technology Park”.

The Ministry of Industry and Trade awarded the grant to another institution, not to the original applicant for the grant. Therefore, I shall ask Mr. Tošovský (Minister of Industry and Trade of the CR) to give me an explanation on whether such action is possible.

From: Holakovská Jana
To: Ing. Andrea Kadlčíková
Date: 24 February 2010
Re: Documents for the session of the TBU Board of Governors

Good morning,

Upon the request of Ms. E. Bartoňová, the First Deputy Minister of Education, Youth and Sports of the Czech Republic, I would like to inform you that she has no further comments on the documents in case the issues that Ms. Bartoňová commented on the session of the TBU Board of Governors held on 15 December 2009 have already been solved.

With best regards

Jana Holakovská

Assistant to the First Deputy Minister of Education, Youth and Sports of the Czech Republic

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