

Board of Governors, Tomas Bata University in Zlín
Minutes of 24th Board Session
Held in Zlín on 13th September 2010

Present:

Ing. Michaela Šojdrová, Sonja Bata, PaedDr. Alena Gajdůšková, PhDr. Irena Ondrová, Libor Lukáš

Excused: Ing. Eduard Janota, Ing. Eva Bartoňová, Ing. Josef Kubíček, Doc. Ing. Jiří Volf, CSc.

Also present, on behalf of Tomas Bata University in Zlín (hereinafter referred to as TBU):

Doc. RNDr. Vojtěch Křesálek, CSc.	Vice-Rector authorized to fully act on behalf of TBU in Zlín
Prof. Ing. Petr Sába, CSc.	Vice-Rector for Strategic Development
Ing. Alena Macháčková, CSc.	Chairperson of the TBU Academic Senate (hereinafter referred to as the TBU AS)
RNDr. Alexander Černý	Head of Implementation Teams of ERDF Projects
Ing. Andrea Kadlčíková	Director of Marketing and Communications, Secretary to the TBU Board of Governors

The following agenda was proposed for the 24th session of the TBU Board of Governors (hereinafter referred to as the BG):

1. Opening
2. Check on the execution of resolutions adopted at past sessions
3. Information on the development of the University, presented by Doc. Vojtěch Křesálek, Vice-Rector authorized to fully act on behalf of TBU in Zlín
4. Information on the election of the new TBU Rector, presented by Ing. Alena Macháčková, CSc., Chairperson of the TBU Academic Senate
5. Information on major European projects implemented at TBU
6. TBU Investment Strategy 2011 – 2015
7. Discussion on the Strategic Plan for Education, Science, Research, Development, Innovation, Art and Other Creative Activities for 2011 – 2015 and on the Update of this Strategic Plan for 2011
8. Opinion to be formed by the Board of Governors regarding the legal action necessary to be taken by TBU in order to acquire or to transfer immovable property
9. Miscellaneous
10. Termination

Agenda Item 1

Ing. Šojdrová, the BG Chairperson, opened the session. She welcomed all present.

The proposed meeting agenda was adopted by the TBU BG by unanimous vote.

PhDr. Irena Ondrová, the BG Deputy Chairperson, was asked to verify the Minutes of the 24th session of the BG and she agreed to do so. The BG approved PhDr. Irena Ondrová as the verifier of the Minutes by unanimous vote.

Agenda Item 2

Check of Resolution No. 1/23

See Agenda Item No. 3 – information provided by Doc. Vojtěch Křesálek.

Check of Resolution No. 2/23

The BG members received the Annual Economic Report 2009 including a list of conditional liabilities.

Resolution No. 1/24

The TBU BG expressed their assent to the Annual Economic Report 2009 and takes cognizance of the information on the conditional liabilities, according to the Annual Report, which are referred to by the auditor and which are attached to the Annual Economic Report as appendices.

Out of five TBU BG members present, five members voted for the resolution proposal No. 1/24.

Resolution No. 2/24

The TBU BG gives its support to the TBU AS Resolution No. 123/4 and recommends that the TBU management should order an economic and legal analysis of any possible consequences arising from those contracts that are referred to in the auditor's statement presented in the TBU Annual Economic Report 2009.

Out of five TBU BG members present, five members voted for the resolution proposal No. 2/24.

Mrs. Sonja Bata recommended a reaction to the information provided by Transparency International – Czech Republic, o.p.s. (Beneficiary association) concerning the possible investigation into the “UH Technology Park” project, and that in order to protect the reputation of TBU. The TBU Director of Marketing and Communications will inform Transparency International in a letter about the steps taken by the University in this matter, and about the fact that TBU has withdrawn from the project.

Agenda Item 3

Doc. Vojtěch Křesálek, TBU Vice-Rector, informed the BG members about the current situation at the University:

- 22/07/2010 – TBU withdrew from the UH Technology Park Project.
- 24/05/2010 – TBU received the MIT decision on the allocation of a grant to the ICT Park.
- Since 01/08/2010, RNDr. Alexander Černý has been employed at TBU, holding the post of Head of Implementation Teams of ERDF Projects.
- Detailed information on the current situation at the Faculty of Logistics and Crisis Management (FLCM):

The FLCM has failed to receive the accreditation for the follow-up Master's programme in Logistics and its degree course in Logistics and Crisis Management.

All 226 students affected by this matter have been offered the possibility to choose one of the related degree courses that are duly accredited at other TBU Faculties – the Faculty of Management and Economics, the Faculty of Technology and the Faculty of Applied Informatics.

As of 31 August 2010, Ing. Vladimír Mrkvička, PhD, was removed from the office as the Dean of FLCM.

The removal of Mr. Mrkvička from office as the Dean had been approved by the Academic Senate of the Faculty on 9 August 2010. The reason for the removal was the Dean's incorrect behaviour towards students and the other TBU Faculties.

PhDr. Irena Ondrová asked whether the students whose studies would be extended might claim any compensation from the University.

Doc. Vojtěch Křesálek replied that their studies would only be slightly extended, not by one semester. Such a reaction has not occurred on the part of the students so far. The matter has been discussed intensively with the students.

With respect to the fact that PaedDr. Alena Gajdůšková was pressed for time, Ing. Michaela Šojdrová, the BG Chairperson, proposed to the BG members that Agenda Items No. 7 and 8 should be discussed, as the adoption of resolutions by the BG was required for those. The BG members adopted the proposal by unanimous vote.

Agenda Item 7

Prof. Petr Sáha presented the TBU Strategic Plan for Education, Science, Research, Development, Art and Other Creative Activities for 2011 – 2015 and its update for 2011.

He emphasized TBU's orientation towards quality and gaining international recognition. He informed the BG that the University had already attained volume parameters.

The MEYS recommends the orientation towards quality and relevance, openness and effectiveness, and financing.

He presented the priorities in the field of investment. As regards the funding issues, the most complicated area of investment is the construction of the TBU Educational Complex. The other areas of investment are connected with scientific and research projects. Prof. Petr Sáha also informed the BG about the intention to launch the University's own nursery school, which is a current trend throughout Europe. TBU was successful in receiving project funding to support this objective.

He emphasized the necessity to increase the numbers of international students and teaching staff.

The documents had been discussed throughout the University and had also been discussed by the TBU Scientific Board (two important comments – a change relating to the accreditation of new degree courses at the Faculty of Multimedia Communications + abandoning the project aimed at building photovoltaic systems).

After the document is discussed and commented on by the BG, it will be submitted for approval to the TBU Academic Senate.

PaedDr. Alena Gajdůšková expressed her support for the photovoltaic project. She recommended that the University should aim towards research and innovations. A discussion on splitting universities into two types (universities focusing on education and universities focusing on research) is underway. TBU must have the ambition to become a university focusing on research, or at least, some of its Faculties must have this ambition.

She asked whether the accreditation of the follow-up Master's course in Teaching the English Language and Literature at Secondary Schools was new at the Faculty of Humanities (FHS).

Prof. Petr Sába replied that it was a new accreditation. He explained that the FHS was focused on teaching pedagogy, language sciences and health care, and that it was a case of a degree course in demand.

Ing. Michaela Šojdřová emphasized the significance of implementing the National Qualification Framework for Tertiary Education. TBU could become a pilot institution during the implementation, which would show evidence of TBU's progressiveness. TBU is represented by Prof. Petr Sába in the project.

Mr. Libor Lukáš, the Deputy Chairperson, recommended that the University should also aim towards increasing its accommodation capacity, towards supporting leisure activities of its students and, apart from building its own facilities, also towards renting facilities if favourable rental conditions are offered. A partnership contract has been concluded between TBU and TIC relating to the Prosperity II Project – the construction of the Strategic Industrial Zone (SIZ) in Holešov, where the possibility is available. He recommended that the UH Technology Park should be left out of the TBU Investment Strategy for 2011 – 2015.

PhDr. Irena Ondřová mentioned the possibility of using the former Svit premises for building new accommodation facilities or, for example, for joint investment connected with building a sports hall.

Prof. Petr Sába explained that it was not possible to acquire a grant for building new accommodation facilities. Neither is it interesting for the private sector, as the return on the investment is not fast.

Mrs. Sonja Bata said that the TBU Strategic Plan included a wide variety of topics. It would be more convenient to focus on fewer priorities, but aim to attain the best position in the world in these fields.

Doc. Vojtěch Křesálek responded that the objectives of TBU for the following years were determined by the success of infrastructural projects aimed at the area of information and polymer technologies. The main scientific priorities are thus given. He added that TBU had entered into two general agreements relating to the SIZ Holešov.

Resolution No. 3/24

The TBU BG expressed their assent to the Strategic Plan for Education, Science, Research, Development, Innovations, Art and Other Creative Activities of Tomas Bata University in Zlín for 2011 – 2015 and to the Update of the Strategic Plan for Education, Science, Research, Development, Innovations, Art and Other Creative Activities of Tomas Bata University in Zlín for 2011.

The TBU BG recommends that the TBU management should consider the possibilities to build new student accommodation facilities and to support the students' leisure activities.

The TBU BG recommends that possibilities connected with the construction of the SIZ Holešov should be considered.

Out of five TBU BG members present, five members voted for the resolution proposal No. 3/24.

Agenda Item 8

Resolution No. 4/24

The TBU Board of Governors gave its prior written consent to the Purchase Contract on Transfer of Immovable Property, to be concluded between Mr. Pavel Orság, Birth Certificate No. 490108/158, residing at Nový Hrozenkov, House No. 267, Postal Code 756 04, as the Seller, and Tomas Bata University in Zlín as the Buyer, and that at its session No. 24 held on 13 September 2010:

The plot of land will be separated from the Land Lot No. 8887/2, situated in the cadastral area Nový Hrozenkov, cadastral community Nový Hrozenkov, with a total area smaller than 332.5 m², and bought for a purchase price amounting to CZK 100/m². The exact dimensions of the separated plot of land will be included in the geometrical plan, that will form an annex to the Purchase Contract.

Out of five TBU BG members present, five members voted for the resolution proposal No. 4/24.

Resolution No. 5/24

The TBU Board of Governors gave its prior written consent to the Purchase Contract on Transfer of Immovable Property, to be concluded between the Statutory Town of Zlín, Identification No. 00283924, as the Seller, and Tomas Bata University in Zlín as the Buyer, and that at its session No. 24 held on 13 September 2010:

Based on the Agreement on the Future Purchase Contract and on the Future Contract on the Establishment of a Real Burden No. 1600 09 0915, dated 21 January 2010, including the Contract Amendment No. 1/10 dated 29 January 2010, the Seller and the Buyer enter into this Purchase Contract.

By this Contract, the Seller sells and the Buyer buys the exclusive ownership of the following items:

- **Building, industrial building, without House No. or Reg. No., situated on Land Lot No. 3968,**
- **Building, industrial building, without House No. or Reg. No., situated on Land Lot No. 3969,**
- **Land Lot No. 1112/1 Another type of area, sports ground and recreational area, with a total area of 3,315 m²,**
- **Land Lot No. 187/1 Another type of area, sports ground and recreational area, with a total area of 1,373 m²,**
- **Land Lot No. 3968 Built-up area and yard, with a total area of 98 m²,**
- **Land Lot No. 3969 Built-up area and yard, with a total area of 314 m²,**
- **Land Lot No. 8687 Built-up area and yard, with a total area of 7 m²,**

with all of the above-mentioned located in the cadastral area Zlín, cadastral community Zlín, including all parts, belongings, rights and obligations, in the condition as on the day on which this Contract is signed.

Furthermore, also by this Contract, the Seller sells and the Buyer buys the sewerage built on Land Lots No. 1112/1, No. 187/1, No. 3968, No. 3969, and No. 8687, all of the above-mentioned located in the cadastral area Zlín, cadastral community Zlín, registered at the Land Register Office for the Zlín Region (branch office in Zlín); the sewerage in question is not liable to registration in the Land Register.

The total purchase price for the items to be transferred, which are specified in the Article II of

this Contract, amounts to: CZK 20,000,000 (in words: Twenty million Czech crowns), and was agreed upon by mutual consent of the contracting parties and approved by the Board of Representatives of the Town of Zlín on 28 January 2010, Reg. No. 29/24Z/2010.

The project “Laboratory Centre of the Faculty of Technology” will be funded from the European Regional Development Fund. In case that the grant provider, i.e. the Governing Body of the Operational Programme ‘R&D for Innovations’ (hereinafter referred to as GB OP R&DfI), does not issue the Decision regarding the project in question, and the project is not implemented, this Purchase Contract will not be carried out either.

Out of five TBU BG members present, five members voted for the resolution proposal No. 5/24.

PaedDr. Alena Gajdušková left the session.

Agenda Item 3

A discussion on withdrawal from the UH Technology Park Project:

Ing. Michaela Šojdrová stated that she did not agree with the reasons for withdrawing from the project, which were presented in the letter sent to the MIT. The fact that the BG had not given their prior consent to the land purchase was only one of a number of reasons, not the only reason.

Doc. Vojtěch Křesálek explained that the return of the grant had been discussed by the University’s management. At that moment, the BG did not agree with the land purchase, and TBU had received JUDr. Berka’s letter, in which he had informed the University about his intention to withdraw from the project.

The BG members stated that there was a certain fear that subsequent sanctions would be imposed by the contracting partner. The decision to withdraw from the project should have been consulted with lawyers.

Doc. Vojtěch Křesálek stated that TBU had not had the capacity to implement that project. He assumes that to withdraw from the project was a right decision to take.

Mr. Libor Lukáš, the Deputy Chairperson, asked whether TBU had received any answer to its letter sent to the MIT and giving notice of the withdrawal from the project.

Doc. Vojtěch Křesálek responded that TBU had not received any answer yet. The BG recommended that the answer should be urgently demanded. The MIT is obliged to respond within a period of 30 days.

Ing. Šojdrová stated that Ing. Jiří Kostečka, who was in a way connected with JUDr. Berka, continued to hold the post of Bursar.

Mrs. Sonja Bata added that Ing. Kostečka had cooperated with JUDr. Berka in the past. Doc. Křesálek has not replaced Ing. Kostečka so far, therefore, this issue will have to be dealt with after the election of the new Rector.

Doc. Vojtěch Křesálek responded that he had declared, when taking over his post, that he was not going to take any essential measures relating to human resources policies. He insists on his decision.

Agenda Item 4

Information provided by the Chairperson of the TBU Academic Senate (TBU AS) on the election of Rector:

Ing. Alena Macháčková stated that problems at the FLCM had also an impact on the TBU AS. It was necessary to announce a by-election for two vacant positions in the TBU AS because of two students who could not continue their studies at the FLCM. The by-election will be held in late September or early October.

At the TBU AS meeting to be held on 14 September, an election for the post of Rector will be announced. The election will be held either on 12 October or on 19 October 2010.

To elect a candidate, an absolute majority, that is 19 votes out of 36 members of the TBU AS, is needed. It is essential to draw attention to the fact that it may happen that no candidate will be elected. It might be a matter of a longer period of time.

In accordance with the Rules for the Election of a Candidate to Be Appointed as the Rector, the BG members are entitled to nominate a candidate. They will be sent an official letter containing the instructions.

Ing. Michaela Šojdrová asked Mrs. Sonja Bata to attend the TBU AS meeting to be held on 14 September. Mrs Bata agreed.

Mrs. Sonja Bata asked about the qualifications required for the candidates to be nominated for the post of the Rector. Ing. Alena Macháčková explained that no qualifications were mentioned in the Law. Mrs Bata was surprised by this fact.

Agenda Item 5

RNDr. Alexander Černý informed the BG members about significant European projects implemented at TBU and about the TBU Investment Strategy for 2011 – 2015.

Mrs Sonja Bata emphasized the importance of cooperation between the Statutory Town of Zlín and TBU regarding the construction of new buildings.

PhDr. Irena Ondrová responded that there were no building plots in Zlín available for construction. Nevertheless, the development zone in Malenovice has been reserved for the needs of TBU.

Mr. Libor Lukáš, the Deputy Chairperson, asked whether the University was able to implement investment plans to such extent.

RNDr. Černý responded that several projects were really very close to implementation. The University began to accumulate financial resources in order to fund its participation in the projects as early as in 2006, when the possibility to apply for EU projects was discussed.

The BG members recommended that the TBU management should carefully assess the sustainability of its projects.

Agenda Item 9

Mrs. Sonja Bata informed the members of the Board of Governors about the prestigious international project entitled "Responsible Capitalism" prepared in cooperation with TBU. The first lecture of the series was held in Toronto, the next lecture will take place in Prague. Prof. Václav Klaus, President of the Czech Republic, as well as other prominent personalities had expressed a positive opinion regarding the main idea of the project.

Mrs. Sonja Bata pointed out that the issue of ethics in business is of extraordinary importance, particularly in the present times. It would be convenient for TBU students to receive education also in this sphere.

Ing. Michaela Šojdrová stated that the project could contribute to raising the prestige of TBU.

Change to the wording in the Agenda Item 3, Minutes No. 23:

At the request of Mrs. Sonja Bata, the original text: "Mrs. Bata informed the BG members that JUDr. Berka had visited her and given her a printed presentation of the project" will be replaced by the following wording: "Mrs. Bata informed the BG members that JUDr. Berka had visited Mr. J. Sedlacek, who was accompanying her on her trip to the Czech Republic, and had given him a printed presentation of the project."

Agenda Item 10

Ing. Michaela Šojdrová, the TBU BG Chairperson, thanked all present for attending the session and terminated the session.

Date: 16 September 2010

Minutes taken by: Ing. Andrea Kadlčíková

PhDr. Irena Ondrová
Deputy Chairperson of TBU BG

Ing. Michaela Šojdrová
Chairperson of TBU BG