

In compliance with § 14 Paragraph 1 of the Act No. 111/98 Coll., on Higher Education Institutions and on Alterations and Amendments to Selected Acts (Higher Education Act), as amended by the Act No. 137/2016, I hereby approve the Statute of the Board of Governors of Tomas Bata University in Zlín under Ref. No. MSMT-3811/2021-1 on 8 February 2021.

Minister of Education, Youth and Sports

STATUTE OF THE BOARD OF GOVERNORS OF TOMAS BATA UNIVERSITY IN ZLÍN

PART ONE BASIC PROVISIONS

Article 1

The Statute of the Board of Governors of Tomas Bata University in Zlín (hereinafter referred to as “TBU”) regulates the election of the Chairperson and Deputy Chairpersons and the manner of procedure of the TBU Board of Governors (hereinafter referred to as “Board of Governors”) and that in compliance with § 14 Paragraph 1 of the Act No. 111/1998 Coll., on Higher Education Institutions and on Alterations and Amendments to Other Acts (Higher Education Act), as amended (hereinafter referred to as “Act”).

Article 2

The Board of Governors is a body of TBU in compliance with § 7 Paragraph 2 Letter a) of the Act, with its activities specified in compliance with § 15 of the Act.

PART TWO COMPOSITION OF THE BOARD OF GOVERNORS

Article 3

1. The members of the Board of Governors are, after consultation with the Rector, appointed and removed from office by the Minister of Education, Youth and Sports.
2. The Board of Governors has 9 members.
3. A Chairperson and two Deputy Chairpersons are elected by the Board of Governors from among themselves.
4. The Secretary is in charge of organizational issues related to the activities of the Board of Governors.

Article 4

Chairperson of the Board of Governors

1. The term of office of the Chairperson of the Board of Governors is two years; the post of the Chairperson may be held by the same person in the same Board of Governors for no more than two consecutive terms.
2. The Chairperson of the Board of Governors shall in particular:
 - a) Convoke and chair the meetings of the Board of Governors,
 - b) After authorization by the Board of Governors, act on its behalf,
 - c) Propose the agenda for the meetings of the Board of Governors,
 - d) Sign documents of the Board of Governors, particularly the prior written consent of the Board of Governors in compliance with § 15 Paragraph 1 of the Act,

- e) Be entitled to demand obtainable information necessary for the activities of the Board of Governors,
 - f) Be entitled to invite guests to the meetings of the Board of Governors.
3. The Chairperson is in his/her absence represented by the Deputy Chairperson authorized by the Chairperson himself/herself. In the event that the Chairperson is not able to take up the post, the elder of the Deputy Chairpersons takes up the Chairperson's position.

Article 5
Deputy Chairperson of the Board of Governors

- 1. The term of office of the Deputy Chairperson of the Board of Governors is two years; the post of the Deputy Chairperson may be held by the same person in the same Board of Governors for no more than two consecutive terms of office.
- 2. The Deputy Chairperson shall in particular:
 - a) Co-sign the written consent of the Board of Governors in compliance with § 15 Paragraph 1 of the Act (one of the Chairpersons at least).
 - b) After authorization by the Board of Governors, act on its behalf.

Article 6
Members of the Board of Governors

- 1. The membership of the Board of Governors is non-transferable.
- 2. In the event that a member of the Board of Governors is not able to attend a meeting of the Board of Governors due to serious reasons, he/she is required to apologize for his/her absence to the Chairperson of the Board of Governors in advance.
- 3. If a member of the Board of Governors resigns his/her membership in the Board of Governors before the expiration of his/her term of office, he/she is required to do so by a letter to be delivered to the Minister of Education, Youth and Sports through the Rector and, simultaneously, inform the Chairperson of the Board of Governors about this decision.
- 4. In the event that any of the members of the Board of Governors is not able to hold his/her office for a longer term, usually for at least one year, and a two-thirds majority of all the members of the Board of Governors express their assent, the Rector is entitled to file a proposal to the Minister of Education, Youth and Sports for the removal of the member from office and for the appointment of a new member of the Board of Governors.
- 5. The membership of the Board of Governors may also be terminated in the manner as specified in § 14 Paragraph 3 of the Act.

Article 7
Secretary to the Board of Governors

- 1. The Secretary to the Board of Governors, usually the Director of Marketing and Communications of TBU, is, in accordance with the consent given by the Chairperson of the Board of Governors, appointed and removed from office by the Rector.
- 2. The Secretary has a consultative vote at the meetings of the Board of Governors.
- 3. The Secretary is in charge of organizational and technical issues necessary for the activities of the Board of Governors according to the instructions given by the Chairperson.

PART THREE
RULES OF PROCEDURE OF THE BOARD OF GOVERNORS

Article 8
Convocation of Meetings of the Board of Governors

1. The meetings of the Board of Governors are held as often as is required, but at least twice annually. The Board meetings shall be convoked by the Chairperson, usually by e-mail.
2. If physical presence of Board members at a meeting is not possible, it is allowable, in exceptional cases, to hold online Board meetings, and that through video-conferencing or teleconferencing (hereinafter referred to as “online meeting”), or by mixing virtual and physical participation of Board members (hereinafter referred to as “mixed meeting”). The Secretary to the Board of Governors shall be in charge of the organization of provision of the technological equipment necessary to hold an online meeting. Provisions of this section of the Statute of the Board of Governors shall adequately apply to online and mixed meetings of the Board of Governors.
3. The Chairperson of the Board of Governors is required - upon the request of the Rector in compliance with § 14 Paragraph 4 of the Act, or upon the request of at least 1/3 of the members of the Board of Governors – to convoke an extraordinary meeting, no later than within three weeks of the submission of the request.
4. A written invitation to a meeting of the Board of Governors shall be sent in the manner specified in Paragraph 1, usually three weeks before the meeting takes place. The invitation to the meeting includes information on the type, venue, date and time of the meeting to be held and the agenda proposed for the meeting of the Board of Governors. Documents in an adequate extent concerning the items of the agenda shall be attached to the invitation.
5. After the members of the Board of Governors have received the invitation, they are required to confirm their attendance at the meeting convoked, usually by sending an e-mail message to the Secretary to the Board of Governors. In case that a two-thirds majority of the members of the Board of Governors fail to confirm their attendance, the Chairperson of the Board of Governors shall convoke a substitute meeting.
6. In urgent cases, a meeting of the Board of Governors may be convoked by phone, provided that the Board of Governors constitutes a quorum.
7. In accordance with the decision made by the Chairperson after previous consultation with the Rector, it is possible to organize correspondence meetings dealing with issues of minor importance on condition that the comments of the members of the Board of Governors have to be sent within seven calendar days
 - a) in writing or
 - b) in the electronic form via information and communication technologies (per rollam), usually by e-mail, using the “Read Receipt” tool.Separate minutes shall be taken, evidencing the outcome of the electronic voting. During the next regular/extraordinary meeting of the Board of Governors, the outcome of the electronic voting shall be announced.
8. Meetings of the Board of Governors may be attended by the Rector or by a Vice-Rector authorized to act on the Rector’s behalf, by the Bursar, by the Chairperson of the Academic Senate of TBU, or a member of the TBU Academic Senate authorized to act on the Chairperson’s behalf, by a member of the Internal Evaluation Board authorized by the Chairperson of the Internal Evaluation Board. All of the above-mentioned persons may, at the same time, speak at the meeting whenever they ask for permission to do so. Furthermore, upon prior request made by the members of the Board of Governors or by the Rector and at the invitation of the Chairperson of the Board of Governors, experts may attend the Board of Governors meetings dealing with a particular agenda item, and that as guests.

Article 9

Meetings of the Board of Governors

1. The Board of Governors constitutes a quorum provided that an absolute majority of all members of the Board of Governors are present.
2. The Board of Governors makes resolutions by means of voting. In order to approve a submitted

proposal, the absolute majority of all the members of the Board of Governors must express their assent to the proposal. Proposed amendments are voted on in reverse order to that in which they were submitted.

3. The verifier of the minutes and the agenda of the meeting are approved at the opening of the meeting. Members of the Board of Governors, the Rector and the Bursar are entitled to submit proposals for amendments or modifications to the agenda.
4. The Chairperson yields the floor to the members of the Board of Governors and to the persons listed in Article 8 Paragraph 7 in that order in which they have asked to speak. When pressed for time, he/she is entitled to set a speech limit, or close the discussion even if some of those who have asked to speak, have not been given the floor yet. The persons listed in Article 8 Paragraph 7 are entitled to be yielded the floor anytime they ask to speak, and cannot be deprived of it.
5. The meetings of the Board of Governors are closed; participation and appearance of guests present at the invitation of the Chairperson of the Board of Governors are allowable. If the Board of Governors makes such a resolution, some parts of the meeting or the entire meeting can be open.
6. In the event that some of the documents to be discussed by the Board of Governors at its meeting are marked as confidential by their authors, all attendees to the meeting are bound to secrecy in compliance with generally binding legal regulations.
7. Written minutes are taken at every meeting of the Board of Governors; the minutes are to be signed by the Chairperson of the Board of Governors and by the verifier of the minutes.

Article 10 Other Provisions

1. After consultation with the Rector of TBU, the Board of Governors is entitled to obtain external expert opinions related to its decision as well, always in writing, with the exclusion of a conflict of interests between their authors. TBU is responsible for concluding a relevant contract with the author of an expert opinion, if required.
2. The members of the Board of Governors, Rector, Bursar, Chairperson of the Academic Senate of TBU and, if appropriate, other persons shall receive the resolutions made by the Board of Governors along with the minutes in accordance with the decision made by the Chairperson of the Board of Governors no later than within seven days after the voting took place. In cases mentioned in the Act, the Board of Governors is obliged to announce its resolution within seven days of its adoption to the Ministry of Education, Youth and Sports (§ 15 Paragraph 6 of the Act).
3. In case of proposals where, after the approval thereof by the TBU Academic Senate, an approval by the Board of Governors is required in compliance with § 15 Paragraph 2 Letter b) and c), the Board of Governors has to take a decision within 2 weeks after the day on which the approved proposal was referred to the Board of Governors by the TBU Academic Senate, and that through the Rector. If the Board of Governors fails to take a decision on the proposal within the mentioned deadline, it is presumed that the Board of Governors has approved the proposal. In the event that the Board of Governors does not approve the proposal, it shall refer the proposal back to the TBU Academic Senate for further consideration, and give the reasons for doing so.
4. The Rectorate of TBU is in charge of administrative and material issues concerning the activities of the Board of Governors.

PART FOUR ELECTION RULES OF THE BOARD OF GOVERNORS

Article 11 Election Organization

1. The election is opened by the members of the Board of Governors in the following order: Chairperson, senior Deputy Chairperson, second Deputy Chairperson, the eldest member of the

Board of Governors.

2. For the election to be valid, the presence of a two-thirds majority of all members of the Board of Governors is necessary.
3. Prior to the start of the election, the names of all present members of the Board of Governors shall be inserted into the ballot box. That member of the Board of Governors who has opened the election takes the names of two members of the committee out of the ballot box, with this committee to be in charge of the election from that moment on. An elder member of the election committee acts on behalf of the election committee.
4. In case a member of the election committee later on accepts the candidacy for the post of the Chairperson or the Deputy Chairperson, another name, i.e. an alternative member of the election committee has to be taken out of the ballot box to replace him/her.
5. The first official to be elected by secret ballot is the Chairperson, followed by the Deputy Chairperson.
6. In the event of an online or mixed meeting, the election may be organized by means of distance communication tools; in such a case, provisions of this section shall adequately apply to the election held during an online/mixed meeting. The Secretary to the Board of Governors shall be in charge of the organization of provision of the technological equipment necessary to hold the election.

Article 12 Election of the Chairperson

1. An elder member of the election committee shall ask all the present members of the Board of Governors to nominate the candidates for the post of the Chairperson.
2. The nominated candidates who have accepted their candidacy are to be included in the list of candidates and named on the ballot papers.
3. The vote is cast by marking the name of the selected candidate. If none of the names is marked or more names than required are marked, then the ballot paper is invalid.
4. The candidate is considered as elected if an absolute majority of all members of the Board of Governors cast their vote in his/her favour.
5. If the Chairperson is not elected in the first round, two candidates who have obtained the highest number of votes advance to the second round. If several candidates have identical vote totals, all of such candidates advance to the second round.
6. If the Chairperson is not elected in the second round, two candidates who have obtained the highest number of votes advance to the third round. If two or more candidates have identical vote totals, all of such candidates advance to the third round.
7. In the third round, the candidate who has obtained the highest number of votes is elected. If two or more candidates have identical vote totals, the eldest member of the election committee draws the name of that Chairperson from the ballot box who is to be elected from among these candidates.

Article 13 Election of the Deputy Chairperson

The procedure is identical to the election procedure regarding the Chairperson of the Board of Governors.

Article 14

1. The Statute of the Board of Governors approved by the Minister of Education, Youth and Sports of the Czech Republic under Ref. No. MSMT-19412/2017-1 on 20 July 2017 is hereby cancelled.
2. This Statute of the Board of Governors has been consulted with the Rector and shall come into force on the day on which it is approved.