

# CONSTITUTION OF THE UNIVERSITY OF HAIFA

## Preamble

*Whereas* in pursuance of the aspiration of the mayors of the city of Haifa, the University of Haifa was established in 1972 for the encouragement of learning and research and the advancement of all branches of scholarship (hereinafter: *the University*);

*Whereas* there was formed in the State of Israel an association under Ottoman Law known as the "University of Haifa" for the purpose of maintaining the University, advancing it, and mobilizing support for its maintenance and development;

*Whereas* by virtue of the Council for Higher Education Law, 5718-1958, the University has been approved as a recognized institution and thereby been constituted a corporation with all the rights and obligations thereof, and with the liberty to conduct its own academic and administrative affairs;

**THEREFORE**, the University has resolved to set down a constitution that will prescribe the conduct of these affairs and give expression to the joint responsibility of the people of Israel and of the Jews of the Diaspora for the University and its flourishing.

## Definitions

*Internal Parties* – The academic faculty, administrative, technical and other staff of the University, including the President and the Rector.

*External Parties* – Institutions and corporations outside the University, including: municipal authorities, educational networks, trade unions, public and private corporations, professional associations, and other institutions of higher education that have a bearing on the University and/or its activity and/or an interest in the aforementioned institutions and corporations.

## 1. Name of the Association

The name of the association in Hebrew is *אוניברסיטת חיפה*, and in English: *University of Haifa* (hereinafter: *the Association* or *the University*)

## 2. The University

- 2.1 The University is based on the principle of academic freedom and is open to all persons without distinction of race, religion, nationality, or sex.
- 2.2 The University and the nature of its activity will ensure the academic and administrative independence of the University from any other public or other body, external or internal, as specified in the Constitution, the General Regulations, and the Academic Regulations.
- 2.3 The organizational structure and work patterns of the University will be based on the University's major activity objectives and goals.

## 3. Aims of the University

- 3.1 To serve as a leading center of learning, teaching, and acquisition of knowledge through research and promulgation of this knowledge utilizing various means, including: teaching, publications, conferences and the training of an academic reserve to benefit the public in the future, and to serve as a center for education and culture, while aspiring to excellence in all areas.
- 3.2 To assist in shaping the spiritual and social image of the State of Israel by encouraging academic studies, including Jewish Studies; and by fostering and establishing national cultural and general human values.
- 3.3 To assist in the spiritual and cultural absorption of Diaspora Jewry in the State of Israel.
- 3.4 To foster mutual understanding between Jews and non-Jews in the State of Israel.
- 3.5 To increase co-operation with research and academic institutions in Israel and throughout the world, particularly other leading institutions of higher education and research.
- 3.6 To establish and consolidate an academic community based on co-operation and mutual respect among its academic faculty, students and administrative staff.
- 3.7 To conduct non-academic activities on condition that these academic activities are in a significant manner its major activity both so far as its goals and the scope of its economic activity are concerned. Such non-academic activities, as mentioned above, are subject to approval by the Planning and Budgeting Committee of the Council for Higher Education (hereinafter: *PBC*).

#### **4. Means of Implementation**

- 4.1 To set up and establish faculties, schools, departments, centers, institutes, colleges, branches and other units.
- 4.2 To create academic, administrative and other offices and to appoint their office holders.
- 4.3 To maintain all forms of academic instruction and research.
- 4.4 To award degrees, diplomas, certificates and academic and other qualifying documents to those who have completed the requisite studies as the University has determined or authorized, and who have passed the examinations and complied with the requirements of the University.
- 4.5 To confer honorary degrees, and other academic honors.
- 4.6 To establish and award prizes, scholarships and grants.
- 4.7 To establish, found, acquire, maintain and manage institutions, centers, colleges, branches and institutions of higher education for research and the dissemination of learning, including the establishment and maintenance of buildings, grounds, libraries; to publish books, magazines and journals; to maintain museums, collections, exhibitions, and movable and immovable property and all manner of rights appertaining thereto.
- 4.8 To determine and enforce conditions for the admission of students, and their courses of study; to request and receive tuition fees, vouchers and other charges as determined by the University authorities from time to time, and to change these, whether for economic or any other considerations.
- 4.9 To establish, maintain, manage and to license others to set up, maintain and manage dormitories, halls, clubs, restaurants and sports and other facilities for students and for the academic and administrative staffs.
- 4.10 To encourage and improve a leisure culture, including physical culture.

- 4.11 To provide for the advancement of the health, security and welfare of the students, and of the academic and administrative staffs.
- 4.12 To supervise the discipline of students and to take disciplinary and other measures.
- 4.13 To determine and define the rights and duties of the University faculty and administrative staffs and to ensure their fulfillment.
- 4.14 To solicit and accept gifts, contributions, membership dues, subscriptions, bequests, endowment funds and all types of financial support, grants and trustee accounts; to administer, to utilize or transfer these, in order to further the aims of the University, in accordance with any donor's specific directions and contracts.
- 4.15 To cooperate with other Universities, with research centers, colleges and other institutions of higher education and to merge with such institutions or annex them, or to recognize them either wholly or in part, their members, students, or courses of study.
- 4.16 To receive loans and ensure their repayment in whatever manner required, including pledging or mortgaging assets of the University or its rights in whole or in part, whether movable or immovable; to grant loans and accept securities and liens of any nature; to guarantee such loans; to invest the funds of the University with skill and prudence in whatever form deemed most beneficial by the authorities of the University.
- 4.17 To purchase, maintain, manage, lease, acquire and receive in any manner whatsoever property and rights to property of all types; to give, to surrender or transfer in whatever manner, property, rights and assets of any type; to enter into contracts, and to be party to any negotiations, legal or otherwise; to sue and be sued, and in general to perform all acts which an association registered in Israel is competent to perform according to law, provided only that such acts are related to the aims of the University or are designed to promote them or to benefit it.

The means and methods for carrying out the details of Paragraph 4 shall be subject to decisions and conditions set by the University from time to time.

## **5. Membership**

- 5.1 The members of the Association shall be called "Governors" and the body of members shall be called "The Board of Governors". The Board of Governors will be composed of persons from Israel and abroad who are interested in the development and advancement of the University.
- 5.2 The Board of Governors shall from time to time determine the number of members who shall constitute the Board of Governors, provided that the total number of Governors shall not exceed two hundred (200), excluding those members who are ex-officio and honorary members.
- 5.3 The proportion of representation of the academic faculty will be 20% of all members, and of which at least half will be Senate representatives. Members of the academic, administrative, or technical staff committees shall not be members of the Board of Governors.

5.4 The proportion of other internal parties will not exceed 5%. The remainder of the members will be representatives of the public who are active in public activity, economic, social, cultural, educational, and scientific spheres, including academics of national and world repute who are not representatives of internal or external parties. The maximum number of Board of Governors members and the ratio between the number of members who are Israeli residents and foreign residents will be set down in the General Regulations. The Executive Committee will determine the appropriate ratio between the number of Israeli-resident Board members and foreign-resident members, preserving a balance between the two groups.

5.5 Subject to the stipulations set out in Paragraphs 5.1 and 5.2, the Board of Governors shall be entitled to accept as members of the Board of Governors any person in such number and according to such conditions as the Board of Governors may from time to time determine, provided that the member has consented, in writing, to join and to abide by the conditions of this Constitution and of the Academic Regulations, and that such membership be approved by the Board of Governors.

Such as:

5.5.1 Representatives of the Associations of Friends of the University, or other bodies which support the University and its aims.

5.5.2 Persons that receive recognition because of their communal activity.

5.5.3 Members of the Academic Faculty of the University and personalities from the academic world, Scientists and Researchers, Scholars of renown including Professors Emeritus.

5.5.4 Representatives of the University Senate, who will be elected by the Senate from among its members.

5.5.5 Persons with practical business, legal, and financial experience, benefactors and contributors.

5.5.6 Representatives of the Administrative Staff of the University.

5.5.7 Representatives of the University Alumni.

5.5.8 Representatives of the Student Body of the University.

5.5.9 There is nothing to prevent the appointment to the Board of Governors of an external party office holder, provided that the appointment is not as a representative of said external party.

5.6 The following shall be ex-officio members of the Board of Governors: the "Nagidim" (Chancellors), the Chairman of the Executive Committee, the President, the Rector, the Vice President(s), the Vice Rector(s), the Director General, the Chief Financial Officer, and the Presidents of the Friends Associations.

5.7 The Board of Governors may bestow honorary life memberships, provided their number shall not exceed thirty (30) persons, to those who have contributed to the welfare of the University either as members of the Board of Governors or other institutions within the University or in any other manner, in order to show the appreciation of the University and in recognition of their efforts.

## **6. Authorities of the University**

### **Administrative Institutions**

#### **6.1 Board of Governors**

- 6.1.1 The Board of Governors is the supreme authority of the University and, within the framework of its authority as circumscribed in this Constitution and in the General Regulations, will tend to its management, affairs and assets according to this Constitution and the General Regulations. The Board of Governors will consider the basic policy for the financial activity of the University, its annual budget, balance sheets and financial reports.
- 6.1.2 The Board of Governors shall be involved in the financing of the budgets of the University, to which end it will do all in its power to solicit budget funding, contributions, financial support, funds, assets and other financial resources, in Israel and overseas, in order to cover the budget, in whole or in part, to further the aims of the University.
- 6.1.3 The Board of Governors shall be entitled to delegate from time to time part of its authority to the Executive Committee or any other authority of the University that the Board will determine.

#### **6.2 The Executive Committee**

- 6.2.1 The Executive Committee is responsible for formulating the University's policy, determining strategy, supervising the organizational-corporate structure of the University, as well as managing the University's affairs and assets.
- 6.2.2 The Executive Committee will be an operative active and available body, and its composition and the number of its members will assure fulfillment of the tasks assigned to it quickly and efficiently.
- 6.2.3 The number of members in the Executive Committee and the manner of their selection shall be as set out in the General Regulations.  
  
The Chairman of the Executive Committee will be elected by the Executive Committee from among its public representatives who are not representatives of internal or external parties, and will be a resident of Israel, as set out in the General Regulations.
- 6.2.4 The Executive Committee shall be authorized to appoint committees as it may deem necessary from time to time. The composition of the committees, their authority and modus operandi shall be determined in a procedure. Modifications and changes to this procedure may only be carried out by the full Executive Committee and shall be approved by a regular majority.

### **Academic Institutions**

#### **6.3 Academic Autonomy**

Academic activity and setting academic standards, including academic appointments and approval of curricula shall be carried out by academic institutions. Without the approval of the appropriate academic bodies, no academic appointment can be made and no curriculum approved. Decisions of the academic bodies that necessitate financial expenditures require the approval of the Executive Committee.

#### **6.4 The Senate**

- 6.4.1 The Senate is the supreme academic authority of the University. It shall manage the academic affairs of the University within the framework of the authority vested in it as set out in the Constitution, the General Regulations, and the Academic Regulations.
- 6.4.2 The Senate will be composed of ex-officio office holders, selected members of the academic staff (from the roster of full professors, associate professors, and senior lecturers), and student representatives, and will be of a size and structure that will enable efficient functioning – up to 71 members
- 6.4.3 The Rector will serve as head of the Senate.
- 6.4.4 In the event that members of academic staff committees are elected to the Senate, they will refrain from participating in any discussion and vote in which there is any suspicion of a conflict of interest between their two roles. The President will determine if any such suspicion exists.
- 6.4.5 In the framework of its authority, subject to the authority of the Executive Committee on matters with financial implications, the Senate will discuss and make decisions on, inter alia, the following principal subjects: advancing instruction and research and maintaining their level, being responsible for testing and the University's academic discipline, determining academic by-laws, encouraging excellence in teaching and research, strategic direction of academic development goals, proposing new curricula and new academic units, and maintaining professional and ethical norms for the academic staff. The Senate will also be authorized to recommend approval to the Executive Committee of a code of ethics and rules of conduct for the academic staff.
- 6.4.6 The Senate will determine the academic authorities for the study and research units. The composition, authority and roles of these authorities will be set out in the Academic Regulations.
- 6.4.7 The Senate will be entitled to discuss any matter pertaining to the University and present its recommendations to the Board of Governors, the Executive Committee or the President. The Senate will discuss any matter presented by the Board of Governors, the Executive Committee or the President, and express its opinion on these matters.
- 6.4.8 The composition and detailed authority of the Senate will be set out in the Academic Regulations, which the Senate will submit for approval before the Executive Committee.
- 6.4.9 The Senate will elect a Standing Committee and determine its composition in accordance with the Academic Regulations. The Senate will delegate authority and roles to the Standing Committee from time to time, whether in general or for a specific purpose. The Senate is entitled to appoint sub-committees that will operate under its auspices, including an Academic Appointments Committee and a Research Committee.

## **6.5 System for Reviewing Academic Quality**

Reviewing academic quality is the responsibility of the Senate. At the Executive Committee's request, the Rector shall report in connection thereof. The Executive Committee shall hold a discussion on the manner of academic quality review, and shall monitor its implementation.

## **Auditing/Control Institutions**

### **6.6 Auditor**

## **6.7 Control Committee**

- 6.7.1 The Control Committee is the control authority of the University, and in the area of its responsibility it will be autonomous, and independent of any authority, body or person.
- 6.7.2 The Control Committee will be responsible for the subjects that pertain to the supervision, control and review of all University matters, and it covers the general activities of the University, including the Management Units, Academic Units (with the exception of the System for Reviewing Academic Quality), associated and non-associated bodies, affiliated with or connected to the University. The Control Committee is also charged with control of proper management of all University Units, and the preservation of their integrity.
- 6.7.3 The Control Committee will be appointed by the Board of Governors for a period of three (3) years, and will be composed of members as determined by the Board of Governors, from time to time.

## **6.8 Comptroller**

As stated in Paragraph 15A of the Higher Education Council Law, as specified in the General Regulations.

## **6.9 Student Complaints Commissioner**

The President and the Rector will appoint a Student Complaints Commissioner.

# **7. Senior Officers**

The Senior Officers of the University are the President, the Rector and officers as determined by the Executive Committee from time to time. The Executive Committee, in consultation with the Chairman of the Board of Governors, shall determine the procedure for the appointment of Senior Officers, their authority, functions and conditions of office.

## **7.1 The President**

- 7.1.1 The President is the head of the University; he is the most senior of the University's officers, and will conduct the affairs of the University in the framework of the authority granted to him in the Constitution and the General Regulations and will bear responsibility before the Executive Committee for the administration, standards, and quality of the University.
- 7.1.2 The President is responsible for the presentation of the University.
- 7.1.3 The President will be charged before the Executive Committee, inter alia, with the range of areas of the University's activities and the attainment of its objectives and goals subject to the Constitution and the Academic Regulations; with responsibility for implementing the resolutions adopted by the Board of Governors and the Executive Committee; with proposing for Executive Committee approval the appointment of his deputies, university counsel, and head of the Division of Budget and Finance.
- 7.1.4 The President carries total responsibility for initiatives, planning and implementation of a plan for the recruitment of financial resources and donations, and for bringing together the plans for the advancement of the University and for its development.
- 7.1.5 The President is charged with the administrative apparatus of the University and its resources.

7.1.6 The President is an ex-officio member of the Board of Governors, the Executive Committee and its committees, the Senate, and the Standing Committee, and will head the Search Committee for a Rector.

## **7.2 Absence of the President**

Should the President be abroad or otherwise unable to fulfill his duties for a consecutive period not exceeding three (3) months, the Rector will also serve as Acting President. If the President is prevented from fulfilling his duties for a period exceeding three (3) months or has not returned to fulfill his duties after the said period of three (3) months, a Search Committee will be appointed in accordance with the procedures described in the General Regulations. The Rector will continue to serve as Acting President until the election of a new President.

## **7.3 Resignation of the President and Termination of the President's Term of Office**

Should the President resign or should his term of office be terminated, the Rector will serve as Acting President for a period that will enable an orderly procedure for the election of President as defined in the General Regulations, but not to exceed nine (9) months.

## **7.4 The Rector**

7.4.1 The Rector stands at the head of the academic system of the University and is the most senior academic officer at the University.

7.4.2 The Rector is entrusted with the academic affairs of the institution and in his hands is placed all the authority in academic affairs granted to him by the Constitution, the General Regulations and the Academic Regulations, or is empowered to him by the President.

7.4.3 The Rector is subordinate to the President, and in his capacity as Rector, he is also responsible to the Senate.

7.4.4 Pure academic subjects within the authority of the Senate and its committees, such as promotion of faculty or academic decisions which do not impact upon the budget, will be the responsibility of the Rector.

7.4.5 The Rector is given all required authority to carry out his role, in accordance with the Constitution, the General Regulations and the Academic Regulations.

## **7.5 Vice Presidents**

7.5.1 The Vice Presidents will have the full authority delegated to them by the President and will be entrusted with those topics that the President has authorized them to handle.

7.5.2 The Senate may recommend to the Executive Committee the appointment of the Dean of Research as Vice President of Research. The recommendation shall be brought before the Executive Committee by the President and the Rector. At the recommendation of the President, the appointment of the Dean of Research as Vice President for Research can be abrogated by the Executive Committee. Nothing in the foregoing shall derogate from the status of the Dean of Research.

The Dean and Vice President of Research shall have all the powers delegated to him/her by the Senate in accordance with the Academic Regulations as well as all the powers delegated by the President.



## 7.6 Faculty Deans

- 7.6.1 The Dean is entrusted with the academic, administrative, and economic management of the Faculty and represents the Faculty before all authorities of the University.
- 7.6.2 The Dean is subordinate to the Rector with a direct relationship to other officers at the University according to the matter in hand. The Dean will hold ongoing consultations with the Rector and report to him and to the President annually on the activities of the Faculty.
- 7.6.3 The Dean will serve ex-officio as, inter alia, Chairman of the Faculty Council, member of the Senate, member of the Standing Committee, and Chairman of the Faculty Appointments Committee.

## 8. Fiduciary Duties

- 8.1 Senior Officers at the University, as specified in the General Regulations, (hereinafter: *Officers*) will act faithfully, and with devotion and integrity, in fulfilling their functions and will work for the advancement and development of the University in the framework of its Constitution, regulations and programs, will participate impartially in making decisions, and will refrain from acts of commission or omission that contradict the interests of the University.
- 8.2 Officers will owe the University a duty of honesty, a duty of prudence, will conduct themselves toward the University with integrity, and work for its good. In regard to these duties, the following directives will apply:
  - 8.2.1 There is nothing in the aforementioned to preclude owing a duty of loyalty or a duty of prudence by Officers towards another person.
  - 8.2.2 Officers will act at a standard of proficiency considered reasonable by equivalent positions in equivalent circumstances, and will employ reasonable means, being mindful of the circumstances of the matter at hand, to obtain information that is relevant to courses of action brought before them for approval or to actions taken by them in their capacity as Officers.
  - 8.2.3 Within the framework of the duty of loyalty owed by Officers to the University, and without derogating from the generality of their duty of loyalty, they will (1) refrain from any act that poses a conflict of interest between fulfilling their role at the University and fulfilling any other of their roles and their personal interests; (2) will refrain from any act that constitutes rivalry with the University; (3) will refrain from exploiting opportunities presented to the University for their own or another's personal gain; (4) will disclose to the University any information and deliver any document pertaining to its affairs which has come into their possession in their capacity as Officers of the University.
- 8.3 The University is entitled to approve any of the actions specified in Paragraph 8.2.3 above, provided that all the following conditions have been met:
  - 8.3.1 The Officer is acting in good faith and the action or approval of it do not harm the good of the University;
  - 8.3.2 The Officer has disclosed to the University within a reasonable time prior to discussion of approval the essence of his personal interest in the matter, including any essential fact or document.

- 8.4 A breach of the duty of loyalty by an Officer towards the University will be subject to the laws pertaining to breach of contract, with the necessary changes, and without derogating from the generality of the above, an Officer who has breached his duty of loyalty towards the University shall be deemed to have violated his association with the University.
- 8.5 Should a member of the Executive Committee discover an apparent violation of law or deviation from proper procedure in any of the University's affairs, he will act without delay to convene a meeting of the Executive Committee.
  - 8.5.1 Subject to the provisions of the Companies Law of 1999 (hereafter the law), the University is entitled to become party to a contract or contracts for insuring the legal responsibility of office holders in it, in whole or in part, owing to a liability that will be incurred for one of these reasons following an action that he took by virtue of his holding a position in it:
    - 8.5.1.1 Violation of the duty of care towards the University or towards another person.
    - 8.5.1.2 Violation of the duty of loyalty towards it, provided that the office holder acted in good faith and he had a reasonable basis for assuming that his action would not affect the good of the University.
    - 8.5.1.3 A fiduciary duty incurred by the office holder for the benefit of another person owing to an action that he took by virtue of holding a position in the University.
    - 8.5.1.4 Any other event that is permitted and/or will be permitted to insure the liability of an office holder.
  - 8.5.2 Subject to the provisions of the law, the University is entitled to exempt an office holder in it for a violation of the duty of prudence that stems from negligence only of the office holder toward the University.
  - 8.5.3 Subject to the provisions of the law, the University is entitled to compensate an office holder in it for a liability or expenditure that was incurred or disbursed following an action that he took by virtue of being an office holder in it as specified in Article 260 of the law.

## **9. The Constitution, the General Regulations and the Academic Regulations**

- 9.1 The University shall have no other Articles of Association and/or Regulations that contradict the Constitution and the General Regulations.
- 9.2 The General Regulations shall provide instructions for all matters determined in the General Regulations, as prescribed in this Constitution, and in any other matter to be prescribed in the General Regulations.
- 9.3 Determining the University's Constitution and General Regulations and authorizing any changes to them are within the purview of the Executive Committee and subject to ratification by the Board of Governors.
- 9.4 A proposal to amend the Constitution and/or the General Regulations will be accepted on condition that it receives no less than 60% (sixty percent) of votes from members present and voting at the meeting of the Executive Committee. Members of the Executive Committee will receive reasonable prior notice of the meeting. A proposal to

amend the Constitution and/or the General Regulations may be tabled, inter alia, by any member of the Board of Governors.

- 9.5 The Senate is authorized to determine and change the Academic Regulations subject to the approval of the Executive Committee on matters that carry financial implications.
- 9.6. A proposed amendment to the Academic Regulations shall be deliberated upon by the Senate in accordance with the Academic Regulations.
- 9.7 A proposed amendment to the Academic Regulations can also be submitted to the Senate by the Chairman of the Board of Governors or the Chairman of the Executive Committee, through the instrument of the Rector.
- 9.8 Proposals for substantive changes of the Constitution, the General Regulations and the Academic Regulations will be transmitted for approval to the PBC prior to their submission for approval by the University authorities.
- 9.9 Subject to the provisions of the Constitution, the General Regulations and the Academic Regulations, the authorities of the University are empowered to prescribe from time to time rules for the conduct of their affairs, especially:
  - 9.9.1 Rules for procedure of deliberations.
  - 9.9.2 The manner in which they shall exercise their powers and carry out their functions.
  - 9.9.3 All other matters laid down in the Constitution, the General Regulations and the Academic Regulations.
- 9.10 The Hebrew-language version of this Constitution shall be the deciding document of record on every subject and matter.

## **10. Budget of the University**

- 10.1 The budget of the University will be for one academic year.
- 10.2 The University will operate in the framework of its budget.
- 10.3 The budget will be prepared by the President and brought for approval before the Executive Committee.
- 10.4 Submission of the budget, the activity within its framework, and submission of financial reports will be in accordance with Planning and Budgeting Committee of the Council for Higher Education (hereinafter: *PBC*) guidelines as published from time to time.

## **11. Cessation of the University's Activity**

- 11.1 Cessation of the University's activity will be a decision of the Council for Higher Education to revoke recognition of the University or a decision of the University to cease activity of its own accord.
- 11.2 Should there be a decision to cease the activity of the University, the University will guarantee the conclusion of academic activity of its registered students.
- 11.3 With the cessation of activity of the University, the remaining assets will be transferred to another public institution of higher education, in accordance with its meaning in Paragraph 9(2) of the Income Tax Ordinance, to be decided by the PBC.

## **12. Miscellanea**

## **12.1 Appointment of Committees**

Wherever the authorities of the University are empowered, in accordance with the Constitution or the General Regulations or the Academic Regulations to appoint committees, such committees shall comprise, in the absence of any other instruction, members of the same authority, or members of the same authority and such other persons as the authority may deem proper to co-opt to such committee. The Chairman of each committee must be a member of one of the organs of the University.

## **12.2 Vacancies**

12.2.1 Where a vacancy occurs in any Authority or other body of the University (other than a post held ex-officio), the Authority or body that appointed, elected or co-opted the member whose post became vacant, shall fill the vacancy as soon as possible, and the replacement shall serve as a member of the Authority or body for the remainder of the term which the incumbent who is replaced was to have served, all this subject to the Constitution, the General Regulations and the Academic Regulations.

12.2.2 No action or decision of any Authority or body of the University shall be deemed invalid solely because of a vacancy or vacancies in its membership, provided that the legal quorum of the particular authority or body is maintained, despite the aforementioned vacancies.

## **12.3 Designation of the Assets of the University**

12.3.1 The assets, obligations and income, including income received for specific purposes, shall not be utilized for any purpose except the achievement, fulfillment, and promotion of the aims of the University and shall not be distributed among its members in any manner whatsoever.

## **12.4 Validity of Actions Performed Prior to the Constitution Taking Effect**

12.4.1 Any action performed prior to the Constitution, the General Regulations and the Academic Regulations taking effect, shall be deemed valid if its performance conformed to the Constitution or the General Regulations or the Academic Regulations, or if performed in keeping with the regulations then existing, as the case may be.

## **12.5 Notification**

12.5.1 Any notice to a member of any authority, body or any other institution of the University may be delivered to them personally or through the mail by letter, or by telegram or facsimile or e-mail notice sent to the address of the member or their representative as it appears in the records of the University.

12.5.2 A notice sent through the post office shall be deemed to have been delivered to the addressee after one day if sent by telegram, after three days if sent by letter to an address in Israel, and after seven days if sent by airmail to an address overseas, counting from the date of sending the notice to the post-office addressed as aforesaid. If the notice is sent by facsimile or e-mail it shall be considered as having been brought to the notice of the addressee on the same day.

# GENERAL REGULATIONS

## 1. Board of Governors

- 1.1. The number of members on the Board of Governors who are not Israeli residents will not exceed the number of members who are Israeli residents.
- 1.2. The Board of Governors shall elect a permanent Chairman from among its public representative members in consultation with the Chairman of the Executive Committee and the President, and up to five Vice-Chairmen, provided that at least one Vice-Chairman be resident in Israel, and one Vice-Chairman be an overseas resident.
- 1.3. The term of office of the Chairman and Vice-Chairmen shall be for a period of three (3) years, and they may be elected for a further period.
- 1.4. For the election of a Chairman of the Board of Governors, a Forum will be established (not applicable to the re-election of the Chairman of the Board of Governors) that will be composed of the following members:
  - a. The outgoing Chairman of the Board, to serve as Forum chair;
  - b. The Chairman of the Executive Committee, deputy chair of the Forum;
  - c. The President, ex-officio member of the Forum;
  - d. The Rector, ex-officio member of the Forum;
  - e. The outgoing Chairman of the Board of Governors is entitled to add some or all of the vice chairs of the Board to this Forum.
- 1.5. The function of the Forum will be to locate an appropriate candidate to chair the Board of Governors of the University. The candidates can be from Israel or abroad. Every candidate must be a public figure of stature, with qualifications suitable for the position; in particular, the person must have demonstrated a competency in raising funds and other means for the University both in Israel and abroad.
- 1.6. Each candidate for the position will be interviewed by the Forum or part of the Forum, as determined by the Chairman of the Forum. The Forum will be mandated to select only one candidate from among those who put forth their candidacy for the position, and its recommendation will be transmitted to the Executive Committee within a period of time that it will set.
- 1.7. The candidate approved by both the Forum and the Executive Committee will stand for election for the position of Chairman of the Board of Governors at the next meeting of the Board. The Board of Governors will elect the Chairman by a majority vote of the members, as required by the Regulations.
- 1.8. Should the Board of Governors not approve the candidate, the Forum will recommend another candidate to the Executive Committee.
- 1.9. The Chairman of the Board of Governors, and in his absence one of the Vice-Chairmen, in order of precedence of the date of their election, and if there be no precedence in the date of election the senior among them, shall preside over the meeting of the Board of Governors. If the votes of the members are equally divided, the Chairman shall be entitled to an additional, casting, vote. If neither the Chairman nor any of the Vice-Chairmen are present, the members present at the meeting will elect a Chairman for that meeting.

- 1.10 At every meeting of the Board of Governors convened in accordance with these Regulations, one quarter of the members of the Board shall constitute a legal quorum. In the event that there not be a legal quorum, the meeting will be postponed for one hour, after which time the meeting shall be deemed legal, irrespective of the number of members present.
- 1.11 The regular meeting of the Board of Governors shall be convened at least once a year, and will take place on a date determined by the Chairman of the Board of Governors, after consultation with the Chairman of the Executive Committee, the President and the Rector. In the absence of the Chairman, the date shall be determined by the senior Vice-Chairman and in his absence by one of the other Vice-Chairmen.
- 1.12 The Board of Governors shall be convened for a special, extraordinary meeting in one of the following instances:
  - At the demand of the Chairman of the Board of Governors.
  - By decision of the Executive Committee.
  - If the Chairman of the Executive Committee has received, in writing, a request to convene a special, extraordinary meeting signed by at least thirty (30) members of the Board of Governors.
- 1.13 The Chairman of the Board of Governors may invite to a meeting of the Board of Governors such persons of academic, administrative or public standing as he may deem fit. Persons so invited shall be entitled to participate in the deliberations of the Board of Governors but will not have any voting rights.
- 1.14 A special, extraordinary meeting shall be convened by sending of notices thereof to every member of the Board of Governors, provided such notices are sent at least six weeks prior to the date of the meeting.
- 1.15 The Chairman of the Board of Governors is entitled to participate in all committees and forums of the Board of Governors and Executive Committee, ex-officio.

## **2. Powers of the Board of Governors**

The powers of the Board of Governors shall include:

- 2.1 To appoint members to the Board of Governors.
- 2.2 To ratify the appointment of the President and Vice-Presidents.
- 2.3 To ratify the appointment of the Chairman of the Executive Committee, and to elect the Chairman and members of the Control Committee.
- 2.4 To ratify the multi-year plan.
- 2.5 To ratify annual reports, financial reports, and balance sheets and budgets.
- 2.6 To review the University's activities, recommend to the University's institutions, discuss reports submitted to it by them, cultivate the University's foreign contacts, and raise funds.
- 2.7 To appoint an Auditor and set his salary, appoint a Control Committee, ratify amendments to the University's Academic Regulations and Constitution.

## **3. Period of Office**

- 3.1 The period of office of a Governor shall be three (3) years.
- 3.2 A Governor whose term of office has expired may be reelected.

- 3.3 A Governor who has not participated in two (2) consecutive regular meetings of the Board of Governors shall cease to be a Governor, unless the Board decides that there have been sufficient reasons for not participating.

#### **4. Delegation of Authority**

The Board of Governors may empower the Executive Committee to decide on matters specified in Paragraphs 2.6 to 2.7 above, but the decision of the Executive Committee will remain in force until the next meeting of the Board of Governors. At the next meeting of the Board, the decision of the Executive Committee shall be considered. The Board of Governors may decide to accept, alter, amend or revoke the decisions of the Executive Committee.

An action that was implemented in accordance with a decision of the Executive Committee prior to the Board of Governors meeting is to be considered valid, even if it is later revoked or amended by the Board of Governors.

#### **5. Poll by Written Referendum**

The Board of Governors, in the period between meetings, is permitted to poll members by mail with respect to any issue. If sixty percent (60%) of the members of the Board responding to the poll approve, it shall be deemed to be adopted as a resolution of a special meeting of the Board of Governors.

#### **6. Auditor**

The Board of Governors shall appoint an Auditor of the University, and this will also be the rule in regard to the termination of the Auditor's services.

#### **7. The Executive Committee**

7.1 The composition of the Executive Committee, the number of members, and the legal quorum in its meetings of the Executive Committee shall be as follows:

7.1.1 Chair of the Board of Governors, President, and Rector (by virtue of their offices)

7.1.2 Four (4) Senate representatives chosen by the Senate from among its members on the Board of Governors, providing that they are not administrative Officers at the University (including Deans)<sup>1</sup>.

Members of the various staff committees will not be members of the Executive Committee.

7.1.3 Twelve (12)<sup>2</sup> public representatives resident in Israel. The public representatives will be active in cultural and social, scientific, economic, technological, communication, industrial, etc. areas, who are not among the representatives of internal or external parties.

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<sup>1</sup> The decrease in the number of Senate representatives in the Executive Committee to 4 representatives shall be implemented by August 30, 2012, and in any event while maintaining the current ratio between the number of Senate representatives and that of public representatives;

<sup>2</sup> The decrease in the number of public representatives which are residents of Israel in the Executive Committee shall be implemented by August 30, 2012, and in any event while maintaining the current ratio between the number of Senate representatives and that of public representatives.

- 7.1.4 One (1) student representative
- 7.1.5 The required legal quorum for every meeting of the Executive Committee will be no less than 60% of all members, on condition that there be a majority of public representatives.
- 7.2 Five (5) members of the Board of Governors resident abroad can be appointed honorary members of the Executive Committee without voting rights. Honorary members shall receive once per quarter a report of decisions by the Executive Committee.
- 7.3 The Vice-Presidents, the Deputy Rector, the CFO and Head of Business Development, the Academic Secretary, and the Chairman of the Control Committee will participate ex-officio in the meetings of the Executive Committee, but they will not have the right to vote.
- 7.4 Members of the Executive Committee will be elected for a term of office of three years (hereinafter: ***Term of Office***), with the possibility of re-election for two additional consecutive terms (total of 9 years). A member of the Executive Committee who serves three consecutive terms of office will be entitled, at the end of a year from the date of the conclusion of his/her term, to be re-elected to this office in the manner set out in the General Regulations.

These directives will not apply to membership on the Executive Committee of the Chairman of the Board of Governors, the President and the Rector.

- 7.5 Public representatives on the Executive Committee shall be chosen by a Search Committee that will be set up in accordance with the following rules: The Executive Committee shall choose from among its members a Search Committee which shall be composed of 5 members as follows:
  - 7.5.1 The Chairman of the Executive Committee shall head the Search Committee, or, in the event that the Search Committee is searching for a new Chairman of the Executive Committee, the head of the Search Committee shall be a substitute of the Chairman of the Executive Committee, which shall be elected for such purpose by the Executive Committee.
  - 7.5.2 Three (3) members from among the public representatives on the Executive Committee.
  - 7.5.3 One (1) member from among the representatives of the Senate on the Executive Committee.
  - 7.5.4 The President and the Rector may participate in the meetings of the committee.
- 7.6 The Powers of the Search Committee shall include:
  - 7.6.1 The Search Committee is authorized to locate and propose to the Executive Committee appropriate candidates which are public figures to serve as members of the Executive Committee.
  - 7.6.2 In addition, the Search Committee is authorized to identify and propose candidates to the Executive Committee, who are appropriate to serve as Chairman of the Executive Committee.
- 7.7 The candidates proposed by the Search Committee shall represent various fields of expertise according to the needs of the University. The Search Committee shall from time to time define the criteria for the selection of candidates which are to be proposed



to the Executive Committee. Among others, criteria such as willingness to assist the University, involvement, availability, willingness to participate in meetings, etc,

7.8 The work procedures of the Search Committee shall be as follows:

7.8.1 The Search Committee shall convene according to the instructions of the Executive Committee and no later than 60 days after its convention was instructed.

7.8.2 The resolution of the Search Committee proposing the nomination of one of the Public Representatives to the Executive Committee shall be made unanimously.

7.8.3 The decision of the Search Committee's proposing the nomination of the Chairman of the Executive Committee shall be met by a majority of votes.

7.8.4 In the event that one of the members of the Search Committee is unable to attend, the Executive Committee shall nominate a substitute for such member while manner maintaining the ratio of composition of the Search Committee as per clause 7.5 above.

7.9 The Committee will submit its recommendations for the approval of the Executive Committee. The Executive Committee shall discuss the proposals of the Search Committee and approve the candidates who appear to have the appropriate qualifications.

7.10 Any member of the Board of Governors who is not a member of the Executive Committee is permitted to participate at meetings of the Executive Committee but has no voting rights.

7.11 The Chairman of the Executive Committee will be elected by the Executive Committee from among its public representatives or the candidates proposed by the Search Committee for one term of office of three years (hereinafter: ***Term of Office***), with the possibility of re-election for two additional terms of office (total of 9 years). Six months before the end of the Term of Office of the Chairman of the Executive Committee, the Executive Committee shall consider prolonging the Term of Office (as per the provisions of these regulations), or consider proposing a new Chairman for nomination from among the members of the Executive Committee or shall instruct the Search Committee to locate and propose a new chairman. If the Chairman of the Executive Committee is elected to his/her position after he/she has commenced his/her third term as a member of the Executive Committee (as stated in clause 7.4 above), it will be possible to extend his/her term as a member of the Executive Committee for one further term of three years, notwithstanding what is stated in clause 7.4 above. The Chairman of the Executive Committee will be a resident of Israel. If the Chairman of the Executive Committee is absent from a meeting of the Executive Committee, he will appoint a Chairman for that same meeting. If the Chairman of the Executive Committee is unable to appoint an acting Chairman, the Chairman will be elected by the participants at that meeting.

7.12 The powers of the Chairman of the Executive Committee shall include:

7.12.1 Conducting the Executive Committee's meetings, setting their form and holding final responsibility for the implementation of its decisions, and all in accordance with the powers of the Executive Committee set forth by clause 8 below;

7.12.2 Convening the meetings of the Executive Committee as set forth by clause 7.13 below;

7.12.3 Preparation of the agenda of the Executive Committee's meetings as set forth by clause 7.14 below;

7.12.4 Inviting participants to certain deliberations of the Executive Committee, as he may see fit. Such invited participants shall be permitted to participate in the deliberations but shall have no voting rights;

7.12.5 deciding whether non-members shall not be permitted to participate in the deliberations of the Executive Committee. Should such decision apply to the Management of the University, the Chairmen of the Executive Committee shall provide grounds for his decision;

7.12.6 Recommending to the Executive Committee to abrogate the membership of a member of the Executive Committee that is absent from meetings as set forth by clause 7.15 below.

7.13 The Chairman of the Executive Committee shall convene a meeting of the Executive Committee whenever he deems proper, but no less than once every two months, exclusive of the months of July and August. A meeting of the Executive Committee shall also be convened upon the written request of at least six (6) of its members.

The Committee will convene for regular meetings at least 6 times a year

7.14 The Chairman of the Executive Committee shall prepare the agenda for each meeting and will see to it that the agenda, along with the invitation to the meeting, are sent to members of the Executive Committee within a reasonable period of time prior to the date of the meeting.

7.15 Any member of the Executive Committee who is often absent from no less than five (5) meetings (excluding the Chairman of the Board of Governors resident abroad) that have been convened, shall be so informed by the Chairman of the Executive Committee and the Executive Committee shall be entitled to abrogate his/her membership after having provided him/her with a suitable opportunity to set forth the reasons for such absence;

7.12 At meetings of the Executive Committee, those having an interest in the matter under discussion will not take part and will not vote. Persons with a personal interest in decisions pertaining, inter alia, to matters of salary and terms of employment will not participate in those meetings.

## **8. Powers of the Executive Committee**

8.1 The Executive Committee has residuary authority in all University matters that are not explicitly designated in the University's Constitution or General Regulations for another authority of the University, except for the residuary academic authority, which will be in the Rector's purview.

8.2 The authority of the Executive Committee will include, inter alia, the following:

Supervision of the management of the University's affairs and assets; appointment of the President and his removal from office (to be detailed below), subject to ratification

by the Board of Governors; supervision of the manner in which the President operates and fulfills his functions; determining the Constitution and the General Regulations and approving changes to them, subject to ratification by the Board of Governors; approval of the University's budgets; approval of the annual reports, the financial statements and balance sheets; approval of the establishment of academic and administrative units and changes in them; approval of the institution's development plans; approval of rules for the appointment of senior officers; determining the terms of employment and salaries of the salaried officers working at the University; appointing those having right of signature; appointing the University Comptroller and committees that will act on his/her behalf, within the bounds of its authority, to realize the University's objectives, goals, and programs.

The resolutions of the Executive Committee on academic issues will be made giving due consideration to the decisions of the Senate and the recommendations of the President, on condition that in purely academic issues, a decision of the Executive Committee if it runs counter to a decision of the Senate, requires a majority of at least two thirds of the votes of members present and voting at the Executive Committee meeting.

- 8.3 The issues specified below require a prior decision of the Executive Committee:
- 8.3.1 Sale, pledging or mortgaging of real estate.
  - 8.3.2 Renting, leasing or providing usage rights for real estate for a period of more than five years, whose value is greater than an amount to be fixed by the Executive Committee from time to time.
  - 8.3.3 Any contract whose value is greater than an amount to be fixed by the Executive Committee from time to time or which has financial implications in the present or in the future over and beyond the present time, or whose term is greater than three years, with the exception of types of contract to be determined by the Executive Committee.
  - 8.3.4 Acceptance of donations, funds or gifts to the University where their terms cause an expense that is not covered in the annual budget, or that have exceptional conditions.
  - 8.3.5 Acceptance or provision of loans, excluding student loans, or the provision of a contingent guarantee or liability in the name of the University. However, the Executive Committee may authorize a University officeholder to provide loans or guarantees to members of the academic or administrative staff that shall not exceed a sum to be set by the Executive Committee from time to time.
  - 8.3.6 Setting up companies on behalf of the University and approval of the Board of Directors of the companies with proper representation of the University's academic staff.
  - 8.3.7 Setting up new associations of Friends of the University.
  - 8.3.8 Linking up or a joint venture between the University and other institutions.
- 8.4 The Executive Committee shall be empowered to deliberate on all matters which are within the authority of the Board of Governors.
- 8.5 Without derogating from the generality of Paragraph 8.4 above, the Board of Governors may delegate any of its authority to the Executive Committee.
- 8.6 Subject to the prior agreement of the Chairman of the Board of Governors, the Executive Committee is empowered, between meetings of the Board of Governors, to perform its functions in any matter which the Chairman of the Executive Committee shall deem urgent, subject to the power of the Board of Governors to cancel, modify or amend any resolutions taken.

- 8.7 The Executive Committee is entitled by a decision of two-thirds of its members, to convene an extraordinary meeting of the Board of Governors.
- 8.8 In meetings where no legal quorum, as defined in clause 7.1.5, was present, in which the majority of participants voted in favor of a certain resolution, and the present quorum has resolved that a written vote by the other members should be conducted the Chairman of the Executive Committee may instruct, that a vote by written referendum shall be held among members of the Executive Committee which were not present at such meetings. Such voting shall be made by fax, e-mail or any other electronic measure accepted by the Chairmen of the Executive Committee ("Written Referendum"). Providing that the quorum present at the voting has resolved to conduct a vote by written referendum among the other members the resolution made in the absence of a legal quorum shall be brought to approval at the meeting of the Executive Board in which legal quorum shall exist. For the purposes of the Written Referendum, the materials made available to the participants of the meetings, as well as its protocol, shall be made available to the members requested to vote in writing.

A Vote by Written Referendum shall be deemed as an integral part of the voting of the members who did participate in the meeting, and a resolution taken by such mixed voting shall be deemed as a resolution taken by the Executive Committee.

## **9. The President**

- 9.1 The President will be employed in a full-time position at the University, and it will be his only place of employment.
- 9.2 The President will be responsible for carrying out the resolutions of the Board of Governors and the Executive Committee if no other instruction is explicit or implied in them.
- 9.3 The President is an ex-officio member of the Board of Governors, the Executive Committee and its committees, in the Senate and the Standing Committee and is entitled to participate in the meetings and discussions of all University authorities and bodies.
- 9.4 The President will be an Israeli citizen and resident of Haifa or its near environs from the first day of the term of office. The President will be well acquainted with the higher education system and have senior administrative experience. If the person to be elected as President is a senior faculty member of an academic institution, this person must hold the rank of full professor.
- 9.5 The President will be elected by the Executive Committee for a term of office of four (4) years, at the end of which the President may be re-elected for one further term of four (4) years. The term of office of the President in all cases shall not exceed a period of eight (8) consecutive years.

## **10. Presidential Search Committee**

- 10.1 A Search Committee will be set up by the Executive Committee for the election of a President, comprising nine (9) members, six (6) of whom will be public representatives, at least one (1) of whom will be a person from academe who is not an active member of the University faculty, and which will be elected by the Executive Committee, including the Chairman of the Executive Committee, and the Chairman of the Board should he so desire, and three (3) representatives of the Senate who will be elected by

- the Senate from among its members. The Chairman of the Committee will be the Chairman of the Executive Committee.
- 10.2 The outgoing President and any candidate for the office of President will not be members of the Search Committee.
  - 10.3 A Search Committee will be set up for every term of office of President, including the second term of a serving President, and this will be done not later than at the end of three (3) years of the term of office.
  - 10.4 The search procedure at the end of any term of office will be open to candidates from within the University and from outside it, subject to Article 9.4 above.
  - 10.5 The Search Committee, immediately upon convening, will define the procedures for publicizing the search for a President, as well as the manner of and the time allotted for submitting candidacies.
  - 10.6 A recommendation by the Search Committee for the appointment of the President shall be passed by two-thirds (2/3) majority of its members.
  - 10.7 The recommendation of the Search Committee shall be put to a secret ballot in the Senate Plenum, without any discussion being held, and such ballot will be held within and not later than two weeks from the date in which the Search Committee gave its recommendation.
  - 10.8 The recommendation of the Search Committee and the results of the Search Committee and the results of the votes in the Senate Plenum shall be brought for consideration and discussion before the Executive Committee.
  - 10.9 Should the Executive Committee resolve to accept the recommendation of the Search Committee for the appointment of the President not in line with the Senate, it shall approve the recommendation of the Search Committee, provided that at least two-thirds (2/3) of the members present at the Executive Committee shall vote in favor of such approval. Where the decision of the Executive Committee coincides with the results of the vote of the Senate Plenum, a simple majority of the members of the Executive Committee will be required for passing such resolution.
  - 10.10 The Board of Governors will ratify the appointment of a president at the next meeting of the Board of Governors.

## **11. Cessation of the President's Term**

- 11.1 The Executive Committee is authorized to decide on the basis of a petition signed by one third of its members, and after it has heard the President on the matter, on the cessation of the President's term of office with a two-thirds majority vote of the Executive Committee.
- 11.2 The decision will become effective at a date to be determined by the Executive Committee.

## **12. Vice Presidents**

- 12.1 The Executive Committee will, on the recommendation of the President, appoint Vice Presidents for the period of the term of office of the President. The appointments will be ratified by the Board of Governors.
- 12.2 The Dean of Research shall be appointed Vice President for Research by the Executive Committee, pursuant to a recommendation by the President and the Rector. The term of appointment shall be as stipulated in clause 48.3 of the Academic Regulations.

## **13. The Rector**

- 13.1 The Rector will serve in this position for three (3) years and can be re-elected for one more term of no more than three (3) years. A Rector who has served two (2) consecutive terms may not be elected as Rector again.
- 13.2 The Senate is entitled to decide on the end of the term of office of the Rector, after it has listened to the Rector, by a majority decision of two-thirds of the members of the Senate after accepting a proposal to this effect by one third of the members of the Senate.
- 13.3 If the proposal to bring the term of office to an end is brought by the President, the Senate is entitled to decide on the conclusion of the term of the Rector by a two-thirds majority of the members of the Senate.
- 13.4 The Rector will be the Chairman of the Senate, Chairman of the Standing Committee, Chairman of the Supreme Academic Appointments Committee, and Chairman of the Search Committee for selecting Faculty Deans; and will be an ex-officio member of the Board of Governors, the Executive Committee, and the Standing Committee.
- 13.5 The Rector will provide ongoing reports to the Senate and to the President on the activities of the University in the areas of instruction and research, and will continually consult with the President on every matter that is required to advance matters of teaching and research.

## **14. Search Committee for Rector**

- 14.1 The Rector will be elected by the Senate from among the full professors of the University. The candidate or candidates to serve as Rector will be proposed by a Search Committee consisting of seven (7) members, six (6) of whom will be chosen by the Senate from among its members, giving appropriate representation to the various Faculties and Schools as far as possible. The President will serve as Chairman of the committee. After election of a new President, the President-elect will serve as Chairman.
- 14.2 The decisions of the Search Committee and its recommendations will be made by majority vote of its members in a meeting attended by all members of the Committee, provided that the majority includes the President. Should any member of the Search Committee be unable to attend, a substitute will be elected by the Senate.
- 14.3 The Senate will elect the Rector in accordance with the Academic Regulations from among the candidates proposed by the Search Committee.

## **15. Faculty Deans**

- 15.1 Deans of the Faculties will be elected for a term of office of four (4) years, with the possibility of re-election for one additional term only (of up to two (2) more years), and a total of up to six (6) consecutive years.
- 15.2 For the purpose of choosing a Dean (either for a first term of office or a second term of office), a Search Committee will be set up by the President that will be composed of seven (7) members: the Rector serving as its head, four (4) faculty members from various fields of specialty to be selected by the Faculty Council, and two (2) faculty members to be proposed by the Rector and the President from among the senior academic members of the faculty and approved by the Faculty Council. The outgoing Dean and candidates for the position of Dean will not be members of the Search Committee.

This paragraph comes into effect from the academic year 2004/5.
- 15.3 The decision of the Search Committee will be taken by a majority vote, provided that the majority includes the Chairman of the Committee. The Committee's decision will be brought as a recommendation for approval before the Faculty Council in consultation with the President.
- 15.4 The letter of appointment of the Dean will be signed jointly by the President and the Rector.
- 15.5 Among the central considerations in the selection of the Dean will be his/her academic and administrative qualifications.

## **16. Chancellor (*Nagid*)**

On the recommendation of the Chairman of the Board of Governors or the President, and following consultation with the Senate, the Board of Governors may award the title of *Nagid* ('Chancellor') to a person to whom the Board of Governors wishes to indicate a special relationship between that person and the University.

## **17. The Management Body**

- 17.1 Members of the management Body are the President, the Rector, the Vice Presidents, the Vice Rector and the Chief Financial Officer.

The Management Body will be convened regularly by the President, who serves, ex-officio, as chairman of the Management Body.
- 17.2 The Management Body will discuss the ongoing administration of the University and its fiscal affairs. Among other duties, the Management Body will discuss and elaborate on various topics within its scope of authority prior to their being brought before the Executive Committee. The above statement will in no way damage or detract from the rights of the Executive Committee to discuss any matter that has not been deliberated prior to this by the Management Body.

## **18. Control Committee**

- 18.1 The Control Committee will be an independent body and will serve as one of the authorities (as one of the organs) of the University.
- 18.2 The Board of Governors of the University will appoint the Chairman of the Committee, the Acting Chairman of the Committee, and the members of the Control Committee

from among the members of the Board of Governors, the Executive Committee and the Academic staff.

- 18.3 The Control Committee will comprise seven (7) members with the following composition:
- Four (4) members will be chosen from among the members of the Board of Governors, of whom only one (1) is a member of the academic faculty;
  - Three (3) members will be chosen from among the members of the Executive Committee, of whom only one (1) is a member of the academic faculty;
  - The Chairman and the Acting Chairman of the Control Committee will be chosen from among the members of the Board of Governors.
- 18.4 Officers in the University, including the Chairman of the Executive Committee, the President, the Vice President, the Rector, the Director-General, Deans, Heads of Schools, Heads of Divisions, and others such as these will not serve as members of the Control Committee.
- 18.5 Should the place of a member of the Control Committee be vacated (owing to death, resignation, etc.), the Chairman of the Executive Committee will appoint a member in his place according to Paragraph 18.3, above, for the duration of the period remaining, until the next Board of Governors Meeting assembles, at which time a permanent member will be elected.
- 18.6 The Board of Governors is entitled from time to time to reduce or increase the authorities of the Control Committee, in accord with its judgment and its decisions.

## **19. Term of Service of Members of the Control Committee**

- 19.1 The term of service of the Control Committee will be for a period of three (3) years from the day of its appointment.
- 19.2 In the event that a Control Committee has not been appointed by the end of the existing Control Committee's term of service, this Committee will continue to serve until a Control Committee is duly appointed.

## **20. Duties of the Control Committee**

- 20.1 The scope of responsibility of the Control Committee will comprise all subjects pertaining to control, audit, and overall supervision of the normal administration of all the affairs of the University.
- 20.2 The Control Committee, in consultation with the University Auditor, will audit the financial situation of the University on the basis of the financial statements and all documents and data connected to it.
- 20.3 The Committee will focus its attention on the central aspects of a proper auditing system, such as information reliability, completeness of assets, integrity, efficient and economical use of resources, attainment of the goals and aims set for the University, and so forth.
- 20.4 The Control Committee will survey other topics or will take upon itself from time to time additional tasks on its own initiative or at the decision of the authorities or of one of them, in areas related to overall supervision and corporate audit.



- 20.5 The appointment of a University Auditor or his dismissal will require consultation with the Control Committee.
- 20.6 The Committee will deliberate on the Control Reports of the University Auditor, and the Control Reports of external auditor(s), including the State Comptroller's Report and the University Auditor's Reports.
- 20.7 The Control Committee will approve the annual audit plan submitted by the University Auditor, and will recommend to the President the allocation of resources necessary for carrying out the functions of the audit, according to the plan and in accordance with the needs of the University.
- 20.8 The Control Committee will keep track, by means of the University Auditor, of the implementation of the resolutions of the Board of Governors, the Executive Committee, the President and the Rector, as well as how the University's activities conform with laws, regulations, and binding directives, and with accepted rules of ethics and proper administration.
- 20.9 The Control Committee will follow the progress of audit activities at the University and the work of the Auditor, including implementation of the corrections and improvements obliged by the findings, conclusions, and recommendations of the Auditor
- 20.10 The Control Committee will discuss the University Auditor's reports and will convey to the Chairmen of the Board of Governors, the Executive Committee, the President and the Rector an annual report summarizing its activity. The Control Committee will recommend and propose ways of efficiency of control at the University.
- 20.11 The budget for the unit of the University Auditor which is presented to the Division of Budget and Finance will be determined by the President, after it is formulated and prepared, in consultation with the Chairman of the Control Committee.
- 20.12 The Board of Governors is authorized to approve publication of a Control Committee's Report and a report of the University Auditor, in whole or in part, to such bodies that are not audited according to these Regulations, provided that the Board of Governors does not empower this authority to the Executive Committee or any other body.
- 20.13 It is within the powers of the Control Committee, in consultation with the President, to propose "University Auditor Regulations" in order to regulate the work of the University Auditor and make changes, as required, and all of this subject to the approval of the Board of Governors.

## **21. Methods of Operation**

- 21.1 The number of planned meetings of the Control Committee will be no fewer than three (3) per year.
- 21.2 The Chairman of the Control Committee will be entitled to call a special meeting at his own initiative or at the behest of the Executive Committee or the President or the Rector, following an incident or exposure of a defect requiring, in the opinion of those concerned, urgent attention on the part of the Control Committee.
- 21.3 The Committee will keep minutes of its deliberations, and copies will be distributed to: participants at the meetings, to the Chairman of the Board of Governors, and to anyone deemed necessary by the Committee.
- 21.4 The Control Committee will give to the Board of Governors a full report of its activities at least once a year.
- 21.5 The Board of Governors, whether at the initiative of the Chairman of the Control Committee or at the initiative of the Chairman of the Board of Governors, will discuss the Control Committee report, its recommendations and comments.

- 21.6 The Control Committee is authorized to receive any information, document, and report that it requires for it to carry out its duties.
- 21.7 In order for there to be a legal quorum at meetings of the Control Committee, at least five (5) members must be present, provided that one (1) of them is the Chairman of the Committee or the Acting Chairman.

## **22. The University Comptroller**

- 22.1 A University comptroller (hereinafter: *the Comptroller*) will serve and operate at the University.
- 22.2 The Comptroller will be appointed by a committee, composed of the following:
- 22.3 The Chairman of the Executive Committee, the President, the Chairman of the Control Committee.
- 22.4 The letter of appointment of the Comptroller will bear the signature of the Chairman of the Executive Committee.
- 22.5 The term of office of the Comptroller will be for a period of three (3) to five (5) years from the day of the appointment. At the end of the term of office, in accordance with the letter of appointment, the Committee, composed as mentioned above (Chairman of the Executive Committee, the President and the Chairman of the Control Committee) will be entitled to re-appoint the Comptroller for additional terms of office, or for part of them, without restriction. As long as no other Comptroller is appointed, the existing Comptroller may continue his activities, in spite of the fact that his term of office has ended, until such time as the Comptroller will be appointed.
- 22.6 The service of the Comptroller will cease:
  - At the conclusion of any term of office or any temporary extension thereof, if not re-appointed;
  - With the person's resignation, notice of which is to be given in writing no less than six months in advance, to the Chairman of the Executive Committee, to the President and the Chairman of the Control Committee;
  - If the person is unable to fulfill the task on a permanent basis;
  - If the person is dismissed from office by the Chairman of the Executive Committee in consultation with the Chairman of the Control Committee.
- 22.7 The University Comptroller will be employed according to a special agreement whose conditions will be determined by the Chairman of the Executive Committee, in consultation with the Chairman of the Control Committee.
- 22.8 The complement of the Comptroller's Unit will be determined by the President in consultation with the Chairman of the Control Committee.
- 22.9 Unit heads at the University are obligated to assist the Comptroller in the fulfillment of his duties, tasks, and execution of assignments; if not, this will be regarded as a deviation of authority and as non-fulfillment of their role.
- 22.10 The University Comptroller will not fill any executive position and will not engage in any other employment that is inconsistent with his position as the University Comptroller, and he will be obliged to observe confidentiality.
- 22.11 The Comptroller and the staff of this Unit will be assured utmost independence in the system under audit.

