



UNIVERSITY OF ECONOMICS IN BRATISLAVA

INTERNAL REGULATION OF THE UNIVERSITY OF ECONOMICS IN BRATISLAVA

No. B/4/2022

Constitution of the Board of Governors of the University of Economics in Bratislava

2022

The University of Economics in Bratislava (hereinafter also referred to as "EUBA") is issuing, in accordance with Article 15(1)(n) of Act No. 131/2002 on higher education institutions and on amendments and supplements of certain laws, as amended (hereinafter also referred to as "the Higher Education Act"), and following an approval by the Board of Governors of the University of Economics in Bratislava (hereinafter also referred to as "the EUBA BoG" or "the Board of Governors"), this Constitution of the Board of Governors of the University of Economics in Bratislava (hereinafter also referred to as "the EUBA BoG Constitution" or "the Constitution").

Article 1

Introductory Provisions

- (1) The EUBA Board of Governors is a body supporting, within the framework of its competences, the strengthening of links between EUBA and society at large in accordance with EUBA's mission.
- (2) The Board of Governors invokes and promotes public interest in EUBA operations.

Article 2

Scope of Powers of Board of Governors

- (1) The EUBA BoG:
 - a) approves EUBA's budget and the methodology for apportioning state budget allocations from the budget chapter of the Ministry of Education, Science, Research and Sports of the Slovak Republic (hereinafter also referred to as "the Ministry of Education") under Article 89 of the Higher Education Act to EUBA units; this is done by the Board of Governors following an approval by the EUBA Academic Senate (hereinafter also referred to as "the EUBA AS" or "the University's Academic Senate"),
 - b) approves the apportioning to EUBA units of state budget allocations from the budget chapter of the Ministry of Education under Article 89 of the Act; this is done by the Board of Governors upon the EUBA Rector's proposal, following an opinion from the EUBA AS,
 - c) grants a prior written consent to the EUBA Rector's proposal for legal acts whereby EUBA intends to:
 - ca) acquire immovable property whose price is three hundred times higher than the threshold amount¹ defining property as tangible property under a special regulation, or transfer such property; the price in this case is considered to be such amount for which the same or comparable immovable property is usually sold in a certain place at a certain time.
 - cb) acquire movable property whose price is three hundred times higher than the threshold amount defining property as tangible property under a special regulation², or transfer such property,
 - cc) establish an easement on EUBA property for a period of time exceeding five years,

¹ Act No. 595/2003 on Income Tax, as amended

² Act No. 595/2003 on Income Tax, as amended

- cd) establish a pre-emption right on EUBA property whose price is twenty times higher than the threshold amount defining property as tangible property under a special regulation³,
- ce) establish another legal person or to make a monetary contribution or an in-kind contribution to such or another legal person, or
- cf) conclude a credit agreement; the Board of Governors will not grant its consent, if the purpose for which the funds obtained from such credit are to be used is not in keeping with EUBA's Long-term Plan of Development, or if credit repayment may, in their opinion, endanger running of EUBA's core activities.
- d) approves EUBA's Long-term Plan of Development; it does so on a proposal of the EUBA Rector, subject to prior approval by the EUBA AS,
- e) approves EUBA's merger, consolidation or change of seat; it does so on a proposal of the EUBA Rector, subject to prior approval by the EUBA AS,
- f) approves establishment, merger, consolidation, dissolution, split, change of name or change of seat of EUBA units; it does so on a proposal of the EUBA Rector, subject to prior approval by the EUBA AS,
- g) approves principles governing the election of a candidate for the EUBA Rector's position as well as principles governing the adoption of a proposal to dismiss the EUBA Rector; it does so on a proposal of the EUBA AS Chair, subject to prior approval by the EUBA AS,
- h) discusses submissions lodged by the EUBA AS or Academic Senate of the relevant EUBA faculty,
- i) expresses its opinion on the EUBA's annual activity report and EUBA's annual management report submitted by the EUBA Rector prior to the report's approval by the EUBA AS,
- j) expresses its opinion on matters submitted for discussion by the EUBA Rector or EUBA AS Chair,
- k) determines the EUBA Rector's salary in line with a special regulation⁴; the amount and structure of the salary is notified to the EUBA Rector by the EUBA Bursar in writing,
- l) may award to the EUBA Rector a bonus under a special regulation⁵; it does so on the grounds of meeting measurable indicators and goals agreed upon in advance between the EUBA BoG and EUBA Rector,
- m) takes a position in writing on the Rector's proposal for the determination of a Dean's salary,
- n) Board of Governors members have the right to propose candidates for the election of a candidate to occupy the EUBA Rector's position,
- o) Board of Governors members are members of the election assembly that elects the candidate for the EUBA Rector's position,

³ Act No. 595/2003 on Income Tax, as amended

⁴ Act No. 553/2003 on remuneration of certain employees when performing work in general interest and on amendments and supplements of certain laws, as amended

⁵ Article 20(1)(a) and 20(1)(b) of Act No. 553/2003 on remuneration of certain employees when performing work in general interest and on amendments and supplements of certain laws, as amended

- p) makes suggestions and gives opinions concerning EUBA activities, and makes them public,
- q) at least once a year draws up a report on its activities and publishes it on the EUBA's website; the report is published by the Board of Governors once it has been discussed by the EUBA AS,
- r) may request EUBA bodies to provide particularly draft budgets for EUBA units, annual activity reports for EUBA and EUBA units, and annual management reports for EUBA and EUBA units.

Article 3

Board of Governors Membership

- (1) EUBA Board of Governors members include, in particular, prominent scientific personalities, representatives of public life at national or regional levels, and prominent business representatives, compatible with EUBA's mission, or persons having experience in handling assets and funds of a legal person.
- (2) The number of EUBA Board of Governors members is determined by the EUBA Constitution. The EUBA Board of Governors has 11 (eleven) members.
- (3) One Board of Governors member is elected and dismissed in secret ballot elections by the remaining Board of Governors members. Five Board of Governors members are elected and dismissed by the EUBA Academic Senate, and of those five members one member is elected and dismissed solely by the student section of the EUBA Academic Senate. Five Board of Governors members are appointed and dismissed by the Minister of Education, Science, Research and Sports (hereinafter also referred to as "the Minister of Education").
- (4) The requirements that must be met by the candidate for membership on the Board of Governors, incompatibility provisions and the procedure for creating the Board of Governors are regulated by Article 40(2) through 40(5) of the Higher Education Act.
- (5) The term of office for Board of Governors members is five years. The term of office for Board of Governors members starts running on the day following the appointment or election of a Board of Governors member. Following the first creation of the Board of Governors, at its first meeting, the Board of Governors members choose by lot those members whose term of office will be five years in a number corresponding to one half of the Board of Governors members, rounded up; the term of office for the remaining Board of Governors members is two years.
- (6) The membership on the Board of Governors terminates:
 - a) upon the expiry of the term of office,
 - b) by resigning from office; the office terminates on the date of delivery of a written notice of resignation to the EUBA Rector, unless a later date is specified in the notice,
 - c) by removal from office; the office terminates on the date specified in the notice of removal from office,
 - d) upon the judgement becoming final whereby a member has been sentenced for a deliberate criminal offence, or whereby a member has been sentenced to unconditional imprisonment,
 - e) upon restriction of a member's capacity to take legal action,

- f) upon taking up an office, or upon establishment of the employment relationship or civil service employment relationship, incompatible with the office of the Board of Governors member,
 - g) if the status of a related party has arisen in relation to a member of the National Council of the Slovak Republic, government member, state secretary, Rector, Vice-Rector, Dean or Head of a EUBA unit other than a faculty, or
 - h) upon the Board of Governors member's death or upon the Board of Governors member being declared dead.
- (7) A Board of Governors member may be dismissed from office only by whoever voted or appointed them into office. The Board of Governors member may be dismissed from office only if:
- a) the Board of Governors member failed to attend three consecutive Board of Governors meetings unless duly excused, or
 - b) the Board of Governors member has seriously harmed EUBA's interests.
- (8) The Board of Governors member may not be dismissed during the period from the calling of the Rector's election to when the Rector's election actually takes place.
- (9) The procedure for termination of the Board of Governors membership, procedure for increasing the number of the Board of Governors members and procedure for reducing the number of the Board of Governors members resulting from changes in the number of EUBA AS members are regulated by Article 40(10) and 40(11) of the Higher Education Act.
- (10) The Board of Governors members are entitled to remuneration for the time spent performing their duties at a Board of Governors meeting and to reimbursement of expenses associated with the performance of such duties under a special regulation. The rules for providing and determination of remuneration amount and reimbursement of expenses is laid down in the internal regulation Rules for Providing and Determination of Remuneration Amount and Reimbursement of Expenses to Board of Governors Members of University of Economics in Bratislava.
- (11) The tasks associated with organisational, personnel, administrative and technical arrangements for EUBA BoG operations are provided by the Board of Governors Secretary who is appointed and dismissed by the EUBA Rector from among EUBA employees. The Secretary attends Board of Governors meetings without the right to vote, following instructions from the Chair of the Board of Governors.
- (12) The rules for electing and dismissing Board of Governors members who are elected and dismissed by the EUBA AS are laid down in the Rules of Procedure of EUBA AS.

Article 4

Special Provisions Concerning Board of Governors Member Elected and Dismissed in Secret Ballot Elections by Remaining Board of Governors Members

- (1) The Board of Governors member elected and dismissed in secret ballot elections by the remaining Board of Governors members (hereinafter the "uneven Board of Governors member") must not be proposed by entities entitled to submit proposals in accordance with Article 40(3) of the Higher Education Act.

- (2) The Board of Governors may propose their own candidate for the uneven Board of Governors member, who, however, must meet the requirements imposed on Board of Governors candidates under Article 40(3) and 40(4) of the Higher Education Act.
- (3) The election of the uneven Board of Governors member will be undertaken when all other Board of Governors members (hereinafter referred to collectively as "the other Board of Governors members" and individually also as "the other Board of Governors member") have been elected by the EUBA Academic Senate and appointed by the Minister of Education.
- (4) The conditions for submitting a proposal for election of the uneven Board of Governors member are as follows:
 - a) each of the other BoG members may propose one candidate as a candidate for the uneven GoD member,
 - b) the proposal to elect the uneven Board of Governors member must be filed in writing.
 - c) the proposal must include a self-declaration of compliance with the conditions set out in Article 40(3) and 40(4) of the Higher Education Act and a consent to being nominated as a candidate.
- (5) The election of the uneven Board of Governors member requires the presence of at least a two-third majority of the other Board of Governors members.
- (6) The election of the uneven Board of Governors member is held by direct and secret ballot. The election is held as a one-round election or two-round election.
- (7) Secret ballot voting is conducted by casting a ballot paper listing in alphabetical order first names and surnames of the candidates proposed. The other Board of Governors member circles the serial number of the candidate they are voting for and casts the ballot paper into the ballot box. Ballot papers marked in any manner other than that stated above are invalid.
- (8) The candidate who has received at least a simple majority of the votes from the other Board of Governors members is elected as the uneven Board of Governors member.
- (9) If none of the candidates for the uneven Board of Governors member has received at least a simple majority of the votes from the other Board of Governors members, the second ballot is held.
- (10) The two candidates with the most votes validly cast advance to the second ballot. If votes for the first-place vote-getters are tied, all first-place candidates with the same number of votes advance to the second ballot. If there are ties for second place, the first-place candidate and all second-place candidates with the tied number of votes advance to the second ballot.
- (11) The candidate who in the second ballot has received at least a simple majority of the votes from the other Board of Governors members is elected as the uneven Board of Governors member.
- (12) If none of the candidates is elected as the uneven Board of Governors member either in the first or in the second ballot, the election of the uneven Board of Governors member will be repeated. The candidates not voted in in the first election cannot be proposed for the new election.
- (13) The termination of office, and removal from office, of the uneven Board of Governors member is subject to the same conditions as are applicable to the other Board of Governors members as laid down in Article 3 hereof.
- (14) The proposal for removal from office of an uneven Board of Governors member may be submitted to the Board of Governors by any of the other Board of Governors members; such submission must be made in writing.

- (15) The other Board of Governors members may vote on the removal from office of the uneven Board of Governors member, if at least a two-third majority of the other Board of Governors members is present.
- (16) The removal from office of the uneven Board of Governors member is conducted by secret ballot.
- (17) The uneven Board of Governors member is removed from the office of the uneven Board of Governors member, if at least a simple majority of the other Board of Governors members have voted for his/her removal.

Article 5

Election of Board of Governors Officials

- (1) The EUBA BoG elects a Chair and Vice-Chair from among its members.
- (2) If the Board of Governors has no Chair, the Vice-Chair shall act as Chair until a new Chair is elected; if there is also no Vice-Chair on the Board of Governors, the oldest Board of Governors member shall act as Chair until a new Chair is elected.
- (3) The Chair and Vice-Chair of the Board of Governors are elected when the Board of Governors is first created, under regulations effective from 25 April 2022.
- (4) The election of the Chair and Vice-Chair of the Board of Governors requires the presence of at least a two-third majority of all Board of Governors members.
- (5) The proposal to elect Chair and Vice-Chair of the Board of Governors may be submitted by any Board of Governors member, orally or in writing.
- (6) The election of the Board of Governors Chair and Vice-Chair is held by direct and secret ballot. The election is held as a one-round election or two-round election.
- (7) Secret ballot voting is conducted by casting a ballot paper listing in alphabetical order first names and surnames of the candidates proposed. The Board of Governors member circles the serial number of the candidate they are voting for and casts the ballot paper into the ballot box. Ballot papers marked in any manner other than that stated above are invalid.
- (8) The candidate who has received at least a simple majority of the votes of all Board of Governors members is elected as Chair of the Board of Governors.
- (9) If none of the candidates for the Board of Governors Chair has received at least a simple majority of the votes of all Board of Governors members, the second ballot is held.
- (10) The two candidates with the most votes validly cast advance to the second ballot. If there are ties for first place, all first-place candidates with the same number of votes advance to the second ballot. If there are ties for second place, the first-place candidate and all second-place candidates with the tied number of votes advance to the second ballot.
- (11) The candidate who in the second ballot has received at least a simple majority of the votes of all Board of Governors members is elected as Chair of the Board of Governors.
- (12) The candidate who has received at least a simple majority of the votes of all Board of Governors members is elected as Vice-Chair of the Board of Governors.
- (13) If none of the candidates for the Board of Governors Vice-Chair has received at least a simple majority of the votes of all Board of Governors members, the second ballot is held.

- (14) The two candidates with the most votes validly cast advance to the second ballot. If there are ties for first place, all first-place candidates with the same number of votes advance to the second ballot. If there are ties for second place, the first-place candidate and all second-place candidates with the tied number of votes advance to the second ballot.
- (15) The candidate who in the second ballot has received at least a simple majority of the votes of all Board of Governors members is elected as Vice-Chair of the Board of Governors.
- (16) If none of the candidates is elected as Chair or Vice-Chair of the Board of Governors either in the first or in the second ballot, the election of the Board of Governors Chair or Vice-Chair will be repeated. The candidates not voted in in the first election may also be proposed for the new election.

Article 6

Board of Governors Meetings

- (1) EUBA BoG meetings are convened by the BoG Chair and in his/her absence by the BoG Vice-Chair.
- (2) Board of Governors meetings are public and are held at least twice a year.
- (3) The Board of Governors Chair is obliged to convene a EUBA BoG meeting within 30 calendar days, if so requested by the EUBA Rector or at least one third of all Board of Governors members.
- (4) The EUBA Rector, or, on his behalf, a EUBA Prorector or the EUBA Bursar, EUBA AS Chair and a representative of the student section of the EUBA academic community have the right to speak in the meeting any time they ask to do so.
- (5) Board of Governors meetings are usually convened by means of an invitation sent to Board of Governors members by post, or by electronic mail.
- (6) EUBA BoG meetings are usually held by way of personal attendance. EUBA BoG meetings may also be held by means of a videoconference or by any other means of IT and communication technology without BoG members being physically present, including voting by secret ballot, if technical arrangements allow such a procedure.

Article 7

Board of Governors Deliberations

- (1) Board of Governors deliberations take place, if at least a simple majority of all Board of Governors members is present.
- (2) Board of Governors deliberations are directed and its agenda proposed by the EUBA BoG Chair, or, in his/her absence, by the EUBA BoG Vice-Chair.
- (3) Written documents to be the subject of BoG deliberations will have been delivered to each BoG member by post or by e-mail at least 7 calendar days prior to the BoG deliberations taking place. Documents not received by EUBA BoG members within the set deadline may only be put on the agenda, if so approved by a simple majority of the EUBA BoG members present.

- (4) At the beginning of a EUBA BoG meeting, BoG members have the right to present amendments to the agenda. The EUBA Rector, or, on his behalf, a EUBA Prorector or the EUBA Bursar; the EUBA AS Chair and a representative of the student section of the EUBA academic community may present amendments should they ask to do so in a BoG meeting.
- (5) The proposed agenda and any amendments thereof must be put to the vote. The proposals are voted on in the order in which they were submitted.
- (6) A debate is held on each point on the agenda. Opening words on each matter under discussion will be delivered by the Board of Governors Chair. In the debate BoG members are allowed to present amendments to the matter submitted.
- (7) The EUBA Rector, or, on his behalf, a EUBA Prorector or the EUBA Bursar; EUBA AS Chair and a representative of the student section of the EUBA academic community may also speak in the debate should they ask to do so in a BoG meeting.
- (8) The termination of the debate is proposed by the BoG Chair or by the BoG Vice-Chair, representing the Chair in the Chair's absence.
- (9) The Board of Governors adopts its conclusions by means of resolutions.
- (10) For a legal act under Articles 2(1)(a) through 2(1)(g) hereof to be adopted, the consent of at least a simple majority of all Board of Governors members is required. Any other resolutions are adopted, if voted for by at least a simple majority of the Board of Governors members present at the meeting.
- (11) If a BoG member apologizes for their absence in the Board of Governors deliberations in writing in advance, and if they send their written opinion (approval or disapproval) on individual proposals included in the written materials that are the subject of the Board of Governors deliberations, such opinion is considered to be their vote on such proposals. The remaining Board of Governors members are obliged to accept such voting method. The above-mentioned procedure may be applied in exceptional cases, worthy of consideration, concerning absence from Board of Governors deliberations as referred to in paragraph 12 of this Article hereof.
- (12) The following are considered the reasons of absence from Board of Governors deliberations, worthy of consideration:
 - a) major personal impediment preventing a BoG member from working, as referred to in Article 141 of the Labour Code,
 - b) a business trip undertaken by a BoG member,
 - c) vacation of a BoG member.

The reason worthy of consideration must be stated by the BoG member in their written apology. The right to judge and decide whether such reason for absence is worthy of consideration is vested in the Board of Governors Chair.
- (13) The provisions of paragraph 11 of this Article hereof may not be applied to elections of EUBA BoG officials.
- (14) Proposals under Articles 2(1)(d) through 2(1)(f) hereof must be decided by the Board of Governors within 45 days of the date of submitting the proposal approved by the EUBA Academic Senate to the Board of Governors. Should the BoG fail to decide on the proposal within this period, the proposal is deemed to have been approved by the BoG.

Article 8

Minutes of Board of Governors Meeting

- (1) The deliberations of each BoG meeting are entered into a written record by way of minutes.
- (2) The minutes of the Board of Governors meeting are drawn by the Board of Governors Secretary. The correctness of the minutes must be verified with their signatures by the Board of Governors Chair and one verifier elected at the BoG meeting by the Board of Governors members.
- (3) The minutes of the Board of Governors meeting are delivered electronically to all Board of Governors members, EUBA Rector, EUBA Bursar and EUBA AS Chair.
- (4) Minutes, written records as well as all written supporting documents must be archived with the Board of Governors Secretary.

Article 9

Temporary and Final Provisions

- (1) The membership on the Board of Governors which arose on or before 24 April 2022 ceases when the Board of Governors is first created under regulations effective from 25 April 2022, but in any case, no later than 30 November 2022.
- (2) This Board of Governors Constitution was approved by the Board of Governors of the University of Economics in Bratislava on 21 November 2022.
- (3) The Constitution of the Board of Governors of the University of Economics adopted by the Academic Senate of the University of Economics on 29 April 2013 and approved by the Minister of Education, Science, Research and Sports of the Slovak Republic on 3 October 2013 is hereby repealed.
- (4) This Constitution of the Board of Governors shall become valid on the date of registration thereof by the Ministry of Education, Science, Research and Sports of the Slovak Republic, and effective on the date on which the respective registration decision becomes final.

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of the University of Economics in Bratislava