

Rules of Procedure of the University Board

Rules of Procedure of the University Board of WU

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The following Rules of Procedure were issued pursuant to § 21 (1) item 16 of the Universities Act 2002 (*Universitätsgesetz 2002*), Federal Law Gazette (*Bundesgesetzblatt, BGBl.*) I No. 120/2002 as amended, by resolution of the University Board of WU in its meeting on September 29, 2021. They shall take effect on October 1, 2021.

§ 1. Scope

- (1) These Rules of Procedure apply to the University Board of WU (Vienna University of Economics and Business).

§ 2 Size of the University Board

- (1) The number of members of the University Board is determined in the By-Laws of WU.
- (2) Pursuant to § 6 of the WU By-Laws, the University Board has five members.
- (3) The University Board is entitled to a secretarial staff (office of the University Board) for administrative support.

§ 3 Members of the University Board, participation in the decision-making process

- (1) The composition of the University Board is determined by the Universities Act.
- (2) When members are appointed to the University Board, care must be taken that no conflict of interest arises from their professional activities.
- (3) A person who is a member of another university board or who is subject to the instructions or the control of another member of the same university board cannot be appointed member of the WU University Board.
- (4) Each member of the University Board is obligated to support the objectives and tasks of the university. When making decisions, a member must neither pursue personal interests nor make personal use of business opportunities to which the university is entitled.
- (5) The members of the University Board have the right and the obligation to participate in the decision-making process of the University Board. They are not bound by any instructions when exercising their functions. If they are incapacitated or unavailable, they must immediately notify the chair in writing.
- (6) The members of the University Board are subject to official secrecy.
- (7) The members of the University Board cannot transfer their voting rights.
- (8) The members of the University Board are obligated to exercise due diligence when performing their activities.
- (9) Each member of the University Board shall ensure that they have sufficient time to perform their activities on the University Board.
- (10) Each member of the University Board shall disclose to the chair of the University Board any conflict of interest, in particular a conflict of interest arising from an advisory function for, or a function as an executive officer of teaching, research, or business partners. The chair of the University Board shall disclose their own conflicts of interest to the deputy chair.
- (11) Any business relationships between a member of the University Board and the university require approval by the University Board, which may only be given if there is no conflict of interest.

§ 4 Remuneration

For their activities, the members of the University Board receive a remuneration for their time and work, to be determined by the University Board. The amount of remuneration must be determined pursuant to the University Boards Remuneration Regulation (*Universitätsräte-Vergütungsverordnung*), Federal Law Gazette II no. 240/2017 as amended, and must appropriately reflect the time and work actually spent. The amount of remuneration must be published in the WU Bulletin. Any additional traveling and lodging expenses will be reimbursed.

§ 5 Election and tasks of the chair and the deputy chair

- (1) A chair and a deputy chair must be elected by simple majority from among the members for the duration of the members' term of office.
- (2) If the chair is incapacitated or unavailable, the chair is represented by the deputy chair; if the deputy chair is also incapacitated or unavailable, the deputy chair is represented by the oldest member of the University Board.
- (3) The chair of the University Board coordinates the work of the University Board and is responsible for preparing and chairing meetings. The chair shall ensure implementation of the resolutions of the University Board. The chair is responsible for representing the University Board outside the university and carrying out ongoing business. The University Board or the chair can entrust other members with representation outside the university in individual cases or for special tasks.
- (4) The chair is responsible for interacting with the Rector's Council and maintains regular contact with the Rector's Council, in particular with the Rector.
- (5) The Rector's Council shall immediately report to the chair of the University Board on important occasions or about circumstances that are of considerable significance to the development of the university (special report). The chair shall then notify the University Board and, if required, convene an extraordinary meeting of the University Board.

§ 6 Decision-making

- (1) Decisions by the University Board are made in meetings.
- (2) The chair shall supervise the decision-making process and determine its result.

§ 7 Meetings, number, convening, non-public nature, date, invitation

- (1) Meetings of the University Board are held as required, but in any event four times a year.
- (2) Meetings are convened in writing by the chair.
- (3) Meetings should take place at the seat of the university, but they can also take place at another place if special reasons require so. Meetings of the University Board can be held in the form of a video conference. It is possible to make resolutions in such video conference meetings. When calling a meeting in video conference format, information must be provided that the meeting is planned to be held in video conference format and that resolutions will also be made in this format. The meeting can be held in this format if no member objects to the video conference format by email until 72 hours before the planned start of the meeting. The chair shall ensure that the identification of the members participating in the video conference can be verified, that they can speak and vote via video and audio transmission, and that the fulfillment of the requirements for passing resolutions can be determined reliably. The chair shall ensure that the decision-making process of the members participating in the video conference is not influenced. The participants are obligated to take appropriate steps to ensure compliance with the applicable legal requirements, e.g. confidentiality of the meeting and data protection regulations. All participants in the video conference are counted as in attendance.
- (4) Meetings are not public. All participants are subject to confidentiality obligations.
- (5) The members must be notified in writing (by mail, fax, or electronically) of the date and time of a meeting no later than 14 days before the meeting, and a preliminary agenda must be enclosed. The chair of the University Board can shorten the period for important reasons.
- (6) Two members can request, in writing, the convening of a meeting to deal with certain matters. In that case, the chair shall convene the meeting within 10 days, to take place at the earliest possible date. If this request is not met in due time, the two members themselves can convene the meeting of the University Board, giving an account of the facts of the case.
- (7) The invitation to a meeting must contain:
 - a) The date and time
 - b) Proposals for the agenda
 - c) Suggestions, if any, to call in experts and informants

§ 8 Informants, experts, right to be heard

- (1) At the request of the chair or a member, the University Board can call in informants and experts to participate in its deliberations regarding individual matters.
- (2) Informants, experts, and the members of collegial bodies and other governing bodies of the university are subject to official secrecy. Before they are called in for the first time, the chair shall inform them accordingly.
- (3) The Rector's Council, the chair of the Senate, the chair of the Equal Opportunities Committee, and the head of the Austrian National Students' Union at WU have the right to be heard in the meetings of the University Board regarding items on the agenda concerning their tasks.

§ 9 Agenda

- (1) The agenda is prepared by the chair.
- (2) The members of the University Board, the Rector, and the chair of the Senate can submit proposals for the agenda in writing no later than on the tenth day before a meeting. These proposals must be included in the agenda.
- (3) Pursuant to § 8 (3) of the Rules of Procedure, the agenda must be provided to persons having a right to be heard in the same manner as to members with voting rights.
- (4) The heads of both staff councils have the right to make proposals regarding all items of the agenda and to request additional items to be added to the agenda that are directly related to exercising their function in the staff council in the context of their capacity to safeguard interests within the university and fall within the responsibility of the University Board. They have a right to vote on these items, and resolutions in this regard require a two-thirds majority of the persons present.
- (5) The order of priority of the items on the agenda can be changed by a majority of the votes. Items can be removed from or included in the agenda by a majority of the votes, if permitted by law.
- (6) Any documents required for decision-making, in particular the annual financial statements, must be provided to the members of the University Board at least one week before the meeting.

§ 10 Conduct of business in meetings

- (1) The chair opens, chairs, interrupts, and closes meetings.
- (2) A resolution may be passed on limiting speaking time or the number of requests for leave to speak regarding an item on the agenda.

§ 11 Proposals for resolutions

- (1) Proposals must be worded in a manner that allows for a "yes" or "no" vote.
- (2) Each member of the University Board, when taking the floor, can make proposals and change or withdraw proposals previously made by that member.
- (3) If several proposals have been made regarding an item on the agenda, the chair shall determine the order in which the proposals are voted on. In any event, a broader proposal must be voted on before a more specific one.
- (4) The University Board shall take care and, if required, ensure that the governing bodies or officers of the university meet the obligations to submit reports, give opinions, and make proposals that they have in relation to the University Board on the basis of the law or the Rules of Procedure.

§ 12 Conflict of interest

- (1) A member has a conflict of interest if a matter concerning the member's personal circumstances or those of a close relative as specified in the Code of Civil Procedure (ZPO, *Zivilprozessordnung*) is being dealt with or if there are other reasons that are likely to cast doubt on the member's impartiality. In the case of doubt, the University Board shall decide.
- (2) A member that has a conflict of interest must not take part in deliberations and decision-making and must leave the meeting for as long as the relevant matter is being dealt with.
- (3) In matters concerning a member that has a conflict of interest, voting must be by secret ballot.

§ 13 Requirements of resolutions

- (1) The University Board is quorate if it has been properly convened and at least three members are present.
- (2) A proposal is deemed accepted if the majority of members present voted in favor of it.
- (3) In urgent cases or if convening a meeting seems unfeasible, resolutions of the University Board can also be passed by circulation. By way of derogation from (1) and (2), an additional requirement for a resolution to be passed by circulation is that all members of the University Board have agreed to passing the resolution by circulation.
- (4) The chair can pass absolutely required resolutions that because of their urgency cannot be passed in due time, not even pursuant to (3), together with a second member of the University Board according to the four-eyes principle unless the matter is of far-reaching significance. The chair shall immediately inform the members of the University Board of this procedure and report on that resolution in the next meeting.

§ 14 Voting

- (1) Before the vote, the chair shall announce the proposals and the order in which they are to be voted on.
- (2) The chair shall participate in the vote.
- (3) All members entitled to vote can vote
 - a) Openly by show of hands
 - b) By name
 - c) By secret ballot
- (4) Voting must be by name if requested by a University Board member.
- (5) Voting must be by secret ballot in any event if a member is concerned by the proposal voted on.
- (6) In the case of a secret ballot, the chair shall count the votes together with two vote counters to be elected by the University Board. The ballots must be retained until the minutes of the relevant meeting have been approved.

§ 15 Dissenting opinions

- (1) Each member of the University Board can request to have their opinion dissenting from a resolution recorded in the minutes. Reasons can be given for the dissenting opinion. The reasons must be submitted to the chair within three days after the meeting.

§ 16 Minutes

- (1) Summary minutes must be taken of every meeting of the University Board.
- (2) The minutes must contain, in any event:
 - a) The date and place, beginning, and end of the meeting
 - b) The names of the members, informants, and/or experts present
 - c) The names of excused members or members who are absent unexcused

- d) A note to the effect that the quorum has been established
- e) A note to the effect that the minutes of the last meeting have been approved
- f) A note to the effect that a member was found to have a conflict of interest
- g) All proposals
- h) Statements made to be recorded in the minutes and dissenting opinions
- i) The summarized content of the debate
- j) The names of the persons participating in the debate

Documents to be enclosed with the minutes: the agenda, handouts, written proposals, written reports, written enquiries, excuses, written reasons for dissenting opinions.

- (3) Each member is entitled to request a verbatim record of statements made. If two members object, the requesting member shall prepare a written verbatim record in an annex to the minutes; the continuation of the meeting must not be delayed thereby.
- (4) The final copy of the minutes must be completed within four weeks, approved by the chair and the person who took the minutes, and electronically sent to all members of the University Board. Any objection must be raised in writing with the chair within one week.
- (5) An objection to the minutes raised in due time must be dealt with in the next meeting.
- (6) Each member is entitled to inspect minutes and make transcripts and copies at any time.
- (7) The original minutes, together with the enclosures, must be kept for seven years. The aim is to digitize important documents and keep them beyond this period.
- (8) Editorial corrections not exceeding mere language corrections (such as typos, commas etc.) of resolutions passed by the University Board can be made by the chair without a repeated resolution having to be passed in the University Board.

§ 17 Amendments of the Rules of Procedure

- (1) A resolution on the amendment of the Rules of Procedure requires a simple majority.
- (2) Such a resolution may be passed only if the intended amendment of the Rules of Procedure was a separate item on the agenda in the invitation to the meeting.

§ 18 Effective date and publication

- (1) These Rules of Procedure shall take effect on October 1, 2021.
- (2) The Rules of Procedure of the University Board and any amendments of the Rules of Procedure must be published on the website of WU and in the WU Bulletin.

For the University Board
 Cattina Leitner
 Chair of the University Board

Document details

All fields marked with an asterisk (*) are required.

Short title*	Rules of Procedure of the University Board
Long title:	Rules of Procedure of the University Board of WU
Replaces	Rules of Procedure of the University Board of WU; dated
Title of German version	Rules of Procedure of the University Board of WU
Version (number, date)*	2021-2.0, dated October 1, 2021
Responsible for content*	Leitner, Cattina / University Board
Author*	Lichtmanegger, Annette / Legal Affairs Office
Contact for content-related questions and practical implementation	Lichtmanegger, Annette / Legal Affairs Office

Communication* (multiple selection is possible)	<input type="checkbox"/> email <input checked="" type="checkbox"/> WU Bulletin <input checked="" type="checkbox"/> WU regulations database
Publication in the WU Bulletin (<i>Mitteilungsblatt</i>)	WU Bulletin, academic year 2021/22, issue 60, no. 331, dated September 29, 2021; document link
First publication (optional)	Wu Bulletin academic year 2018/2019, issue 05, no. 24 ; dated October 31, 2018

Valid as of*	October 1, 2021
Valid until*	December 31, 2999
Approved by	Leitner, Cattina; University Board; on September 27, 2021
Further information*	Universitätsrat, Geschäftsordnung