

Rules of Procedure of the Board of Governors at RWTH Aachen University

Dated March 31, 2008

in the fifth Revised Version

Dated June 8, 2020

Published as a Complete Version

Please note: This publication is an English translation. Only the German original of these regulations as published in the Official Announcements of RWTH Aachen University (“Amtliche Bekanntmachungen”) is legally binding.

On the basis of §§ 2 Paragraph 4 of the law governing the Universities of the Federal State of North Rhine-Westphalia (Higher Education Act – HG) in the version of the announcement dated September 16, 2014 (Law and Official Gazette of the State of North-Rhine Westphalia p. 547), as last amended by Article 10 of the Act on the Consistent and Solidarity-Based Management of the COVID-19 Pandemic in North Rhine-Westphalia and on the Adaptation of State Law with Regard to the Effects of a Pandemic of April 14, 2020 (Law and Official Gazette of the State of North-Rhine Westphalia. p. 218b. ber. 304a), RWTH Aachen University has issued the following regulations: The Board of Governors is a body of the University that operates on the basis of the Higher Education Act of North Rhine-Westphalia (HG) and the Basic Regulations of RWTH in the currently valid version. The core task of the Board of Governors is to provide strategic and scientific support for the University. It advises the Rectorate and oversees its management of the University.

§ 1 Responsibilities

- (1) The tasks result from § 21 HG and include in particular:
1. The Board of Governors advises the Rectorate and oversees its management of the University. It pursues the strategic development of the University in close cooperation with the Rectorate.
 2. Its members participate in the University Election Assembly in the election and deselection of the members of the Rectorate (cf. §§ 17 - 20 Basic Regulations). Pursuant to Section 15 (1) No. 2 HG, the Board of Governors shall determine the number of non-principal Vice-Rectors to be elected. At least four non-professorial Vice-Rectors shall be elected by the University Electoral Assembly from among the professors within the group of University professors on the proposal of the designated Rector.
 3. Approval of the draft University development plan pursuant to Section 16 (1a) HG.
 4. Approval of the draft Target Agreement between the University and the Federal State of North Rhine-Westphalia (submitted by the Rectorate), which the Ministry of Culture and Science (MKW NRW) agrees with each University for several years in accordance with § 6 (2) HG on strategic development goals. It also includes specific performance targets and procedures for determining the level to which the University contract is being implemented. The target agreements, in conjunction with the higher education agreements, also include stipulations regarding higher education funding. Pursuant to Section 6 (3) of the Higher Education Act, if and insofar as a university contract is not concluded, the Ministry may, after hearing the higher education institution and in consultation with the Higher Education Council, set targets for the services to be provided by the higher education institution.
 5. Approval of the Rectorate's business management.
 6. Approval of the University's business plan, which, in accordance with Sections 2 and 3 of the Higher Education Management Ordinance of North Rhine-Westphalia (Hochschulwirtschaftsführungsverordnung NRW), includes all expected income and the expenses required to fulfill the University's tasks, including investments, for the calendar year. It must be balanced in income and expenses. In addition, the MKW NRW specifies the further structure of the business plan and its annexes.
 7. Approval for entrepreneurial University activities, i.e. e.g. participation of the University in a limited liability company or the establishment and takeover of a commercial enterprise by the University can only be given with the approval of the Board of Governors within the framework of the legal requirements of Section 5 (7) HG.
 8. Consent to the filing of the application pursuant to § 2 (8), insofar as it is directed to the transfer of the developer's property and the owner's responsibility for the entirety of the ceded real estate.
 9. Recommendations and opinions on the Rectorate's report. The Rectorate is obliged to report annually to the Board of Governors on the fulfillment of the University's tasks. This gives the Board of Governors an opportunity once a year to discuss this accountability report and at the same time to exercise its monitoring function in this area.
 10. Comment on the Quality Management in Teaching reports, which serves to regularly review and evaluate the fulfillment of the University's tasks in the area of teaching and learning. The Board of Governors is given the opportunity to discuss the reports.
 11. Recommendation and statements on research, art, teaching, and academic matters that affect the entire University or central institutions or are of fundamental significance. This opens up the possibility of discussing fundamental issues in the above-mentioned areas with the Board of Governors.

12. Furthermore, one of the tasks of the Board of Governors is to discharge the Rectorate from liability, i.e. after the end of a business year, the University has to prepare annual financial statements within six months (details § 12 University Business Management Ordinance). Subsequently, the Board of Governors adopts the annual financial statements, passes a resolution on the appropriation of the annual surplus or the treatment of an annual deficit, and on the discharge of the Rectorate from liability. The audited annual financial statements must be submitted to the MKW NRW by September 30 of a calendar year.
- (2) Approval by the Board of Governors pursuant to Paragraph 1 nos. 3, 4, 6, 7 and 8 shall be deemed to have been given if the majority of the votes cast declare their approval. The same applies to the discharge from liability of the Rectorate. By mutual agreement, the Rectorate and the Board of Governors shall work towards the enactment being issued. In this sense, the issuance of the adoption can also be associated with amendment requirements.

§ 2

Members and Terms of Office

- (1) In accordance with the Basic Regulations, the Board of Governors has 10 members, at least half of whom must be external. They work on an honorary basis and are not bound by instructions or orders.
- (2) The Rectorate and the RWTH's Equal Opportunities Officer are members of the Board of Governors in an advisory capacity.
- (3) The term of office of the members of the Board of Governors is 5 years. Re-election to the Board is possible. They shall remain in office until their successors are appointed.
- (4) If a member of the Board of Governors resigns for good cause prior to the expiration of the term of office, a new member shall be appointed for the remaining term of office in accordance with the procedure provided for in Section 21 (4) HG.

§ 3

Confidentiality

The members of the Board of Governors are bound to secrecy regarding matters in which confidentiality is required or agreed upon. This obligation shall continue to exist after the termination of the activity as a member of the Board of Governors.

§ 4

Chairship and Management

- (1) The chairperson and deputy chairperson of the Board of Governors shall be elected from among the external members by a majority of 2/3 of the votes of all members.
- (2) The chairperson represents the Board of Governors externally.
- (3) The day-to-day business of the Board of Governors is conducted by an Executive Board. This Board consists of the chairperson, the deputy chairperson and at least one other member. The Board is supported by the Rectorate and the university administration. In particular, the Rectorate provides for the infrastructure necessary for the performance of tasks.

- (4) The Board of Governors may revocably delegate decision-making powers to committees for certain tasks, in particular in matters relating to staff representation. Decisions of such committees shall be reported to the Board of Governors at its next meeting. General determinations regarding the responsibilities of the committees shall be made by the Board of Governors. The provisions of these Rules of Procedure shall apply accordingly to the work of the committees.

§ 5 Search Committee

In accordance with the Basic Regulations of RWTH, the Board of Governors sends at least two members with a total of five votes to the Search Committee to prepare the election of the Rectorate members by the University Election Assembly, who are elected from among the voting members of the Board of Governors. In doing so, the respective number of votes shall also be determined, if applicable.

§ 6 Meetings of the Board of Governors

- (1) The Board of Governors' meetings are not public. The Board of Governors may call in additional individuals for specific meetings or agenda items.
- (2) The meetings of the Board of Governors shall be convened by the chairperson as often as the interests of RWTH require, but at least four times a year. The Board of Governors shall be convened whenever at least half of its members request this.
- (3) As a rule, the members of the Board of Governors hold internal preliminary discussions prior to meetings.

§ 7 Invitation and Agenda

- (1) The members of the Board of Governors, the Rectorate and the Equal Opportunities Officer shall be invited to the meeting at least one week before the meeting, enclosing a provisional agenda and the documents required for the meeting. The invitation and other notifications can be made by letter post, by fax, by e-mail or via the committee information system of RWTH.
- (2) The chairperson sets the agenda. Proposals for the agenda can be submitted by the members of the Board of Governors, the Rectorate, the Senate and the Equal Opportunities Officer.
- (3) The agenda is established by resolution at the beginning of the meeting. Changes and additions to the agenda are possible until then with a simple majority of votes.

§ 8 Quorum and Decision-Making

- (1) The Board of Governors constitutes a quorum if the meeting has been properly convened and more than half of the voting members are present. If members are unable to attend, they shall transfer their voting rights to another voting member of the Board of Governors prior to

the meeting by written declaration, fax, or e-mail. The transferrer must specify how his or her voting right is to be exercised (bound proxy). However, each member may not exercise more than two voting rights. In the event of the transfer of voting rights, the absent member shall be deemed to be present for the purposes of the Rules of Procedure. In justified exceptional cases, individual members may participate in the Board of Governors meeting by telephone or video conferencing. The chairperson decides on this. In this case, the remotely participant is considered to be present.

- (2) The quorum shall be established by the chairperson at the beginning of the meeting. If a quorum cannot be established, the chairperson shall convene another meeting at which the Board of Governors shall constitute a quorum regardless of the number of members present. In this case, the timeframe specified in § 7 (1) shall not apply.
- (3) Resolutions shall be adopted by a majority of the valid votes cast. In the event of a tie, the chairperson's vote shall decide the matter. Abstentions shall be considered as votes not cast. A resolution shall not be passed if more than half of the members present have cast an invalid vote or abstained from voting.
- (4) As a rule, voting takes place openly. At the request of a member, voting shall be by secret ballot.
- (5) Resolutions of the Board of Governors may also be adopted by circulation, i.e. in a written or electronic voting procedure, if no member of the Board of Governors objects to the adoption of the resolution by circulation within a period of 14 days from the date of dispatch of the documents. If resolutions are to be adopted in this form, the chairperson shall send out the proposed resolution including a statement of reasons as well as a reference to the possibility of objection pursuant to sentence 1 and the request to cast the vote within a specified period of time.
- (6) Resolutions of the Executive Board in the course of the ongoing business of the Board of Governors shall normally be adopted by written or electronic ballot. A majority of the votes cast by the Executive Board shall be sufficient for the adoption of resolutions.
- (7) In matters that cannot be postponed and in which a decision of the entire Board of Governors cannot be reached in time, the Executive Board shall decide. In this case, the other members of the Board of Governors shall be informed of the reasons for the decision made and the manner in which it was made without delay.
- (8) The adoption of resolutions by telephone conference shall be recorded in writing. The record shall be approved at the next meeting or electronically by tacit agreement.

§ 9 Minutes

- (1) A record of the results of each meeting shall be made. In individual cases, each member may request that their statement be recorded in the minutes. The minutes are approved by the chairperson of the meeting.
- (2) The minutes will be sent to the members of the Board of Governors following the meeting. Approval will be given at the following meeting.

§ 10 Transparency and Report of the Board

- (1) The Board of Governors shall ensure that the members and affiliates of RWTH Aachen University are informed about its activities in an appropriate manner. The agendas and resolutions are published on the University's website or intranet. Sections 8 and 9 of the Freedom of Information Act of North Rhine-Westphalia are observed (protection of trade and business secrets and personal data).
- (2) The Board of Governors prepares an annual accountability report for the Ministry of Culture and Science of the State of North Rhine-Westphalia and publishes it on the web pages of the Board of Governors.
- (3) The Board of Governors gives the representatives of the Senate, the General Students' Committee, the Staff Council, the representatives of severely disabled persons, and the representative for students with disabilities or chronic illnesses the opportunity to receive information and to consult once a year. The offer of consultation may be fulfilled by way of an invitation to a Board of Governors meeting, a conversation outside of the meeting, by way of a conference call, or by written exchange or email. The consultation may be conducted by the Board of Governors chairperson or one or more Board of Governors members. The dates will be announced in good time via the office of the Board of Governors.

§ 11 Entry Into Force

These Regulations are published as an Official Announcement of RWTH Aachen University ("Amtliche Bekanntmachungen") and come into effect on the day after publication.

Issued based on the resolution of the Board of Governors dated May 26, 2020.

It is pointed out that, in accordance with § 12 (5) NRW Higher Education Act, any claims regarding a violation of procedural or formal requirements of the regulatory or other autonomous rights of the University may no longer be asserted after one year has elapsed since the official publication of this announcement unless:

- 1) the announcement has not been properly published,
- 2) the Rectorate has objected, prior to publication, to the decision of the committee adopting the regulations,
- 3) the University has been previously notified of a defect of form or of procedure in a complaint to the University, specifying the infringed legal provision and the fact which gives rise to the defect, or
- 4) the legal consequence of the exclusion of complaints was not pointed out in the public announcement.

On behalf of the Rector
of RWTH
Aachen University

Aachen, dated June 08, 2020

sgd. Rüdiger
Univ.-Prof. Dr. rer. nat. Dr. h. c. mult. Rüdiger