

FRAMEWORK

1. Introduction

- 1.1. This Framework sets forth the principles according to which AAU shall be governed and governance documents shall be drafted and implemented.
- 1.2. All governance policies and procedures shall be affected in accordance with this Framework.
- 1.3. AAU Governance is comprised of the following, in order of precedence:
 - 1.3.1. Applicable Law
 - 1.3.2. The Founders' Deed
 - 1.3.3. University Statute
 - 1.3.4. By-laws of the Board of Trustees
 - 1.3.5. Academic Codex
 - 1.3.6. Resolutions of the Board of Trustees
 - 1.3.7. By-laws of autonomous bodies
 - 1.3.7.1. By-laws of the Supervisory Board
 - 1.3.7.2. By-laws of the Academic Council
 - 1.3.7.3. By-laws of the Faculty Senate
 - 1.3.7.4. By-laws of the Student Council
 - 1.3.7.5. By-laws of the Alumni Council
 - 1.3.8. Directives and Policies issued by the President
 - 1.3.9. Directives and Policies issued by officers of the University.

2. Fundamental Objectives and Values

- 2.1. Governance shall be implemented:
 - 2.1.1. in accordance with applicable law;
 - 2.1.2. based on modern governance principles as practiced by leading universities in the United Kingdom and the United States; and
 - 2.1.3. with due regard to the governance principles articulated by:
 - 2.1.3.1. the Czech Ministry of Education;
 - 2.1.3.2. the Higher Education Code of Governance;
 - 2.1.3.3. the Bologna Process;
 - 2.1.3.4. the Western Association of Schools and Colleges; and

- 2.1.3.5. the Association of Governing Boards of Universities and Colleges.
- 2.2.** Governance shall serve to:
- 2.2.1. provide a structure most conducive and efficient to AAU fulfilling its mission;
 - 2.2.2. clearly articulate the privileges and responsibilities of all members of the AAU community;
 - 2.2.3. ensure an efficient interaction and cooperation between the individuals and bodies involved in the governance of AAU;
 - 2.2.4. appropriately facilitate the involvement of all stakeholders in the operations of AAU; and,
 - 2.2.5. guarantee that each relevant individual is always treated fairly and appropriately.
- 2.3.** The incontrovertible guiding principles of AAU governance are:
- 2.3.1. serving for the public benefit as a non-profit educational institution;
 - 2.3.2. the highest level of respect for each and every member of the AAU community;
 - 2.3.3. an absolute prohibition against any and all forms of discrimination;
 - 2.3.4. a vigorous defense of academic freedoms; and
 - 2.3.5. proper checks and balances and transparency in all decision-making processes.
- 2.4.** The entire governance system will be systemically reviewed by the Governance and Assessment Committee of the Board of Trustees. This Committee shall:
- 2.4.1. recommend individual revisions on an *ad hoc* basis in the event of necessity;
 - 2.4.2. conduct periodic assessments based on feedback from relevant stakeholders; and
 - 2.4.3. propose amendments to governance documents according to an established schedule.

3. Governing Boards

3.1. The Founders

- 3.1.1. The Founders have such powers, privileges and responsibilities as are granted to them by applicable law and the Founders' Deed.
- 3.1.2. The Founders have the sole right to amend the Founders' Deed. The Founders covenant to seek and give due regard to the advice of the Board of Trustees and the President whenever amending the Founders' Deed.
- 3.1.3. The Founders have the sole right to appoint members of the Board of Trustees and Supervisory Board. The Founders covenant in the Founders' Deed to seek and give due regard to the nominating process established by the Board of Trustees in naming Board of Trustees and Supervisory Board members.
- 3.1.4. The Founders have the sole right to recall members of the Board of Trustees and the Supervisory Board. The Founders covenant in the Founders' Deed to utilize this right only for cause and in exceptional circumstances and to seek and give due regard to the advice of the Board of Trustees, Supervisory Board and President prior to utilizing this right.
- 3.1.5. The assent of the Founders is required to terminate the existence of AAU or to fundamentally change the activities of AAU.
- 3.1.6. The Founders shall provide for the succession of the Founders' powers, privileges and responsibilities.

3.2. The Supervisory Board

3.2.1. The Supervisory Board:

- 3.2.1.1. has such powers, privileges and responsibilities as are enumerated in applicable law, the Founders' Deed, and the University Statute;
 - 3.2.1.2. has three members appointed by the Founders for three year terms;
 - 3.2.1.3. oversees the operations of AAU as an independent controlling body;
 - 3.2.1.4. serves as the Audit Committee of AAU, with all rights and obligations pertaining thereto, and provides the Board of Trustees with an independent opinion regarding the financial statements of AAU; and,
 - 3.2.1.5. provides the Board of Trustees and the President with an annual report on its oversight of the operations of AAU.
- 3.2.2. The Supervisory Board sets its own by-laws, subject only to applicable law, the Founders' Deed and the University Statute.
- 3.2.3. The Supervisory Board – and each member thereof – is entitled to the full and unequivocal cooperation of all AAU governance bodies in the fulfillment of oversight responsibilities.

3.3. The Board of Trustees

3.3.1. The Board of Trustees:

- 3.3.1.1. has such powers, privileges and responsibilities as are enumerated in applicable law, the Founders' Deed, the University Statute and the By-Laws of the Board of Trustees;
 - 3.3.1.2. has nine members appointed by the Founders for three year terms, with no term limits;
 - 3.3.1.3. guides the operations of AAU as the ultimate decision-making body;
 - 3.3.1.4. appoints and recalls the President and concludes all employment contracts with the President;
 - 3.3.1.5. gives advance consent for the appointment and recall of University Officers;
 - 3.3.1.6. approves all matters having a financial impact on AAU exceeding CZK 1 million.
- 3.3.2. The Board of Trustees adopts and amends the Statute of the University with a qualified majority of two-thirds of all Board of Trustees Members.
- 3.3.3. The University Statute and Resolutions of the Board of Trustees are binding on the President and University Officers.
- 3.3.4. The Board of Trustees sets its own By-Laws, subject only to applicable law, the Founders' Deed and the University Statute.
- 3.3.5. The Board of Trustees adopts and amends the Academic Codex of the University, with the advice and consent of the Academic Council and the President.
- 3.3.6. Final responsibility rests with the Board of Trustees as regards:
- 3.3.6.1. the vision and mission of AAU, in particular ensuring that the purpose (“účel”) established by the Founders in the Founders Deed is fulfilled and followed;

- 3.3.6.2. the promulgation and amendment of the University Statute;
 - 3.3.6.3. approval of the budget;
 - 3.3.6.4. approval of the financial statements;
 - 3.3.6.5. adoption of the Strategic Plan; and
 - 3.3.6.6. approval of all Annual Reports of AAU, as further specified in the University Statute.
- 3.3.7. The Board of Trustees conducts an annual self-evaluation in accordance with the University Statute and Board of Trustees By-Laws and submits this self-evaluation to the Supervisory Board.
- 3.3.8. The Board of Trustees establishes Board Committees. Each Board Committee is responsible for reporting to the full Board of Trustees at each regular Board of Trustees Meeting on its activities and, as appropriate, for recommending resolutions for the consideration of the Board of Trustees. The Board has the following permanent Board Committees:
- 3.3.8.1. *Finance, Planning and Budgeting Committee*
 - 3.3.8.1.1. Three members of the Board of Trustees, selected by the Board of Trustees.
 - 3.3.8.1.2. Has such rights and obligations as set forth in the Board By-Laws.
 - 3.3.8.2. *Academic Affairs Committee*
 - 3.3.8.2.1. Three members of the Board of Trustees, selected by the Board of Trustees.
 - 3.3.8.2.2. Has such rights and obligations as set forth in the Board By-Laws.
 - 3.3.8.3. *Financial Audit Committee*
 - 3.3.8.3.1. Derogated to the Supervisory Board.
 - 3.3.8.3.2. Has such rights and responsibilities as set forth in the University Statute.
 - 3.3.8.4. *Nominating Committee*
 - 3.3.8.4.1. Six members selected as follows:
 - 3.3.8.4.1.1. three members of the Board of Trustees, selected by the Board of Trustees;
 - 3.3.8.4.1.2. one member elected by the Faculty Senate;
 - 3.3.8.4.1.3. one member elected by the Alumni Council; and,
 - 3.3.8.4.1.4. one member selected by the Board of Trustees representing AAU administration.
 - 3.3.8.4.2. Has such rights and responsibilities as set forth in the Founders' Deed, the University Statute and the Board By-Laws.
 - 3.3.8.5. *Governance and Assessment Committee*
 - 3.3.8.5.1. Three members of the Board of Trustees, Selected by the Board of Trustees.
 - 3.3.8.5.2. Has such rights and obligations as set forth in the Board By-Laws.
 - 3.3.8.6. Standing and *ad hoc* committees

3.3.8.6.1.1. The Board of Trustees establishes additional standing committees by so providing in the Board By-Laws.

3.3.8.6.1.2. The Board of Trustees establishes *ad hoc* committees by Board Resolution.

3.4. The Academic Council

3.4.1. The Academic Council:

- 3.4.1.1. has such powers, privileges and responsibilities as are enumerated in the University Statute;
- 3.4.1.2. has members appointed by the President, except for cause shown, upon nomination as follows:
 - 3.4.1.2.1. The President, *ex officio*, as Chair of the Academic Council
 - 3.4.1.2.2. The Chair of the Academic Affairs Committee of the Board of Trustees, *ex officio*, as Vice-Chair of the Academic Council
 - 3.4.1.2.3. The Provost, *ex officio*; as Vice-Chair of the Academic Council
 - 3.4.1.2.4. Each Vice-Provost, *ex officio*
 - 3.4.1.2.5. The Dean of each School established at AAU, *ex officio*
 - 3.4.1.2.6. One member elected by the Supervisory Board
 - 3.4.1.2.7. Two members elected by the Faculty Senate
 - 3.4.1.2.8. Two members elected by the Alumni Council
 - 3.4.1.2.9. Two members elected by the Student Council
 - 3.4.1.2.10. One member selected by CEA
 - 3.4.1.2.11. Four members external to AAU, selected by the Board of Trustees on the recommendation of the Academic Affairs Committee of the Board of Trustees.
- 3.4.1.3. The Board of Trustees and the President covenant to take the following decisions only with the advice and consent of the Academic Council:
 - 3.4.1.3.1. Implementation or substantial modification of any academic program;
 - 3.4.1.3.2. Applications for accreditation and reaccreditation;
 - 3.4.1.3.3. Appointment of members of State Examination Committees for respective programs of study;
 - 3.4.1.3.4. Appointment of Senior Lecturers; and,
 - 3.4.1.3.5. Issuance of Honorary Degrees.
- 3.4.1.4. The Board of Trustees and the President covenant to take the following decisions only with the advice of the Academic Council:
 - 3.4.1.4.1. Establishment or elimination of any School;
 - 3.4.1.4.2. Establishment or elimination of any Department within a School; and,
 - 3.4.1.4.3. Termination of any academic program.

4. University Administration

4.1. The President

- 4.1.1. The President is the Chief Executive and Academic Officer of the University and the director of Anglo-americká vysoká škola, o.p.s. as provided for under applicable law, the Founders' Deed and the University Statute.
- 4.1.2. The President serves at the pleasure of the Board of Trustees and is accountable to the Board of Trustees for all of his actions. The President submits to the Board of Trustees an annual self-evaluation in such form as the Board of Trustees may from time to time prescribe.
- 4.1.3. The President is the only person with the power to bind AAU. The President may, however, delegate powers to University Officers.
- 4.1.4. The President determines the organizational structure of the administration of AAU.
- 4.1.5. The President appoints and recalls the Provost and other University Officers, with the advice and consent of the Board of Trustees.
- 4.1.6. The Provost and other University Officers serve, *ex officio*, as members of the President's Collegium. The President may appoint additional members. The President consults with the President's Collegium regarding significant matters.
- 4.1.7. The President appoints and recalls the Deans of the individual Schools on the recommendation of the Provost and with the consent of the Board of Trustees.
- 4.1.8. In cooperation with the Board of Trustees and the Alumni Council, the President establishes and serves as Chair of the Fundraising Committee.
- 4.1.9. The President appoints such advisory committees as the President may from time to time determine. As appropriate, the President will invite the Faculty Senate, the Alumni Council and the Student Council to nominate members of such committees.

4.2. The Provost

- 4.2.1. The Provost is the Senior Vice-President and Deputy Chief Academic Officer of AAU.
- 4.2.2. The Provost acts as President of AAU if no President exists.
- 4.2.3. The Provost has such powers, privileges and responsibilities as are set forth in the University Statute or determined by the President.
- 4.2.4. The Provost oversees the Deans and other academic officers as determined by the President.
- 4.2.5. The Vice-Provosts and Deans of the individual Schools serve, *ex officio*, as members of the Provost's Collegium. The Provost may appoint additional members. The Provost consults with the Provost's Collegium regarding significant matters.
- 4.2.6. The Provost appoints such advisory committees as the Provost may from time to time determine. As appropriate, the Provost will invite the Faculty Senate, the Alumni Council and the Student Council to nominate members of such committees.

4.3. University Officers

- 4.3.1. AAU has such Officers as the President may from time to time determine.
- 4.3.2. University Officers, in addition to the Provost, include:
 - 4.3.2.1. The Vice-President(s).
 - 4.3.2.2. Chief Officers, who report directly to the President.
- 4.3.3. The rights, privileges and responsibilities of University Officers are determined by the President, in consultation with the Board of Trustees, the Provost, and the President's Collegium.
- 4.3.4. University Officers will report on their activities to the Board of Trustees and Board of Trustee Committees as the President and Board of Trustees shall jointly determine.
- 4.3.5. University Officers will provide to any member of the Supervisory Board all information and support as may be requested in conjunction with the Supervisory Board's controlling function.

4.4. Disciplinary Commission

- 4.4.1. The Disciplinary Commission addresses allegations brought against students for academic and non-academic infractions, as provided for in the Disciplinary Code.
- 4.4.2. The Disciplinary Commission is comprised of five members appointed by the Provost according to the following criteria:
 - 4.4.2.1. The Provost, *ex officio*
 - 4.4.2.2. Two members nominated by the Faculty Senate
 - 4.4.2.3. Two members nominated by the Student Council
- 4.4.3. Decisions of the Disciplinary Commission may be appealed to the President.

5. Autonomous Bodies

5.1. Faculty Senate

- 5.1.1. Members of the Faculty Senate are members of the faculty elected to the Faculty Senate.
- 5.1.2. The Members of the Faculty Senate shall be democratically elected according to procedures promulgated by the Provost.
- 5.1.3. The Faculty Senate sets its own By-Laws, subject only to applicable law, the Founders' Deed and the University Statute.
- 5.1.4. The Academic Council and the President covenant to take the following decisions only with the advice and consent of the Faculty Senate:
 - 5.1.4.1. Implementation or substantial modification of any academic program;
- 5.1.5. The Academic Council and the President covenant to take the following decisions only with the advice of the Faculty Senate:
 - 5.1.5.1. Applications for accreditation and reaccreditation;
 - 5.1.5.2. Appointment of Senior Lecturers; and,
 - 5.1.5.3. Appointment of permanent full-time faculty members.

- 5.1.5.4. Establishment or elimination of any School;
 - 5.1.5.5. Establishment or elimination of any Department within a School;
 - 5.1.5.6. Termination of any academic program;
 - 5.1.5.7. Approval of and amendments to the Academic Codex;
 - 5.1.5.8. Issuance of the Lecturer's Handbook, Student Handbook and Academic Calendar;
 - 5.1.5.9. Issuance of Honorary Degrees; and,
 - 5.1.5.10. Other significant academic matters.
- 5.1.6. The President and the Provost, or their designees, shall regularly consult with the Faculty Senate regarding significant matters relating to the Faculty.

5.2. Student Council

- 5.2.1. Members of the Student Council are AAU students in good standing elected to the Student Council.
- 5.2.2. The Members of the Student Council shall be democratically elected according to procedures promulgated by the Provost.
- 5.2.3. The Student Council sets its own By-Laws, subject only to applicable law, the Founders' Deed and the University Statute.
- 5.2.4. The Student Council has a faculty advisor selected in accordance with [the Faculty Senate By-Laws].
- 5.2.5. The President and the Provost, or their designees, shall regularly consult with the Student Council regarding significant matters related to the Students.

5.3. Alumni Council

- 5.3.1. Members of the Alumni Council are any former students who gained academic credit at AAU elected to the Alumni Council.
- 5.3.2. The Members of the Alumni Council shall be democratically elected according to procedures promulgated by the President.
- 5.3.3. The Alumni Council sets its own By-Laws, subject only to applicable law, the Founders' Deed and the University Statute.
- 5.3.4. The Alumni Council shall actively participate in and support fundraising for AAU and activities promoting AAU.
- 5.3.5. The Alumni Council shall from time to time determine its activities and priorities, in consultation with the President.
- 5.3.6. The President and the Provost shall regularly consult with the Alumni Council on significant matters related to the Alumni.