



Texila American University

# BoT By-Laws





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# Texila American University

## By Laws of Texila American University

### CHAPTER I THE UNIVERSITY

#### Article I.

##### **Section 1. Name and Purpose**

The name of the University is Texila American University, hereinafter referred to as TAU. As an institution of higher learning, the University shall establish and promote educational, research and service programs, and shall grant appropriate degrees.

##### **Section 2. Governing Board**

Subject to the laws of Guyana, the governing body of the University shall be the Board of Trustees. The Board of Trustees shall make University policy and shall have sole responsibility for the management of the affairs of the University. The adoption of these bylaws grants complete power for the manner in which the University is organized, including the delegation of all responsibilities and privileges of administrative officers, faculty, students, and the relevant academic/faculty committees, as promulgated herein.



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## CHAPTER II THE BOARD OF TRUSTEES

### Article I Membership

#### **Section 1. Number of Trustees**

The Board of Trustees shall consist of not less than five (5) or more than twelve (12) persons, as determined by the Board of Trustees from time to time, plus former or current chairpersons (the "Former Chairpersons"), such group of Former Chairpersons not to exceed 3 persons. The former Chairpersons shall remain on the Board of Trustees with full rights and privileges of a Trustee without standing for re-election.

#### **Section 2. Terms of Trustees**

Each Trustee shall serve for a period of four (4) years and shall be eligible for re-election. For Trustees with staggered terms, a term is effective with the date of such Trustee's initial election or appointment. The Trustees' term of office shall be staggered and chosen in such a way that more than 50 percent of the Trustees will not retire in any year. Each Trustee shall serve until his or her term expires, and thereafter until such Trustee's successor is duly elected, or until such Trustee's earlier death or resignation.

#### **Section 3. Section Election of Trustees**

Upon recommendation and nomination by the Directors the Board of Trustees shall elect by majority vote at each Annual Meeting.

#### **Section 4. Resignation and Removal**

- (a) Any member of the Board of Trustees may resign at any time by mailing or otherwise delivering a written resignation to the Chairperson or the Secretary of the Board of Trustees.
- (b) Any member of the Board of Trustees, upon recommendation by not less than two-thirds (2/3) of the members, may be removed from the Board of Trustees for any cause deemed by the Board of Trustees to be appropriate, by the vote of two-thirds (2/3) of the members of the Board of Trustees then serving.
- (c) If any member of the Board of Trustees shall fail to attend three (3) regular meetings of the Board of Trustees or of other nominated committees in a given fiscal year, then unless such absences shall have been excused by the Chairperson of the Board of Trustees for valid reasons, such member shall be deemed to have automatically resigned as a member of the Board of Trustees.
- (d) If any member of the Board of Trustees shall be convicted of a felony, whether the conviction resulted from a plea of guilty or nolo contendere or from a verdict after trial or otherwise, such member shall be deemed to have automatically resigned as a member of



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the Board of Trustees as of the date of such conviction. If any member of the Board of Trustees shall be charged with a felony, such member shall be placed on leave automatically during the pendency of the proceeding, unless thereafter by an affirmative vote of at least two-thirds (2/3) of the members of the Board of Trustees, the Board determines otherwise.

- (e) The Board of Trustees may, at any time fill any vacancy of the Board of Trustees at any regular or special meeting of the Board of Trustees in accordance with the procedures set forth elsewhere in these Bylaws.
- (f) Any member of the Board of Trustees, upon recommendation by the Directors for any cause deemed by the Directors to be inappropriate or poses a potential conflict not disclosed by the trustee, by the vote of two-thirds (2/3) of the members of the Board of Trustees then serving.

## **Section 5. Trustees, Chairpersons Emeriti/Emeritae**

Trustees who have retired from the Board of Trustees and who shall have served the Board of Trustees with distinction may be elected Trustees Emeriti/Emeritae by the vote of two-thirds (2/3) of the members of the Board of Trustees at any duly constituted meeting of the Board of Trustees. A Trustee elected Trustee Emeritus/Emerita who has previously been elected and served as Chairperson for more than one (1) year shall be known as Chairperson Emeritus/Emerita.

Trustees Emeriti/Emeritae and Chairpersons Emeriti/Emeritae may be invited to attend meetings of the Board of Trustees but shall not be members of the Board of Trustees and shall have no voting privileges.

Honorary Trustees. Individuals who have or may serve University, the community or the nation with distinction may be elected Honorary Trustees by the vote of at least two-thirds (2/3) of the members of the Board of Trustees at any duly constituted meeting of the Board of Trustees. Honorary Trustees may be invited to attend meetings of the Board of Trustees but shall not be members of the Board of Trustees. Honorary Trustees shall have no voting privileges.

## **Section 6. Conflict of Interest**

- (a) Scope
  - i. The following statement of policy applies to each member of the Board of Trustees of TAU and to all employment, consulting and contractual relationships, written and oral.
- (b) Fiduciary Responsibility
  - i. All Board members demonstrate the tenets of fiduciary responsibility including obedience, loyalty, duty of care, and disclosure.
- (c) Members of the Board serve a public interest role and, thus, have a clear obligation to conduct all affairs of the institution in a manner consistent with this concept. Decisions of



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the Board are to be made solely on the basis of the desire to promote the best interests of the institution.

(d) No Compensation of Board Members

Members of the Board serve as volunteers and are not compensated for their services. Consistent with this policy, no Board member or any affiliate of such member, as hereinafter defined, may serve as a paid consultant or enter into a paid employment or contractual relationship with the TAU or otherwise provide services to the TAU for payment while he or she is a member of the Board or for a period of one year after leaving the Board.

(e) The Board members:

- i. Shall not have any financial interest in the college
- ii. Shall not have any business relationship with the college
- iii. Shall not be employed by the medical college
- iv. Shall not be consultants to the medical college

(f) Do not have a family member or relative connected to the University

(g) Definition of Affiliate: An affiliate is defined to include:

- i. An organization of which a Trustee is an officer, director, trustee, partner, employee, or agent and from which a Trustee would materially benefit directly or indirectly if such organization were to provide goods or services to the TAU;
- ii. An organization in which the Trustee is either an actual or beneficial owner of more than five percent ( 5%) of the voting stock or controlling interest of such an organization;
- iii. An organization with which the Trustee has any other direct or indirect dealings from which he or she knowingly or materially benefits, e.g., through receipt directly or indirectly of cash or other property for services rendered;
- iv. Any spouse, parent, child, sibling, or in-law of a Trustee or an in-law of any such spouse, parent, child, or sibling; or
- v. Any parent, child, or sibling of a Trustee's spouse or an in-law of any such parent, child, or sibling.

## Section 7. Disclosure

(a) Trustees shall be required to file on an annual basis a Disclosure and Compliance Affirmation Statement disclosing their personal interest (if any), direct or indirect, in any TAU transaction during the previous year and affirming that:

- i. The Trustee has read the Conflict of Interest policy contained in the By-Laws
- ii. The Trustee will avoid participating in any TAU decision in which the Trustee or any affiliate could be said to have any personal financial or other stakes in the decision or where other institutional connections could influence the Trustee's independent judgment. The Disclosure and Compliance Affirmation Statement shall also disclose any personal or business transactions between Trustees, as well



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as such other information as may be required to comply with statutory requirements.

## **Section 8. Recusal**

Trustees will avoid participating in any TAU decision in which, by any reasonable standard, institutional or other connections could influence the Trustee's independent judgment. Where the Trustee is in doubt as to whether he or she should avoid participating in a decision, the Trustee shall raise the issue in advance with the Chairman of the Board of Trustees for approval.

## **Section 9. Leaves of Absence**

A Trustee may apply for a leave of absence from service as a Trustee to the Chairman. The Chairman shall discuss this with the Board and grant or deny such leave. If such leave is granted, it shall be reviewed annually by the Board which shall decide as to whether such leave should continue for an additional period of one year or less.

## Article II

### Officers of the Board of Trustees

## **Section 1. General**

The Board of Trustees shall, upon the recommendation of members, elect exclusively from its membership a Chairperson, up to three (3) Vice Chairpersons, a Secretary and such other officers of the Board of Trustees as may from time to time be deemed appropriate. Officers of the TAU Board of Trustees shall not be deemed to be officers of the University Board.

## **Section 2. Election and Term**

Upon recommendation by the members, officers may be elected by ballot at the Annual Meeting of the Board of Trustees for terms of up to two (2) years or until their successors are elected. Officers may be eligible for re-election, but no officer shall serve in the same office for more than six years in succession. A Trustee may be elected to an office previously held for six years in succession after a lapse of one (1) year. Any vacancy may be filled at any regular or special meeting of the Board of Trustees.

The Board may issue a call of necessity and extend the tenure of any officer beyond the limit for up to one (1) additional year, provided that two-thirds (2/3) of the membership of the Board agrees upon the necessity of such action.

## **Section 3. Chairperson and Vice-Chairpersons**

The Chairperson shall preside at all meetings of the Board of Trustees and shall perform the duties customarily attributable to that office and such other duties as shall be assigned to him/her by the Board of Trustees. He/she or his/her nominee shall be an ex officio member of all standing committees. He/she shall appoint all committees annually (subject to the approval of the Board of Trustees). Chairpersons and members of all standing committees shall serve at the pleasure of the Chairperson of the Board of Trustees. In the event of a tie vote, the Chairperson shall have the deciding vote. In the event of the incapacity or absence of the Chairperson, the Vice Chairperson who shall be senior in term of service as a Trustee shall exercise the duties of



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the Chairperson. In the event of the incapacity or absence of both the Chairperson and the Vice Chairperson senior in term of service as a Trustee, the Vice Chairperson junior in term of service as a Trustee shall exercise the duties of the Chairperson.

## **Section 4. Secretary**

The Secretary shall give due notice of meetings in accordance with these By-Laws and shall keep minutes and records of proceedings of the Board of Trustees. He/she shall be responsible for the corporate seal and shall arrange for its safekeeping at the University. He/she shall be responsible for the preservation of important documents of the College of Medicine and the Board of Trustees. The Secretary shall communicate the actions of the Board to proper persons in accordance with these By-Laws.

## **Section 5. Treasurer**

The Treasurer of the College of Medicine shall attend meetings of the Board of Trustees in an ex officio capacity. He/she shall have no voting privileges.

## Article III

### Meetings of the Board of Trustees

#### **Section 1. Regular Meetings**

Regular meetings of the Board of Trustees shall be convened at least two (2) times per year, subject to scheduling by the Chairperson of the Board prior to the commencement of the year. A majority of all regular meetings shall be held at the TAU.

#### **Section 2. Annual Meeting**

The annual meeting of the Board of Trustees shall be held during the month of October of each year at a time and place to be determined by the Board of Trustees, subject to scheduling by the Chairperson of the Board prior to the commencement of the year.

#### **Section 3. Special Meetings**

Special meetings of the Board of Trustees may be called by the Chairperson of the Board of Trustees or by any three (3) members of the Board of Trustees. The business to be transacted at any special meeting shall be mailed or otherwise transmitted by the Secretary to all members at least (3) three days prior to the meeting, provided that the Chairperson of the Board may schedule an emergency meeting without prior notice if in the Chairperson's opinion the situation so warrants.

#### **Section 4. Notice**

Notice of the Annual Meeting of the Board of Trustees and of each regular meeting of the Board of Trustees, together with a copy of the agenda, shall be mailed or otherwise transmitted by the Secretary to all members not less than seven (7) days prior to the meeting.

#### **Section 5. Quorum**



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A majority of all members of the Board of Trustees then in good standing shall constitute a quorum for the legal transaction of business at any regular or special meeting of the Board of Trustees. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by law or by the Charter or by these By-Laws.

## **Section 6. Participation in Meetings by Telephone Conference Call**

Any one or more members of the Board may participate in a meeting of the Board of Trustees or of the Executive Committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## Article IV Powers & Duties of the Board

### **Section 1. Powers**

The Board shall serve as the governing body of the Texila American University. The Board shall select and appoint the President of the University from outside of the Board members and shall hold the President responsible for the University's operation and management, performance, its fiscal accountability, and its compliance with educational and general laws. The board may adopt rules and policies consistent with the University mission, in order to effectively fulfill the mission of the University.

### **Section 2. Exercise of Corporate Powers**

- (a) Administrative officers, as well as members of the university faculty, are appointed by the President upon the direction of the Board of Trustees, as authorized and delegated through these byelaws.
- (b) The Board of Trustees has and shall exercise all corporate powers of TAU which will include:
  - i. The making of policy, the assurance of sound management, and active participation in the provision of the necessary funding for approved University plans and programs comprising the College of Medicine's medical education program and all other departments of the University.
  - ii. The Policy and Procedures for the operation of the University shall be approved by the Board of Trustees and shall reflect the range of authority and control, as well as delineate the duties and responsibilities, including position descriptions, for senior academic officers for the management and day-to-day operations of the College of Medicine and other operating departments.
- (c) The corporate seal shall be used only in connection with the transaction of business of the Board and of the University. The Secretary of the Board may affix the seal on any document signed on behalf of the corporation. The seal may be used with the permission



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of the Board and/or the President or by the Secretary in the decoration of any University building or in other special circumstances.

## **Section 3. Duties and Responsibilities**

### **Section 3.1. General, Educational and Financial Oversight and Control**

As provided herein and delineated below, the Board of Trustees has both initial and ultimate responsibility in determining general, educational, financial and related policies deemed necessary for the administration and development of the University, in accordance with its stated purposes (mission statement and goals). The Board shall, but without limitation:

- (a) Approve an annual operation budget for the University.
- (b) Consider plans for, and participate actively in, providing and obtaining funds for budgetary purposes, special programs, maintenance and endowment.
- (c) Approve the addition or deletion of major academic programs, curricula, degrees, departments of instruction and major non-academic programs by the University or any of its departments.
- (d) Provide for the establishment of policies regarding conditions of employment, including salary, benefits and schedules for all employees; and policies regarding appointment, promotion, and dismissal of faculty members.
- (e) Make final decisions on granting tenure to faculty members, giving due consideration to the recommendations of the appropriate committees, the Chief Academic Officer, and the President.
- (f) Authorize the conferring of all earned degrees upon recommendation of the faculty and the administration.
- (g) To represent at all Commencements by the Chair of the Board of Trustees or by Trustees designated by the Chair of the Board of Trustees and monitor the adherence of the educational program to the mission and goals of the College of Medicine.
- (h) Authorize the awarding of all honorary degrees.
- (i) Authorize the president to make administrative and faculty appointments for the operations of the University

### **Section 3.2. University Development and Related Policies**

The board exercises final control in the determination of University policies and procedures deemed necessary for the development of the University's educational program; further, in accordance with its stated purposes and goals, the Board shall, but without limitation:

- (a) Actively manage all assets of the University.
- (b) Exercise final authority directly and indirectly for all major business transactions involving the University.
- (c) Provide for the establishment of policies related to instruction, extracurricular activities, the campus, and the residential life of the students.
- (d) Provide for the establishment of policies for the overall management of the business affairs of the University, including budget, investment, audit, maintenance, endowment, contracts, leases and all other related business matters necessary for the operation of the university.



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- (e) Authorize the acquisition, management and disposition of all real property in conjunction with the activities of the university.
- (f) Enter into, make, perform and carry out contracts of every kind for any lawful purpose of the University.

## Article V Committees and Sub-Committees

### **Section 1. Committees and Subcommittees**

The Board shall appoint standing and/or temporary committees or subcommittees from time to time. Each of such committee and subcommittee shall have and exercise such authority of the Board of Trustees in the management of the business and affairs of the University as the Board of Trustees may decide.

### **Section 2. Executive Committee**

The Board may appoint an Executive Committee which shall be a standing committee consisting of the President, the Vice Presidents (if any), the Provost, the Chief Executive Officer (CEO), the Secretary of the Board and Chief Academic Officers, Registrar and the Deans of colleges.

#### **Section 2.1. Purpose of the Executive Committee**

The purpose of the Executive Committee shall be to transact all necessary business as may arise in the intervals between regular meetings of the Board of Trustees; it being understood that action by the Executive Committee would not be expected to be taken except in extraordinary circumstances. Notice of any action by the Executive Committee shall be provided to the Board of Trustees at its next regular meeting.

### **Section 4. Standing Committees and Subcommittees**

The Board may adopt standing committees and subcommittees thereof in addition to the executive committee to facilitate consideration of the business and management of the Board of Trustees and of the University.

### **Section 5. Function of Committees**

Unless otherwise specifically delegated and except as otherwise provided herein, authority to act on all matters is reserved to the Board of Trustees, and the duty of any committee shall be only to consider and to report or make recommendations to the Board of Trustees upon appropriate matters. The Board of Trustees shall have the final authority to act on all recommendations.

The following committees may be appointed as per need by the Board of Trustees:

- (a) **Committee on Academic Affairs and Student Life** - This committee shall recommend to the Board of Trustees on matters pertaining to:
  - i. The educational policies and programs of the University, including the long-range educational development of the University;
  - ii. The faculty;



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- iii. Educational policy matters pertaining to instruction, research, and continuing education; and
  - iv. All phases of student life.
- (b) **Committee on Finance and Capital Planning.** The committee shall recommend to the Board of Trustees on matters pertaining to:
- i. Finance, business, budgets, non-budget expenditures, human resources, investments, trust funds, insurance, real estate contracts, government and private contracts, and grants, fees, room and board charges, and the long range financial planning and development of the University;
  - ii. Endowments, gifts, and fund raising;
  - iii. The purchase and sale of real estate, master plans, construction, the appointment of architects, the selection of architectural styles and materials, architect's plans, the award of contracts, and the names of buildings and roads; and
  - iv. The University's capital plan, the infrastructure development of the University at each campus, consistent with the long-range educational development of the University.
- (c) **Committee on Building and Estates.** The committee shall in fulfillment of its governance responsibilities, provide counsel and advice to the Board of Trustees in matters concerning the development of strategies, policies, and practices that orient, educate, organize, motivate, and assess the performance of trustees.
- (d) **Committee on Strategic Plan.** The University Strategic Planning Committee is charged with developing goals and plans that will prepare the institution for the changing trends and demands in the future. The committee will oversee the preparation and implementation of the Strategic Plan. The committee through its representatives will have ongoing review and tracking of the implementation of the strategic plan and will provide reports and feedback to the Board of Trustees. This is the University level Strategic plan and independent colleges may have their strategic plan that will align with the overall strategic plan of the University.
- (e) **Risk Management Committee:** The goal of the Risk Management Committee is to promote excellence in all compliance and enterprise risk management efforts. The main function of the committee will be to ensure integrity and compliance with all legal, regulatory, and ethical obligations as well as the prioritization and management of risk
- (f) **Other committees.** The Board from time to time at its discretion may form other committees as required for the smooth functioning of the University.
- (g) **College of Medicine:** The governance of the College of Medicine is managed by a separate committee comprising the Heads of the departments and the Deans of the college called the Faculty Executive Committee. The Faculty Executive Committee shall recommend to the Board of Trustees on all matters pertaining to the College of Medicine.



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## CHAPTER III THE ADMINISTRATION

### Article I Officers

The Board of Trustees from time to time shall appoint such person as it deems necessary to carry out the day to day operations of the University, its colleges, schools, and other programs

#### **Section 1. President**

The Board of Trustees shall appoint a President of the University who shall serve indefinitely in the discretion of the Board of Trustees. The President shall be responsible for the University's operation and management, performance, fiscal accountability, and its compliance with regulatory bodies and accrediting agencies. The president shall have the authority to appoint such individuals as necessary from time to time to carry out the day-to-day operations of the University including a Chief Executive officer, Chief Academic Officer and College Dean.

#### **Section 2. President**

- (a) The President shall be the chief educational and administrative officer of the University. The President shall be responsible to the Board of Trustees for the supervision, management, and government of the University, and for interpreting and carrying out the policies of the Board of Trustees. The President shall have the powers and duties set forth in the University's Charter and in these Bylaws, and such other powers and duties as the Board of Trustees shall delegate.
- (b) The President, or someone designated by the President, shall preside at all academic functions and represent the University before the public.
- (c) The President shall preside at all meetings of the University Faculty. The President may veto any action taken by the University Faculty or any action taken by the faculty of any college or school in the University and state the reasons for such action.
- (d) The President shall submit a proposed annual budget for the University to the Board of Trustees prior to the beginning of the fiscal year covered by the budget.
- (e) The President shall report regularly to the Board of Trustees on the condition, operation, and needs of the University.
- (f) The President shall recommend to the Board of Trustees persons to be Officers of the University other than the President.

#### **Section 3. Provost**

- (a) The Provost shall be the executive officer, under the President, responsible for all educational affairs and activities of the University, including research and the libraries of the University. The Provost shall have the powers and duties assigned by the President, which shall include appointments and promotions of faculty for all Schools. The Provost shall report to the President.
- (b) The Provost shall be a member of the faculty of each college and school, and an ex officio member of each committee (other than Committees of the Board of Trustees and



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College of Medicine and Nursing) or other body concerned with matters for which the Provost is responsible.

- (c) The Provost shall receive recommendations developed by the faculty and educational officers for consideration and recommendation to the President.
- (d) The Chief Academic Offices of all schools and colleges shall report to the Provost and shall meet regularly with the Provost regarding matters related to their schools and broader University issues.

## **Section 4. Chief Executive Officer**

- (a) The Chief Executive Officer shall be the executive officer, under the President, responsible for all business and finance, including accounting and auditing, preparation of budgets, fiscal planning, and the non-academic operations of the University. The Chief Executive Officer shall have the powers and duties assigned by the President and shall report to the President.
- (b) The Chief Executive Office shall submit regular reports to the Board of Trustees on the finances of the University and ensure the submission to the Board of Trustees at the end of each fiscal year details regarding financial audit and financial statements of the University.

## **Section 5. Chief Academic Officer of the College of Medicine**

- (a) The Chief Academic Officer of the College of Medicine shall be the executive officer, under the Provost, responsible for oversight of Texila American University, College of Medicine Inc. The CAO shall have the powers and duties assigned by the President.
- (b) The Chief Academic Officer shall exercise strategic, academic, and budgetary oversight and authority over, the College of Medicine and all academic institutes and programs affiliated with the college. The CAO shall consult regularly with the Provost, the CEO and the President on all relevant academic matters, particularly those that are strategic, interdisciplinary, and have major budgetary significance. It is the responsibility of the CAO to ensure that the President and the Provost are satisfied fully that the standards of quality for the University with respect to academic strategy, programs, and faculty development are met or exceeded within the academic entities within the purview of the CAO.
- (c) The Chief Academic Officer shall report directly to the Provost of the University.

## **Section 6. Faculty**

- (a) The University Faculty shall be composed of the Officers of the University as elected by the Board of Trustees, all deans, professors, associate professors, and assistant professors, and all other full-time members of the instructional staff, Registrar, and the University Librarian, and such other persons as may be designated by the President and approved by the Executive Committee or the Board of Trustees.
- (b) The University Faculty shall be responsible for the conduct of instruction and research in the various colleges and schools in the University. It may also consider and make



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recommendations to the President regarding any and all phases of education at the University.

- (c) The University Faculty may organize and exercise its functions through appropriate councils, committees, or other bodies.
- (d) Each college and school in the University may have a faculty of its own, which shall be composed of the President, the Provost, the CEO, appropriate University administrators, and all members of the University Faculty in the particular college or school. Each such faculty shall function under the President and other officers of educational administration and be subject to the regulations of the University Faculty.
- (e) Individual colleges may have bylaws for their faculty which will be approved by the president and ratified in general meetings of the Board of Trustees.

## **Section 7. Student Body**

- (a) The student body of Texila American University shall be composed of all full-time and part-time students regularly enrolled in the University.
- (b) The student body may consider and make recommendations to the President regarding any and all phases of education and student life at the University through the appropriate committees they represent.
- (c) The student body may organize and conduct its affairs under elected representative government or governments or councils and through appropriate councils, committees, or other bodies.

## **Section 8. Alumni**

- (a) The Alumni of Texila American University shall be composed of persons who have completed a degree-granting program. Individual schools, colleges, and other components of Texila American University may adopt policies, which recognize, as alumni of that component, individuals who attended courses of study or training programs not leading to degrees.
- (b) The Alumni may consider and make recommendations to the President and to the Board of Trustees regarding any and all phases of education and alumni affairs of the University through the committees it represents.
- (c) The Alumni shall organize and conduct its affairs through the University Alumni Association and elected representatives to appropriate boards, councils, committees, and other bodies, that are a part of that Association.

## **Section 9. Other Officers**

- (a) The president and the officers of the University may appoint other officers and delegate authority with such powers and duties as may be required by the affairs of the University and other colleges for the smooth function. Changes in the structure of the University or appointment to leadership roles will be ratified in general meetings of the Board of Trustees.



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## CHAPTER IV FISCAL YEAR, ACADEMIC YEAR, AND ACADEMI CALENDAR

### Article 1

#### **Section 1. Fiscal Year, Academic Year, and Academic Calendar**

- (a) The fiscal year of the University shall commence on January 1 and end on the following December 30.
- (b) The academic year of the University shall commence on or about September 1 and end one calendar year later.
- (c) The Deans and Chief Academic Officers of individual colleges shall establish the academic calendar for each academic year, and designate the day on which the graduation exercises shall take place.



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## CHAPTER V INDEMNIFICATION

### Article 1

#### **Section 1. Indemnification**

Every Trustee and Officer of the University shall be indemnified to the full extent permitted under the provisions of the law for acting on behalf of Texila American University.



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## CHAPTER VI AMENDMENTS

### Article 1

#### **Section 1. Amendments**

Amendments to the By-Laws may originate with any member of the Board of Trustees or with the President of the University and may be adopted, by the Board of Trustees at any regular or special meeting. Adoption shall require a two-thirds (2/3) vote of Trustees present at any regular meeting of the Board of Trustees provided prior written notice of the proposed amendment shall have been given to all members of the Board of Trustees.



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## Appendix I: Academic Affairs Committee TOR

### **TERMS OF REFERENCE** **Academic Affairs Committee**

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**Purpose:** The Academic Affairs Committee shall be the principal academic authority of the university and shall be responsible for regulating and maintaining the standards of teaching, research, and evaluation in the university.

The functions of the Academic Affairs Committee shall include the following:

- To design and develop programs of study and establish structures to implement those programs.
- To promote the highest standards of teaching and learning.
- To make recommendations on programs for the development of research.
- To promote the advancement and dissemination of knowledge.
- To determine the selection, admission, retention, and exclusion of students.
- To regulate the discipline of the students at the University.
- To propose the form and contents of statutes to be made relating to the academic affairs of the University, including the conduct of examinations, the determination of examination results, the procedures for appeals by students relating to the results of such examinations, and the evaluation of academic progress.
- To recommend to the University Board the recipients of scholarships, prizes, or other awards.
- To make general arrangements for a tutorial or other academic counseling.
- To perform any other functions which may lawfully be delegated to the Academic Affairs Committee by the Board of Trustees.
- To implement any statutes and regulations made by the Board of Trustees relating to any of the matters referred to in this subsection.
- To approve the awarding of degrees

#### **Scope**

- Establishment of committees to which it shall delegate its functions as deemed necessary.
- Appointment of members of established committees may include non-members.
- Delegation of the duties & powers to various committees and overseeing its operations.

The committees established by the Academic Affairs Committee shall include:

- (i) The Academic Review Committees
- (ii) Library Committee
- (iii) Examination Committee
- (iv) Institutional Review Board
- (v) Research Committee
- (vi) Discipline Committee



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## Constitution of the Academic Affairs Committee

Members of Academic Affairs Committee are: Academic and administrative officers of the University.

Composition of Academic Affairs Committee					
Level	Role	Member	No of Persons	Responsibility	Voting
University	Chair	Provost	1	Approvals	Optional
	Co-Chair	Chief Executive Officer	1	Proposals	Optional
	Convenor	Registrar	1	Member Secretary	Yes
	Member	Deans of various colleges Head of Departments of various colleges One Senior Faculty nominated by each Department. Two Associate/Assistant Professors nominated by Chair. Controller of Examination	10-12	Review & Revision of Academic Process	Yes
	Student representative	The President Student Council The Secretary Student Council	2	Observers/witness	No
	External Member	Two external experts nominated by the University Board	2	Review & Revision of Academic Process	Yes

**Note:** The Provost is the Chair of the Academic Affairs Committee appointed by the President. In the absence of the Provost from a meeting of the Academic Affairs Committee, the meeting shall be chaired by the Chief Executive Officer (CEO). The Provost shall have a casting as well as a deliberative vote; any other person acting as Chair shall have a deliberative vote only.

### Mode of Appointment

The chair of the Academic Affairs Committee is appointed by the President.

Registrar –Secretary (ex officio)

### Meeting arrangements

- All the agendas are to be vetted by the Registrar with discussion with the Chief Executive Officer before presenting them to the Academic Affairs committee.
- All the agendas are to be finalized and circulated to all the members at least 48 hrs. before.
- The governance manager must notify the dates of the meeting at least 7 days before to all the members of AC.

### MEETINGS

The Academic Affairs Committee shall meet at least 2 times per calendar year.

**Mode of Meeting:** Physical and virtual



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**Meeting procedures:** The Academic Affairs Committee shall conduct its meetings, and regulate its own procedures, within the powers granted by the Board of Trustees. The President of the University shall convene a special meeting of the Academic Affairs Committee when a situation so demands, and at a signed request of no less than six members of the Academic Affairs Committee. The Academic Affairs Committee shall report its decisions to the Board of Trustees.

## **FUNCTIONS AND RESPONSIBILITIES**

The Chair has the duty to provide strategic direction and leadership to the collegiate University and shall position and represent the University nationally, regionally, and internationally.

The duties of the **Chair** include:

- i. Key responsibilities relating to the University's strategic goals:
  - Overall Strategy & Executive Oversight
  - Transformation
  - Social justice policy intervention
- ii. Additional responsibilities and executive oversight:
  - Fundraising & alumni initiatives
  - External relations
  - Risk management
  - Ceremonial functions

**The Registrar-Secretary** has a duty to:

- The Registrar shall act as Secretary to the Academic Affairs Committee
- Summons for its meeting and prepare and maintain a record of the transactions of the Academic Affairs Committee.
- Be responsible for the conduct of the general academic and administrative affairs of the University.

**Each AC member-** attends the meeting and suggests an agenda.

## **QUORUM**

A simple majority of the committee's voting members shall constitute a quorum.

## **REPORTING STRUCTURE**

The Academic Affairs Committee is reporting to the BOT after the conclusion of each meeting.

## **TERM OF OFFICE**

The general terms of members of the Committee shall be four years. The members shall continue to hold office until memberships are renewed.

## **NOTICE OF MEETINGS AND MINUTES**

Regular meetings of the committee are to be scheduled by email notification at least one week prior to the time and place of the meeting. The agenda of the meeting should be based on the TOR (Terms of Reference) functions and responsibilities.

Minutes of the meeting: The committee chairperson will maintain the minutes. Each point in the minutes of the meeting should be categorized as follows:

- For information
- Action
- Approval



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The minutes of the preceding meetings to be ratified before commencing the new meeting based on the above-mentioned a, b, c points.

The Chair will be responsible for disseminating the information to the other chairs/ members/ faculty and office and follow up on the actions.



# Texila American University

## Appendix II: Finance and Capital Planning Committee TOR

### TERMS OF REFERENCE

#### Finance & Capital Planning Committee (FC)

**Finance & Capital Planning Committee:** The Finance & Capital Planning Committee (FC) shall act on behalf of, and under the delegated authority of, the University Board of Trustees. All income, donations, gifts, endowments, and bequests to the University shall be reported to the FC, with due cognizance of issues of donor confidentiality and commercial sensitivity.

**Purpose:** To ensure the Board of Trustees of the University's sustainable economic future by a broad oversight of the University's finances. This comprises the fundamentals of fiscal responsibility, suggestions for investments, loans, and expenditures on capital, as well as the evaluation and oversight of the budget.

#### Composition:

Composition of Finance & Capital Planning Committee					
Level	Role	Member	No of Persons	Responsibility	Voting
University Level	Chair	Chief Executive Officer (CEO)	1	Approvals	Optional
	Co-Chair	Chief Finance Officer (CFO)	1	Proposals	Optional
	Convenor	Account Manager	1	Coordination & Conduction	No
	Member	- Registrar - Chair, Estate Committee	2	Review & Revision of Annual Budget	Yes
College Level	Members	- Deans, College of Medicine - Dean, College of Nursing - Dean, College of Public Health - Dean, College of Business Management - Sr. Faculty Member	6	Preparation & Review of Annual Budget	Yes

#### Functions/Duty of Finance & Capital Planning Committee

It shall be the duty of the FC:



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- To advise the Board of Trustees on any matter relating to the fiscal management of the University and its Colleges, including the preparation and presentation of an annual budget.
- To supervise the financial affairs of the University and Colleges, to evaluate and provide advice to the Board of Trustees and other relevant University bodies on the resource implications of the University's strategic plan.
- To monitor the income and the expenditure of university funds.
- At the end of each fiscal year, make a report to the Board of Trustees on the audited accounts and finances of the University, calling special attention to any matter which in the view of the FC seems to require consideration.
- To make provision for the safe storage of all records of accounts, income received, or expenditure incurred by the University and its Colleges in such form as may be required by the statutory bodies.
- To review all proposals to purchase land or buildings, to sell or dispose of university property, to enter into borrowing commitments or lease agreements for periods more than five years and/or more than a cumulative value to be determined by the University Board, and to make recommendations to the BOT in that regard.
- To monitor and supervise the commercial activities of the University and its colleges, associated companies, and related entities, including the approval of legal documents establishing associate companies and related entities such as Memoranda and Articles of Association.
- To consider governance processes regarding financial, budgetary, and infrastructural matters and to advise the BOT accordingly.
- To advise on any matter referred to the FC by the University Board.

## **Mode of Appointment**

The president shall appoint the chair of the Finance and Capital Planning Committee

## **Meeting arrangements**

Meeting frequency and location, meeting procedures (if applicable), quorum, details about agendas and minutes (how these will be distributed, available online, who prepares them, etc.), and communication between meetings.

**Meeting frequency:** The FC shall meet at least four (4) times per calendar year. Meetings can be convened whenever necessary for urgent matters.

**Mode of Meeting:** Physical & Virtual

**Meeting procedures:** The FC shall conduct its meetings, and regulate its own procedures, within the powers granted by the Board of Trustees. The President of the University shall



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convene a special meeting of the FC when a situation so demands, and at a signed request of no less than six members of the Academic Affairs Committee. The Academic Affairs Committee shall report its decisions to the Board of Trustees.

## **QUORUM**

A simple majority of the committee's voting members shall constitute a quorum.

## **REPORTING STRUCTURE**

The Academic Affairs Committee is reporting to the BOT after the conclusion of each meeting.

## **TERM OF OFFICE**

The general term of members of the Committee shall be four years. The members shall continue to hold office until memberships are renewed.

## **NOTICE OF MEETINGS AND MINUTES**

Regular meetings of the committee are to be scheduled by email notification at least one week prior to the time and place of the meeting. The agenda of the meeting should be based on the TOR (Terms of Reference) functions and responsibilities.

Minutes of the meeting: The committee chairperson will maintain the minutes. Each point in the minutes of the meeting should be categorized as follows:

- For information
- Action
- Approval

The minutes of the preceding meetings to be ratified before commencing the new meeting based on the above-mentioned a, b, and c points.

The Chair will be responsible for disseminating the information to the other chairs/ members/ faculty and office and following up on the actions.

## ***Any other information related to TOR (Terms of Reference)***

- i. It is mandatory that all the proposed budgets presented to the FC normally have been vetted by the Chief Executive Officer and Chief Finance Officer prior to being presented to the FC.
- ii. Any Significant addition or deletion of points in TOR should be reviewed by Chief Executive Officer and Chief Finance Officer and approved by E.C. If required, the changes will be circulated to the members of the FC in the forthcoming meetings.



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## Appendix III: Risk Management Committee TOR **TERMS OF REFERENCE** **Risk Management Committee**

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### **PURPOSE**

To ensure integrity and compliance with our legal, regulatory, and ethical obligations as well as the prioritization and management of risk, the Texila American University Risk Management Committee (TAURMC) was established. Its goal is to promote excellence in all compliance and enterprise risk management efforts.

### **KEY OBJECTIVES OF TAURMC**

The following main key objectives are attained by the effective implementation of URM processes:

**Roles and Responsibilities:** To establish the Board's and senior management's primary responsibilities in controlling the risk exposure of the university.

**Oversight:** The university's risk management strategy is being followed to manage and monitor all significant, existing, and emerging risks using a comprehensive methodology.

**Ownership and Responsibility:** The ownership of goals and objectives is intrinsically related to the ownership of risk. The same people in charge of achieving goals and objectives are also in charge of finding, assessing, reducing, and disclosing relevant risk exposures.

**Assurance:** The Board and Management are confident that risk is being managed effectively to add value to the firm within stated levels.

### **SCOPE**

This policy applies to all members and activities of Texila American University.

#### **Key Risk area needs to be focused by TAURMC.**

##### **1. Health and cleanliness**

Ignoring these areas exposes educational institutions to serious dangers because health and cleanliness are so crucial to the field. A higher incidence of illness in schools and colleges can negatively impact learning outcomes.

*Key areas-* Excellent cleaning systems, particularly for bathrooms, monitoring indoor air quality, and ensuring trash collection and disposal are maintained to a high degree are key steps to guaranteeing good health and hygiene standards.

##### **2. Declining Enrolments**

The TAURMC must continually monitor its enrollment. The school may be forced to decrease programs or services, go into debt, or close outright due to declining enrollment.

To increase enrollments, it is important to look to developing international markets like India, Southeast Asia, and Africa. establishing new campuses, facilities for the admis



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sions office, and special services to stand out and attract more students.

### 3. Adherence to Regulations

Similar official guidelines for colleges and universities apply to TAURMC, who must stay current with all applicable laws, rules, and amendments to the statutory guidance laid out by governing bodies like National Accreditation Council (NAC), Caribbean Accreditation Authority for Medicine and other Health professions (CAAM-HP), Accreditation Commission of College of Medicine (ACCM), Guyana Revenue Authority (GRA), and other accrediting agencies. These rules include things like faculty hiring, student welfare, admissions, curriculum, and student conduct.

### 4. Bad press and reputation

To minimize the chance of being the topic of unfavorable news reports, whether they are real or not, URMCM must monitor social media. In addition to resolving any unfavorable news, the committee must maintain a positive reputation by proactive and positive PR.

### 5. Financial Risks

To provide uniform educational services, to ensure that the books are balanced, that there is sufficient cash flow for your needs, and that the university has the money to cover both essential services and extras, URMCM ensures rapid assessment of any financial concerns.

### 6. Operational Risks

Class schedule coordination, personnel management, protocols and procedures, and the usage of diverse systems are just a few examples of how TAURMC must sustain good academic and administrative operations. The bottom line and the standard of education offered are negatively impacted by bad systems, incompetent personnel, and pricey inefficient processes.

## CONSTITUTION OF TAURMC

Members of TAURMC are: Academic and administrative officers of the University

Composition of TAURMC					
Level	Role	Member	No of Persons	Responsibility	Voting
University	Chair	President	1	Approvals	Optional
	Co-Chair	Chief Executive Officer	1	Proposals	Optional
	Convenor	Dean Internal Quality Assurance Cell	1	Preparation of agenda, Conducting Internal Audits reports	No
	Member Secretary	Registrar	1	Maintaining the decisions & implementation	yes
	Member	Chief Academic Officer Deans of various colleges Functional Heads of various administration and operation departments	10-12	Review & Revision of Academic and administrative Processes	Yes



	Student representative	The President Student Council The Secretary Student Council	2	Observers/ witness	NO
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**Note:** The President is the Chair of the Risk Management Committee appointed by the Board of Trustees. In the absence of the President from a meeting of the TAURMC, the meeting shall be chaired by the Chief Executive Officer (CEO). The President shall have a casting as well as a deliberative vote; any other person acting as Chair shall have a deliberative vote only.

### Mode of Appointment

Chair of the TAURMC is appointed by the Board of Trustees.  
Registrar –Secretary (ex officio)

### Meeting arrangements

- All the agendas are to be vetted by the Registrar with discussion with the Chief Executive Officer before presenting them to the TAURMC.
- All the agendas are to be finalized and circulated to all the members at least 48 hrs. before.
- The governance manager must notify the dates of the meeting at least 7 days before to all the members of TAURMC.

### MEETINGS

The TAURMC shall meet at least 2 times per calendar year.

**Mode of Meeting:** Physical and virtual

**Meeting procedures:** The TAURMC shall conduct its meetings, and regulate its own procedures, within the powers granted by the University Board. The President of the University shall convene a special meeting of the TAURMC when a situation so demands, and at a signed request of no less than six members of the TAURMC. This signed request shall state the purpose for which the meeting is being convened. The TAURMC shall report its decisions to the University Board.

### FUNCTIONS AND RESPONSIBILITIES

All members of the university community are responsible for risk management in accordance with this policy and its accompanying procedures.

#### Board of Trustees:

- Approve the university's URM policy and any necessary updates to it regularly.
- Oversight of the university's risk management process and provision of institutional risk information to the university's Board of Trustees, in collaboration with the other Board of Trustees' standing committees as required by their unique mandates.
- As part of the university's risk management process, identify the primary risks facing the university, examine the university's tolerance and appetite for risk, and approve risk management policies in cooperation with management. The Committee shall focus on financial risk in this context and get reasonable assurance that financial risk is successfully managed or controlled through management reports and regular risk management updates.



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- Inquire with the university's senior administrative officials (Administration) (including the CEO and Dean IQAC) about significant risks or exposures and determine whether Administration has taken necessary actions to manage or address the risk.
- Annually collaborates with senior administration to validate important university threats.

## **President:**

Establish the environment and impact the university's risk management policy with the Board of Trustees.

## **Chief Executive Officer (CEO)**

- Oversees the institution's overall risk management program and provides the Audit Committee with quarterly reports on the risks the university faces.
- Incorporates the process of identifying, evaluating, and managing risks into planning.
- Ensures that activities, data, and reports are transparent and accountable.
- Monitors adherence to university policies, national laws and regulations, and collective bargaining agreements.
- Maintains exacting standards of health and safety.
- Establishes and maintains an efficient system of checks and balances for fiscal management and asset protection, which includes overall protection and stewardship of all resources (financial, physical, and human resources).
- Establish and foster a culture of risk awareness at the institution by including risk in all strategic planning and decision-making.
- Implement the URM-related policies and procedures.
- As risks are identified and prioritized, assign responsibility for addressing them.

## **Administrative Heads** (Chief Academic Officer, Deans, Directors, Heads of Academic & Administrative Units):

- Create and spread a culture of risk awareness throughout their college or University.
- Implement the university's URM Program policies and procedures.
- During planning or project development, identify, assess, and, to the extent possible, mitigate key risks that could have an impact on the university's finances, reputation, or strategy.
- Conduct routine reviews of the key risks that have been identified, and report to the TAURMC (BoT) any significant changes in their respective risk profiles.

## **Dean IQAC & Audit team**

- Through the implementation of the Internal Audit Plan, evaluations are conducted to determine if this policy is being complied with and the effectiveness of URM procedures and controls put in place by the university to manage the major risks.
- Inform the CEO and Audit Committee of its findings and suggestions. Observes how the university responds to and puts its suggestions into practice.



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- Assist in the development of the URM Processes & Procedures.
- Verify that the URM procedure continues to fulfill its intended purpose and complies with global standards and best practices.
- Create the URM Processes & Procedures and assist in their implementation.
- Make sure the URM procedure adheres to international standards and best practices and continues to serve its intended purpose.
- Carries out annual university-wide risk assessments with the CEO and other stakeholders in accordance with the agreement reached with the president and financial officers.
- Deliver URM training and mentoring as necessary.
- Assist in the identification and analysis of operational and strategic risks by working with risk owners.
- Aid risk owners in locating efficient risk reduction measures.
- Ensure that the URM process complies with international norms and.
- By keeping an up-to-date university risk register, you can promptly and accurately disclose risks to senior administration and the proper governing authorities.
- Reports any material violations of this policy to the President and the Audit Committee as soon as they occur.

Each TAURMC member- attends the meeting and suggests what is on the agenda.

## **QUORUM**

A simple majority of the voting members of the Committee shall constitute a quorum.

## **REPORTING STRUCTURE**

The TAURMC is reporting to the University Board after the conclusion of each meeting. Minutes of the meetings must be shared with the University Board through email.

## **TERM OF OFFICE**

The duration of service of the committee members will be reviewed by the University Board at the conclusion of two years. The members shall continue to hold office until memberships are renewed.

## **NOTICE OF MEETINGS AND MINUTES**

Regular meetings of the committee are to be scheduled by email notification at least one week prior to the time and place of the meeting. The agenda of the meeting should be based on the TOR (Terms of Reference) functions and responsibilities.

Minutes of the meeting: The committee chairperson will maintain the minutes. Each point in the minutes of the meeting should be categorized as follows:

- For information
- Action
- Approval

The minutes of the preceding meetings to be ratified before commencing the new meeting based on the above-mentioned a, b, c points.

The Chair will be responsible for disseminating the information to the other chairs/ members/



faculty and office and follow up on the actions.

## **Broad functions of TAURMC**

- Examine and accept the institutional risks that the Board's Audit and Compliance Committee of Trustees has been presented with.
- Ensure that important compliance and enterprise risk management strategies match the University's risk appetite.
- Examine the environment for risk and compliance at the university as well as the significant risk management and compliance efforts that the academic and administrative departments of the university oversee.
- Examine the top priorities listed by the Office of Compliance and Risk Management, Office of Internal Audit, the main departments involved in compliance and enterprise risk management programs and get reports on risks unique to the institutions that might need the Board of Trustees' attention.
- Obtain reports from the Compliance Officer on the activities of the University's Working Group.
- Examine corrective plans to reduce important hazards.
- Obtain information about reports of compliance violations, including information about reports to the University's Compliance and Risk Reporting Line and any associated internal and external investigations.
- Examine ongoing legislation's effects on higher education.



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## Appendix IV: Building and Estates Committee TOR

### **TERMS OF REFERENCE Building and Estates Committee**

The Building and Estates Committee (BEC) shall act on behalf of, and under the delegated authority of, the University Board in the oversight of the planning, development and stewardship of the University’s real property and physical assets.

#### **PURPOSE**

- To advise the University Board on any matter relating to the needs and use for allocation of space, to guide decisions on competing demands for physical space and to ensure the effective and efficient implementation of Buildings Committee decisions on the allocation of space.
- To foresee the requirement for additional space that originates from the College/ Department/ Unit Heads and recommend such upcoming requirements to the finance committee.
- To oversee the allocation of space are communicated to Departments and the necessary transfer of furniture, provision of new furniture, data connections, keys, etc.
- Committee shall make delegations to the subcommittee to take decisions, and the subcommittee shall consider and make recommendations to the committee on estates matters outside its delegation.

#### **Scope**

- To oversee the development and periodic review of Master Plans for each of the University’s or its College's campuses and recommend to University Board any amendments to the University Master Plan.
- To monitor the design and implementation of physical infrastructure projects, with a particular emphasis on Major Projects
- To oversee the development and monitoring of University's or its college's design, construction and space management strategies and practices that support the effective use of space.
- To oversee the development of a campus amenities strategy that ensures the development of the University’s physical environment in a manner that is congruent with the University’s mission and educational values.

#### **COMPOSITION OF BUILDING AND ESTATES COMMITTEE**

The University Board shall appoint Chair of Building and Estate Committee (BEC). The Building and Estate Committee’s period of office shall be contemporaneous and co-terminus with the period of office of the University Board.

<b>Composition of Building and Estates Committee</b>					
<b>Level</b>	<b>Role</b>	<b>Member</b>	<b>No of Persons</b>	<b>Responsibility</b>	<b>Voting</b>
University	Chair	Chief Executive Officer	1	Approvals	Optional
	Co-Chair	Registrar	1	Proposals	Optional
	Convenor	Manager Operations	1	Coordination & Conduction	No



	Member	Chair, Finance Committee	2	Review & Revision of Proposals	Yes
	Member	Representative - IT Representative- Admin Representative- Lab Representative- Security Representative- Finance 2 Senior Faculty	7	Proposals	Yes

Any other member on the recommendation of the University Board for smooth function and planning

### Mode of Appointment

Chair of the Board of Trustees is appointed by the University Board.

Manager Operations – Secretary (ex officio)

**The Chair** of the Building and Estates Committee shall be the Chief Executive Officer.

### Meeting arrangements

**Meeting frequency and location:** The Building and Estates Committee shall meet at two (2) times per calendar year. Meetings can be convened whenever necessary for urgent matters.

**Mode of Meeting:** Physical and virtual

**Meeting procedures:** All the agendas are to be sent by All Deans/HoD, Chair of the Estate committee, it must be reviewed by the Manager of Operations before presenting them to the Building and Estate Committee.

- All the agenda is to be finalized and circulated to all the members at least 48 hrs. before.
- The governance manager must notify the dates of the meeting at least 7 days before to all the members of BEC.

### FUNCTIONS AND RESPONSIBILITIES

**The Chair** has the duty to discuss the agenda and take the decision to the University Board for approval.

**The Co-Chair:** Propose & recommend his views to the Chair on the discussion of committee. Act as Chair in absence of Chair

**The Convener** has a duty to conduct and coordinate the meeting - Preparation of the Agenda, preparation of the MoM.

**Each EBC Member:** Will forward the agenda of their respective departments and discuss the agenda and give their comments.

### QUORUM

A simple majority of the voting members of the committee shall constitute a quorum.

### REPORTING STRUCTURE

The Building and Estates Committee is reporting to the Board of Trustee (BoT) after the conclusion of each meeting. Minutes of the meetings must be shared with the BoT through email.



## **TERM OF OFFICE**

The duration of service of the committee members will be reviewed by the BoT at the conclusion of two years. The members shall continue to hold office until memberships are renewed.

## **NOTICE OF MEETINGS AND MINUTES**

Regular meetings of the committee are to be scheduled by email notification at least one week prior to the time and place of the meeting. The agenda of the meeting should be based on the ToR (Terms of Reference) functions and responsibilities.

Minutes of the meeting: The committee chairperson will maintain the minutes. Each point in the minutes of the meeting should be categorized as follows:

- For information
- Action
- Approval

The minutes of the preceding meetings to be ratified before commencing the new meeting based on the above-mentioned a, b, c points.

The Chair will be responsible for disseminating the information to the other chairs/ members/ faculty and office and follow up on the actions.



# Texila American University

Appendix V: Strategic Planning Committee TOR

## TERMS OF REFERENCE

### STRATEGIC PLANNING COMMITTEE

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#### **PURPOSE**

The purpose of the Strategic Planning Committee is to provide overall guidance to and oversight of the process to develop the University Strategic Plan and periodically monitor and track the progress of strategic initiatives against established milestones.

#### **CONSTITUTION OF FACULTY EXECUTIVE COMMITTEE**

The committee is comprised of members of the leadership team and faculty of the University. A quorum shall be constituted where a minimum of 50 % plus one voting faculty member is present. The chair of the committee will vote only in the event of a tie.

The Chair of Committee is the Chief Executive Officer

#### **Members of the FEC committee are as follows:**

- Chief Executive Officer
- Provost
- Chief Academic Officers of Different Colleges
- Deans. Assistant and Associate Dean of College
- Registrar
- Assistant Registrar
- Head of Quality
- Controller of Exams
- Head of Enrollment and Marketing

#### **FUNCTIONS AND RESPONSIBILITIES**

- Plan the strategic direction and priorities (Strategic Plan) of Texila America University
- Develop the objectives and goals, including standards and criteria, to measure progress toward achieving the Strategic Action Plan
- identification of new challenges or opportunities based on regular assessments of the internal and external environments.
- identification of emergent strategic issues that are not currently addressed.
- revisions and updates to the Plan at regular intervals and as new opportunities present themselves.
- continuing structural and operational re-alignment to support the implementation of the Strategic Action Plan
- alignment of different colleges plans with the University's Strategic Action Plan
- Track the progress of the goals and initiatives using the balance scorecard system



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- strategies to ensure TAU's continuing role as a leading institution in the system

In order to achieve these purposes, the SPC:

- Ensures ongoing campus consultation during the development, implementation and updating of the Strategic Action Plan and operational plans.
- Monitors and reports on the outcomes of TAU's strategic and operational plans
- Provides reports on the implementation of the Strategic Action Plan, including outcomes and resource allocation to support the Strategic Action Plan serves as a resource for colleges developing their own strategic plans.
- communicates regularly with campus about the implementation of the Strategic Action Plan

## **MEETINGS**

The Strategic Planning will meet at least once in a quarter. Additional meetings may be called by the Chair as urgent business arises. An extra meeting may be held at the request of at least 50% of the membership of the Executive Committee for a stated purpose.

## **QUORUM**

The Chair and 50% of the membership.

**Voting:** The Chair will attempt to seek consensus on issues. Where a vote is necessary each member of the Faculty Executive Committee who is present has one vote. All votes will be open and in the event of a tie the Chair will have the casting vote

## **REPORTING STRUCTURE**

Strategic Planning Committee reports to the Board of Trustees, to which the Executive has accountability, and ensures that the Board is supported in its decision making

## **TERM OF OFFICE**

The normal term of office of the members of the committee is three years and they are eligible for re-appointment.

## **NOTICE OF MEETINGS AND MINUTES**

Regular meetings of the Committee to be scheduled by email notification at least one week prior to the time and place of the meeting.

The agenda of the meeting should be based on the TOR functions and responsibilities.

Minutes of the meeting: The chairperson of the committee will maintain the minutes of the meetings.

Each point in the minutes of meeting should be categorized as follows:

- a. For information



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- b. action
- c. approval

The minutes of the preceding meetings to be ratified before commencing the new meeting based on the above-mentioned a, b, c points.

The chair will be responsible to disseminate the information to the other chairs/members/faculty and office and follow up on the actions.



## **FACULTY EXECUTIVE COMMITTEE (COM)**

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### **PURPOSE**

The faculty executive committee act as the primary conduit of information and ideas into and out of the Faculty concerning all-College issues and policies; to oversee faculty governance and faculty participation in all-College governance; and to act as Faculty Observers of the Board of Trustees.

### **CONSTITUTION OF FACULTY EXECUTIVE COMMITTEE**

A diverse faculty representation of the constituents of the medical school will be included in the committee. A quorum shall be constituted where a minimum of 50 % plus one voting faculty member is present. The chair of the committee will vote only in the event of a tie.

The Chair of Committee is Dean – College of Medicine

### **Members of the FEC committee are as follows:**

- Chair, Strategic Planning Committee
- Chair, Curriculum Committee
- Chair, Program Evaluation Committee
- Chair, Admissions Committee
- Chair, Student Promotion and Graduation Committee
- Chair, Appeals and Grievance Committee
- Chair, Research Committee
- Chair, Faculty Appointment and Promotion Committee
- Two senior faculty members nominated by the chair of FEC

### **FUNCTIONS AND RESPONSIBILITIES**

- To provide operational leadership, direction and management of the College of Medicine
- To develop, monitor and review the TAU COM three-year strategic plan and Vision Statement.
- Development of strategy and policy at College/ faculty level in relation to learning, teaching, research and enterprise and its implementation
- To monitor, measure and evaluate the College performance in relation to the pursuit of its strategic objectives, including performance against KPIs.
- To develop, monitor and review the risk register, and oversee risk management and internal control mechanisms.



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- To advise and recommend to the Board of Trustees on the formulation of the annual budget, to receive regular management accounts, and to monitor the financial performance of the Institution against business plan targets.
- To ensure the effective, efficient and economical use of resources of the Institution.
- Management, operation and resourcing issues within the faculty, including staffing matters (such as academic staff progression) and resource requirements (such as space allocation, equipment and staffing).
- To oversee the College of Medicine's performance in relation to health and safety, sustainability and equality and diversity.
- To receive regular updates from the various governance committees.
- To maintain good relations with external partners and the partner Colleges in furtherance of the Strategic Plan.

## **MEETINGS**

The Faculty Executive Committee will meet at least twice per year. The schedule of meetings will be set before the start of each semester. Additional meetings may be called by the Dean as urgent business arises. An extra meeting may be held at the request of at least 50% of the membership of the Executive Committee for a stated purpose.

## **QUORUM**

The Chair and 50% of the membership.

**Voting:** The Chair will attempt to seek consensus on issues. Where a vote is necessary each member of the Faculty Executive Committee who is present has one vote. All votes will be open and in the event of a tie the Chair will have the casting vote

## **REPORTING STRUCTURE**

Faculty Executive Committee reports to the Board of Trustees, to which the Executive has accountability, and ensure that the Board is supported in its decision making

The Faculty Executive Committee may convene subcommittees to deal with particular issues or for a particular purpose.

## **TERM OF OFFICE**

The committee shall function for the duration of two years.

## **NOTICE OF MEETINGS AND MINUTES**

Regular meetings of the Committee to be scheduled by email notification at least one week prior to the time and place of the meeting.



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The agenda of the meeting should be based on the TOR functions and responsibilities.

Minutes of the meeting: The chairperson of the committee will maintain the minutes of the meetings.

Each point in the minutes of meeting should be categorized as follows:

- d. For information
- e. action
- f. approval

The minutes of the preceding meetings to be ratified before commencing the new meeting based on the above-mentioned a, b, c points.

The chair will be responsible to disseminate the information to the other chairs/members/faculty and office and follow up on the actions



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## Appendix VI: Executive Committee TOR TERMS OF REFERENCE

### **EXECUTIVE COMMITTEE**

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#### **PURPOSE**

The purpose of the Executive Committee shall be to transact all necessary business as may arise in the intervals between regular meetings of the Board of Trustees; it is understood that any non-routine action by the Executive Committee would not be expected to be taken except in extraordinary circumstances. Notice of any action by the Executive Committee shall be provided to the Board of Trustees at its next regular meeting.

#### **CONSTITUTION OF THE EXECUTIVE COMMITTEE**

The executive committee is a standing committee of the Board of Trustees consisting of the President, the Vice Presidents (if any), the Chief Executive Officer (CEO), the Secretary of the Board, the Chief Academic Officer, Dean of colleges, and other members as deemed appropriate by the Board of Trustees from time to time

The Chair of the Committee is the President of the University

#### **FUNCTION**

- The Executive Committee has the Board of Trustees' approval to act upon routine matters during the interim between the Board of Trustees meetings.
- The committee may act on non-routine matters only under extraordinary and emergency circumstances
- The committee shall report its actions to the board of trustees at its next regular meeting following the action.

#### **MEETINGS**

Meetings of the Executive Committee may be held once a month or at the call of the Chair. A quorum consists of three members participating in the Executive Committee Meeting.

#### **REPORTING STRUCTURE**

The committee directly reports the Board of Trustees

#### **NOTICE OF MEETINGS AND MINUTES**

Regular meetings of the Committee to be scheduled by email notification at least one week before the time and place of the meeting.

Minutes of the meeting: The chairperson of the committee or a secretary will maintain the minutes of the meetings.

Each point in the minutes of the meeting should be categorized as follows

- a. information
- b. action
- c. approval



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The minutes of the preceding meetings to be ratified before commencing the new meeting based on the above-mentioned a, b, c points.

The chair will be responsible to disseminate the information to the other chairs/members/faculty and office and follow up on the actions.