

EUROPEAN BUSINESS INSTITUTE BOARD OF TRUSTEES HANDBOOK

EBU | European Business Institute
LUXEMBOURG

Revised, 27/03/2024

CONTENTS

1.	INTRODUCTION	3
2.	MAIN RESPONSIBILITIES	3
3.	GOVERNANCE MODEL.....	4
4.	APPOINTMENT	4
5.	ROLES/ FUNCTIONS	4
6.	MEETINGS	5
7.	EVALUATION OF THE BOARD OF DIRECTORS	6
8.	REMOVAL	6

1. INTRODUCTION

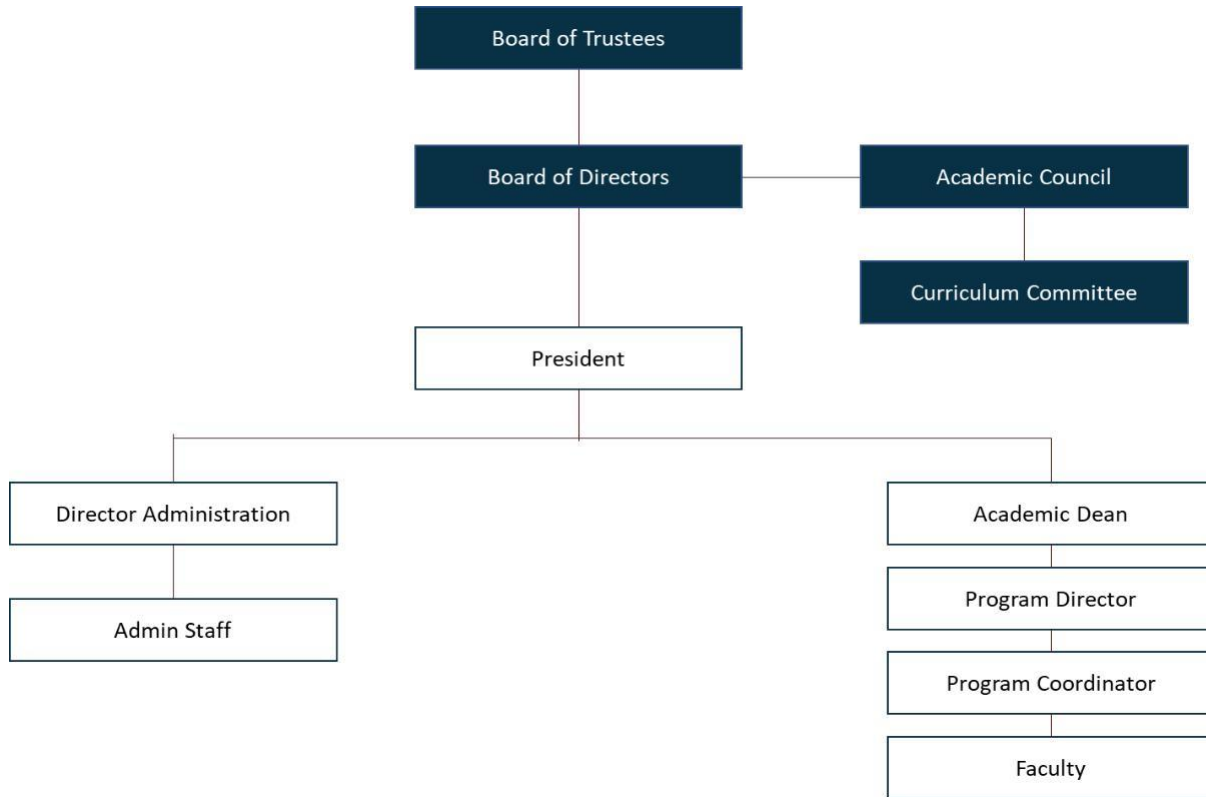
- 1.1. This handbook was written to present to European Business Institute (EBU) Board of Trustees an overall picture of their duties and responsibilities as well as providing guidance to assist Trustees in carrying these out.
- 1.2. The mission of the EBU Board of Trustees is to govern, or advise in governing, EBU. It is not the policy-making unit and is not responsible for the operation of EBU. However, the Board of Trustees can make recommendations on the budget, marketing, hiring, personnel policies, and staffing.
- 1.3. Its main function is to represent the thinking of the community regarding policies for EBU.
- 1.4. The responsibilities and duties of the Trustees are the acceptance for conferral of all Degrees, Diplomas and Certificates.
- 1.5. Implicit in that authority is the duty of all Board of Trustee members to work together with the Board of Directors, and the President and Administration Directors towards providing the best academic service possible within the financial means available.
- 1.6. The Board of Trustees should be an advocate for EBU in the community and keep informed of and be involved with any developments on the local, state and national level which will affect future EBU services.

2. MAIN RESPONSIBILITIES

- 2.1. The Board is responsible for strategic planning and oversight of the President, who is responsible for carrying out the plans of the Board of Trustees.
- 2.2. Under the leadership of the Board chair, the Trustees offer advice and counsel to the President.
- 2.3. As the final authority for the Institute, Trustees make legal and fiduciary decisions, although they delegate specific powers to the Board of Directors.
- 2.4. The Board of Trustees is responsible for developing and approving the school's mission, strategic goals and objectives, and establishing policies related to programs and services.
- 2.5. Another duty of the Trustees is to, unless delegated, approve the annual budget and to set major program fees.
- 2.6. EBU's Academic Council nominates and elects the Trustees.
- 2.7. Appointing the Board of Directors

3. GOVERNANCE MODEL

3.1. EBU has adopted the following governance model:



- 3.2. Representatives to the Board of Trustees should bring expert knowledge in education.
- 3.3. Trustees serve without compensation but may be reimbursed for sitting or travel related fees.
- 3.4. The Board of Trustees is composed of five to seven members appointed for a period of five years, renewable once.
- 3.5. The President and the Administration Director attend the Board of Trustees to present the progress of the Institute. They have no voting rights.

4. APPOINTMENT

- 4.1. EBU’s Academic Council nominates and elects the Board of Trustees for its "initial" formation or "an ensuing disruption".
- 4.2. The "members of the" Board of Trustees "are" thereafter elected by the membership of the Board of Trustees "or by nomination" of a Institute "Board of Directors member" or by the "Trustee" whose term is expiring.
- 4.3. Anyone is potentially qualified to be an outstanding Trustee, but Trustees who run for a seat on the Board or are appointed in some way should be elected or selected for the special community talents that they might contribute.

5. ROLES/ FUNCTIONS

- 5.1. The role of the Trustees is to make/ recommend policy.
- 5.2. Writes, reviews, and approves policies for operating the Institute.
- 5.3. Hires, evaluates, disciplines, or dismisses the President and Academic Director.
- 5.4. Conducts fund-raising activities beyond the public support from tax revenue.
- 5.5. Works with the President and Administration Director to establish long-range plans for services
- 5.6. Works with the President and Administration Director in developing EBU partnerships, and networks on the local, regional, and national level.
- 5.7. Promotes EBU throughout the community.
- 5.8. Attends where and when possible all official EBU functions.

6. MEETINGS

- 6.1. The Board of Trustees should meet on an annual basis and when needed.
- 6.2. The Program and Administration Director should attend all Board of Trustees meetings as an ex officio member except when salary or performance is under consideration.
- 6.3. Typical outline of the meeting might be:
 - a) The meeting is called to order/attendance recorded
 - b) Any visitors/constituents recognized
 - c) The agenda approved
 - d) Minutes of the last meeting approved
 - e) The Treasurer's financial report read
 - f) Program and Administrative Director's report given
 - g) Committee reports given
 - h) Unfinished business and action items discussed and noted
 - i) New business discussed
 - j) Decisions and actions summarized
 - k) Next meeting scheduled
 - l) Audience input received
 - m) Announcements made
 - n) Adjournment
- 6.4. Minutes of Board of Trustees meetings are public records and should be succinct and accurate.

- 6.5. Closed meetings of the Board of Trustees are justified when discussing disciplinary proceedings against a staff member or personnel evaluations, considerations of the purchase or lease of property until an option is obtained, consultation with counsel regarding settlement strategy in connection with specific pending litigation, or consideration of specific contents of applications for employment or appointment.
- 6.6. When dealing with the public or the media, Trustees need not feel pressured in having to come to an immediate decision or make an immediate statement on an issue. Remember that what is said in an open regular public meeting can be quoted in the media. A good rule of thumb is to remember that individual Board members should never speak for the whole Board and that questions from the media should be referred to the spokesperson for EBU.

7. EVALUATION OF THE BOARD OF TRUSTEES

- 7.1. The Trustees will cross-evaluate their performance on a yearly basis based on the Board's goals and objectives.

8. REMOVAL

- 8.1. The procedure for the removal of another Trustee for cause (as defined below) upon a motion made at any duly convened meeting of the Board of Trustees, or to the Executive Committee of the Board of Trustees, as applicable, by presenting such evidence as such moving Trustee deems sufficient to show that such other Trustee should be removed for "cause."
- 8.2. The policy shall define "cause" as follows:
 - a. A Trustee's breach of any material duty or obligation under the University's Articles of Incorporation, Bylaws, or policies;
 - b. A Trustee is convicted or pleads guilty or nolo contendere to any misdemeanor (other than traffic violation), felony, or any crime involving fraud, dishonesty or misappropriation;
 - c. A Trustee willfully or recklessly engages in misconduct that causes or will cause material harm to the Institute, including to the reputation or mission of the Institute;
or
 - d. A Trustee willfully engages in an act that constitutes a conflict of interest with the Institute without the approval of the University's Board of Trustees or as may be provided in the University's Articles of Incorporation or Bylaws from time to time.
- 8.3. Investigation. Following such Motion, the Board of Trustees shall vote whether to investigate such Trustee proposed to be removed for cause (the "Investigated Trustee") in light of the evidence presented.
- 8.4. If the Board of Trustees, chooses to initiate an investigation, the Board of Trustees shall select members of such body to form an ad hoc investigative committee, which shall conduct an

investigation of such Investigated Trustee concerning the allegations made by the moving member.

- 8.5. Upon a Trustee becoming an Investigated Trustee, such Investigated Trustee shall not be entitled to vote on matters submitted for a vote to the Board of Trustees or to any committee thereof or to attend meetings of the Board of Directors or any committee thereof.
- 8.6. The investigation shall be concluded on or prior to the ninetieth (90) day following the motion referenced above, and the ad hoc investigative committee shall submit its results to each member of the Board of Trustees at the time of such conclusion.
- 8.7. Rebuttal: Within thirty (30) days following the submission of the results of the investigation to the Board of Trustees, the Investigated Trustee shall have the opportunity to notify the Board of Trustees of such Investigated Trustee's intent to rebut the findings of the investigation. Such rebuttal may be submitted to the Board of Trustees in the form of written documentation and/or in the form of an oral presentation.
- 8.8. Such rebuttal must be presented to the Board of Trustees no later than sixty (60) days following the submission of the results of the investigation to the Board of Trustees.
- 8.9. Removal. Following the rebuttal, if any, the Chairperson of the Board of Trustees shall call a meeting of the Board of Trustees for the purpose of voting on the removal of such Investigated Trustee. Such meeting shall be held not less than sixty (60) days following the submission of the rebuttal referenced in the preceding paragraph.