

Policies and Procedures

Policy Title	Board of Trustees Charter	Policy Number	104
Section	Governance, Organization, General Information	Approval Date	03 November 2022
Subsection	Governance and Organization	Authorizing Entity	Board of Governance
Responsible Office	President's Office	Effective Date	03 November 2022
Distributed To	Board of Governance Members, Secretary of the Boards	Next Review Date	2 years after the effective date

1.0 Introduction

- 1.1 AUBH Management W.L.L. (AUBH or the University) is operating as a higher education institution under a license from the Higher Education Council (HEC) of the Kingdom of Bahrain. The University is licensed to operate under the name American University of Bahrain.
- 1.2 AUBH is wholly owned by Cayman Island registered “AUBH Holding Company Limited” (the Shareholder) and is a privately owned and financed higher education institution.
- 1.3 AUBH and the Shareholder are committed to the highest standards of institutional governance and believe that these standards are intrinsic to delivering value to the University’s stakeholders and furthering the interests of AUBH.
- 1.4 The institutional governance function at AUBH is carried out through a single pool of governors (Governors) organized as a two-board structure that includes a Board of Directors (BoD) and a Board of Trustees (BoT), collectively referred to as the Governing Boards. The members of each of the Governing Boards act in a coordinated manner to jointly further the interests of the University and its stakeholders.
- 1.5 This charter (the BoT Charter) specifically sets out the duties and responsibilities of the BoT of the University and the Governors who are its members (individually referred to as a Trustee and collectively referred to as the Trustees) and should be read in conjunction with the University’s other governance documents including the Institutional Governance Guidelines, the charter of the BoD, [and the University’s Memorandum and Articles of Association.]

2.0 Duties and Responsibilities of the Board of Trustees

The Trustees shall be responsible, both individually and collectively, for achieving the University’s objectives and purposes. The BoT shall act in accordance with the duties of care and loyalty described in this BoT Charter and will work to further the interests of AUBH and its stakeholders. The key duties and responsibilities of the BoT are as follows:

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Financial & Strategic Matters

- 2.1 reviewing the annual budget (Annual Budget) and long-term financial plan (LT Financial Plan) of the University ahead of its submission by the President for the approval of the BoD and providing feedback to the management and the BoD on any financial matters that are relevant to the institution achieving its mission and its strategic and academic priorities;
- 2.2 reviewing and recommending the strategic plan of the University (Strategic Plan) for the approval of the BoD jointly with the BoT, which shall include the mission, vision, and values, and the strategic and academic priorities and initiatives of the institution;
- 2.3 monitoring and supporting the President and the executive management in the implementation of the Strategic Plan;
- 2.4 monitoring the effectiveness of any scholarship or financial aid initiatives and recommending the addition, termination, or amendment of any such initiatives for the approval of the BoD;

Academic Matters

- 2.5 overseeing the establishment of the University's plan for the development of academic programs (Academic Plan) in a manner consistent with meeting its strategic and academic priorities, mission, and student needs, and reviewing such Academic Plan on a regular basis;
- 2.6 overseeing the development of relevant key performance indicators, and monitoring and assessing the academic performance of the University (including its faculty and students) on an ongoing basis with reference to such key performance indicators, which shall include assessing student learning outcomes, especially those related to career choices, graduate degrees pursued, and the long-term effectiveness of an education at the University;
- 2.7 assessing the proposed development of new academic programs and recommending the addition, termination, or amendment of any academic program or college of the University for the approval of the BoD jointly with the BoT;
- 2.8 overseeing the University's process for regular program review, including the assessment of the effectiveness of academic departments and programs and the establishment of plans for the improvement of academic programs;
- 2.9 reviewing and overseeing the establishment of student development and success strategies that impact the retention and persistence of students;
- 2.10 reviewing and overseeing the establishment of the University's procedures related to the ongoing recruitment, training, and professional development of faculty;
- 2.11 reviewing and recommending those policies associated with the University's academic operations for the approval of the BoD jointly with the BoT;
- 2.12 reviewing and recommending the delegation of authority limits framework (DAL) covering various academic operations for the approval of the BoD jointly with the BoT;

Governance Matters

- 2.13 establishing and monitoring the performance of the University's academic governance framework which shall include oversight of the effectiveness and performance of the academic senate;

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- 2.14 monitoring compliance of the University with established academic standards, quality assurance bodies, and accrediting agencies, and reporting any non-compliance to the BoD;
- 2.15 leading the Presidential search process and jointly approving the appointment or termination of the President of the University with the BoD and reviewing their performance on an annual basis;
- 2.16 jointly approving the appointment or termination of the Provost of the University with the BoD and reviewing their performance on an annual basis;
- 2.17 approving the appointment or termination of college Deans and reviewing their performance evaluations as conducted by the President and the Provost on an annual basis;
- 2.18 recommending remuneration for members of the BoT (if any) for the approval of the BoD;
- 2.19 forming specialized committees of the BoT, appointing their members, and recommending their respective charters for the approval of the BoD, as may be required by the nature of the activities of the University; delegating certain responsibilities to such committees without abdicating its responsibility, which shall include at a minimum an Academic and Student Affairs Committee (ASAC) and a BoT Governance Committee (AGC);
- 2.20 reviewing the independence of each Trustee on an annual basis in light of interests disclosed by each of them;
- 2.21 reviewing the performance of the BoT and its committees on an annual basis;
- 2.22 identifying qualified individuals for nomination, and recommending the appointment and termination of the members of the BoT for the approval of the BoD;
- 2.23 recommending the BoT Charter and the charter of any committees of the BoT for the approval of the BoD;

3.0 Composition and Appointment of the Board of Trustees

- 3.1 The Board of Trustees shall consist of no less than eight (8) members and no more than twelve (12) members, inclusive of the President who shall be counted as an ex-officio voting member.
- 3.2 All members of the BoT [(excluding the President who serves as ex-officio member)] shall be nominated by the BoT and approved by the BoD.
- 3.3 A majority of the Trustees shall be independent, and such independence shall be reviewed on an annual basis by the BoT.

4.0 Term of Appointment of the Board of Trustees

- 4.1 Trustees shall hold office for three (3) years once appointed and may be re-appointed for subsequent terms with no limits.

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5.0 Resignation or Removal of Members of the Board of Trustees

- 5.1 Any Trustee may resign upon giving written notice to the Chairman of the BoT, and such resignation shall be effective on the date of giving such written notice or such later date as may be specified in the written notice. In the event of a resignation, the BoT shall nominate a new Trustee to fill the vacant seat for the approval of the BoD.
- 5.2 Any Trustee may be removed by the Shareholder in the following circumstances:
- 5.2.1 having been declared of unsound mind by a competent authority;
 - 5.2.2 having been convicted of a crime by a competent authority involving fraud, dishonesty, or breach of any statutory duty;
 - 5.2.3 disqualification or prohibition to serve as a Trustee of the University under any applicable law or regulation;
 - 5.2.4 missing three (3) consecutive meetings or after missing fifty percent (50%) of the BoT meetings in the prior twelve (12) month period
 - 5.2.5 repeated failure or inability to substantially perform his or her duties;
 - 5.2.6 committing willful misconduct or gross negligence; and
 - 5.2.7 carrying out any activity that compromises the ability of the Trustee to effectively support the mission of the University or carry out the duties and obligations of a Trustee.
- 5.3 In the event of such a removal, the BoT shall nominate a new Trustee to fill the vacant seat for the approval of the BoD

6.0 Meetings and Resolutions of the Board of Trustees

- 6.1 The BoT shall meet no less than two (2) times per year in order to properly carry out its duties and responsibilities. It is expected that the BoT will meet on a [quarterly] basis.
- 6.2 Meetings of the BoT shall be convened upon at least [fourteen (14)] days prior written notice by the Chairman or by any two Trustees, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting. The Trustees may unanimously waive such notice requirement in writing.
- 6.3 In the event of an extraordinary meeting, it should be held within [three (3)] days from the date of receiving a substantiated request in writing from the Shareholder, the BoD, or at least three Trustees. The Trustees may unanimously waive such notice requirement in writing.
- 6.4 The agenda for the meetings shall be set by the Chairman in consultation with the President. Each Trustee shall have the right to request from the Chairman to insert items which he or she wants discussed in the agenda of the next meeting.
- 6.5 The necessary quorum for passing any resolution or transacting any business shall be a simple majority of the Trustees. If such quorum has not been achieved, then a meeting may be held but no resolution can be passed, and no formal action taken until a meeting with quorum is held and such matter is passed at that following meeting.

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- 6.6 Trustees may participate in any meeting through the use of telephone or video conference, provided that all members participating in the meeting can hear one another. Any Trustee participating by such means shall be considered present and counted towards quorum for that meeting.
- 6.7 All resolutions and decisions of the BoT will be based on a simple majority of votes of the members counted present at the meeting.
- 6.8 The BoT may approve resolutions by e-mail or physical circulation provided that such resolutions are unanimously approved by the Trustees. Such resolutions adopted by circulation shall be ratified in the minutes of the next meeting of the BoT.

7.0 Chairman, Vice Chairman, and Secretary

- 7.1 The BoT shall elect amongst themselves a Chairman and Vice-Chairman for the BoT. Without prejudice to the role of the BoT, the Chairman shall:
- 7.1.1 represent the University before others in matters relevant to the duties and responsibilities of the BoT;
 - 7.1.2 ensure that the Trustees have access to the complete and accurate information in a timely manner and discuss each item in the agenda of the meeting;
 - 7.1.3 ensure effective communication between the Shareholder, the BoD, and the BoT as may be required from time to time; and
 - 7.1.4 prepare agendas for BoT meetings in consultation with the President and in coordination with the BoT Secretary.

In the absence of the Chairman, the Vice-Chairman shall assume those duties.

- 7.2 The BoT shall appoint the secretary of the BoT (BoT Secretary) and determine his or her duties which shall include:
- 7.2.1 assisting the Chairman and the Trustees in carrying out their duties;
 - 7.2.2 acting as the secretary for the meetings of the BoT and its committees (unless otherwise set out in the committee charters); and
 - 7.2.3 maintaining accurate and up-to-date records of all BoT meetings minutes, resolutions, submissions, and associated materials.

POLICY HISTORY

Date of Last Action	Action Taken/Changes	Authorizing Entity	Effective Date
19 June 2023	In 6.1, change the min number of meeting from 4 times a year to 2 times a year	Board of Governance	1 August 2023