

# Sampoerna University

## University Council Bylaws

*(Last revised 20 November 2019)*

The Bylaws of the University Council guide the internal operation of the Council. The purpose of the bylaws is to enable the Council to discharge its responsibilities efficiently and effectively. The bylaws should not handicap the Council in governing the University. Orderly changes in the bylaws to enhance the operation of the Council should be made after careful study and deliberation. Nothing in these bylaws should be construed as a violation or contradiction of the statutes and laws of Indonesia.

### Policies

The policies of the University Council express the Council's role, responsibilities, and authority with regard to the University's operation. The University functions within the framework of policies that the University Council establishes and publishes in various policy manuals. Following the Council's due consideration of recommendations from the University's President, the Council makes additions to and changes in University policies.

### Office of Record

The University Council shall maintain the official office of record in the President's Office located on the campus of Sampoerna University, L'Avenue Building, Jl. Raya Pasar Minggu No.Kav. 16, RT.7/RW.9, Pancoran, Kota Jakarta Selatan, Daerah Khusus Ibukota Jakarta 12780, Indonesia.

### Council Membership

Council members are members of a Council empowered as a body to govern the operations of Sampoerna University for the benefit of its students. The "trust" concept means that Council members do not act alone but only in official meetings of the Council or upon formal authorization of the Council.

Sampoerna University shall be governed by a University Council consisting of five or more members who shall be initially appointed by the Provider Agency. Renewals of Council member terms shall also be conducted by the Council. Any new members to the Council will be nominated and approved by a majority of Council members.

Appointments and subsequent reappointments shall be made by formal action of the Council. The Council shall appoint replacements for all member vacancies. Individual terms of Council member appointments shall be for 3 years and are renewable for a maximum service of three continuous terms. After the maximum service period of 3 terms members shall be eligible for

reappointment after one year. For special needs or specific skills, exceptions to this maximum service period may be approved with the unanimous consent of the Council.

Should the Council be presented with sufficient evidence that any member of the University Council is not capable of discharging, or is not discharging, the duties of office as required by law or lawful regulations, or is guilty of unethical or disreputable conduct, the Council shall meet for the purpose of investigating the charges. The alleged offending member shall be given proper and adequate notice of the meeting; and the findings of the other members of the University Council shall be recorded, along with the action taken, in the University Council minutes. If the charges are found to be true, by an affirmative vote of two-thirds of the members of the University Council, the University Council shall declare the office of the offending member to be vacant.

A member of the University Council who is absent from two consecutive Council meetings both regular and special, shall be considered as having resigned from the Council and thereby to have created a vacancy on the Council. The Chair may, at his or her discretion, excuse absences for valid reasons.

A vacancy occurring on the University Council, for whatever reason, shall be promptly filled by the Council for the remainder of the unexpired term.

### **Council Authority and Responsibility**

The Council members shall constitute the University's governing Council and shall serve as policy-makers for the institution.

Powers granted to the Council members include the following:

- a. 1) To employ the University President, the chief administrator of the University, for such term and under such conditions as the Council members may designate. 2) The President will then have authority to approve all other personnel decisions;
- b. To conduct an annual evaluation of the President;
- c. To periodically review, modify, and approve, upon recommendation of the administration, the University's mission, purpose, strategic plan, facilities master plans, and long-range plans;
- e. To take such other actions as may be necessary for the exercise of the foregoing specific powers, including adopting and enforcing all reasonable rules, regulations, and bylaws for the University's governance and operation.

## **Submission of Budgets**

Oversight of all University funds is the responsibility of the University Council. An annual budget shall be prepared by the administration and submitted to the Council for final approval.

## **Council Organization**

The Council's officers shall be the Chair, Vice Chair, and Secretary.

The Chair and Vice Chair shall be elected by the University Council from its general membership. The Secretary, who need not be a member of the Council, shall be appointed by the Council Chair.

The Chair and Vice Chair shall be elected for a period of 1 year but shall be eligible for reelection by the Council.

The University's President shall be the Council's executive officer and shall serve on appointment by and at the pleasure of the Council.

Officers of the University Council shall be elected annually and take office at the Council's first meeting of the academic year. Each officer's term of office shall coincide with the University's academic year.

## **Role of the Council Chair**

The Chair shall preside at all meetings of the Council; appoint the members, and serve as an ex officio voting member of all Council committees; facilitate discussion and decision making; work closely with the University President in setting the agenda for Council meetings; act as the Council's liaison with the President; serve as the official spokesperson for the Council; consult with other Council members regarding their responsibilities as Council members and ensure all members adhere to the Council's bylaws, policies, and practices; initiate periodic evaluation of the President and the Council; and provide counsel and consultation to the President, as well as to discharge any other functions the Council so delegates.

## **Role of the Council Vice Chair**

The Vice Chair shall preside in the Chair's absence, perform all the Chair's duties with full authority during the Chair's absence or disability, and discharge any other functions the Council so delegates.

## **Secretary**

The Secretary shall maintain an accurate record of the Council's proceedings; have custody of all official Council records and documents; and issue notice of all Council meetings to the Council members.

## **Committees**

The Council may establish standing committees and/or ad hoc committees as it deems necessary to secure and protect the University's welfare. The Chair, at his/her discretion, may invite other persons with special expertise to participate in discussions of the Council or its committees. The Chair shall appoint the members of all committees. Committee deliberations and recommendations shall be provided to the Council Chair for inclusion on upcoming Council meeting agendas.

## **Special Committees**

In addition to the Council's standing committees, the need may arise from time to time for special committees, with such committees to be called ad hoc committees. Ad hoc committees may be formed and ad hoc committee members appointed at the discretion of the Council Chair or upon action of the Council in regular or special session. It shall be the responsibility of the Council Chair to appoint the membership of ad hoc committees and the chair of such committees. When members are appointed, the purpose of the committee and responsibilities of its members are also to be stated. The term of the appointment shall be for the life of the committee or for the term of the Council member's office, whichever is less. The appointed Chair of the ad hoc committee shall preside during committee meetings and present reports from the ad hoc committee during meetings of the Council's standing committees and/or during meetings of the University Council as directed by the Council Chair.

## **Council Meetings**

The University shall operate on an academic yearly calendar as determined by the administration. Regular Council meetings shall be scheduled three times per year. Special meetings of the Council may be held when called by the Council Chair or requested by a majority of the Council. Meetings will be conducted by electronic means unless otherwise determined by the Council.

## **Special Meetings**

The Council Chair may call special meetings of the Council. Should the Council Chair call a special meeting of the Council, the Chair shall notify the President of the date, time, location, and purpose of the meeting at least 48 hours before the special called meeting is to take place. Business transacted during any special meeting shall be confined to the matters specified in the call to Council members and officers.

### **Meeting Notification and Operating Rules**

- The Council Secretary shall notify in writing the Council members and the President of the day, time, and location of all meetings as well as the purpose of any special meetings.
- The Council shall conduct its meetings and transact University business according to operational guidelines as approved and as published in the Council Manual.
- The latest edition of Roberts' Rules of Order shall be followed in conducting Council meetings.
- At least 50 percent of the voting members of the University Council must be in attendance at regular or special Council meetings to constitute a quorum for transacting business.
- A majority vote of all attending voting members of the Council is required for any Council action.

### **Council Meeting Agenda**

The Council Secretary, in consultation with the President and the Council Chair, shall prepare an agenda of items for the Council's consideration during its regular and special meetings. The Council Secretary shall provide the agenda to each Council member at least 7 days prior to the regularly scheduled meeting. Exhibits and supportive data, pertinent to items on the agenda, will be made available no less than one week prior to the regular meeting. The Council Chair shall determine the standard order of business for Council meetings in order to efficiently complete the Council's business.

The minutes of each Council meeting shall be prepared and distributed after each regular and special meeting. Each set of minutes shall report the names of Council members who were present or absent. Council meeting minutes shall reflect the names and all votes cast by each Council member.

### **Revisions to Bylaws and Policies**

Any Council member may propose amendments to the bylaws during any regular or special Council meeting for decision at a subsequent regular or special meeting, provided at least twenty-one (21) days elapse between the first and subsequent meeting. Adopting amendments to the bylaws shall be by an affirmative vote of at least two-thirds of the Council members present and voting during a regular or special meeting.

Revisions in Council policies may be made during a regular or special meeting. Such revisions shall be presented to the Council prior to a regular or special meeting and adopted during that meeting by an affirmative vote of a majority of the Council members present and voting. The Council may take immediate action in an emergency situation, if two-thirds of the Council members present and voting deem it to be an emergency situation. The emergency action shall be officially approved during the Council's next regular meeting.

### **Rules of Conduct for Council members**

Members of the University Council shall perform their official duties in a manner to promote the best interests of the University. Council members have a general duty to perform the duties of their office fairly, conscientiously, and without fear or favor.

### **Conflicts of Interest**

A Council member shall not knowingly use his or her position in any manner that will result in financial benefit, direct or indirect, to the Council member; member of the Council member's family; or individual, group, organization, or business with which the Council member is associated.

A Council member shall not, directly or indirectly, knowingly ask, accept, demand, exact, solicit, seek, assign, receive, or agree to receive anything of value for himself or herself or for another person in return for exerting influence in carrying out his or her official responsibilities. A Council member shall not solicit or receive personal financial gain for acting in his or her official capacity and for advice or assistance given in the course of carrying out the Council member's duties. A Council member shall not use or disclose information gained in the course of, or by reason of, his or her official responsibilities in a way that would affect a personal financial interest to the Council member; member of the Council member's family; or individual, group, organization, or business with which the Council member is associated. A Council member shall not improperly use or disclose any information deemed confidential. A Council member shall not cause the employment, appointment, promotion, transfer, or advancement of an acquaintance or family member to a position in the University.

A Council member shall make every effort to avoid the appearance of conflict of interest. An appearance of conflict exists when a reasonable person would conclude from the circumstances that the Council member's ability to perform his/her duties is compromised by personal, familial, or financial interests. An appearance of conflict could exist even in the absence of a true conflict of interest. A Council member shall take reasonable and appropriate steps, under the particular circumstances and considering the type of proceeding involved, to remove himself or herself to the extent necessary to protect the public interest and to comply with this Rule of Conduct, from any proceeding in which the Council member's impartiality might reasonably be questioned.

If a Council member is uncertain whether the relationship in question justifies removing himself or herself from the proceeding pursuant to this Rule of Conduct, then the Council member shall disclose the relationship to the Chair and seek appropriate guidance. The Chair, in consultation with legal counsel if necessary, shall then determine the extent to which, if any, the Council member will be permitted to participate in the proceeding. The Chair may also refer the question to the Council members for a vote at his or her discretion. If the affected Council member is the Chair, then the Vice Chair or such other substitute presiding officer shall make the determination.

To assist Council Members in their ongoing obligation to avoid potential conflicts of interest, and to disclose potential conflicts whenever they arise, Council Members will complete and submit

to the Council Chair the form entitled "Conflict of Interest Disclosure Statement" (attached herein) and if not previously disclosed, will make disclosure of all potential conflicts prior to any relevant Council or committee action. The Disclosure Statement will be distributed to the Council Members at the first Council meeting of each academic year. These forms are to be completed fully and accurately, signed, and returned to the President's office. If the forms are not submitted by any Council member they may not vote on any matter brought before the Council until such time as the forms are received.

### **Expectations of Council members**

To perform the duties of this office and conduct University business, there are general expectations for Council member's action and behavior, including the following:

- a. Know the University's mission, purpose, goals, objectives, policies, programs, services, strengths, and needs;
- b. Attend all regular and special Council meetings as well as all regular and special Council committee meetings unless the absence is unavoidable;
- c. Serve in Council leadership positions and on Council committees;
- d. Read and review the University's financial statements and reports and faithfully uphold the Council's fiduciary responsibility;
- e. Avoid judgments based on information received from individuals employed, served by, or associated with the University that come to the Council member by means other than through the established processes of the Council; and direct individuals with grievances to follow the University's established policies and procedures for redress;
- f. Review the agenda and the meeting materials before attending the meetings and request any clarifications of information as needed;
- g. Follow the agenda during the meeting and discuss new business at the appropriate time;
- h. Keep comments and discussion points focused on the matters at hand;
- i. Speak in a voice that everyone can hear in addressing the entire Council with comments and discussion points;
- j. Summarize comments if discussion points made to the Council are long or numerous;
- k. Present dissenting opinions in a constructive manner and refrain from making critical comments of a personal nature;
- l. Suggest agenda items to ensure that significant policy-related matters are addressed;
- m. Avoid making any requests directly to University employees for extensive information as well as professional and personal viewpoints without prior consultation with the Council Chair and the University's President;
- n. Serve the University as a whole rather than any special interest groups or constituencies;
- o. Maintain independence and objectivity, and act with a sense of fairness, ethics, and personal integrity even when not necessarily obliged to do so by law, regulation, or custom; and
- p. Rejecting any offers of favors or gifts from or to anyone who is employed or served by the University or who is doing business with the University.

**SAMPOERNA UNIVERSITY COUNCIL  
CONFLICT OF INTEREST STATEMENT**

1. Are you currently being compensated by Sampoerna University for services rendered to within the previous twelve months or do you anticipate being compensated by the University during the upcoming 12 months?

(Check One)  Yes  No

2. Is any person bearing any family relationship to you currently being compensated by Sampoerna University for services rendered to it within the previous twelve months or does any person bearing any family relationship to you anticipate being compensated by the University during the upcoming twelve months?

(Check One)  Yes  No

3. Are you a director, an officer, an employee or an owner in any business or organization, which has done business within the past twelve months with Sampoerna University, or currently is or is contemplating doing business with the University within the next 12 months?

(Check One)  Yes  No

4. Do you have a business or organizational relationship (such as serving on the Council) or significant stake in a business or organization represented by another Council member on the Sampoerna University Council? Do you have an immediate family member who serves in such a governing role or has a significant stake in a business represented by another Council member?

(Check One)  Yes  No

5. Are you aware of a family relationship with any other member of the Council or any member of the faculty or staff of Sampoerna University whose primary job responsibilities include work with the Sampoerna University Council?

(Check One)  Yes  No

\_\_\_\_\_ (Printed Name)  
I have read the Bylaws of the Sampoerna University Council regarding Conflicts of Interest, Appearances of Conflict, and Other Rules Regarding Council member Conduct within the last month and agree to fully comply with its provisions.

\_\_\_\_\_ Council member Signature

\_\_\_\_\_ Date