

## Charter of The KAUST School Executive Committee

Version: 2

Responsible Executive: Provost

Responsible Office: The KAUST School

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جامعة الملك عبد الله  
للعلوم والتقنية  
King Abdullah University of  
Science and Technology



### ARTICLE I

#### BACKGROUND AND PURPOSE

The KAUST School (“TKS” or “the School”) is an unincorporated operating unit of King Abdullah University of Science and Technology (“KAUST” or “the University”), a private research university founded in 2009, providing research and graduate training programs. The School does not have a traditional governing board in a fiduciary governing role as in many independent schools but benefits from the fiduciary support of an Executive Committee consisting of members of the University’s leadership team. The mission, role, composition, functions, and specific powers of the Executive Committee are provided in this Charter.

The KAUST School shall be headed by a Director, whose role is described in Article IV.

The Provost of the University may designate in writing another committee to exercise any or all of the roles and authorities of the Executive Committee under this Charter and may revoke such designation at its sole discretion.

### ARTICLE II

#### MISSION OF THE EXECUTIVE COMMITTEE

The mission of the Executive Committee is to provide fiduciary oversight of the School.

In its fiduciary capacity, the Executive Committee serves a dedicated, deliberative body for raising and discussing general issues; provides financial oversight, risk management, and policy development and approval; assesses the School’s success in fulfilling its mission; conducts long-range planning for the School; supports the School in its external relations; supports and evaluates the TKS Director; and advocates for the standing and progress of the School.

### ARTICLE III

#### ROLE OF THE EXECUTIVE COMMITTEE

##### SECTION 3.1. SPECIFIC POWERS AND DUTIES

The Executive Committee is chaired by the Provost of the University. It has the responsibility to: (a) recommend candidates for the position of Director; (b) contribute to the annual evaluation of the Director’s performance conducted by the Provost as the Director’s line manager (see article IV) (such evaluation and its documentation to be confidential and in the form requested by the Provost); (c) review at least annually the state of the School, including its overall health, the effectiveness of the School’s leadership and

programs, and the viability of the School's long- range plans; (d) acting through any subcommittees, provide advice, advocacy and support to the School in the areas within each committee's scope; (e) recommend or approve changes to the tuition for the School after consultation with parties deemed appropriate by the Provost, such as, but not limited to, the KAUST Chief Financial Officer; and (f) undertake other activities related to the School as reasonably determined by the Provost.

Each member of the Executive Committee shall have the following specific duties: (i) to regularly attend and participate meaningfully in the work of the Executive Committee; (ii) to maintain the confidentiality of non-public information and materials provided to the Executive Committee in the performance of its roles and duties; (iii) to disclose to the Provost, and abstain from participating in or voting on, any matter involving a conflict of interest or appearance of a conflict of interest arising between the personal interests of the member or his or her family and the fiduciary duty of the member to serve the best interests of the School; and (iv) to refer to the Provost or the Director, and refrain from making any public statement in response to, any inquiry from a member of the press regarding the business or affairs of the School.

The Executive Committee may have additional responsibilities, as specifically delegated by the Provost of the University.

There is an expectation that members of the Executive Committee will contribute time and energy to the School, commensurate with their capacity and in accordance with the needs of the School.

#### SECTION 3.2. MEMBERS: APPOINTMENT, NUMBER, TENURE, AND QUALIFICATIONS

The Executive Committee shall be comprised of the following voting members: Provost (chair), Vice President of Community Life, Chief Human Resources Officer, Vice President for Strategic National Advancement, and a KAUST Academic Council faculty member (to be designated by the Provost annually, in line with the Council's rotating membership roster). The Director shall serve on the Executive Committee as a non-voting member. The KAUST President will serve as an ex-officio member, attending meetings as deemed appropriate by the Provost and/or the President. At the discretion of the Provost, up to two other non-voting members may be appointed to the Executive Committee. The Executive Committee may invite guests, whether internal or external to the University, to present at any Executive Committee meeting, subject to the approval of the Provost. From time to time, the Executive Committee may call on the KAUST Chief Financial Officer for advice on items related to financial strategy and other financial matters.

#### SECTION 3.2. REGULAR MEETINGS

A regular meeting of the Executive Committee shall be held at least once every calendar quarter (at least four meetings a year). Notice of the time and place of regular meetings and a copy of the meeting agenda shall be given to each member in writing at least two weeks in advance of the meeting date.

#### SECTION 3.3. SPECIAL MEETINGS

Special meetings of the Executive Committee may be called by the Provost. Written notice of the time and place of any special meeting and a copy of the meeting agenda shall be given to each member at least one week in advance of the meeting date, if practicable.

**SECTION 3.5. QUORUM**

A majority of the voting members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.

**SECTION 3.6. MANNER OF ACTING**

The act of a majority of the voting member of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee. No member may act by proxy on any matter.

**SECTION 3.7. PRESENCE THROUGH COMMUNICATIONS EQUIPMENT**

Members may participate in a meeting by means of a telephone conference or other electronic communications equipment that shall permit all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

**SECTION 3.8. NO COMPENSATION**

No Executive Committee member shall receive compensation from the School for any services performed by that person as an Executive Committee member.

**SECTION 3.8. SECRETARY AND MINUTES**

The Provost may appoint a secretary of the Executive Committee who may or may not be a member. The secretary shall take minutes of the meetings and record all acts adopted by the Executive Committee. The minutes shall be recorded in sufficient detail to document the substantive decisions of the Executive Committee.

**ARTICLE IV**

**DIRECTOR OF THE KAUST SCHOOL**

**SECTION 4.1. RESPONSIBILITIES**

The School shall be headed by a Director, who shall report to the Provost of the University and be responsible, assisted by the principals, faculty and staff, for the development and execution of plans for accomplishing the School's mission and for implementing the School's curriculum. The Director shall have such additional responsibilities as the Provost shall designate.

**SECTION 4.2. ELECTION AND REMOVAL**

The appointment of the Director of The KAUST School shall be according to the approved Schedule of Delegation and Authorities. The Executive Committee will be the Search Committee (chaired by the Provost) and is responsible for recommending the appointment of the Director, who shall be an employee of the University. The Executive Committee may also recommend the termination of the Director of the KAUST School, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **ARTICLE V**

### **SUBCOMMITTEES**

#### **SECTION 5.1. SUBCOMMITTEES**

The Executive Committee may create subcommittees from time to time. The members of each subcommittee will be appointed by the Provost or his/her designee, provided that each subcommittee will include at least two members of the Executive Committee and that voting members of the subcommittee must be members of the Executive Committee. The Provost or his/her designee may appoint other members of the subcommittee who are not Executive Committee members provided that such other members are non-voting members of the subcommittee. Any subcommittee shall provide advice, advocacy, and support to the Executive Committee.

#### **SECTION 5.2. TERM OF OFFICE**

Each member of a subcommittee shall continue as such for a term of one year and until their successor is appointed, unless the subcommittee shall be sooner terminated by the Provost, or unless such member resigns or is removed from the subcommittee.

#### **SECTION 5.3. CHAIR**

The Provost shall ordinarily appoint one member of each subcommittee as that subcommittee's chair.

#### **SECTION 5.4. VACANCIES**

Vacancies in the membership of any subcommittee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### **SECTION 5.5. QUORUM AND MANNER OF ACTING**

Unless otherwise provided in the resolution of the Executive Committee designating a subcommittee, a majority of the whole subcommittee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the subcommittee.

#### **SECTION 5.6. SUBCOMMITTEE CHARTERS**

Each subcommittee shall adopt and from time to time revise a subcommittee charter setting forth the subcommittee's purpose, responsibilities, composition, and such other rules as shall seem advisable for the conduct of its affairs. The Executive Committee shall approve each initial subcommittee charter, and review existing subcommittee charters at least once every three years. The Executive Committee shall approve all proposed amendments, other than non-substantive amendments which may be approved by the Provost or his/her designee. In the event of a conflict between this Charter and any subcommittee charter, this Charter shall control.

## **ARTICLE VI**

### **BOOKS AND RECORDS**

The Executive Committee shall keep minutes of its meetings and those of any subcommittees.

## **ARTICLE VII**

### **INDEMNIFICATION**

Each person who is or was a member of the Executive Committee shall be indemnified by the University against claims or losses resulting from reasonable acts or omissions arising within the scope of such person's good-faith performance of their duties as a member of the Executive Committee.

## **ARTICLE VIII**

### **AMENDMENTS; PRIOR CHARTERS**

This Charter may be amended by the Provost of the University, or by the Executive Committee itself, subject to the approval of the Provost. This Charter supersedes all prior bylaws, charters, delegations of authority, and committee reports concerning the composition, role, authority, or procedures of the Executive Committee (or, formerly, Board of Education). This Charter shall be reviewed at least once every five (5) years.