

Statutes and General Regulations



Revised Version: May 2018

The revised version includes changes decided on by the Council of The Open University of Israel in May 2018. (The first version was approved in January 1982; amendments were approved in April 1986, May 1993, November 2000, May 2004, May 2010, December 2014, May 2015 and June 2016.)

Table of Contents

Statutes 5

General 6

1. The University 6
2. Principles 6
3. Aims 6
4. Powers 7
5. Application of the University's Income and Assets 10
6. Distribution in the Event of Liquidation 10

University Authorities and Office Holders 11

7. The Council 11
8. The Executive Committee 11
9. The Senate 12
10. The Faculty Council 12
11. The Office Holders 12
12. General Regulations of the University 15
13. Amendment to the Statutes 16
14. Amendment to the General Regulations 16
15. Continuity of Office 17
16. Transfer of Office 17
17. Indemnification 17
18. Commencement of Validity and Transitional Provisions 18

General Regulations 21

1. The Council 21
2. The Executive Committee 29
3. The Senate 35
4. The Office Holders 42
5. Duties of Members in the University Authorities and Office Holders 50
6. The Comptroller 55
7. The Audit Committee and the Internal Auditor 56
8. Honorary Fellowships 66

STATUTES

The Open University of Israel (hereinafter: "**the University**") was founded in 1974 by virtue of an agreement between the Government of Israel and the Rothschild Foundation (Yad Hanadiv) and further to a decision of the Council for Higher Education dated October 2nd, 1973 and with the generous help of the Rothschild Foundation.

The University was recognized as an institution of higher education by the Council for Higher Education in Israel at a meeting held on June 18th, 1980, pursuant to the Council for Higher Education Law, 5718-1958. The decision was approved by the Government of Israel at its meeting of July 6th, 1980.

A certificate of accreditation, signed by the President of the State of Israel, was delivered to the University on July 23rd, 1980. Pursuant to Article 9 of the Council for Higher Education Law, 5718-1958, the University is a corporation that is competent to sue and be sued, to acquire, possess and relinquish property, to enter into contracts and be a party to any legal or other proceeding, and is at liberty to conduct its academic and administrative affairs pursuant to its Statutes, Regulations and decisions.

Accordingly, the University has decided on these Statues, which shall define the aims and principles of the University, specify its institutions and outline the manner of its activities and management.

The Statutes, to which the General Regulations are attached, represent the supreme document of the Open University.

GENERAL

1. The University

Name: THE OPEN UNIVERSITY OF ISRAEL

2. Principles

The University is an institution of higher education conducting academic studies via a range of media which are not necessarily campus based; it is an institution aspiring to the highest standard of teaching and research that pursues its activities while upholding the principles of academic freedom, freedom of opinion and freedom of conscience.

No discrimination is permitted at the University on grounds of ethnicity, country of origin, socio-economic background, race, nationality, sex, religion, beliefs and opinions, physical or other limitation or sexual orientation.

3. Aims

The aims of the University are as follows:

- 3.1 To maintain studies, promote scientific research and develop and disseminate education and knowledge by means of research, development of study materials and teaching.
- 3.2 To make academic degrees available to wider sectors of the public and, *inter alia*, to pursue defined study courses as determined by the University, which do not require attendance at regular study courses or regular presence at a central teaching institute.

- 3.3 To offer an opportunity to individual who previously interrupted their studies to re-integrate into an appropriate study environment with a view to advancing their education or vocational training.
- 3.4 To contribute to raising the educational level of teachers.
- 3.5 To promote the research and development of study material and innovative teaching methods, including the development of personal tutoring methods, via technological means, in meetings with students or in any other manner as deemed appropriate.

4. Powers

The powers of the University are as follows:

- 4.1 To perform any act necessary for teaching and research or involved therein, including:
 - 4.1.1 To establish and maintain study and research units as required for such activity.
 - 4.1.2 To appoint or employ academic staff for the purpose of research and teaching, and to appoint or employ administrative staff and define job descriptions for the various personnel and faculty.
 - 4.1.3 To determine regulations and procedures for the appointment of academic staff and to define their functions; to admit students; and any other activity pertaining to study, research and teaching.
 - 4.1.4 To hold examinations and appoint examiners.

- 4.1.5 To admit students, demand and receive tuition fees or dues and other payments as determined from time to time.
- 4.1.6 To award degrees and grades, diplomas and various certificates to those who fulfill the requirements to that end, as defined by the University.
- 4.2 To employ workers in full time or part time positions or on a contractual basis in order to execute work in research, teaching, development of resources and teaching materials, administration and all other activities necessary for the proper operation of the University and the advancement of its aims.
- 4.3 To confer honorary degrees or other honors.
- 4.4 To establish, maintain and safeguard facilities, equipment and services for the execution and advancement of the University's aims.
- 4.5 To purchase, sell, rent, exchange, improve, manage, lease or perform any other activity in real estate and movables and to obtain rights and special permits as required or expedient for the advancement of the University's aims.
- 4.6 To establish and maintain a University publishing house for the publication, distribution and sale of study material, research papers, books, brochures and journals; and to develop, manufacture, distribute and sell digital media, illustration methods and the conveyance of information of any kind whatsoever.
- 4.7 To develop methods of study and knowledge in all areas of its business, or to purchase or sell same or perform any other act pertaining thereto.

- 4.8 To establish or hold or grant licenses to establish or hold halls, clubs and restaurants for the use of students, members of the academic and administrative staff and visitors.
- 4.9 To register or acquire copyrights, designs and patents and to hold and use, in any manner deemed fit by the University authorities, copyrights or designs and patents registered or acquired in Israel or abroad.
- 4.10 To engage in recruitment of the means and resources required for the operation of the University in accordance with its aims.
- 4.11 To solicit and receive gifts, donations, membership fees, endowments, estates, bequests, trust funds, subsidies and grants, to administer and use or dispose of same, all with a view to advancing the aims of the University. To establish not-for-profit organizations, companies, trusts and foundations and participate therein with a view to advancing the University's aims.
- 4.12 To obtain loans and guarantee the repayment thereof, to purchase securities of any kind whatsoever and to invest the University's funds at the discretion of the University authorities, to provide and receive collaterals and liens of any kind whatsoever in order to safeguard such loans or investments as aforementioned.
- 4.13 To create and award scholarships and prizes for the advancement of learning, teaching and research and for other purposes, as determined by the University.
- 4.14 To supervise discipline among the University's students, academic staff and employees and to undertake disciplinary measures.

- 4.15 To cooperate with other institutions and authorities or with persons or groups of people, in such manner and for such purposes as defined from time to time by the University, subject to Paragraph 3 above.
- 4.16 To continue to exercise all the powers and rights of a corporation as stipulated in the Second Schedule to the Companies Ordinance (notwithstanding the rescission of the Companies Ordinance), for the purpose of achieving the University's aims, insofar as this does not conflict with the provisions of these Statutes or the General Regulations instituted by virtue thereof.
- 4.17 To engage in any other act for the advancement of the University's aims, including such acts as not included in the aforementioned.

All of the powers specified above include also the power to revoke or alter a decision or impose conditions and restrictions.

5. Application of the University's Income and Assets

The University shall not distribute profits and all income shall be designated exclusively for the achievement of its Aims, as defined in these Statutes.

6. Distribution in the Event of Liquidation

In the event of liquidation of the University or the permanent cessation of its activities, should any funds or assets remain after the discharge of all its debts and liabilities, such funds or assets shall, at the Council's discretion, be given or transferred to an institution or institutions having aims similar to those of the University or other educational aims, which are restricted in the distribution of its or their income or assets to at least the same extent as the University is restricted.

UNIVERSITY AUTHORITIES AND OFFICE HOLDERS

7. The Council

The Council is the supreme authority of the University and is vested with all the powers thereof, unless otherwise determined in the Statutes or the General Regulations.

8. The Executive Committee

- 8.1 The Executive Committee shall be responsible for outlining policies, determining strategy, overseeing corporate organizational structure and overseeing the proper management of the institution and its assets.
- 8.2 The Executive Committee shall be elected by the Council from among the members thereof, further to the recommendation of the Chancellor, the Chairman of the Executive Committee, and the President. The Executive Committee shall be responsible to the Council for its activities.
- 8.3 The Council shall elect the Chairman of the Executive Committee, and may but is not obliged to, elect a substitute therefor, as specified in the General Regulations.
- 8.4 In the event that a substitute for the Chairman of the Executive Committee is elected he shall have all the powers and fulfill all the duties of the Chairman in the latter's absence from Israel or in the event that the Chairman is unable to fulfill his position and he or members of the Executive Committee request that he be replaced by his substitute.
- 8.5 The Chairman shall report to the Council on the activities of the Executive Committee.

9. The Senate

The Senate is the supreme academic body of the University. The Senate shall be composed of Office Holders by virtue of their position and members of the senior academic faculty, as defined in the General Regulations.

10. The Faculty Council

The Faculty Council is an academic body which includes all senior faculty members of the University, as defined in the General Regulations, the President of the University and the Executive Vice President for Academic Affairs.

The role of the Faculty Council is to provide counsel on academic affairs and shall submit its recommendations and proposals via the President who will bring them before the relevant institutions of the University for deliberation.

The Council shall be headed by an academic faculty member, to be elected in a secret ballot by Council members, who shall serve as Chairman of the Council. The Faculty Council shall determine the *modus operandi* via procedure.

11. The Office Holders

Chancellor

The Chancellor serves as Chairperson of the University Council. The function of Chancellor shall be fulfilled by a representative of the public who is active in one or more of the following areas of public activity: finance, society, culture, education or science, including academics of repute in Israel and abroad.

Deputy Chancellor

The Deputy Chancellor, if any is appointed, replaces the Chancellor in his/her absence. The position of Deputy Chancellor shall be fulfilled by a representative of the public who is active in one or more of the following areas of public activity: finance, society, culture, education or science, including academics of repute in Israel and abroad.

Vice Chancellor

The Vice Chancellor, if any is appointed, replaces the Chancellor and Deputy Chancellor in their joint absence. The position of Vice Chancellor shall be fulfilled by a representative of the public who is active in one or more of the following areas of public activity: finance, society, culture, education or science, including academics of repute in Israel and abroad.

Chairman of the Executive Committee

The Chairman of the Executive Committee heads the Executive Committee. The Position of Chairman of the Executive Committee shall be fulfilled by a representative of the public who is active in one or more of the following areas: culture and society, science, finance, technology, law, media, industry, etc. The Chairman of the Executive Committee shall be a citizen and resident of Israel from the beginning of his term.

President

The President heads the University and administers the institution's affairs under the powers vested in him/her and is responsible to the Executive Committee for the administration, standards and quality of the institution. The role of President shall be fulfilled by a senior academic of Full Professor rank, closely engaged in the academic world in Israel, and endowed with academic vision, leadership capacity and proven administrative

skills. The President shall be a citizen and resident of Israel from the time of beginning his/her term of office.

Executive Vice President for Academic Affairs

The Executive Vice President for Academic Affairs is responsible for the academic affairs of the University pursuant to the powers vested in him/her by the President.

The Executive Vice President for Academic Affairs replaces the President in his/her absence.

Director General

The Director General is responsible for the University's administrative affairs under the powers vested in him/her by the President.

Deans and Vice Presidents

The President may appoint additional vice presidents and Deans, subject to the specifications below, and delegate powers to them.

Advisor to the President for Promoting Gender Equity

The Advisor shall attend to the promotion of gender equality at the University.

Election of Office Holders

The Chancellor, the Deputy Chancellor, the Vice Chancellor and the Chairman of the Executive Committee shall be elected by the Council as stated in the General Regulations.

The President shall be elected by the Executive Committee and his/her appointment shall be sanctioned by the Council, as stated in the General Regulations.

The Executive Vice President for Academic Affairs shall be appointed by the President from among senior academic faculty of the University with the rank of Associate or Full Professor, on consultation with the

Senate, by means of the Advisory Committee to the President, to be elected by the Senate, and sanctioned by the Executive Committee.

...

The Director General and any additional vice presidents shall be appointed by the President and sanctioned by the Executive Committee.

Deans shall be appointed by the President from among senior academic faculty of the University with the rank of Associate or Full Professor, by means of the Advisory Committee to the President, to be elected by the Senate, and sanctioned by the Senate.

The President shall appoint an Advisor on the Promotion of Gender [Equity](#) from among the women members of the senior academic faculty or members of the Senate, with the rank of Professor.

12. General Regulations of the University

The Executive Committee is empowered to institute General Regulations ratified by the University Council. The General Regulations of the University shall determine the composition of its authorities and specify their powers, the powers of the Office Holders and the use thereof, as well as other matters relating to the University and requiring a general arrangement or the determination of rules, all pursuant to these Statutes.

13. Amendment to the Statutes

Any proposal for an amendment to the Statutes shall be deliberated and approved only in a meeting of the Executive Committee, whose agenda must include such proposed amendment in advance. The Senate's position on the amendment and on academic matters shall be presented at such deliberations. The Senate must approve the proposed amendment prior to its presentation for deliberation by the Executive Committee. The Executive Committee's decision in the matter of an amendment to the Statues must be brought before the Open University Council for ratification by a majority of three quarters of the members present at such meeting and participating in the vote, provided a quorum is present as prescribed in the General Regulations.

In this paragraph "**academic affairs**" means the determination of academic standards and academic programs in teaching, academic development and research, the composition of the Senate and arrangements, all subject to Paragraph 3.1.2.15 of the General Regulations.

14. Amendment to the General Regulations

Any proposal for an amendment to the General Regulations shall be deliberated and approved only in a meeting of the Executive Committee, whose agenda must include such proposed amendment in advance. The Senate's position on the amendment and on academic matters shall be presented at such deliberations. The Senate must approve the proposed amendment prior to its presentation for deliberation by the Executive Committee. The Executive Committee's decision in the matter of an amendment to the Statues must be brought before the Open University Council for ratification by a majority of three quarters of the members present at the session and participating in the vote, provided a quorum as prescribed in the General Regulations is present.

In this paragraph "academic affairs" means the determination of academic standards and academic programs in teaching, academic development and research, the composition of the Senate and arrangements, all subject to Paragraph 3.1.2.15 of the General Regulations.

15. Continuity of Office

An Office Holder in any of the authorities of the University, who was elected or appointed, as the case may be, for a fixed period as stated in the Statutes or the General Regulations, and whose term of office has ended, shall continue to serve in such office, with all applicable rights and duties, until such time as another person is elected or appointed *in lieu* of him.

16. Transfer of Office

The power to make an appointment also applies to the power to revoke such appointment, dismiss the person therefrom or suspend him/her from his/her position, as stated in the General Regulations.

17. Indemnification

The members of the Council, the Executive Committee, the Senate, the Chancellor, the Deputy Chancellor and Vice Chancellor, the Chairman of the Executive Committee, the President, the Executive Vice President for Academic Affairs, the Vice President and the Director General, members of committees established or that may be established by the Council or by the Executive Committee, and any employee or other Office Holder of the Open University, and any trustee thereof, and anyone lawfully acting on its behalf, who shall act in connection with its affairs, and the heirs and estate administrators thereof, shall be indemnified by the

University from its assets for court trials, costs, losses, compensation and other liabilities borne or incurred by them or their heirs or their estate administrators as a result of any act, participation in any act or omission connected to the execution of their duties or what appeared to them to be the *bona fide* execution of their duties or trust, unless caused by gross negligence or with prior intent; none of the aforementioned shall be liable for any act or omission of any other, or for any damage or loss incurred as a result of the execution of their duties or their trust, unless incurred as a result of gross negligence or with prior intent.

18. Commencement of Validity and Transitional Provisions

- 18.1 These Statutes come into effect on January 1st, 1982, as determined by the Council at its meeting held on November 17th, 1981, and are binding on the University and all its authorities as of the date of coming into effect.
- 18.2 Upon these Statutes coming into effect, the effectiveness of the Memorandum and Articles of Association of Everyman's University (Pilot Project) of Israel and any other statutes that were applicable to the University's activities until such time shall cease.
- 18.3 Other regulations and resolutions adopted by the institutions of the University prior to these Statutes coming into effect, which were effective immediately prior to same, shall continue to have effect as long as they were not expressly revoked.
- 18.4 In the event of any disparity between the Hebrew language version and the English language version of the Statutes and General Regulations, the Hebrew language version shall prevail.
- 18.5 Amendment no. 5 to the Statutes and the General Regulations (hereinafter: "**Amendment 5**") came into effect on May 12, 2010.

- 18.6 Any Office Holder who was duly appointed before Amendment 5 came into effect, and whose term of office is limited thereunder, shall be deemed as having commenced his/her appointment to his/her term of office for the first time upon Amendment 5 coming into effect.
- 18.7 Amendment no. 6 to the Statutes and General Regulations was approved on December 29, 2014.
- 18.8 Whereby, in any place where "Vice President for Academic Affairs" is written in the Statutes and General Regulations or procedural instructions of the university, "Executive Vice President for Academic Affairs" shall replace it.
- 18.9 Amendment no. 7 to the Statutes and General Regulations was approved on May 18, 2015.
- 18.10 Amendment no. 8 to the Statutes and General Regulations was approved on June 1, 2016 .
- 18.11 A member of the Committee for Conferment of Honorary Fellowships, to be duly appointed prior to the entry of Amendment no. 8 into validity, and whose term of office is limited in the aforestated amendment, shall be deemed for the purpose of counting the periods as having first been appointed at the time of entry of Amendment no. 8 into validity. Notwithstanding that which is stated in Paragraph 8.3.2 of the General Regulations, during the interim period and until such time as the place of one member of the Committee for Conferment of Honorary Fellowships is vacated, such member being a Council member, the maximum number of Council members on the Committee shall not exceed three (3) members.

- 18.12 Amendment no. 9 to the Statutes and General Regulations was approved on May 10th, 2018.
- 18.13 The limitation of the Director General's term shall enter into validity on completion of the term of the current Director General.

GENERAL REGULATIONS

1. The Council

1.1 Powers of the Council

The powers of the Council are as follows:

- 1.1.1 To ratify the Statutes and the General Regulations further to the recommendations of the Executive Committee.
- 1.1.2 To approve the outlines of the University's policies as defined by the Executive Committee.
- 1.1.3 To follow up the management of the affairs, activities and assets of the University and its institutions.
- 1.1.4 To recommend policies for the development of the University.
- 1.1.5 To discuss and recommend methods of fundraising and other means of financing the University's activities.
- 1.1.6 To supervise the implementation, *modus operandi* and extent of implementing the Regulations, rules and procedural provisions of all kinds.
- 1.1.7 To discuss and ratify financial reports.
- 1.1.8 To discuss reports of the President of the University on the University's activities.

1.1.9 To elect the Chancellor, the Deputy Chancellor and the Vice Chancellor. To co-opt members to the Council as stated in Paragraph 1.3.4.4.

1.1.10 To elect the members of the Executive Committee further to the recommendation of the Chancellor, the Chairman of the Executive Committee and the President.

To elect the Chairman of the Executive Committee and it may, but is not obliged to elect a Substitute for the Chairman of the Executive Committee, as specified below.

1.1.11 To approve the appointment of the President.

1.1.12 To appoint permanent or ad hoc committees and to appoint members therein from among members of the Council or otherwise and define their roles and the powers vested in them.

1.1.13 To receive ongoing reporting from the Chairman of the Executive Committee on the activities thereof, including activities of the Audit Committee, and on material matters raised in the Audit Report.

All of the powers specified above include also the power to revoke or alter a decision or impose conditions and restrictions. The power to elect or appoint includes the power to revoke such appointment, accept a resignation or dismiss.

The Council shall have residual power in all of the University's affairs which are not expressly conveyed in the Statutes or Regulations to another authority of the University's institutions, with the exception of residual academic power, which shall be the domain of the Senate.

In this paragraph, "ratify" means to provide further authorization in addition to prior approval by another authority in the University.

1.2 Number of Council Members

The Council shall comprise persons from Israel and abroad who have an interest in developing and promoting the University.

The number of members of the Council shall be determined from time to time by the Council, provided that it shall be no less than 30 and no more than 60.

1.3 Composition of the Council

1.3.1 The following were life members of the Council who have passed away:

The late Mrs. James de Rothschild, the first Chancellor of the University, who passed away on December 10th, 1988.

The late Mr. Max Rowe, the founding President and first Vice Chancellor of the University, who passed away on January 1st, 1985. May they rest in peace.

1.3.2 Life member of the Council:

The Hon. Lord Jacob Rothschild, Deputy Chancellor of the University.

1.3.3 Ex-officio members of the Council:

The Chancellor

The Deputy Chancellor

The Vice Chancellor

The President

The Executive Vice President for Academic Affairs

1.3.4 Other members of the Council:

1.3.4.1 Two members to be appointed by the Rothschild Foundation.

1.3.4.2 Two members from among members of the Senate to be elected by the Senate, at least one of whom is a member of the Open University's senior academic faculty.

1.3.4.3 Three members from among the senior academic faculty with the rank of senior lecturer at least, to be elected in a secret ballot by members of the senior faculty with the rank of lecturer and over.

Pursuant to these Statutes and Regulations, the "secret ballot" may also be held by means of a written vote, including by mail.

1.3.4.4 The manner of electing members from among members of the Senate and senior academic faculty members further to Paragraphs 1.3.4.2 and 1.3.4.3 shall ensure that at least one representative from among members of the Senate or members of the senior academic faculty of the University shall hold the rank of full professor, who shall not serve in an academic-administrative position.

1.3.4.5 Additional members to be co-opted by the Council, while maintaining a range of disciplines and a balance of sectors and genders, to be representatives of the public who are active in public, financial, social, cultural, educational and scientific affairs, including members of the academic community in Israel, of national and international reputation, provided the number of members of the

Council who are not residents of Israel does not exceed one third of the Council members.

- 1.3.5 The procedure for electing members according to Paragraph 1.3.4.5 shall be as follows:

The Chancellor shall bring the proposal to elect new members to the Council members' attention and shall request suggestions for candidates. The Chairman or a person so authorized by him, or the Appointments Committee in the event that same is established by the Council, shall examine together with the proposed candidates their fitness for office. A list of candidates who expressed agreement to serve in office shall be brought to the attention of the Council members no less than fourteen days before the date of the vote. Prior to the vote members of the Council may state their opinion of any candidate.

Every candidate on the list shall be elected individually in a secret ballot. The requisite number of candidates receiving the highest number of votes shall be elected, provided they received a simple majority of votes from among the participants in the vote.

- 1.3.6 A representative of the Student Union shall attend meetings of the Council as an observer, except where the Council determines that certain deliberations or part thereof are to be held without the participation of the observer.
- 1.3.7 The President's office shall maintain a list of Council members listing every Council member and his address, the date on which his membership begins, the manner in which he joined or was appointed and the date on which his term of office ends.

1.4 Duration of Term of Office of Council Members

1.4.1 A Council member who was elected by the Senate or the academic faculty shall serve in office for three years from the date of his election **and at the end of the term of office may be re-elected for an additional period (or additional periods)**. In the event that such a member leaves on sabbatical or other extended leave or terminates his employment at the University, another member shall be elected to complete his term of office.

1.4.2 A member who was co-opted by the Council shall serve in office for a term of four years from the date of his election. At the end of four years he/she may be re-elected for an additional term. Election procedures are as specified in Paragraph 1.3.5 above.

At the end of the additional term the member may be elected for a further term (or further terms) if he/she has the support of two thirds of the Council members who participated in the secret ballot, provided that at least one third of the Council members participated in the vote.

1.4.3 All appointments to the Council shall terminate on September 30th of the relevant year.

1.5 Cessation of Term of Office

1.5.1 A Council member may resign his term of office in written notice to be delivered to the Chancellor of the University, and in the case of a member as specified in Paragraphs 1.3.4.1 to 1.3.4.3 and 1.3.4.5, to the person who appointed him/her.

In the event that a member was appointed or elected by a factor outside of the Council, the President shall give notice to the

appointing or electing factor, as the case may be, of the need to appoint or elect another member in his/her stead.

- 1.5.2 A Council member who absents himself from four consecutive meetings shall be deemed as wishing to resign his term of office, unless the Chancellor determines otherwise.
- 1.5.3 The Council may decide, further to a proposal from the Chairman of the Council or three Council members, in a secret ballot in which at least two thirds of Council members participate and which was passed by a majority of three quarters of the voters, on the cessation of the term of office of a Council member, effective as of the date determined in the Council's decision.
- 1.5.4 The membership of a Council member shall cease upon his/her death or if he/she is declared bankrupt or legally incompetent or if he/she is convicted of an infamous crime or is disqualified by law from serving as a Council member.

1.6 Dates and Times of Council Meetings

- 1.6.1 The Council shall meet on the dates and at the times determined by the Chairman, provided it meets at least twice a year.
- 1.6.2 A special meeting shall be convened by the Chairman of the Council whenever he deems fit so to do, or further to a written request from at least 10% of the Council members, or from the President or from the Chairman of the Executive Committee addressed to the Chairman of the Council.

1.7 Invitation and Agenda

1.7.1 Notice of the date of a Council meeting shall be sent at least 21 days prior to the actual date of the meeting.

1.7.2 A detailed agenda shall be attached with the invitation.

1.8 Quorum

1.8.1 One third of the members of the Council shall constitute a quorum at Council meetings; however, a meeting convened for the purpose of amending the Statutes or the General Regulations shall begin and be conducted only in the event that at least half of the Council members are present at the meeting and the vote.

1.8.2 Decisions of the Council shall be passed by a simple majority of Council members present at the meeting, unless otherwise determined in these Statutes or Regulations in respect of the subject under discussion and provided a quorum is present at the time of voting.

1.9 Chairman of the Council

The Chancellor of the University shall act as Chairman of the Council. In the event that the Chancellor is unable to attend a meeting of the Council, the Chancellor shall appoint a Chairman for the meeting from among members of the Council. In the event that the Chancellor is unable to appoint a Chairman for the meeting, the Council shall appoint a Chairman for the meeting from among members of the Council present at the meeting.

1.10 Chairman's Casting Vote

In the event of a tied vote among participating members of the Council, the Chairman shall have the casting vote.

1.11 Persons Invited to Council Meetings

The Chairman may, where necessary, invite persons who are not Council members to attend Council meetings. Anyone so invited to attend a meeting may participate in deliberations but shall not have the right to vote.

1.12 Minutes

The deliberations of Council meetings shall be recorded in minutes, to be signed by the Chairman of the meeting.

2. The Executive Committee

2.1 Election and Term of Office

2.1.1 The Council, further to the recommendation of the Chancellor, the Chairman of the Executive Committee and the President shall elect from among its members an Executive Committee, whose members shall number no less than ten (10) and no more than fourteen (14), including the President and the Executive Vice President for Academic Affairs. The ratio of Israeli residents serving on the Executive Committee must be no less than 85%.

Some of the members of the Executive Committee, at the Council's discretion, shall be members of the Council who are full professors. Two members of the Executive Committee, in addition to the

President and the Executive Vice President for Academic Affairs, shall be a senior faculty member of the University with the rank of full professor, who is not a member of the Faculty Workers Committee and does not serve in an academic-administrative position, as specified in Paragraph 6.3.3 below.

The remaining members shall be representatives of the public who are active in one or more of the following fields: culture, society, science, finance, technology, law, communications, industry and so forth, provided that at least one of them shall be a full professor from another university.

The Council shall elect the Chairman of the Executive Committee by means of a Search Committee, as specified in Paragraph 5.3.1 below.

The Director General shall hold permanent observer status at meetings of the Executive Council.

The Chairman of the Executive Committee shall, at his discretion, invite the Chairman of the Student Union to attend meetings.

2.1.2 Duration of Office of a Member of the Executive Committee

The duration of office of an Executive Committee member shall be for three years (hereinafter: "**term of office**"); however, on expiration of such term the Council may re-elect the member for an additional term. Election procedures shall be as stated in Paragraph 1.3.5 above.

On termination of the additional term the member may be re-elected for up to two further terms of office, provided he/has the support of two thirds of Council members who participate in a secret ballot and provided that at least half of Council members participate in the vote.

- 2.1.3 An Executive Committee member may resign his/her term of office by means of notification in writing, to be delivered to the Chancellor and the Chairman of the Executive Committee.

An Executive Committee member who absents himself from three consecutive meetings shall be deemed as wishing to resign his term of office, unless otherwise determined by the Chairman of the Executive Committee.

The Council may decide, further to a proposal from the Chairman of the Council or three members thereof, in a secret ballot in which at least half of the Council members participate and which is passed by a two thirds majority of voters, on the cessation of the term of office of the Chairman of the Executive Committee or a member thereof, effective as of the date determined in the Council's decision.

- 2.1.4 The membership of an Executive Committee member shall expire on his/her death or if he/she is declared bankrupt or legally incompetent or if he/she is convicted of an infamous crime or if he/she is disqualified by law from serving as a Council member.

- 2.1.5 In the event that a position on the Executive Committee falls vacant before completion of the member's term of office, whether as a result of that member's resignation or for any other reason, the Council shall elect another member in his stead. The Executive

Committee may continue to fulfill its functions with its incomplete composition as long as the vacancy remains unfilled by the Council.

2.2 Modus Operandi

- 2.2.1 The Executive Committee shall determine its *modus operandi* unless otherwise determined in these Regulations, including the determination of observers and guests, as well as the frequency of its meetings, provided such meetings are convened no less than six (6) times a year.
- 2.2.2 The Executive Committee shall convene further to a decision of the Chairman, at the request of the President or further to a written request from two members thereof.
- 2.2.3 The agenda of the Executive Committee shall be determined by the Chairman, but Committee members may request that the Chairman include any additional matters in the agenda.
- 2.2.4 The legal quorum at Executive Committee meetings shall be no less than 60% of the total number of members provided they include the Chairman or his/her substitute and the President or Executive Vice President for Academic Affairs. The President and Executive Vice President for Academic Affairs shall be precluded from participating in decision-making regarding the election of a President, including the appointment of a Search Committee.
- 2.2.5 Decisions of the Executive Committee shall be passed by a simple majority of members participating in the vote, provided a quorum is present at the time of voting. In the event of a tied vote the Chairman shall have the casting vote.

2.2.6 At meetings of the Executive Committee wherein the pay or working conditions of University employees are addressed, University employees to whom such conditions as aforesaid apply may not attend or vote.

2.3 Powers

The powers accorded to the Executive Committee are as follows:

2.3.1 Determination of policies and strategies and deliberation of programs for the advancement of the Open University, as brought before it by the President or any member of the Executive Committee.

2.3.2 Supervision of the proper administration of the University and its assets.

2.3.3 The election of the President and transfer of his/her term of office (as stipulated below), subject to approval by the Council.

2.3.4 Supervision of the *modus operandi* of the President and fulfillment of his/her functions.

2.3.5 Recommendation to the Council on amendments to the University Regulations/Statutes, as specified in Paragraphs 13-14 of the Statutes.

2.3.6 Approval of the University's budgets.

2.3.7 Approval of financial reports.

- 2.3.8 Approval of the establishment of academic units and alterations therein.
- 2.3.9 Approval of development programs of the University as brought before the Committee by the President.
- 2.3.10 Approval of rules for the appointment of senior Office Holders of the University (with the exception of those expressly determined in the Statutes and Regulations) and determination of their working conditions and pay.
- 2.3.11 Determination of authorized signatories of the University and their powers and approval of opening bank accounts in the University's name.
- 2.3.12 The appointment of a Comptroller and Internal Auditor for the University, and approval of the appointment of the Executive Vice President for Academic Affairs, Vice Presidents, the Director General and the Legal Advisor therefor.
- 2.3.13 Receipt of regular reports on the activities and programs of the University.
- 2.3.14 Prior examination of matters requiring resolution by the Council, in order to prepare same for deliberation as aforesaid.
- 2.3.15 Deliberation and resolution of any matter referred to the Executive Committee by the Council, whether in general terms or regarding specific cases.
- 2.3.16 Follow-up of implementation of Council resolutions.

- 2.3.17 The appointment of an Audit Committee, a Finance Committee, and an Investments Committee, and the appointment of permanent and ad hoc subcommittees from among Committee members or otherwise, as well as determination of their functions and the appointment of their Heads.
- 2.3.18 The receipt of reports, whether on a regular basis or by request, from the Internal Auditor, the Chairman of the Finance Committee and the Chairman of the Audit Committee.
- 2.3.19 The execution of any additional function assigned to the Executive Committee further to a Council resolution.
- 2.3.20 Decisions on matters within the Council's authority which may not be postponed during periods between Council meetings. Such decisions shall be delivered in writing to the Council members and shall be valid for a period of 90 days. In the event that the Council does not meet within such period, the Council shall conduct a written voting procedure in order to approve or dismiss the decision of the Executive Committee.

3. The Senate

3.1 Functions and Powers of the Senate

3.1.1 General

The Senate is the supreme academic body of the University. The Senate is responsible for the determination of academic standards and shall strive to maintain the standard of the University's

academic activity, especially that of the academic faculty and academic study programs, and shall outline academic development programs.

3.1.2 The powers of the Senate are as follows:

3.1.2.1 The Senate shall determine academic policy in matters of research, development and teaching.

3.1.2.2 The Senate shall determine and from time to time update the academic study programs of the University and plans for program development.

3.1.2.3 The Senate shall recommend the development, renewal and/or cancellation of academic courses in accordance with the procedure determined to that end.

3.1.2.4 The Senate shall deliberate and decide on all matters pertaining to the establishment of new academic units.

3.1.2.5 The Senate shall determine various academic regulations.

3.1.2.6 The President shall approve on behalf of the Senate the list of recipients of academic degrees from the University.

3.1.2.7 The Senate shall uphold professional and ethical norms among the academic faculty.

3.1.2.8 The Senate may make a recommendation to the Executive Committee that there be a code of ethics and rules of conduct for the academic faculty.

- 3.1.2.9 In order to discharge the aforementioned functions, the Senate may appoint sub-committees from among its members, and with additional members, provided the Chairperson of such a sub-committee shall be a member of the Senate.
- 3.1.2.10 The Senate shall elect from among its members the Head of the Disciplinary Court of Appeal for students.
- 3.1.2.11 The Senate shall elect from among its members, in a secret ballot, representatives to serve on the Council of the University.
- 3.1.2.12 As part of its powers, the Senate shall deliberate any matter brought before it by the University Council, the Executive Committee, the President or the Faculty Council.
- 3.1.2.13 The Senate shall make recommendations to the University Council or the Executive Committee on any matter pertaining to the University.
- 3.1.2.14 The Senate shall deliver to the Executive Committee its opinion regarding any proposed amendment to the Statutes and the General Regulations, prior to such amendment being presented to the Executive Committee for deliberation, and regarding academic affairs, the Senate shall approve the proposed amendment prior to its being presented to the Executive Committee for deliberation. Failure on the part of the Senate to deliver its opinion to the Executive Committee prior to deliberation of the proposed amendment shall be deemed an objection to such proposed amendment.

3.1.2.15 Any decisions of the Senate which have budgetary implications or which could have such implications on the budget in the future, or which were not taken into account in the approved budget or the approved work program, must be approved by the Executive Committee.

3.2 Composition of the Senate

- 3.2.1 The Chairman of the Senate shall be the President of the University, in whose absence the Executive Vice President for Academic Affairs shall serve as Acting Chairman.
- 3.2.2 The Executive Vice President for Academic Affairs.
- 3.2.3 The Deans, who shall be members of the senior academic faculty.
- 3.2.4 Heads of the academic departments.
- 3.2.5 **The Chairman of Senate sub-committees – disciplinary sub-committees, the committees for the approval of study programs and the committee for the recognition of prior studies.**
- 3.2.6 All members of the academic faculty of the University with the rank of Full Professor and Associate Professor holding full time positions.
- 3.2.7 **Seven (7) representatives from among the senior academic faculty** with the rank of senior lecturer holding full time positions and having served in their position at least three years at the Open University.

- 3.2.8 One representative of the faculty with the rank of lecturer holding a full time position and having served three years in that position at the Open University.
- 3.2.9 Three representatives of the course coordinators holding PhD degrees and full time positions at the Open University.
- 3.2.10 One representative of the course coordinators with rank 4.
- 3.2.11 One representative from among the tutors, teaching fellow holding a PhD degree **serving, during the previous two years, in at least a two-thirds position (yearly average), and active at the Open University during the period of the appointment**
- 3.2.12 Professors from different disciplines at other universities, as determined by the President, provided they number no more than seven and subject to the stipulations of Paragraph 3.3.3.
- 3.2.13 The Chairman of the Student Union shall attend as an observer, except where the Senate determines that certain deliberations or part thereof are to be held without the participation of the observer.

3.3 Number and Appointment of Senate Members

- 3.3.1 The number of members of the Senate shall not exceed 71.
- 3.3.2 In the event that the number of Senate members appointed under Paragraph 3.2 should deviate from the aforesated in Paragraph 3.3.1, then the number of academic faculty representatives appointed under Paragraph 3.2.7 shall be reduced **until the**

maximum number of Senate members as stipulated in Paragraph 3.3.1 is achieved.

3.3.3 Appointment of members of the Senate:

Members appointed under Paragraphs 3.2.9-3.2.11, and 3.3.2 shall be elected in a secret ballot by their colleagues in the same faculty group.

The system of electing representatives from among the course coordinators as specified in Paragraph 3.2.9 shall ensure the presence of one representative per every principal academic discipline (Humanities, Social Sciences, Natural Sciences and Mathematics).

The manner of selection of appointed members in Paragraphs 3.2.7, 3.2.8 and 3.3.2 shall be determined by the Senate according to procedure, provided they are elected in a secret ballot.

Members appointed under Paragraph 3.2.12 shall be elected in a secret ballot by members of the Senate solely from among candidates proposed by the President of the University.

3.4 Term of Office and Termination of Office of Members of the Senate

3.4.1 A member of the Senate who is appointed by virtue of his position shall serve as long as he is an Office Holder.

3.4.2 Senate members appointed under Paragraphs 3.2.7-3.2.11 shall serve on the Senate for three (3) years, **and at the end of their term**

of office they may be re-elected for an additional period (or additional periods). Senate members appointed under Paragraph 3.2.12 shall serve on the Senate for three (3) years, and at the end of their term of office may be re-elected for no more than one additional period.

3.4.3 A member of the Senate who was appointed to his position shall be deemed as resigning in the event that he absents himself from three consecutive meetings, unless otherwise decided by the President.

3.4.4 A member of the Senate who was elected may resign from his position before the end of his term of office by written notice to the President, and another member will be appointed in his stead, as stated in Paragraph 3.3.3.

3.5 Modus Operandi of the Senate

3.5.1 The Senate shall convene meetings no less than four times a year.

3.5.2 The Chairman shall convene the Senate for a special extraordinary meeting on his own motion or further to a written request from five members of the Senate.

3.5.3 One third of the members of the Senate shall constitute a quorum for meetings thereof. Resolutions may be passed only in the presence of a quorum.

3.5.4 Resolutions of the Senate shall be passed by a simple majority of members present at the meeting. In the event of a tied vote, the Chairman shall have the casting vote.

- 3.5.5 The agenda of Senate meetings shall be delivered to the Director General of the University and he/she may request that the President invite him/her to deliberations on matters related to his/her areas of responsibility.
- 3.5.6 Senior academic faculty members shall be invited to all Senate meetings with the status of observers.

4. The Office Holders

4.1 The Chancellor

- 4.1.1 The Chancellor of the University shall be elected by the Council by a two thirds majority of members.
- 4.1.2 The term of office of the Chancellor shall be four years and it may be renewed.
- 4.1.3 The Chancellor shall act as Chairman of the Council.
- 4.1.4 The Chancellor may resign his position prior the end of his term of office in a written notice to the Chairman of the Executive Committee, to be delivered at least three months in advance.

The Council may decide by a two thirds majority of its members to terminate the Chancellor's term of office.

- 4.1.5 A Chancellor who resigns from his position shall continue to serve as a lifetime member of the Council.

4.2 Deputy Chancellor and Vice Chancellor

- 4.2.1 The Council may elect a Deputy Chancellor and a Vice Chancellor.
- 4.2.2 The term of office of the Deputy Chancellor and the Vice Chancellor shall be for four years and may be renewed.
- 4.2.3 The Deputy Chancellor and Vice Chancellor may resign their positions by giving notice to the Chancellor.
- 4.2.4 The first Deputy Chancellor shall hold office for his lifetime or until he gives notice of his resignation.
- 4.2.5 A Deputy Chancellor and Vice Chancellor who resign from their positions shall continue to serve as lifetime members of the Council.

4.3 The Chairman of the Executive Committee

- 4.3.1 The Chairman of the Executive Committee shall be elected by the Council. A Search Committee shall be appointed by the Council for the purpose of electing the Chairman of the Executive Committee. The Search Committee shall comprise nine (9) members, as follows:
 - 1) Six (6) public figures, including members of the academic community who are not faculty members of The Open University, to be recommended by the Council, including the Chancellor, who shall act as Chairman of the Search Committee.

- 2) Three (3) representatives of the Senate, to be recommended by the Senate, at least two (2) of whom shall be members of the senior academic faculty with the rank of full professor.

The following shall not be members of the Search Committee: the outgoing Chairman of the Executive Committee, Office Holders in administrative or academic-administrative positions (e.g. the President, the Executive Vice President for Academic Affairs, Deans and academic department heads), and members of the university's Workers' Committees.

A member of the Search Committee shall not be a candidate for the office of Chairman of the Executive Committee.

The Search Committee shall make a recommendation to the Council on a candidate for the office of Chairman of the Executive Committee. In the event that the Council should fail to approve the candidate, the Search Committee shall recommend an alternative candidate.

- 4.3.2 The term of office of the Chairman of the Executive Committee and the termination thereof shall be pursuant to the provisions of Paragraphs 2.1.2-2.1.4 of these General Regulations.
- 4.3.3 The Chairman of the Executive Committee shall be a Member of the Council.
- 4.3.4 A Chairman of the Executive Committee who retires from his position shall continue to serve as a Member of the Council."

4.4 The President

4.4.1 Appointment of the President

The President shall be elected by the Executive Committee and the appointment shall be approved by the Council.

In order to elect the President, or extend the term of office thereof, a Search Committee shall be established, to be appointed by the Executive Committee. The Search Committee shall comprise nine (9) members, as follows:

- i. Six members of the public, including members of the academic community who are not faculty members of the Open University, to be recommended by the Executive Committee, including the Chairman of the Executive Committee, who shall act as Chairman of the Search Committee.
- ii. Three representatives of the Senate to be recommended by the Senate and at least two of whom shall be members of the senior academic faculty with the rank of Full Professor.

The outgoing President or Office Holders in administrative or academic-administrative positions (such as: Executive Vice President for Academic Affairs, Deans and heads of academic departments), and members of the Workers' Committees at the university may not serve on the Search Committee. A member of the Search Committee will not be a candidate for the position of President.

The Search Committee shall make a recommendation to the Executive Committee on a candidate for the position of President. In the event that the Executive Committee fails to approve the

candidate, the Search Committee shall recommend another candidate.

4.4.2 The President shall be appointed for a term of five years. The appointment may be extended for up to one additional term. The terms of the President's service shall be determined by the Executive Committee and he/she shall be in the full time employment of the University, which shall be his/her sole place of work other than occupation in public academic matters as approved by the Chairman of the Executive Committee.

4.4.3 Termination of the President's term of office

The President may resign from office prior to the expiration of the term of office by a written notice to the Chairman of the Executive Council, to be delivered at least six months in advance.

The Executive Committee is authorized to recommend the termination of the President's term of office to the Council, on the basis of a request signed by one third (1/3) of all Committee members and a majority of two thirds (2/3) after hearing the President.

4.4.4 Powers and functions of the President

4.4.4.1 The President is the head of the University for academic and administrative matters.

4.4.4.2 The President shall conduct all the affairs of the University pursuant to the Statues, Regulations, rules, procedural directives and resolutions of the sanctioned authorities of the University. The President's powers include the duty to determine, *inter alia*, rules and procedural directives, act within the framework of the

approved University budget, and determine payments, establish directives regarding scholarships, grants and prizes for various purposes and engage in any act he/she deems necessary and expedient for the proper management of the University and the protection of its interests.

- 4.4.4.3 The President is responsible for the implementation of resolutions of the Council and the Executive Committee.
- 4.4.4.4 The President shall act as Chairman of the Senate and the Faculty Council.
- 4.4.4.5 The President shall submit to the Council, at the end of each academic year, an annual report summarizing the University's activities for that year.
- 4.4.4.6 The President shall appoint the Director General and Legal Advisor with the approval of the Executive Committee.
- 4.4.4.7 The President shall appoint a Student Ombudsman.
- 4.4.4.8 Subject to that which is stated in Paragraph 5.3.4.2, the President may delegate his/her powers to an Office Holder of the University in a written document, except for powers determined by the Executive Committee as such that may not be delegated.
- 4.4.4.9 The President may remove from office an Office Holder appointed by him/her, after conducting a hearing.

4.5 The Executive Vice President for Academic Affairs / Vice Presidents / Director General

4.5.1 The Executive Vice President for Academic Affairs shall be appointed by the President from among members of the senior faculty of the University with the rank of Associate or Full Professor, on consultation with the Senate by means of the Advisory Committee to the President, as elected by the Senate and with the approval of the Executive Committee. The Executive Vice President for Academic Affairs shall be appointed for a term of five (5) years. His/her terms of employment shall be determined by the President. The appointment may be extended for up to one additional term.

4.5.2 The Executive Vice President for Academic Affairs shall act as substitute for the President in the absence of the latter.

4.5.3 The President shall appoint a Director General with the approval of the Executive Committee. The Director General shall be appointed for a period of five (5) years. The appointment may be extended for one further period.

The President may appoint additional Vice Presidents with the approval of the Executive Committee.

4.5.4 The Executive Vice President for Academic Affairs, The Vice President or Director General may resign their position prior to the end of their term of office in a written notice to the President and the Chairman of the Executive Committee.

4.5.5 The President shall define the functions of the Executive Vice President for Academic Affairs, the Vice Presidents and the

Director General and may delegate powers to them for the discharge of their functions, with the exception of powers determined by the Executive Committee as such that may not be delegated. The President shall report thereon to the Executive Committee.

4.6 Deans

The President may appoint Deans from among members of the senior faculty of the University with the rank of Associate or Full Professor, after consultation with the Advisory Committee to the President, as elected by the Senate, and with the approval of the Senate.

The Deans shall direct the activities of their areas of responsibility. They shall be responsible to the Executive Vice President for Academic Affairs in affinity to other Office Holders of the University, as the case may be. The Deans will consult with the Executive Vice President for Academic Affairs on an ongoing basis and shall report to the Deputy President and the President on their activities.

The President, with the approval of the Senate, may terminate a Dean's term of office after conducting a hearing.

4.7 Advisor to the President for Promoting Gender Equity

The President shall appoint an Advisor on Gender Equity from among women members of the senior academic faculty and Senate, with the rank of full professor.

The functions of the Advisor shall be: To reflect to management the status of gender balance at the OUI, in order to maintain such balance on the different University committees and among Office Holders; to propose ways of overcoming any obstacles that may constitute obstacles to women in their

academic careers; to serve as an address for members of the OUI academic faculty in matters of gender bias; to encourage research, continuing education courses and conferences on the subject of gender equality. The Advisor shall deliver to the President, the Senate and the Executive Committee an annual report on the status of gender balance in the University, summarizing activities for the promotion of gender equality.

5. Duties of Members in the University Authorities and Office Holders

Members of the University Council, the Executive Committee, the Senate, the Faculty Council and any other office holder as defined in Paragraph 4 above (hereinafter: "**Office Holder**") shall act in good faith and integrity in the fulfillment of their duty, shall act for the advancement and development of the University within the framework of the Statutes and Regulations, take part in decision making processes without bias, and refrain from any act or omission that is in conflict with the interests of the University.

An Office Holder owes a fiduciary duty and duty of care towards the University and shall act in good faith and for the benefit thereof, as provided below:

5.1 Duty of care

- 5.1.1 An Office Holder owes a duty of care towards the University as provided in Sections 35 and 36 of the Civil Wrongs Ordinance [New Version].
- 5.1.2 The provisions of Paragraph 6.1.1 above shall not preclude a duty of care being owed by an Office Holder to another person.

5.2 Precautions and standard of proficiency

An Office Holder shall act with the standard of proficiency with which a reasonable office holder, in the same position and in the same circumstances, would act; this shall include taking reasonable steps, in view of the circumstances of the case, to obtain information regarding the expedience of an act submitted for his/her approval or an act done by him/her by virtue of his/her position, and to obtain all other pertinent information regarding such acts.

5.3 Fiduciary duty

5.3.1 An Office Holder shall owe a fiduciary duty to the University and shall act in good faith and for the benefit thereof, including the following:

5.3.1.1 He/she shall refrain from any act involving a conflict of interest between the fulfillment of his role at the University or any other role or his/her personal affairs.

5.3.1.2 He/she shall refrain from any act involving competition with the affairs and activities of the University.

5.3.1.3 He/she shall refrain from taking advantage of the University's activities, with the aim of obtaining a personal benefit for himself/herself or for the benefit of any other person.

5.3.1.4 He/she shall disclose all information to the University and shall provide it with all documents relating to its interest that reach him/her by virtue of his/her position with the University.

5.3.1.5 The provisions of Paragraph 6.3.1 above shall not preclude a fiduciary duty being owed by an Office Holder to any other person.

5.3.2 For the appointment or election to academic-administrative positions¹ or to University authorities (the Council, Senate, and the Executive Committee), to prevent any fear of conflict of interest the following provisions must be abided by:

5.3.2.1 A member of the Workers Committee of the University may not be appointed or elected to the aforementioned positions for the duration of his service as a Workers Committee member.

This provision shall not apply to members of the Senate. However, in the event that members of the Workers Committees are elected to the Senate, they shall refrain from participating in any deliberation and any vote where there may be risk of conflict of interests between the two positions. The existence of any such risk of conflict of interests shall be determined by the President.

5.3.2.2 A Dean at the University may not be a member of the Council for the duration of his/her term as Dean.

¹ Academic-administrative positions: President, Executive Vice President for Academic Affairs Executive Vice President for Academic Affairs, Deans and academic department heads.

5.3.2.3 The head of an academic department of the OUI may be a member of the Council, with the following provisos:

- 1) A department head shall refrain from participating in a resolution or raising for deliberation any subject which creates a conflict of interest between his administrative position at the University and his status as a representative of the Senate or representative of the senior academic faculty on the Council. The existence of any such fear of conflict of interests shall be determined by the Chancellor, in consultation with the Chairman of the Executive Committee and the President.
- 2) A member of the Council who is a department head may not be appointed as a member of the Executive Committee.

5.3.2.4 A member of the senior faculty of the University, who serves in an academic-administrative position therein, may not be a member of the Executive Committee for the duration of his/her term in such academic-administrative position. This provision shall not apply to the President and the Executive Vice President for Academic Affairs who are members of the Executive Committee by virtue of their positions.

5.3.2.5 A member of the Advisory Committee to the President for purposes of appointments may not be a candidate for such appointments.

5.4 Approval of acts

5.4.1 The Audit Committee and the Executive Committee may approve any of the acts enumerated in Paragraph 6.3.1 above provided that all the following conditions apply:

5.4.1.1 The Office Holder acted in good faith and neither the act nor the approval of the act prejudices the good of the University.

5.4.1.2 The Office Holder disclosed to the University the essence of his/her personal interest in the act, including any substantial fact or document, a reasonable time before the date for discussion of the approval thereof.

5.5 Remedies

5.5.1 The rules applying to breach of contract shall apply, *mutatis mutandis*, to the breach of the fiduciary duty of an Office Holder.

5.5.2 Without derogating from the generality of the provisions of Sub-Paragraph 6.5.1 above, an Office Holder who is in breach of a fiduciary duty towards the University shall be considered as a person in breach of his/her contract with the University.

5.5.3 The Executive Committee may revoke an act done by an Office Holder on behalf of the University towards another person or may claim from such person the compensation owed to the University from the Office Holder, even without canceling the act, if such person knew of the breach of the Office Holder's fiduciary duty, and knew or ought to have known of the lack of approval of the act.

5.5.4 There is a presumption that a person was not required to have known about the lack of approval of an act as necessitated under this paragraph, if such person received confirmation from the Executive Committee that all consents required for such act were received.

5.6 Disclosure of Defects

Where an Office Holder or other officer becomes aware of a matter of the University in which an apparent breach of a law or harm to proper business procedures has been discovered, said Office Holder or other officer shall immediately notify the Chairperson of the Executive Committee, who shall act to convene a meeting of the Executive Committee without delay as provided in the General Regulations.

6. The Comptroller

The Executive Committee shall appoint the University Comptroller and shall determine his salary.

7. The Audit Committee and the Internal Auditor

7.1 The Executive Committee shall appoint an Audit Committee and an Internal Auditor for the University, who shall operate pursuant to the Internal Audit Law, further to the recommendation of the Audit Committee.

7.2 The appointment of the Internal Auditor shall be for a period of no less than three years and no more than seven (7) years.

- 7.3 The Executive Committee may, by a majority of two-thirds of its members, terminate the employment and appointment of the Internal Auditor prior to the end of the period for which he was appointed, further to the Audit Committee's recommendation, after offering the Internal Auditor an opportunity to address the Executive Committee on the matter.
- 7.4 The Internal Auditor's terms of employment shall be determined in a special contract by the Executive Committee and with a recommendation of the Audit Committee.
- 7.5 **The Audit Committee shall approve the annual audit program, as submitted to it by the Internal Auditor, and shall submit it to the Executive Committee. The Executive Committee shall approve the multi-year audit program, as submitted by the Internal Auditor, further to the Audit Committee's recommendation.**
- 7.6 **The Internal Auditor shall submit a written audit report on the activities of the internal audit once a year to the Audit Committee and the President.**
- 7.7 **The Audit Committee shall deliberate on the Internal Auditor's reports. The Audit Committee is to report to the Executive Committee on its activities twice a year. Once a year, the Audit Committee shall submit to the Executive Committee the report of the Audit Committee together with the Internal Auditor's annual summary report.**

8. Honorary Fellowships

- 8.1 **The Open University shall confer Honorary Fellowships on distinguished persons in the two following categories:**

- 8.1.1 "Academic candidates" – individuals who have excelled in academic or intellectual fields, including in endeavors related to the teaching method and concept of the Open University.
- 8.1.2 "Public figures" – individuals who have devoted their life's work to the benefit of humanity, the Jewish people or the State of Israel, or those who have made a significant contribution to the advancement and development of The Open University.

8.2 Number of Honorary Fellowships

The number of Honorary Fellowships conferred shall not exceed seven per year, with a balance between the two categories as aforementioned in Paragraph 9.1 above.

8.3 Submission of Proposals and Decision-Making Procedures

- 8.3.1 Proposals and recommendations for Honorary Fellowships may be submitted by the Association of Friends of the Open University in Israel and abroad, by members of the Council of the Open University and by former Honorary Fellowship recipients.
- 8.3.2 **The Committee for the Conferment of Honorary Fellowships shall be composed of the Chancellor of the University, who shall serve as Chairman of the Committee, the Chairman of the Executive Committee, the President of the Open University, the Executive Vice President for Academic Affairs, and two (2) members of the University Council, to be elected by the Executive Committee (hereinafter: "the Committee"). The appointment of Council members to the Committee shall be for a period of three (3) years, at the end of which they may be re-elected for one additional period only.**

8.3.3 The Committee shall determine its *modus operandi*.

8.3.4 Decisions of the Committee

8.3.4.1 The Committee's decision shall be presented in writing to the members of the Council. If within four weeks no request from a Council member to reconsider the Committee's decision is forthcoming, such decision will take effect. In the event of a request to reconsider any specific candidacy, the matter shall be discussed by the Council in the presence of the members of the Committee. In such case, the Council's decision shall be final.

8.3.4.2 A Council member who requests that a candidacy be reconsidered must give reasons for his reservations at the aforementioned Council meeting.

8.4 Honorary Fellowship Conferment Ceremony

8.4.1 The Honorary Fellowships conferment ceremony is to be held in Israel. In special cases, where the recipient is unable to attend the ceremony in Israel, the Honorary Fellowship may be conferred upon him elsewhere.

8.4.2 Recipients shall be awarded a scroll inscribed in Hebrew and English (or other language where applicable). The text is to be brief and shall be read aloud at the award ceremony.