

## **RULES OF PROCEDURE**

**ESE Council**

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## Contents

### Rules of Procedure of the ESE Council

<b>CHAPTER 1</b>	<b>- GENERAL .....</b>	<b>1</b>
<b>Article 1</b>	<i>- Definitions .....</i>	<i>1</i>
<b>Article 2</b>	<i>- Chair and Deputy Chair of the School's Council .....</i>	<i>1</i>
<b>CHAPTER 2</b>	<b>- PREPARATIONS FOR MEETINGS.....</b>	<b>2</b>
<b>Article 3</b>	<i>- Meetings .....</i>	<i>2</i>
<b>Article 4</b>	<i>- Convocation of meetings .....</i>	<i>2</i>
<b>Article 5</b>	<i>- Notices convening meetings .....</i>	<i>2</i>
<b>CHAPTER 3</b>	<b>- RULES FOR MEETINGS.....</b>	<b>3</b>
<b>Article 6</b>	<i>- Access to meetings.....</i>	<i>3</i>
<b>Article 7</b>	<i>- Quorum.....</i>	<i>3</i>
<b>Article 8</b>	<i>- Closed meetings and confidential documents.....</i>	<i>3</i>
<b>Article 9</b>	<i>- Order at the meetings .....</i>	<i>4</i>
<b>CHAPTER 4</b>	<b>- DELIBERATIONS AND DECISIONS .....</b>	<b>5</b>
<b>Article 10</b>	<i>- The manner of deliberation .....</i>	<i>5</i>
<b>Article 11</b>	<i>- Preparations for decisions .....</i>	<i>5</i>
<b>Article 12</b>	<i>- The vote .....</i>	<i>5</i>
<b>CHAPTER 5</b>	<b>- MINUTES .....</b>	<b>6</b>
<b>Article 13</b>	<i>- Minutes .....</i>	<i>6</i>
<b>CHAPTER 6</b>	<b>- INFORMATION GATHERING.....</b>	<b>6</b>
<b>Article 14</b>	<i>- Information gathering .....</i>	<i>6</i>
<b>CHAPTER 7</b>	<b>- FINAL PROVISIONS.....</b>	<b>6</b>
<b>Article 15</b>	<i>- Amendments and addendums .....</i>	<i>6</i>
<b>Article 16</b>	<i>- Entry into force.....</i>	<i>7</i>

**RULES OF PROCEDURE OF THE SCHOOL'S COUNCIL**  
**Erasmus School of Economics**

**CHAPTER 1**           -           **GENERAL**

**Article 1**           -           *Definitions*

1. The following definitions apply in these Rules and the provisions based thereon:
  - a. The Act: the Dutch Higher Education and Research Act (*Wet op het Hoger Onderwijs en Wetenschappelijk Onderzoek*), Decision by the Minister of Justice dated 10 January 2000, *Stb.* 2000/11 on the placement in the Netherlands Bulletin of Acts and Decrees of the text of the Higher Education and Research Act, subsequently amended;
  - b. The University: the Erasmus University Rotterdam (abbreviated to 'EUR');
  - c. The School: the Erasmus School of Economics of the EUR (abbreviated to 'ESE')
  - d. The Executive Board: the University's Executive Board, as defined in Section 9.2 of the Act.
  - e. The School Regulations: the Regulations of the ESE, as defined in Section 9.14(3) of the Dutch Higher Education and Research Act.
  - f. The School's Council and the Council: the employee and student participation body as defined in Chapter 4 of the ESE's School Regulations.
  - g. The Council Chair: the person charged with convening, chairing and closing the meetings of the School's Council and with maintaining order at the meetings.
  - h. The Secretary: the official appointed by the Dean to support the School's Council.
  - i. The Agenda Committee: the committee that adopts the agenda for the meetings of the School's Council, consisting of the Council Chair, a representative from among the staff body, a representative from among the student body, and the Secretary.
  - j. The body: the student body and the staff body, as defined in the Act.
  - k. The Member: any person who is a member of the School's Council.
  - l. Term of Office: term equalling the duration of the Council Member's mandate, for which purpose the shortest duration is decisive.
2. The terms used in these Rules that are also used in the Act or in the School Regulations are defined in accordance with the definitions assigned to them in the Act or the School Regulations, as applicable.
3. Insofar applicable, all references in these Rules to 'he' (him, his, etc.) are also understood to refer to 'she' (her, etc.).

**Article 2**           -           *Chair and Deputy Chair of the School's Council*

1. If the Chair is chosen from amount the Council itself, the School's Council will also choose one Deputy Chair from among its number. The Chair and the Deputy Chair may not be part of the same body.
2. If the Chair is not chosen from among the Council itself, two Deputy Chairs will be chosen. In that situation, one of them is selected from among the staff body and one from the student body. When the Depute Chairs are chosen, the order in which they replace the Chair will be determined.
3. The Council Chair and the Deputy Council Chair or Chairs are chosen for the Council's entire Term of Office, unless the Council explicitly adopts a different term.
4. In the Council Chair's absence, the Council is chaired by a Deputy Chair.
5. If both the Council Chair and the Deputy Council Chair are unable to attend the meeting, or if the School's Council has not yet chosen a Council Chair, the School's Council will choose a temporary Council Chair from among its number to chair the meetings.
6. The Council Chair's duties include the following:

- a. Convening and leading the meetings of the Agenda Committee, the internal meetings and the consultation meetings;
  - b. Adopting the agenda;
  - c. Where necessary, conducting technical discussions with the Dean of the School;
  - d. Monitoring compliance with the Rules of Procedure;
  - e. Providing, with the Secretary, the internal coordination and external communications concerning the School's Council.
7. If the decision is made to choose a Chair who is not a Member of the Council, the Deputy Council Chairs will represent the School's Council out of court. If the Chair is a Member of the Council, he will represent the School's Council at law and otherwise.

## **CHAPTER 2 - PREPARATIONS FOR MEETINGS**

### **Article 3 - Meetings**

1. The School's Council can meet in three forms:
  - a. as the Council by itself, without the Dean of the School being present;
  - b. as a consultation body, with the Dean of the School;
  - c. as a body in which the School's staff exercises the employee participation powers as defined in Section 9.50 of the Act.
2. The Council meetings as described in items 1(a) and (b) of this Article are led by the Council Chair or, if he is absent, by the Deputy Council Chair. The Council meetings as described in item 1(c) of this Article are led by a chair chosen by the staff body for this purpose.
3. At the first meeting of the School's Council, the School's Council will adopt a provisional meeting schedule for the academic year, with input from the Dean.

### **Article 4 - Convocation of meetings**

1. The Council Chair prepares the agenda for the Council's meetings and makes suggestions to the Agenda Committee about what topics should be discussed at closed meetings.
2. Until two weeks before the day of the meeting, any Council Member may ask the Council Chair to place a particular topic on the agenda. Any accompanying documents should be submitted together with the request. In urgent cases, the Council Chair may grant waive this period of notice.
3. The Agenda Committee, which the Council forms at the start of its Term of Office, decides on matters concerning the composition of the agenda.

### **Article 5 - Notices convening meetings**

1. The Council Members will be convened in writing (either using electronic means or otherwise) by or on behalf of the Council Chair no less than seven days before the day of the meeting. The period of notice for convening meetings may only be waived in situations as described in item 2 of this Article.
2. The Council Chair may convene the Council Members to a meeting at shorter notice to discuss urgent matters. However, the notice period for convening such meetings may not be less than twenty-four hours.
3. The notice convening the meeting must be accompanied by the proposed agenda and the accompanying documents. This includes, at the minimum:
  - a. the minutes of the previous meeting and a list of decisions made at that meeting;
  - b. a list of documents received;
  - c. the documents about which the Council is to deliberate and/or about which the Council must make a decision.

4. Documents that are very large or otherwise difficult to copy may be made available for perusal or else a short summary or explanation of the document in question may be sent. The Agenda Committee may also determine that other documents will not be sent to the Members but instead will be made available for perusal at the secretariat of the Administration Office of the ESE.
5. Except in cases as described in item 2 of this Article, any Council Member who cannot attend a meeting must give at least 48 hours written notice of his absence to the Council Secretary.

### **CHAPTER 3 - RULES FOR MEETINGS**

#### **Article 6 - *Access to meetings***

1. The Dean has access to the Council's meetings as described in Article 3(1)(b) and (c) and has the right to speak at those meetings. The Council may decide that discussions about certain topics or certain meetings will be held without the Dean's presence.
2. The Dean may be accompanied to Council meetings by the members of the Management Team and by staff and advisers.
3. The chairs of committees, if they are not Members of the Council, will be invited to participate in an advisory capacity in deliberations about those agenda items on which his committee issued advice.
4. Any experts that the Council invites to participate in the deliberations have an advisory capacity.
5. Any person with the right to participate in the deliberations by virtue of his official capacity may be given the right to speak by the Council.
6. Based on a motion from the Council Chair and/or the Dean or any of the Members, the Council may also grant other persons the right to speak.

#### **Article 7 - *Quorum***

1. The Council Chair does not open the meeting until he has determined that at least the majority of the number of Members is present, and at least one Member from each body is present. If a decision has to be made by one of the two bodies, the quorum only applies to that body.
2. Once the meeting has been opened, the Council may deliberate and make decisions as long as the required number of Members are present.
3. If the required number of Members is not present within fifteen minutes after the time at which the meeting was scheduled to commence, the Council Chair will determine that the meeting cannot take place.
4. If a meeting cannot take place pursuant to the provisions set out in item 3 of this Article, the Council Chair will schedule a new meeting as soon as possible, with due observance of the provisions of these Rules.
5. If the required majority of the number of Members are again not present at a second scheduled meeting as described in item 4 of this Article, that meeting may only deliberate and make decisions about the issues listed in the agenda.

#### **Article 8 - *Closed meetings and confidential documents***

1. The Members of the School's Council are obliged to observe the confidentiality of all matters that they learn in their official capacity and in connection with which the Dean, the person presenting the topic or the Council Chair has imposed a duty of confidentiality or of whose confidential nature they should be aware in connection with the duty of confidentiality imposed. Wherever possible, the intention to impose a duty of confidentiality will be announced before the discussion of the topic in question.

2. The School's Council may decide that some or all of its meetings are not public, if disproportionate damage could be caused to the interests of the School, the person or persons involved in the topic or third parties if the meeting or relevant part of the meeting were to be public. The Council's deliberations will in any event be conducted in closed meetings:
  - a. if personal issues so demand;
  - b. if the deliberations concern confidential documents.
3. If the Council decides that some or all of a meeting is not public, the Council will decide who may be present at the closed meeting. Persons that attend a closed meeting in this manner confirm by their presence they will observe the duty of confidentiality.
4. If an exceptionally personal interest of one of the Council's Members is at stake at a particular meeting or part thereof, the Council may decide that the Member in question may not participate in that meeting or the relevant part thereof. The Council will then also decide that the discussion of the matter in question will be held in a closed meeting.
5. Confidential documents as meant in item 2(b) are documents that the Council Chair or the party submitting the documents has qualified as such or of whose confidential nature the Members should be aware in connection with the duty of confidentiality imposed. The person imposing the duty of confidentiality must also announce what information supplied in writing or in person falls under that confidentiality and the duration of that confidentiality, as well as whether any persons exist in respect of whom the confidentiality need not be observed.
6. The Council may refuse to discuss a document confidentially. In that situation, the Council Chair or the submitting party may either declare the qualification to have lapsed or withdraw the document.
7. At the end of a closed meeting or closed part of a meeting, the Council will determine whether it will impose a duty of confidentiality on its Members and on any of the other persons present, and if so with respect to what issues and documents.
8. The duty of confidentiality does not lapse when a Member ceases to hold a seat on the Council, nor if the Member's ties with the ESE cease to exist.

**Article 9** - *Order at the meetings*

1. After the meeting has been opened, the Council adopts the agenda.
2. In situations that the Council acknowledges to be urgent, the Council may, based on a motion from the Council Chair or Dean or at the request of one of the Members, decide to discuss agenda items that are not listed in the notice convening the meeting.
3. The Council only deliberates and makes decisions about matters on the agenda.
4. As a rule, the topics are discussed in the sequence in which they are listed on the agenda. The Council Chair raises the separate agenda items. After the agenda has been completed or if the quorum requirement described in Article 7 is no longer met, the Council Chair declares the meeting of the School's Council to be closed.
5. Insofar the Council concurs, the Council Chair may impose a limit on speaking times. That limit will be imposed at the start of the discussion of the agenda item in question.
6. When each agenda item is discussed, the Council Chair allows the Members to speak in the order in which they request permission to speak.
7. Members may put forward procedural motions during a meeting. A procedural motion may concern the suspension, discussion in modified form or discussion in a closed meeting and/or adjournment of an agenda item. The motion may also concern the imposition of a maximum time for each Member to speak. Procedural motions are discussed immediately.
8. The Council Chair may adjourn the meeting if he deems such to be advisable for the progress of the meeting. The Council Chair will also adjourn the meeting if the majority of the Council Members present so request. The Council will then determine for how long the meeting will be adjourned. During an adjournment of the deliberations for purposes of consultation between the Members, members of the public are not allowed access to the room.

9. The Council Chair may give Council Members and other persons instructions in order to maintain order at the meeting. If a Council Member or another person fails to comply with the Council Chair's instructions, the Council Chair may deny him the right to speak, for the remaining duration of the meeting at most. Any speaker who has been denied the right to speak may immediately subject the Council Chair's decision to the Council's judgment by a procedural motion. The Council must decide on that motion without deliberating.
10. A Council Member whose conduct regularly disrupts the progress of the meeting and impedes the School's Council in the performance of its duties may be suspended by the Council at a motion from the Council Chair. Such a decision requires a qualified majority of 3/4 of the votes of the Council Members present at the meeting at that moment. The Council will determine for how long the Member will be suspended.

#### **CHAPTER 4 - DELIBERATIONS AND DECISIONS**

##### **Article 10 - *The manner of deliberation***

1. When the discussion of an agenda item starts, the Council Chair will put forward a motion about the manner in which it is to be discussed.
2. If the Council Chair believes that an agenda item has been explained sufficiently, he will move that the Council concludes its deliberations about that item. In such situations, the Council will then move forward with the vote.

##### **Article 11 - *Preparations for decisions***

1. The Council Chair will phrase the decision to be made before it is considered whether the decision will be made by acclamation or whether a vote must be held.
2. If a motion consists of multiple parts, and if the Council Chair or the Dean or a Member of the Council so requests, the separate parts will first be decided on before a decision is made about the motion as a whole.
3. Decisions about amendments are made before the decision on the motion or part of the motion to which they pertain, starting with the amendments differ most from the original motion.
4. If a choice has to be made between more than two possibilities and none of those possibilities initially achieves a simple majority of the votes, the motion with the fewest votes will be abandoned during a next vote.
5. If the votes are cast in writing, each Member is provided with an anonymous ballot. A ballot should only state *in favour*, *against* or *blank*, without any additions. Ballots that have not been filled out are treated as blank votes. Ballots are sealed and not signed. Once the ballots have been collected, they are first counted by the Secretary. If the number of ballots collected does not correspond to the number of Members participating in the vote, the ballots will be destroyed and the Members will be asked to vote again in writing and in secret. Only the Council is entitled to judge the validity of the vote. Once the outcome of the vote has been determined, the ballots are destroyed.

##### **Article 12 - *The vote***

1. The Council decides by acclamation if no Member calls for a vote.
2. Before a vote is taken, a Member may present a short motivation.
3. Votes are cast orally by a show of hands. Votes about persons and about other matters, if the Council so decides, are cast in writing.

4. During a vote each Council Member declares himself to be in favour or against a motion, casts a blank vote or abstains from voting.
5. Decisions are passed by a simple majority of the votes cast. Abstentions and invalid or blank votes are deemed not to have been cast.
6. If the votes are tied, the motion will be subjected to another vote, possibly following further deliberations in the meantime. If the votes are tied again or the required majority is not achieved the motion is deemed to have been rejected.
7. After a decision has been made, the Chair phrases the decision.
8. Each Council Member may require that it be noted in the minutes that he wishes to be considered to have voted against a particular decision that has been made, though without an explanation of his reasons.
9. All Members of the School's Council may grant a proxy. Proxies are given for individual meetings of the School's Council. Members of the School's Council may only accept a single proxy per meeting of the School's Council. Proxy holders must act in the spirit of the person who granted the proxy.
10. Proxies granted must be notified in writing to the Council Chair at least 48 hours before the meeting commences.

**CHAPTER 5 - MINUTES**

**Article 13 - Minutes**

1. Minutes are drawn up of each meeting of the Council, at the responsibility of the Council Chair and the Secretary.
2. At the minimum, the minutes state the names of the Members of the School's Council and the Management Team present, a short summary of the deliberations, and a literal reproduction of each decision made by the Council during the meeting.
3. Minutes are approved by the Council at the following meeting.
4. Minutes of a closed part of a meeting are supplied confidentially to the Council Chair, the Members of the Council and the Dean (only if he was present at the meeting or the relevant part thereof). Deliberations about and the approval of such minutes (or the relevant part of the minutes) are conducted at a closed meeting.
5. Once approved by the Council, the minutes are signed by the Council Chair and the Secretary.

**CHAPTER 6 - INFORMATION GATHERING**

**Article 14 - Information gathering**

1. A proper supply of information to and from the School's Council is an essential condition for the Council to carry out its mission.
2. If the School's Council (or any of its Members) has questions about matters that concern the School, he should address those questions to the members of the Management Team, the department heads and/or the chairs of the committees. Individual staff members may not be approached to answer such questions.
3. If the School's Council (or any of its Members) has questions about the personal opinions of staff members, he should address those questions to the individual staff members.

**CHAPTER 7 - FINAL PROVISIONS**

**Article 15 - Amendments and addendums**

1. Any situations for which these Rules do not provide or on the application or interpretation of which a difference of opinion arises will be decided by the Council.
2. Amendments may only be made to these Rules if at least two thirds of the Members of the Council vote in favour of the amendment. The amended Rules enter into force on the day following that on which the amendment was adopted.

**Article 16** - *Entry into force*

3. These Rules enter into force on .....