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Approved

**By the President's Cabinet
KIMEP University JSC**

Minute No. 1, dated 21st. March, 2013

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Bylaws of Academic Council of KIMEP UNIVERSITY

I. Purpose and Competence

1. The purpose of the Academic Council of KIMEP University (the "Council") is to manage the academic affairs of KIMEP University.¹ The Council is the collegiate body of KIMEP University that gives Faculty Members of KIMEP University a formal instrumentality to express to the President's Cabinet the considered recommendations of the Faculty. Inasmuch as the explicit authority of the Council is not exclusive, the Council has the responsibility to ~~manage~~ *consider* any issue that may be deemed to come within the term "Academic Affairs."

2. The Council has qualified competence as expressly provided by Article 6.4 of the KIMEP University Charter. The decisions of the Academic Council respecting items:

subject to Article 6.4.3(1) are subject to the further approval of the President's Cabinet and Board of Directors/Board of Trustees. The decisions of the Council respecting items subject to Articles 6.4.3(2) and (4) are subject to the further approval of the President's Cabinet. The mandate of the Council to participate in discussions under Article 6.4.3(3) is subject neither to the further approval of the President's Cabinet nor to the Board of Directors/Board of Trustees.

3. The Council has explicit authority *for* ~~to~~:

- 1) Preliminary approval of new academic programs of KIMEP University and developing recommendations for further approval by President's Cabinet and Board of Directors / Board of Trustees;
- 2) Develop faculty hiring plans and preliminary approval of professional development plans for faculty and researchers for further approval by the President's Cabinet;
- 3) Participate in discussions on budget, strategic planning, enrollment and Faculty Code of Practice;
- 4) Participate in elaboration of KIMEP University Catalog to be further approved by President's Cabinet;

¹Charter on the Joint Stock Company "KIMEP University" (JSC "KIMEP University") approved at the General Meeting of Shareholders of Joint Stock Company "Kazakhstan Institute of Management, Economics and Strategic Research" ("KIMEP JSC"), Protocol Nr. 14, on December 23, 2011 in Almaty [KIMEP University Charter], Art. 6.4.1.

- 5) Confer academic degrees to students who have completed educational programs of their choice;
- 6) Confer honorary degrees and academic titles;

4. If the President's Cabinet and/or Board of Directors/Board of Trustees reject a motion passed by the Council, the President's Cabinet and Board of Directors/Board of Trustees shall return it to the Council stating in writing the reasons for disagreeing. If the Council reaffirms a motion rejected by the President's Cabinet and Board of Directors/Board of Trustees and does so by a two-thirds vote of those present and voting, the motion is then sent to the President's Cabinet and Board of Directors/Board of Trustees for reconsideration and for further approval by President's Cabinet and Board of Directors / Board of Trustees.

II. Definitions

1. "Faculty" shall mean all full-time personnel who are employed by KIMEP University based upon an academic contract, excluding members of President's Cabinet. Voting members include faculty, Deans, and the Executive Director of the Language Center. Non-voting members include the Vice –President for Academic Affairs, the Vice-President for Planning, Strategic Planning and Research, the Associate Vice-President for Academic Affairs, and the Directors of Recruitment and Admissions, Executive Education Center, Registry. Other non-voting members may be co-opted as appropriate

2. "President's Cabinet" shall have the meaning accorded to it in Article 6.3 of the KIMEP University Charter. The President's Cabinet shall inform the Academic Council of members of the President's Cabinet and of any changes in the composition of the members of the President's Cabinet.

3. "Quorum" means at least half the total number of voting members of the Academic Council. Decisions of the Council shall be adopted by simple majority of votes of the voting members present at the meeting.

4. "Terms of Reference" means the governance policy adopted by Standing and other Committees authorized to operate by the Presiding Committee of the Academic Council. The governance policies shall identify the objectives, nature of activities, and organizational structure of the Committees. The Presiding Committee shall approve the Terms of Reference.

III. Officers, Members and Non-Voting Observers

A. Chairperson

1. The Chairperson is elected for a period of one year. The function of the Chairperson is to conduct meetings, arrange agendas, appoint standing and *ad hoc* committees, and work as liaison person with the President's Cabinet and Board of Directors/Board of Trustees.

The Chairperson convenes and serves as chair of the Presiding Committee. The Chairperson is elected by a simple majority of Academic Council members.

2. The Chairperson is responsible for establishing a formal arrangement with the President's Cabinet to make certain that the Recommendations, Minutes, and other advisory decisions of the Council are promptly reported to the President's Cabinet. In addition, the Chairperson is responsible for establishing a time period within which to receive the approval, disapproval, or comments from the President's Cabinet respecting the Council's recommendations, and advisory decisions, and for reporting the results of the deliberations of the President's Cabinet to all faculty, deans, and other members of the KIMEP community.

3. The precise protocols for achieving these objectives shall be based upon an agreement between the Chairperson of the Council and the President's Cabinet. The Chairperson shall use the most cost-effective and expeditious measures to disseminate information to the KIMEP Community about the work of the Council and the opinions of the President's Cabinet.

B. Chairperson-Elect

The function of the Chairperson-Elect is to conduct meetings in the absence of the Chairperson and to assume the office of Chairperson in the event the Chairperson vacates the office. The Chairperson-Elect assumes the position of Chairperson the following year. In addition, the Chairperson-Elect helps to identify key agenda items during the year and ensure effective transition and continuity of Council work from one year to the next. The Chairperson-Elect serves as Secretary for the Council.

C. Past-Chairperson

The function of the Past-Chairperson is to conduct meetings in the absence of the Chairperson and Chairperson-elect. In addition, the Past-Chairperson helps identify key agenda items during the year and ensures effective transition and continuity of Council work from one year to the next. In the event a Past-Chairperson vacates the office or is not reappointed to the Council, the Council may appoint another member of the Council with sufficient Council experience to serve this function. The Past Chairperson is also a member of the Presiding Committee of the Council.

D. Secretary

The Chairperson-Elect shall serve as Secretary of the Council with administrative support provided by the Office of the Vice-President of Academic Affairs. The duties of this individual are to insure that minutes are taken and distributed to members of the Council. The Secretary also is responsible for record keeping related to Standing Committees, their composition, and objectives.

E. Members of the Academic Council

The Council shall be composed only of faculty members of KIMEP University, defined in Part II(1) of these Bylaws, under procedures set forth in Part V. A Member of the Council shall serve as Chair of a Standing Committee.

F. Non-Voting Observers

Part V, section 3 of these Bylaws, specifies that the Vice –President for Academic Affairs, the Vice-President for Planning, Strategic Planning and Research, the Associate Vice-President for Academic Affairs, and the Directors of Recruitment and Admissions, Executive Education Center, Registry shall have the status of non-voting members of the Council. Non-voting observers shall attend meetings of the Council and shall, upon the approval of a majority of the voting members of the Council, exercise rights as full privileged members. Non-voting observers may appoint a designee or proxy.

IV. Committees

A. Presiding Committee

Presiding Committee of the Academic Council: The Presiding Committee of the Academic Council shall consist of the Chairperson, Chairperson-Elect, Past Chairperson, and chairs of the standing committee.

The primary function of the Presiding Committee is to establish the framework of projects to be undertaken by the Academic Council within the relevant Academic Year. The secondary functions are to: make decisions when time does not permit a meeting of the whole Council, and prepare materials, issues, agendas, and other items for Council meetings.

Subject to the consent of a majority of Council members, the Presiding Committee has the authority to create, consolidate, and abolish Standing and *ad hoc* Committees as it deems fit for the efficient administration of the Council. The Committees set forth below are Committees to be established at the first meeting of the Council constituted under these Bylaws. The Committees are not permanent institutions of the Council and may be modified, adjusted, re-configured, reconstituted, and terminated without Amendment of the Bylaws through the decision of the Presiding Committee upon a proposal from a member of the Council.

B. Standing Committees

1. Principle of Delegation

A member of the Council shall be responsible for the activity of Standing and/or *ad hoc* Committees. However, excepting accountability for the work product of the relevant Committee, the Council member may delegate the management of the Committee to a non-voting observer or any KIMEP personnel possessing the requisite knowledge, skill, and expertise to complete the Terms of Reference of the Committee.

2. Original Standing Committees

1. Curriculum Review, Quality Assurance, and Admission and Scholarship Committee: The Curriculum Review, Quality Assurance, and Admission and Scholarship Committee [CR/QA/AS] shall serve as an advisory Committee to the Council. A fully privileged member of the Council shall chair the Committee. The Chair, in consultation with the

Presiding Committee, shall appoint additional members. Each dean of a college within KIMEP University, the Director of the Language Center, the Registrar, Director of the Admission and Financial Aid Office, and Deputy to the President for Student Recruitment & Admission shall have representation on this committee, directly or by proxy, and provide administrative support for the committee. The function of the committee shall be to evaluate, analyze, and determine the appropriateness of any new programs or courses, or of changes in existing programs, criteria to be established for quality assurance controls over all matters of academic import, and to make recommendations concerning admission and scholarship, including additional criteria and student enrollment rules not covered by State standards for each major. The Chairperson of the committee shall have the discretion to determine that a proposed change is sufficiently minor that it does not require full review by the committee and the Council.

2. Financial Services Advisory and Strategic Planning Committee [FA/SPC]: The FSA/SPC Committee shall serve as advisory to the Council. A fully privileged member of the Council shall chair the FSA/SPC Committee. The Chair, in consultation with the Presiding Committee, shall appoint additional members. The additional members shall be drawn from Faculty having the expertise in the reading and interpretation of financial statements for purposes of the FSA and Faculty having the interest and/or institutional knowledge to facilitate the work of the SPC.

3. Professional Development Committee: The Professional Development Committee shall review and make recommendations upon professional development plans submitted by faculty and researchers. The Professional Development Committee shall consist of the most senior faculty members of the KIMEP University Colleges approved by the Council.

4. Awards Committee: The Awards Committee shall have the authority to confer academic degrees to students who have completed educational programs of their choice, and shall have the authority to confer honorary degrees and academic titles. This committee shall consist of no fewer than three and no more than five members. The Council shall select the Chair of the Committee and the Chair shall select Committee members.

Ad Hoc Committees: The Council shall have the right to create *ad hoc* Committees as necessary to carry out the work of the Council and to constitute the membership of the *ad hoc* Committee.

V. Representation

A. Membership

1. Each College granting or offering a degree and the Language Center shall have representation on the Council. The initial number of representatives shall be as follows:

1. 3 representatives from the College of Social Sciences;
2. 3 representatives from the Bang College of Business
3. 1 representative from the School of Law
4. 2 representatives from the Language Center

2. Each representative shall be selected by each College in a manner determined by that College.

3. the Vice –President for Academic Affairs, the Vice-President for Planning, Strategic Planning and Research, the Associate Vice-President for Academic Affairs, and the Directors of Recruitment and Admissions, Executive Education Center, Registry shall have the status of non-voting observers of the Council. With the prior consent of a majority of Council members, any member of the class of non-voting members may be given full privileges of a member of the Council for a particular meeting or particular issue under consideration of the Council.

4. The KIMEP Student Association shall appoint one student representative for a term of one year. The representative must have completed 30 credits of coursework at KIMEP and must be in good academic standing. If the student does not enroll or is no longer in good standing then a new representative shall be appointed to serve out the term. The student representative shall not have a right to vote.

B. Officers

1. Nominations for position of Officers shall be accepted from the floor.

2. When there is more than one candidate for a given position, voting shall be by secret ballot.

3. Excepting paragraph (3), newly elected officers shall assume their duties at the conclusion of the last meeting of the year.

C. Procedure to Constitute Council

1. The First Council constituted under the Article 6.4 of the Charter of the Joint Stock Company “KIMEP UNIVERSITY” shall be formed pursuant to subsection A by [insert date]. Within 5 business days, the College representatives shall convene a meeting to nominate Officers and to set the first meeting of the Council.

2. Thereafter, the Council shall be reconstituted at the last meeting of the Year.

VI. Meetings

The Council shall meet at least twice per year. The Council may conduct its meetings by electronic media. Members may vote by email communication and electronic signatures shall have the legal validity of a physical signature.

VII. Procedures

A. The Council shall conduct its meetings according to Robert's Rules of Order.

B. The members of the Council are expected to:

1. Attend and participate in Council meetings.

2. Establish regular procedures for consulting with the Standing Committees and report their findings to the Council.
3. Represent to the Council the concerns of their faculty.
4. Report actions of the Council to their respective Colleges.

C. The agenda shall be determined by the Chairperson in consultation with the Presiding Committee and members of the Council and shall be distributed at least 5 business days before a scheduled meeting. Minutes shall be distributed in advance of the next scheduled Council meeting and shall be voted on at such a meeting. Non-voting observers may recommend items to be placed upon the agenda.

VIII. Disclosure of Recommendations to the Council and Status of its Recommendations

A. Without prejudice to Part III, A(2), the Chairperson of the Council has the obligation to make certain that the work product of the Council is published and made available to all members of the KIMEP University community. In addition, the Chairperson shall obtain the written Decisions/Orders/Remands of the President's Cabinet respecting the Recommendations of the Council. Upon receipt, the Chairperson shall disseminate the results of the President's Cabinet to the Council for further deliberation, and shall assure that KIMEP University administrators are kept informed of the results of the work product of the Council.

IX. Amendments

A. Bylaws may be amended by a simple majority of the voting membership.

B. An amendment shall be voted on at the duly scheduled meeting following the one in which it is proposed. Discussion and modification may take place on both occasions.

C. If less than two-thirds of the members are present when the vote is to be taken, and if a majority of those present agrees, the voting may be conducted by email ballot.

Date:

ANNEXES²

Annex on Understanding the Relationship between KIMEP University Management and the Academic Council

Article 6 of the KIMEP University Charter states that the following shall be recognized as bodies of KIMEP University: (1). Supreme body — General meeting of shareholders; (2) Managing body — Board of Directors / Board of Trustees; (3). Executive body — President's Cabinet; (4) Academic Council of KIMEP University; and (5) other collegiate bodies. The Chapeau of Article 6 clearly indicates that the Academic Council is not a management body of KIMEP University.

The President's Cabinet [PC] is responsible for the daily maintenance of the overall management of the activities of the university. The PC is responsible for the implementation of the decisions of the General Meeting of Shareholders and the Board of Directors/Board of Trustees. The PC is provided authority from the Shareholders and the Board exclusively. Decisions on how to fulfill the operational requirements are made by the PC but the PC retains authority, responsibility and accountability. The KIMEP University Charter therefore does not adopt a system of shared governance between management and faculty.

However, the lack of a policy of shared governance does not diminish the significance of the Academic Council. Although decisions of the Academic Council are subject to approval by management, that post-“approval” process does not eviscerate the competence of the AC, as the PC should give great weight to the decisions of the Academic Council, since its decisions represent the collective voice of the Faculty.

Annex on Understanding the Relationship between the University Budget Committee and the Academic Council's Mandate to Participate in Discussions on the Budget

KIMEP University has a University Budget Committee that constitutes a standing committee of the President's Cabinet. The Charter states that the Academic Council shall engage in discussions of the budget; to that extent it is reasonable to use the resources of KIMEP Faculty to assist the Council in interpretation of the budget to fulfill its mandate under the KIMEP University Charter. The University Budget Committee and the right of the Council to participate in discussions on the budget are complimentary. The protocol to establish a communication channel between the University Budget Committee and the Council is to be elaborated when the Council is duly constituted.

Annex on Understanding the Relationship between the Academic Council and Standing Committees

The Academic Council may use Standing Committees, or *ad hoc* Committees, to delegate tasks and require reports for consideration by the Academic Council when the latter convenes its meetings. The objective is to reduce the number of times per academic year

²Annexes are Explanatory Notes and are not a constituent part of the Bylaws of the Academic Council. The Council may create, delete, revise, and elaborate annexes to the Bylaws.

that the Academic Council is required to meet. Every Standing Committee shall be supervised by a member of the Academic Council and that member is ultimately responsible for the work product of the Standing Committee. Standing Committees are obliged to establish Terms of Reference for approval by the Academic Council.

Annex on Select Standing Committees in the Form of Guidelines

1. **Quality Assurance Committee:** The Quality Assurance Committee is responsible for the academic quality assurance framework as it relates to all types and levels of study within the University. The Committee acts as a planning forum for the discussion and promotion of developments in academic quality assurance, whether internally driven or externally indicated. The primary remit of the Quality Assurance Committee is to evaluate the effectiveness of all University programs to make certain that they adhere to the standards of quality set forth in the "Terms of Reference" to be developed by the Quality and Assurance Committee and to ensure that KIMEP University is delivering to students programs and courses consistent with these standards.

2. **Enrollment Committee:** The Enrollment Committee, in conjunction with the office of Vice-President of Strategic Planning and Development, shall be responsible for the effective management of enrollment, both undergraduate and graduate, including practices and procedures to increase student enrollment across all schools of KIMEP University and to maintain retention of existing students. The Enrollment Committee shall also be responsible for the advertisement, marketing and public relations strategy of KIMEP University.

3. **Admission and Scholarship Committee [ASC]:** The ASC determines admission criteria, including all documentation for admission, for students resident in the Republic of Kazakhstan, and for foreign students. In addition, the ASC determines the policy of financial aid and merit scholarships, dependent upon resourcing from KIMEP University. The objectives of the ASC shall be to establish a stable policy of the distribution of financial aid and merit-based scholarships, with an aim toward predictability, simplicity and uniformity.

4. **The Strategic Planning Committee** shall work with the Vice-President of Strategic Planning and Development to construct a long-term strategic plan that assures the continued existence of KIMEP, establishes a liaison relationship with the Ministry of Education and Science in Astana to facilitate the licensing and approval of programs, and, to the extent possible, seeks exemptions from mandatory MES standards that undermine the mission of KIMEP University to offer to the market innovative programs based upon best academic practices found in the European Union and North America.

5. **The Quality Assurance Committee, the Enrollment Committee, and the Admission and Scholarship Committee** comprise a single Committee; the functions of each are individually specified for purposes of simplicity.

Annex Depicting Graphically the Structure of the Academic Council

