



Internal regulations of the General Council

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1. Purpose

The mandate, composition, powers and functioning of the General Council are determined in articles 17 to 22 of the Statutes of ITM (Title III). The Internal regulations further specify the modus operandi of the General Council and complement the Statutes in this respect. The Internal regulations can only be changed by the General Council and are part of the ITM Charter of Good Governance.

Extract from the Statutes of the ITM

TITLE III. GENERAL COUNCIL

Article 17. Mandate

The General Council shall ensure that the policy, administration and management of the Institute are in accordance with its purpose, identity and integrity.

Article 18. Composition

Only natural persons may be members of the General Council. The members represent the interests of the designating body or group, but are not bound by them. The General Council includes voting and non-voting members.

The following bodies or groups may each designate a voting member:

- *The Flemish Ministry responsible for education;*
- *The Flemish Ministry responsible for science policy;*
- *The Flemish Ministry responsible for public health;*
- *The Flemish Ministry responsible for development cooperation;*
- *The federal government agency responsible for science policy;*
- *The federal government agency responsible for public health;*
- *The federal government agency responsible for development cooperation;*
- *The province of Antwerp;*
- *The city of Antwerp;*
- *The University of Antwerp;*
- *The Free University of Brussels (Vrije Universiteit Brussel);*
- *Hasselt University;*
- *Ghent University;*
- *The Catholic University of Leuven (KU Leuven);*
- *The Chamber of Universities of the Academy of Research and Inter-university Superior Council of Higher Education of the French Community (Chambre des Universités de l'Académie de Recherche et d'Enseignement supérieur Conseil interuniversitaire de la Communauté française);*
- *The academic, scientific and medical management of the Institute;*
- *The other academic, scientific and medical staff of the Institute;*
- *The administrative and technical staff of the Institute;*
- *The student body of the Institute;*
- *The alumni of the Institute.*

The manner of designation of staff, students and alumni is regulated in internal rules of the General Council, which are part of the charter of good governance.

The members of the Board of Governors and the Government Commissioner are non-voting members of the General Council. The General Council can co-opt additional members, to no more than one-third of the total number of members, and shall thereby ensure the representation of low and middle income countries.

If a designated member of the General Council is appointed as a director of the Institute, he/she shall automatically renounce his/her mandate as a designated voting member with immediate effect. The designating body shall arrange for a replacement within three months.

No more than two-thirds of the voting members shall be of the same gender. If the designation of a new member disrupts this ratio, the designating body or group shall be requested to appoint another representative of the other gender.

Article 19. Term, renewal and termination of membership of the General Council

The term of the mandate of a member of the General Council is four years and is renewable.

A designating body may withdraw, suspend or replace its representative at any time. It shall report this to the chairperson in writing and arrange a replacement for the member within three months.

Mandates that are not occupied shall not be taken into account for reaching a quorum with regard to attendance, voting or composition according to gender.

Article 20. Powers

The General Council appoints and dismisses the members of the Board of Governors in accordance with the provisions in Articles 7, 8 and 10, arranging their resignation and determining their remuneration.

The General Council shall ensure that the Board of Governors:

- *has the necessary independence, competencies, experience and objectivity;*
- *is composed with a focus on diversity and complementarity;*
- *consists of no more than two-thirds of members of the same gender;*
- *adheres to the principles of good governance and draws up a charter for this purpose;*
- *communicates transparently regarding the execution of its mandate.*

The prior advice of the General Council is required for the following decisions of the Board of Governors:

- *Amendment of the Articles of Association;*
- *Adjustments to the strategic mission and vision of the Institute;*
- *Drawing up the charter of good governance and any substantial changes;*
- *Management agreements with authorities and related multiannual policy plans and budgets;*
- *General cooperation agreements with universities as referred to in the Higher Education Codex;*
- *Dissolution, liquidation and mergers of the Institute.*

The General Council may provide advice on all matters affecting the Institute on its own initiative or at the request of the Board of Governors. The Board of Governors shall formulate a reasoned response within a reasonable period of time.

The General Council evaluates the quality of the activities performed by the Board of Governors annually. In case of serious shortcomings, it can proceed with a reasoned resolution to suspend or dismiss one or more directors.

Article 21. Convening

The General Council meets at least twice a year.

The chairperson of the General Council may convene additional meetings, at his/her own initiative, at the written request of at least one-third of its members or at the request of the Board of Governors.

The General Council may also, at the proposal of the chairperson, consult and act in writing, by telephone or by videoconference.

Article 22. Chairperson, vice-chairperson and functioning

The General Council appoints a chairperson and a vice-chairperson from among its members for a term of four years. They may not be a staff member or student of the Institute. The mandate of the chairperson and vice-chairperson of the General Council is renewable.

The chairperson sets out the agenda of the meetings and convenes the meetings. If the chairperson is unable to attend, the vice-chairperson shall assume the powers of the chairperson.

The General Council can only validly meet and adopt resolutions if at least half of the members with voting rights are present or represented.

The General Council decides by simple majority of the members with voting rights that are present or represented, except for the appointment, suspension and dismissal of the directors. In the event of an equality of votes, the vote of the chairperson or his/her replacement is decisive.

Any person who is confronted with a possible conflict of interest during deliberations, decisions or transactions, shall inform the chairperson and, if applicable, the statutory auditor, as referred to in Article 26.

Any person who has a personal or material interest in a particular decision shall not take part in the deliberations or voting on the item. In the event of other conflicts of interest, the General Council shall decide, in the absence of the member, whether he/she may continue to participate in the deliberations and/or the voting. Each reported conflict of interest shall be recorded in the minutes of the meeting.

The General Council may set up special or permanent committees from among its members. It may invite external parties to the meetings.

The General Council drafts its own internal rules in which it further describes its functioning. The internal rules of the General Council are part of the charter of good governance.



2. Appointment of members

2.1. Representatives of external organisations

Three months before the expiration of a mandate, the chairperson of the General Council requests the designating organisation to (re-)appoint its representative at the latest one month before the expiration. If no reply is given in due time, the parting representative is reappointed while Article 19 of the Statutes remains applicable.

2.2. Staff representatives

At the latest one month before the expiration of the mandates, an election is organised among the respective staff categories. All staff members with at least one year of employment can stand as candidate for the election within its staff category. All staff members, regardless of seniority, can vote for the candidates of their respective staff categories. The election is organised in a fair and transparent way by the HR-unit, by ballot and/or electronic voting. The Works Council verifies the results. The director informs the chairperson of the General Council of the outcome of the election. The chairperson communicates the results to the members at the next meeting.

2.3. Students

At the latest three months before the expiration of the mandate, an election is organised among all current students at ITM who are enrolled for at least another 2 years at the time of the election. The election is organised in a fair and transparent way by the ITM Student Service, by ballot and/or electronic voting. The Academic Council verifies the results. The director informs the chairperson of the General Council of the outcome of the election. The chairperson communicates the results to the members at the next meeting.

2.4. Alumni

At the latest three months before the expiration of the mandate, an election is organised among all alumni of doctoral, master and postgraduate courses at ITM. The election is organised in a fair and transparent way by the Alumni Service, by ballot and/or electronic voting. The Academic Council verifies the results. The director informs the chairperson of the General Council of the outcome of the election. The chairperson communicates the result to the members at the next meeting.

2.5. Co-opted members

At least two nationals of low- or middle income countries from different continents are co-opted as member of the General Council. The General Council may decide to co-opt other members to broaden its representativeness or expertise. In such case, proposals for co-optation of members are subscribed by at least five voting members. Co-optation of members is approved by at least half of all present and represented voting members.

2.6. Gender balance

The gender balance in the General Council is determined according to the rules of the government of Flanders i.e. the required number of the smaller group is rounded to the lower integer.

2.7. Communication

The composition of the General Council is published on the official ITM website (www.itg.be). Any change is updated within one week of its confirmation.

3. Appointment of chairperson, vice-chairperson and secretary



The chairperson and vice-chairperson are elected by the General Council with the votes of at least half of all present and represented voting members. If the sole candidate for any such position fails to obtain the requested amount of votes, the position will be reopened. The initial candidate may resubmit his/her candidacy. If more than one candidate comes forward and none of them acquires such majority, a run-off election is held among the two candidates with the highest number of votes. Candidacies must be submitted to the secretary at the latest 7 days before the meeting in which the election takes place. Upon receipt of such candidacies, the secretary sends them to all members of the General Council at the latest seven days before the meeting in which the election takes place. All voting and non-voting members except staff or students of ITM can propose their candidacy. The secretary is appointed by the General Council upon proposal by the chairperson and may or may not be a member of the General Council. A staff member of ITM should be available to support this function.

4. External parties

External parties can be invited to a General Council meeting, or parts thereof, if their presence or expertise is deemed useful for the deliberations. They can be invited by the chairperson, at the chairperson's initiative or upon request of at least one third of the voting members. These invitations are communicated with the agenda. Any voting member can request a vote before the external party is allowed to the meeting.

5. Voting

The General Council attempts to build consensus but decides if necessary by majority vote. Any member can ask for an anonymous vote on paper or by electronic device.

Voting members who are unable to attend a meeting can delegate their vote to another attending voting member and/or provide comments on the agenda points in writing to the chairperson. Each attending member can represent only one other member. The delegation of votes has to be communicated in written to the chairperson in advance of the meeting.

6. Meetings

The regular meetings of the General Council take place at most two months after the meetings of the Board of Governors in which, respectively, the budget for the next year and the accounts for the previous year are approved.

Additional meetings are held according to the Statutes. A timeline reflecting strategic planning and decision activities pertaining to ITM is drawn up at the latest three months prior to the start of each calendar year by the director and the chairperson in order to optimise the planning and chronology of General Council meetings and its concurrency with meetings and decisions of the Board of Governors. This timeline is finalised with the members of the General Council.

At least one meeting per year takes place physically at ITM. Members can, however, participate by phone or by videoconferencing. The prior setting up of the practical arrangements to assure a functional communication system is the responsibility of the secretary with logistic support of the ITM.

Mandatory prior advices by the General Council are provided at the latest within three months of the request by the Board of Governors. The General Council can also request and provide advice on all



matters affecting the ITM on its own initiative as laid down in Article 20 of the Statutes. The Board of Governors formulates a motivated response within a period of three months.

The chairperson can decide to submit specific decisions by e-mail. In such case, the proposal and related documents are distributed at least one week in advance. During this period further information can be provided and discussed by e-mail involving all voting members. The votes must be submitted at least one week after, and at most two weeks after the proposal. The votes may be communicated either to all members, or only to the chairperson. A decision is taken by majority of all votes received, provided that at least half of the voting members has voted within the indicated timeframe.

The members of the Board of Governors are non-voting members in the General Council.

7. Agenda

The agenda of the General Council meetings is prepared by the chairperson, in consultation with the vice-chairperson, the chairperson of the Board of Governors and the director. Any member can propose topics in writing to the chairperson, until 14 days before the meeting. The chairperson motivates a decision not to accept the proposal. The proposing member may request to communicate such a decision to the full General Council.

The final agenda is distributed by the chairperson to all members at least seven calendar days before the meeting, together with the notes and documents for each of the agenda items. However, the chairperson may distribute the agenda or any additional agenda items after the conclusion of such period, provided that a justification for such late distribution is given. Any member may request the deferment of such items to a later meeting. The General Council may validly deliberate and decide on items not included in the agenda, subject to the consent of all present and represented voting members in this respect.

On the regular General Council meetings, the agenda includes an item on the feedback of the Board of Governors on their activities and decisions since the preceding regular General Council meeting.

8. Minutes

Decisions of the General Council are summarized and listed at the end of every meeting, as approved by the members present. These decisions are sent to all members of the General Council and are published on ITM's intranet within one week, except when they concern personal dossiers or sensitive information that requires discretion.

The minutes of the meetings are prepared by the secretary, reviewed by the chairperson and distributed at the latest two weeks after each meeting to all members. All members can propose additions or corrections in writing until 14 days before the next meeting. The final minutes are approved at the next meeting. The minutes are not intended to reflect verbatim or individual statements, but to summarize various viewpoints and reflections.

9. Non-voting members

The non-voting members of the Board of Governors and permanent observers can be requested to leave the meeting room when topics are discussed or voted that pertain to their functioning.

