

Ben-Gurion University of the Negev (“BGU”)

CONSTITUTION AND GENERAL REGULATIONS

May 2022

CONSTITUTION

1. NAME OF THE UNIVERSITY

Ben-Gurion University of the Negev (hereinafter: “BGU”).

2. GENERAL CHARACTER OF BGU

BGU will be open to any and all persons, regardless of race, religion, nationality or gender, and it shall not discriminate anyone in its activities on the grounds of race, religion, nationality, gender or political views.

BGU shall be entrusted to safeguard academic freedom.

3. Objects of BGU

- a. To serve as a center of science, education and culture in the State of Israel, and particularly in the Negev, and to thereby assist in the development and advancement of the State of Israel and the development and advancement of the Negev.
- b. To engage in, develop and promote education, teaching and research in all realms of human knowledge.
- c. To assist in shaping the spiritual and cultural values of the State of Israel and the development of society and economy in Israel.
- d. To assist in the spiritual and cultural absorption of new immigrants coming to the State of Israel and to develop academic programs for Diaspora Jewry in the State of Israel.

4. FUNCTIONS OF BGU

- a. To establish, set up, organize, fund, equip, maintain and manage an institute or institutes for research and teaching at one site or at various sites, and primarily in Beer Sheva and in the Negev region.
- b. To encourage and develop the humanities, social sciences, natural sciences, engineering and technology, health sciences and other sciences, and to engage in research, teaching and any other endeavor aimed to advance these sciences, to ensure the high professional standard of the academic staff, to promulgate cultural and educational values to the population in the Negev and to impart professional knowledge and training to the student body of BGU to serve the country and Israeli society.
- c. To serve as an academic community based on close cooperation between teacher-researcher and the student body of BGU.
- d. To engage in research and academic teaching and to train an academic reserve for research and teaching.

5. FUNCTIONS OF BGU

- a. To conduct all forms of academic teaching and research.
- b. To set up and establish faculties, schools, institutes and other units of training, teaching and research.
- c. To create academic, administrative and other offices and to appoint their officers.
- d. To award degrees, diplomas, certificates and other qualifying certificates to those who have completed the curriculum, passed the examinations and complied with all the requirements in accordance with the regulations of BGU and its institutions.
- e. To award honorary degrees or other academic honors.
- f. To establish and award prizes, scholarships and grants.
- g. To examine programs of schools and institutes and other institutions in which BGU has a special interest, to advise on their adaptation, and to monitor them.
- h. To cooperate with other universities, other institutions of higher education or other bodies with which BGU has a special interest.
- i. To affiliate with any institution or body mentioned in section h) or to join it, recognize it, in whole or in part, recognize its members or students, everything in accordance with the conditions and rules to be determined.
- j. To establish and maintain a BGU publishing house for publishing books, magazines and journals that stand to promote science, teaching and research.
- k. To determine the conditions for the admission of students.
- l. To register intellectual property and industrial rights in the name of BGU alone or in its name together with others, to use research results for financial purposes, to grant such rights to others, to establish corporations for these purposes, or to cooperate with existing corporations with similar purposes.
- m. To establish, maintain and manage or approve the establishment, maintenance and management of dormitories, halls, clubs and restaurants for the student body and members of the academic and administrative-technical staff.
- n. To encourage sports and athletic activities for members of the BGU community.
- o. To conduct and encourage measures for the health, welfare and well-being of the student body and academic and administrative-technical staff.
- p. To oversee the discipline of BGU's students and adopt disciplinary and other measures should it be necessary.
- q. To oversee the discipline of the academic and administrative-technical staff and adopt disciplinary and other measures should it be necessary.
- r. To collect tuition and other study fees, and to adjust their rate according to circumstances.
- s. To solicit and accept gifts, donations, membership dues, endowments, estates, inheritances, trust funds, support and grants, to manage them and to use or dispose of them in order to advance the objects of BGU.

- t. To receive loans and ensure their repayment in whatever manner, including by pledging assets and/or interests of BGU, in whole or in part, whether movable or immovable; to grant loans and receive securities and liens of any type or kind, and to ensure the repayment of the loans.
- u. To invest the funds of BGU in any manner whatsoever.
- v. To purchase, lease, rent, receive and acquire assets of any type as well as rights/interests in the assets and to manage them; to sell, lease, rent, deliver, dispose of BGU's assets of whatsoever type and to transfer its rights/interests in these assets; to enter into contracts and be a party in any negotiation, legal or otherwise.
- w. To carry out any action that a corporation under the Council of Higher Education Law may lawfully carry out, provided that it is connected with the aims of BGU or stands to further these aims.
- x. To sue and be sued and carry out any action or legal proceeding as a plaintiff, defendant, third party or other party, in any legal instance and in any form, by itself or with others, including with a third party.
- y. To empower a legal attorney and to be a legal attorney of any person or body in any matter pertaining to its interests, at its discretion.
- z. To do anything, which in the opinion of BGU's administrative institutions, advances its purposes and interests.

6. BOARD OF GOVERNORS

- a. The Board of Governors (hereinafter: the "**Board**" or the "**Board of Governors**") is the supreme authority of BGU, and it oversees its affairs, management and assets within the powers vested in it, as prescribed in the General Regulations. Among other things, the Board will receive activity reports of BGU and will discuss them, will approve BGU's annual financial statements, will ratify the appointment of the Chairperson of the Executive Committee, will ratify its annual budget, its financial policy and multiannual plan, will ratify the appointment of the President, will ratify amendments in the Constitution and General Regulations, and will determine the remuneration of the officers from among the public. The Board of Governors will be BGU's connecting link with the Diaspora, will encourage activity of the Associations of Friends of BGU in Israel and abroad, and will act to raise donations in Israel and outside Israel for expanding BGU's sources of funding.
- b. The Board's composition will be as prescribed in the General Regulations. The number of members on the Board of Governors will be determined from time to time by the Board, provided that the total number of Governors does not exceed 400; the majority of members will be residents of Israel. The Board will appoint its members as prescribed in the General Regulations. Expiration of membership on the Board of Governors will be as prescribed in the General Regulations.
- c. In consultation with the Chairperson of the Executive Committee and the President, the Board will elect a Chairperson from among its members who are representatives from among the public, and it may also elect one or more honorary chairpersons. The honorary chairpersons will be appointed for life. The Chairperson and honorary chairpersons will

be full-fledged members on the Board of Governors for the duration of their term of office.

- d. The Board may elect honorary members of the Board of Governors in accordance with the General Regulations.
- e. The Board may set up permanent committees and/or ad hoc committees, as it shall deem fit from time to time. The composition, powers and functions of these committees shall be determined by the Board, and they will be accountable to and report to the Board.
- f. The Board may delegate its powers to one of BGU's institutions, execute its authority in any matter pertaining to the modification of the Constitution and General Regulations, as stated in section 10c of the Constitution, and its power regarding the ratification of an appointment of the President, as stated in section 6a of the Constitution and section 15a of the General Regulations.

7. EXECUTIVE COMMITTEE

- a. The Executive Committee will oversee the management of BGU, its affairs and assets, it will outline its policy and determine the strategy for achieving its goals, subject to the powers and authorities of the Board of Governors. The Executive Committee will also oversee BGU's organizational-corporate structure. The powers and functions of the Executive Committee are prescribed in the General Regulations; among other things, the Executive Committee will be authorized to appoint and dismiss a President, subject to ratification by the Board of Governors; oversee the way in which the President functions and performs his duties; determine BGU's Constitution and Regulations and approve modifications thereto, subject to ratification by the Board of Governors; approve financial statements, subject to ratification by the Board of Governors; approve BGU's budgets; approve the establishment of academic bodies as well as cancel and change them; approve BGU's development programs; approve the rules of appointment of senior officials subordinate to the President (with the exception of the Rector and Deans who will be appointed in accordance with the General Regulations and the Academic Regulations); determine the terms of employment and salaries of BGU employees; appoint authorized signatories; appoint certified public accountants and the comptroller of the university; and the Executive Committee may appoint a managing sub-committee to act on its behalf within the bounds of its authorities.

The Executive Committee is vested with residual authority concerning all affairs of the university, which the Constitution or the Regulations have not expressly vested with another authority of BGU, with the exception of the residual authority of the Rector section 9d of the Constitution.

- b. The composition of the Executive Committee shall be prescribed in the General Regulations; the percentage of Israeli residents among the members of the Executive Committee shall be no less than 85%.
- c. The Executive Committee will set up an Audit Committee, and it may set up permanent committees and/or ad hoc committees, as it shall deem fit from time to time. The composition, authorities and functions of these committees shall be determined by the Executive Committee, if not determined otherwise in the General Regulations. These committees will report to the Executive Committee and will be accountable to it.

- d. The Chairperson of the Executive Committee will be elected by the Executive Committee from among its members who are representatives from among the public, and he will be a resident of Israel. The appointment will be as prescribed in the General Regulations, and is subject to the ratification of the Board of Governors.
- e. A Deputy Chairperson of the Executive Committee may be appointed. Two deputies may be appointed.

8. THE SENATE

- a. The Senate is the supreme academic authority of BGU. The Senate of BGU manages its academic affairs, subject to the powers vested in the Board of Governors and the powers vested in the Executive Committee. The Senate is in charge of developing and maintaining the high standard of teaching, education and research. The Senate is responsible for testing and academic discipline at BGU. The Senate will consider any matter brought before it by the Board of Governors, the Executive Committee or the President, and it will render its opinion on these subjects. The Senate may consider any matter pertaining to BGU and make recommendations to the Board of Governors or to the Executive Committee. Any Senate resolution on subjects having financial or budgetary implications must be approved by the Executive Committee." Subject to the authorities of the Executive Committee on these matters, the Senate will deliberate and resolve on, *inter alia*, the determination of academic regulations, the advancement of teaching and research and maintaining their standard, encouragement of excellence in teaching and research, strategic direction of academic development goals, proposing new curricula and new academic units, and maintaining the professional and ethical norms of the academic staff. The Senate will also formulate a code of ethics and rules of conduct for academic staff to be approved by the Executive Committee.
- b. The composition, authorities and duties of the Senate will be prescribed in the Academic Regulations, subject to the provisions of the Constitution and General Regulations.
- c. The Senate will be composed of ex-officio members and selected members of the senior academic staff as follows:
 - 1. Ex-officio members: the Rector, who will serve as Chairperson of the Senate, the President, the Vice-President and Dean of R&D, the Vice-Rector, Faculty Deans, Dean of the School of Management, Dean of the Kreitman School, and Director of the School of Desert Studies.
 - 2. 71 selected representatives from among BGU's senior academic staff, as to be determined in the Academic Regulations.
 - 3. A representative of the Student Association.
- d. The Senate will set up a Coordinating Committee, and will determine its composition in accordance with the provisions of the Academic Regulations. The Coordinating Committee will have the authorities and functions that the Senate will delegate to it, whether generally or for a specific purpose. The Senate may appoint sub-committees that will operate under its auspices, including an Academic Appointments Committee and a Research Committee.

- e. There will be faculty boards, schools and institutes, as the Senate shall determine from time to time. The authorities and responsibilities of these boards will be defined in the Academic Regulations, subject to the provisions of the Constitution and General Regulations.
- f. No academic appointment or academic promotion will be made, and no academic curriculum will be approved without the approval of the competent academic authorities designated for this purpose under the Academic Regulations.

9. SENIOR OFFICERS

- a. The University's senior officers are: the President, Rector, Chancellor (if there is a Chancellor), Director General, Vice Presidents, Deans, heads of academic units, and other positions to be determined by the Executive Committee from time to time. The nature of the appointment of these officers, their authorities, functions, terms of office and duration of office will be determined by the Executive Committee, subject to the provisions of the Constitution, General Regulations and Academic Regulations.
- b. The President is the Head of BGU. He is accountable to the Executive Committee on all matters pertaining to the budget, resources, physical development and creation of conditions for the advancement of teaching and research. He approves all matters pertaining to academic planning that have administrative or financial implications. He is responsible for the representation of BGU to the outside world. He is vested with all the necessary powers for the management of BGU in accordance with this Constitution and General Regulations as well as any power that is not vested with another authority or with another official.
- c. The President is in charge of raising financial resources and donations.
- d. The Rector is entrusted with BGU's academic affairs. In this capacity, he is accountable to the Senate. The Rector has all the powers concerning academic affairs vested with him in the Constitution, the General Regulations or the Academic Regulations, or delegated to him by the President as well as residual authority in any academic matter under the authority of the Senate, which has not been explicitly assigned to another authority or to another officer.

The Rector is responsible for executing Senate resolutions concerning academic matters under the authority of the Senate and its committees.

The Rector is subordinate to the President, except for matters to be assigned to the Senate. The Rector will report to the President regarding matters under his authority pursuant to the General Regulations and the Academic Regulations.

10. CONSTITUTION, GENERAL REGULATIONS AND ACADEMIC REGULATIONS

- a. This Constitution and the General Regulations are the supreme documents of BGU, and no determination contradicting any of its provisions will be valid.
- b. The General Regulations contain provisions concerning all matters requiring the enactment of regulations under this Constitution and regarding any matter that the Board of Governors will decide to prescribe in the General Regulations.

- c. The Executive Committee may modify the Constitution and the General Regulations by a majority of two-thirds of its members. An amendment proposal may be presented by the Board of Governors or the Executive Committee or the Senate. A proposal to amend the Constitution or the General Regulations will not be deliberated and will not be approved, unless at a meeting of the Executive Committee in which the amendment proposal is listed in advance on its agenda, and after the Senate has been given the opportunity to render its opinion on the proposed amendment. The resolution to modify the Constitution or the General Regulations will be presented for the ratification of the Board of Governors by an ordinary majority of those present at the vote.
- d.
 1. The Senate enacts the Academic Regulations and the amendments therein. Where an amendment in the Academic Regulations has financial or budgetary implications, it shall be presented for the approval of the Executive Committee and for the ratification of the Board of Governors under the provisions of section 29(x) of the General Regulations.
 2. The decision whether an amendment in the Academic Regulations has financial or budgetary implications will be made by the President, the Rector, and the Chairperson of the Executive Committee of BGU within 21 working days of the Senate's decision.
- e.
 1. A proposal to amend the Academic Regulations may be presented by the Board of Governors or by the Executive Committee or the Senate.
 2. Where the Senate has rejected by a majority vote the proposal of the Executive Committee or the Board of Governors to prescribe an amendment in the Academic Regulations concerning a matter with financial or budgetary implications, the Executive Committee may approve the amendment by a majority of two-thirds of its members, and it will become effective if ratified by the Board of Governors by a majority of two-thirds of those present at the vote.
 3. Where the Senate has rejected by a majority vote a proposal to introduce an amendment in the Academic Regulations regarding a matter that does not have financial or budgetary implications, its decision will be final.
 4. A proposal to amend the Academic Regulations may only be deliberated by the Executive Committee at a meeting in which the proposal is included in advance on its agenda.
- f. A resolution of the Board of Governors can only be passed by a written referendum in accordance with the Regulations prescribed in this regard, provided that at least half of the members of the Board of Governors participates in the vote. In such case, the members of the Board will be forwarded the full minutes of the meeting conducted in this regard at the Executive Committee as well as the opinion of the Senate, if there is such an opinion.
- g. A modification of the Constitution will come into effect upon its ratification by the Board of Governors.

A modification of the General Regulations will come into effect upon its approval by the Executive Committee, even before it is ratified by the Board of Governors, subject to the Board's authority to revoke the modification; however, the Executive Committee may

determine that said modification will not come into effect until after its ratification by the Board of Governors.

- h. Subject to the provisions of this Constitution and the provisions of the General Regulations and the Academic Regulations, the authorities of BGU are empowered to prescribe from time to time concerning the following matters:
 - 1. Rules of their proceedings.
 - 2. Ways of exercising their power and performing their functions.
 - 3. Any other matter prescribed in the General Regulations or the Academic Regulations.

11. AUDIT INSTITUTIONS

- a. The Executive Committee will set up an Audit Committee. Its composition, powers and duties will be prescribed in the Regulations.
- b. The University's comptroller will be appointed by the Executive Committee at the recommendation of the Audit Committee. The powers, functions and modes of operation of the comptroller, his qualifications, way in which he was appointed and termination of office will be regulated in the Comptroller's Regulations to be approved by the Executive Committee. The Regulations will ensure that no authority will be imposed on the Comptroller, unless pursuant to the provisions of the law, the Constitution and the General Regulations. The comptroller will begin by auditing an academic unit after conferring with the Rector. In auditing the academic units, the comptroller will respect the academic freedom conferred upon BGU and its faculty members under the Council for Higher Education Law and the Academic Regulations.
- c. The Executive Committee will appoint a certified public accountant and will determine his remuneration.
- d. A student admissibility commissioner will be appointed. Its appointments, subordination and functions will be regulated in the Regulations to be approved by the Executive Committee.

12. SYSTEM FOR ACADEMIC REVIEW

The Senate will set up a system for reviewing academic quality. The structure of the system, its functions and modus operandi will be regulated in the Regulations.

13. MISCELLANEOUS

- a. Reference to BGU in any document, whether made before or after the inception of this Constitution, by the name "Institute for Higher Education in the Negev", but in which BGU can be identified and was made with its knowledge and consent - shall be deemed to be a valid reference to BGU.
- b. Where an authority of BGU is given the power under this Constitution or under the General Regulations or the Academic Regulations to appoint committees, these

committees, unless provided otherwise, will consist of members of the same authority or such other persons as the authority shall see fit at its discretion to co-opt.

- c. Where a vacancy opens in an authority or other body of BGU (other than a vacancy in a post held ex-officio), the authority or body, which appointed or elected or co-opted the member whose office became vacant, shall fill that vacancy as soon as practically possible, and the replacement shall preside as a member of the authority or body for the remainder of the term that the person vacating the position should have presided, unless prescribed otherwise in the Constitution, the General Regulations and the Academic Regulations.
- d. No action or decision of any authority or body of BGU shall be invalidated merely because a vacancy or vacancies in its membership has opened, provided that the quorum prescribed for such authority or body in the Constitution, the General Regulations and the Academic Regulations is maintained despite the aforesaid vacancies.
- e. The assets and liabilities of BGU shall not be used for any purpose other than for the attainment or furtherance of the objects of BGU. In the event of the liquidation of BGU, or in the event that its objects and functions can no longer be attained or furthered, the assets of BGU shall not be delivered to its officers or to any of its authorities, but shall be transferred to such body or institution having objects similar to those of BGU, as the Board of Governors may determine.
- f. Any act carried out before this Constitution, the General Regulations and the Academic Regulations have come into effect, shall be deemed to be valid, if carried out in accordance with this Constitution or the Regulations that were in force at the time, as the case may be.
- g. In the event of a contradiction between the Hebrew version of the basic documents and their English version, the Hebrew version shall prevail.

Ben-Gurion University of the Negev ("BGU")

General Regulations

A. Board of Governors

Its composition

1. The Board of Governors shall consist of members appointed as stated in section 5 of these Regulations. The number of governors on the Board shall be prescribed from time to time by the Board, but shall not exceed 400. The majority of members will be residents of Israel.
2. The Board of Governors empowers the Executive Committee to add additional governors to the ranks of the Board between meetings of the Board, provided that the number of governors does not exceed the number set forth in section 1 above. The joining of these members must be ratified by the Board at its upcoming meeting. The Board of Governors empowers the Executive Committee to deliberate and decide on the expiration/termination of the membership of a governor on the Board of Governors as set out below, subject to ratification by the Board at its upcoming meeting.
3.
 - a. A member of the administrative-technical staff of BGU may not be appointed as a governor.
 - b. A member of the Faculty Association Committee may not be appointed as a governor as long as he is a committee member.
 - c. Representatives of the Faculty Association Committee and of the Administrative-technical Staff Association Committee will be regularly invited to Board meetings and given the right to speak about matters pertaining to wages and terms of employment deliberated at the Board meeting.
4. No less than one-tenth of all the Board governors will be selected from among outstanding intellectuals, men of research and science from Israel and outside of Israel. These governors will be recommended by the Senate of BGU.
5. Apart from members appointed by the Board, the Board will consist of:
 - a. Ex-officio members: the President, Rector, Chancellor, Vice-President, one of the Vice Rectors, the Deans, Director of the Blaustein Institute for Desert Research, and the Director General.
 - b. Members of the academic staff, representatives of the Senate. Representation of the academic staff may be no more than 20% of all the Board members.
 - c. The four student representatives to be appointed by the Student Association.
 - d. Founders of BGU according to the appendix to the Regulations of the "Institute of Higher Education in the Negev" dated October 20, 1963.
 - e. Honorary chairpersons as stated in section 6c of the Constitution.

6.
 - a. The Board may elect honorary members who are persons of renown or personalities from Israel and outside Israel who have contributed and endeavored for the sake of BGU.
 - b. Someone who has served as President or Rector of BGU and has not been elected as a member of the Board will be appointed honorary member of the Board.
 - c. Honorary members shall not be counted in the quorum of Board members, but an honorary member will have the right to participate at meetings, express his opinion and receive informative material that has been sent to the Board members, but will not have a right to vote.

OBLIGATIONS OF A MEMBER OF THE BOARD OF GOVERNORS TO BGU

7. A member of the Board of Governors will fill his position faithfully and diligently and will act for the furtherance and development of BGU within the principles of the Constitution and its regulations, and will not be in conflict of interest with BGU. A member of the Board of Governors will have a fiduciary duty and a duty of care towards BGU and will act in its best interests in good faith. The provisions of sections 252-257 of the Companies Law, 5759-1999 will apply to these duties, *mutatis mutandis*.

TERM OF OFFICE

8.
 - a. The term of office of a governor appointed by the Board is three years.
 - b. A governor who has completed his term of office will preside at the meeting of his retirement and may be reelected.
 - c. A governor must participate in at least one meeting of the Board of Governors during his term of office.

EXPIRATION/TERMINATION OF MEMBERSHIP ON THE BOARD OF GOVERNORS

9.
 - a. Membership on the Board of Governors expires:
 1. Upon the resignation of a member of the Board of Governors by submitting a written notice of resignation.
 2. At the end of his term of office – if not extended by the Board of Governors.
 3. Upon his removal from the Board of Governors by resolution in favor of which the President of BGU voted as well as least two-thirds of the members present at the Executive Committee under the circumstances stated in section (b) below.
 - b. The Executive Committee is authorized to end the term of office of a member of the Board of Governors for the following reasons:
 1. The member has been convicted of an offense involving moral turpitude.
 2. In the event of permanent incompetence- physical or mental.
 3. In the opinion of the Executive Committee, the member is acting contrary to the objects of BGU or has breached his fiduciary duty or duty of care to BGU.

4. In the opinion of the Executive Committee, the member's conduct is damaging to BGU or is in conflict of interests with BGU.
- c. The term of office of a member of the Board of Governors shall not be terminated until after he has been given the proper opportunity to voice his arguments before the Executive Committee.
- d. A resolution of the Executive Committee under this clause must be ratified by the Board of Governors at its upcoming meeting. the coming

CHAIRPERSON OF THE BOARD OF GOVERNORS

10. a. In consultation with the Chairperson of the Executive Committee, President and the Rector, the Board will elect a Chairperson for a term of office of three years, and his seat on the Board will be as long as he presides in this position, even if this three-year term of office as member of the Board has ended. The Chairperson of the Board may be re-elected for three additional terms at the most, i.e. up to twelve years.
- b. With the Board's approval, the Chairperson may appoint a deputy and vices from among the Board members for terms of office, as he sees fit. Their term of office will expire upon election of a new Chairperson. As long as they serve in their position, they will have a seat on the Board, even if they have completed their three-year term of office as Board members.
- c. If the Chairperson is temporarily unable to fill his position, he will appoint the Deputy Chairperson to substitute for him. If there is no Deputy Chairperson, he shall be substituted by the Chairperson of the Executive Committee.
- d. Where the office of chairperson has become vacant during his term of office or he is permanently unable to fulfill his position, his position will be filled by the Chairperson of the Executive Committee until a new chairperson is elected.

SESSIONS OF THE BOARD

11. a. The Board will meet in ordinary session once a year. An extraordinary session will convene whenever the Chairperson finds this necessary, after conferring with the Chairperson of the Executive Committee; the Chairperson will also convene the Board at the written requisition of at least one-quarter of the governors, and this shall be within three months of submitting the requisition.
 - b. An ordinary session and an extraordinary session will be held on the date scheduled by the Chairperson, after consultation with the President. The place of any ordinary or extraordinary session will be Beer Sheva.
 - c. The agenda of the session will be determined by the Chairperson in consultation with the President. Matters will be put on the agenda at the requisition of at least ten governors. The agenda of an extraordinary session that is requisitioned by at least one-quarter of the governors will be as it appears on the written requisition.
12. At each session of the Board, one-quarter of the members shall constitute a quorum, but if the number of members at the time scheduled to begin an ordinary session is

insufficient to constitute a quorum, the session will be postponed for 15 minutes, and at the postponed time- any number of members will constitute a quorum, provided that the President and Chairperson of the Board of Governors or a proxy authorized by him are present at the postponed session.

13. The right to vote shall be conferred on the members of the Board present at such session.
At a session of the Board dealing with the salary and terms of employment of BGU employees- including the academic staff, the administrative staff and the technical staff or other employees of BGU - interested parties employed at BGU may not participate or vote.
14. The Chairperson may invite to sessions of the Board of Governors persons of academic or public standing, as he may deem fit; persons so invited may participate in discussions, but will not have a right to vote.
15. Should there be an equality of votes at the time of the vote, the Chairperson of the session will have an additional vote.

B. POWERS OF THE BOARD OF GOVERNORS

16. The Board of Governors is the supreme authority of BGU. Among its powers, the Board oversees the management, assets, and all the affairs of BGU, as well as:
 - a. The Board ratifies the appointment of the President of BGU.
 - b. The Board ratifies the appointment of the Chairperson of the Executive Committee.
 - c. The Board ratifies multiannual plans for the development of BGU.
 - d. The Board ratifies the budget of BGU.
 - e. The Board ratifies the annual financial statements.
 - f. The Board ratifies BGU's fund management policy.
 - g. The Board ratifies changes in the Constitution and General Regulations as well as modifications having a financial or budgetary implication in BGU's Academic Regulations.
 - h. The Board cultivates BGU's foreign relations and acts to raise donations.
 - i. The Board determines the remuneration of the public officers.
17. With respect to resolutions that are subject to the ratification of the Board of Governors - if not explicitly stated otherwise in the Constitution and in these Regulations - a resolution of the Executive Committee will be valid until the next session of the Board in which the Board will ratify or annul the resolutions. A resolution that has not been annulled shall be deemed ratified. The cancellation of a resolution will not invalidate actions taken until such time in accordance with a resolution passed by the Executive Committee.

C. EXECUTIVE COMMITTEE

Its composition

18. The number of members on the Executive Committee shall be no less than 9 and no more than 25. No less than 85% of the members of the Executive Committee must be residents of Israel. The Executive Committee will be composed as follows:
 - a. The Chairperson of the Board of Governors and the Chairperson of the Executive Committee will be ex-officio members of the Executive Committee.
 - b. The President and Rector will be ex-officio members of the Executive Committee.
 - c. Representatives of the senior academic faculty members, who are full professors from different disciplinary fields, will be elected by the Senate, provided they are not officers in BGU's Academic Administration, and this includes a dean, director of an institute, head of a department, head of another academic unit, etc. Representation of the senior academic staff will comprise 20% of all the Executive Committee members.
 - d. A representative of the Student Association.
 - e. The rest of the members of the Executive Committee will be active public representatives from the fields of education, higher education, culture, society, science, economy, technology, communications, industry, etc. Each of the overseas elected members will have an Israeli alternate, who will be chosen by the member and at the recommendation of the elected member from abroad. All the alternates will be invited to participate at all meetings of the Executive Committee.
 - f. The Executive Committee will not have members from among officers of BGU, from among University staff members and from among its employees, except for the members listed in sections b) and c) above.
 - g. Members of the Senior Faculty Association Committee may not be appointed as members under the above subsection c), as long as they are members in this committee.
 - f. Representatives of the Faculty Association Committee and of the Administrative-Technical Staff Association Committee will be invited to speak about any matter pertaining to wages and terms of employment discussed at the Executive Committee.
19. New public representatives of the Executive Committee will be elected by the Executive Committee at the recommendation of the Search Committee, which will be composed of five members. The Search Committee will be headed by the Chairperson of the Executive Committee; three members will be appointed by the Executive Committee from among its public representative members, and another member will be appointed by the Executive Committee from among its senior faculty representatives, after the Chairperson of the Executive Committee confers with Senate representatives in the Executive Committee. The Search Committee will submit its recommendations for the approval of the Executive Committee, and will follow Search Committee work procedures for the Chairperson and member of the Executive Committee, which will be part of BGU's procedures.

20. Members of the Executive Committee from among the public will be elected for a term of three years. By a simple majority vote of the Executive Committee, their term of office may be extended for two additional and consecutive terms of three years each (a total of nine years) and for a fourth term of three years. Their election for an extended term of office will be subject to receiving the recommendation of the Chairperson of the Executive Committee (after consulting with the President) and by a majority of two-thirds of the members of the Executive Committee. It is clarified that extensions of terms of office do not have to be recommended by the Search Committee under section 19. A member of the Executive Board who has served nine or twelve years consecutively can be re-elected as a member of the Executive Committee, as stated in section 19 of these Regulations, at the end of three years from the date his term of office has ended.
21. The Executive Committee will convene for meetings at least six times a year between meetings of the Board of Governors, and it will also convene special meetings at the requisition of the Chairman of the Board of Governors or at the requisition of ten of its members.
22. The Chairperson of the Executive Committee will be elected by the Executive Committee, from among its public representative members at the recommendation of the six-member Search Committee, which will be composed as follows: Deputy Chairperson of the Executive Committee (Chairperson of the Committee) at the recommendation of the six-member Search Committee, which will be composed as follows: Deputy Chairperson of the Executive Committee (Chairperson of the Committee); Chairperson of the Board of Governors; three members to be appointed by the Executive Committee from among the public representatives in the Executive Committee, and another member to be appointed by the Rector from among senior faculty representatives of the Executive Committee. The President may attend all meetings of the Search Committee, without having a right to vote, but he will have veto power only twice to veto a recommendation of the Search Committee, and in such case the Search Committee may recommend another candidate from among the candidates it has examined, or begin a new search process. The Committee will follow the Search Committee's work procedure for a Chairperson and member of the Executive Committee, which will be part of BGU's procedures, and will submit its recommendations for the approval of the Executive Committee. The position of each member of the Search Committee will be requested at each meeting.

At the recommendation of the Chairperson of the Executive Committee, the member shall appoint his deputy(ies) (one or more). The Chairperson and the Deputy Chairperson will be appointed for a three-year term of office, and they may be re-elected for additional terms of office, provided that their aggregate term of office is no more than twelve years, and if they served prior to this position as members of the Executive Committee, this is provided that their aggregate term of office as members and in this position does not exceed twelve years.

23. In the absence of the Chairperson and his deputies from a meeting of the Executive Committee, a member of the Executive Board shall chair the meeting, and he will be requisitioned by the Chairperson to preside over the meeting. If the Chairperson of the Executive Committee does not appoint a chairperson for the meeting, the chairperson for that meeting will be elected therein.

24. At each meeting of the Executive Committee, 60% of the members shall constitute a quorum, provided that the representatives from among the public make up more than half of those present.
25. A voting right will be granted to those Executive Committee members who are present at the time of the vote as well as the alternates representing members from abroad who are absent from the meeting.
26. An agenda of each meeting will be determined by the Chairperson of the Executive Committee and will be distributed a reasonable time ahead of the meeting. Topics will be added to the agenda at the requisition of six members by prior notice of at least one month in advance.
27.
 - a. Faculty deans and directors of the institutes will be invited to participate at all Executive Committee meetings and will have the right to speak on all topics on the agenda.
 - b. At Board meetings dealing with the salary and terms of employment of University employees- including the academic staff, the administrative staff and the ' technical staff or other employees of BGU - interested parties employed at BGU will not participate or vote.

D. POWERS OF THE EXECUTIVE COMMITTEE

28. Without derogating from any power vested with the Executive Committee in the Constitution and in these Regulations, the Executive Committee will deliberate and decide on all matters that the Board has delegated to it; it may deliberate on any matter within the authority of the Board and may submit recommendations to the Board.
29. The special powers of the Executive Committee will be:
 - a. To set up and establish faculties, institutes or schools; to set up departments, with the consent of the Senate.
 - b. To close faculties, institutes or schools, cancel academic departments based on the recommendation of the Senate or after consulting with it.
 - c.
 1. Join a school or other institution to BGU based on the Senate's recommendation.
 2. Sever ties with a school or another external institution based on a recommendation or after consulting with the Senate.
 - c. Where the Executive Committee has decided in one of the matters listed in subsections a), b) and c) above contrary to the opinion of the Senate, a resolution by a majority of two-thirds of the members of the Executive Committee will be required.
 - d. Appointment and dismissal of a President, subject to the ratification of the Board of Governors; appointment of a Chancellor, Vice-Presidents and Director General at the recommendation of the President.
 - e. Oversee the President's mode of operations and the performance of his duties.

- f. Determine the salary and terms of service of BGU's academic and non-academic staff.
 - g. Determine the amount of money needed to set up chairs and the financial arrangements, including grants relating to their existence.
 - h. Set the tuition and other payments to be imposed on the students.
 - i. Set up retirement funds, similar funds or other arrangements for BGU's faculty or administrative-technical staff.
 - j. Approval of the receipt of loans by BGU.
 - k. Approval of the regulations of all BGU's bodies.
 - l. Approval and revision of BGU's budget, subject to ratification by the Board of Governors at its next session.
 - m. Approval of a multiannual program for the development of BGU, subject to ratification by the Board of Governors.
 - n. Determine BGU's fund management policy, subject to the ratification of the Board of Governors.
 - o. Approval of BGU's financial statements, subject to ratification by the Board of Governors.
 - p. Approval of rules for the appointment of key officers subordinate to the President.
 - q. Appointment of authorized signatories.
 - r. Appointment of a certified public account and determining his remuneration.
 - s. Appointment of the comptroller of BGU.
 - t. Approve modifications in the Constitution and General Regulations and to approve modifications having financial or budgetary implications for the Academic Regulations, subject to ratification by the Board of Governors. Any proposal to amend the Academic Regulations will be presented, immediately after its approval by the Senate, to the President of BGU, the Rector and the Chairperson of the Executive Committee for determining whether the decision has a financial or budgetary implication. Where a resolution has been found to have a financial or budgetary implication, it will not go into effect until it is approved by the Executive Committee and is ratified by the Board of Governors.
30. Between sessions of the Board of Governors, the Executive Committee may exercise the powers and functions of the Board of Governors in any particular matter that the Chairperson of the Executive Committee deems to be urgent, but this is subject to the authority of the Board of Governors to rescind resolutions that were thus passed. This section does not apply to the power of the Board of Governors to ratify a change in the Constitution.
31. If the Chairperson believes that a certain matter presented to the Executive Committee should be brought before the Board of Governors, he may delay any resolution passed in such matter by the Executive Committee until it is deliberated by the Board, or to allow, at his discretion, that the resolution be temporarily implemented until the Board decides

in this regard. In any event, he must notify the Executive Committee to this effect before the deliberation begins.

32. a. The Executive Committee will appoint an Audit Committee and the following committees:

1. Finance Committee
2. Physical and Building Development Committee
3. Student Affairs Committee
4. Constitution and Regulations Committee
5. Wages and Terms of Service Committee
6. Investments Committee

The Executive Committee may appoint an executive subcommittee to act on its behalf, within the bounds of its authorities.

The functions and powers of the committees will be prescribed by the Executive Committee, and they must report to it regularly.

The chairpersons of the committees will be elected by the Executive Committee from among the members of the Board of Governors.

The term of office of these committee members shall not exceed three years. They may be elected for additional terms of office.

- b. The Executive Committee may appoint *ad hoc* committees, as it shall deem fit from time to time, and it may delegate some of its powers and functions to these committees, at its discretion. The Executive Committee will compose such committees as it deems fit from among its members, members of the Board of Governors, faculty members, members of the administrative-technical staff and other members.

33. The following matters must be pre-approved by the Executive Committee:

- (1) Sale, purchase or encumbrance of any real estate property both on-campus or off-campus.
- (2) Rental and lease of real estate for a period of more than three years.
- (3) Any contract in excess of the amount to be determined from time to time by the Executive Committee or of a longer term than to be determined from time to time by the Executive Committee.
- (4) Acceptance by BGU of gifts or endowments with unusual conditions attached or the receipt of gifts and grants where the conditions attached involve an expenditure that is not covered by the annual budget.
- (5) Provision of loans (apart from student loans) or giving a guarantee or another contingent liability by BGU.

The Executive Committee may delegate some of its powers under this clause to one of the committees mentioned in section 32 above.

34. Obligations of an Executive Committee Member

- a. A member of the Executive Committee will fill his position faithfully and diligently and will work to advance and develop BGU in line with the principles of the Constitution and its Regulations, and will not be found in conflict of interest with BGU. All members of the Executive Committee will have a fiduciary duty and a duty of care towards BGU and will act in its best interests and in good faith. With respect to these duties, the provisions of sections 252-257 of the Companies Law, 5759-1999 will apply, *mutatis mutandis*. Each member of the Executive Committee will sign a conflict of interests declaration according to the wording attached as an appendix to the General Regulations at the beginning of his term of office and as a precondition for undertaking this position.
- b. The provisions of subsection a) above shall apply to a member of any of the Executive Committee committees as stated in section 32 above, even if he is not a member of the Executive Committee.

35. Expiration/Termination of Membership in the Executive Committee

- a. Membership in the Executive Committee expires:
 - (1) Upon resignation of the member from the Executive Committee, provided that the member gives 60-day advance written notice of resignation to the Executive Committee.
 - (2) At the end of his term of office- if not extended by the Executive Committee.
 - (3) Upon dismissal from the Executive Committee by resolution in favor of which the President of BGU voted as well as at least two-thirds of the members present at the Executive Committee under the circumstances stated in section (b) below.
- b. The Executive Committee may decide to dismiss a member for each of the following reasons:
 - (1) The member has been convicted of an offense involving moral turpitude.
 - (2) In the event of permanent incompetence- physical or mental.
 - (3) In the opinion of the Executive Committee, the member is acting contrary to the objects of BGU or has breached his fiduciary duty or duty of care towards BGU.
 - (4) In the opinion of the Executive Committee, the member's conduct is damaging to BGU or is in conflict of interests with BGU.
 - (5) The member did not participate in three consecutive meetings of the Executive Committee.
- c. The term of office of a member of the Executive Committee shall not be terminated until after he has been given the proper opportunity to voice his arguments before the Executive Committee.
- d. The term of office of a member of the Executive Committee from among senior faculty representatives shall not be terminated under section 35(a)(3) until after it is approved by the Senate.

36. Executive Committee resolutions will be passed by a simple majority of participants, unless stated otherwise in BGU's Constitution or these Regulations. In the event of an equality of votes, the Chairperson of the Executive Committee will have an additional vote.

E. THE PRESIDENT OF BGU

37. The President is the Head of BGU.
38. a. The President will be appointed by the Executive Committee, subject to the ratification of the Board of Governors.
- b. 1. For the purpose of electing the President, the Chairperson of the Executive Committee will appoint a Search Committee that will recommend to the Executive Committee a candidate for the office of President.
2. The Search Committee will be composed of nine members:
- a. The Chairperson of the Executive Committee heading the committee;
- b. The Chairperson of the Board of Governors;
- c. Two external public figures with senior academic/managerial backgrounds, while priority will be given to former presidents and rectors of other universities who are not members of the Executive Committee/Board of Governors, or employees of BGU to be appointed by the Chairperson of the Executive Committee, in consultation that will be conducted genuinely and seriously with an open heart and open mind with the Rector;
- d. Two public figures to be appointed by the Chairperson of the Executive Committee and who may be members of the Executive Committee.;
- e. Three senior academic faculty members of BGU, who do not hold an administrative position at the level of Dean or higher and who are full professors, who will be elected by the Senate;
3. The outgoing president and the candidate for office of president may not be members of the Search Committee.
4. Anyone who has previously served on the Search Committee may not serve again, except for an ex-officio member of the committee.
5. The Search Committee will be set up at least one year before the end of the President's term of office, including before the end of the term of office in which an incumbent President may be re-appointed for another term.
- c. The President will be appointed for a four-year term of office, and he can be appointed for additional terms of four years each, provided that he does not preside for more than twelve consecutive years. The election for a third term of office is contingent on the support of two-thirds of the members of the Executive Committee present at the vote.

39. a. The President is accountable to the Executive Committee. He is responsible for all fields of BGU's endeavors and for achieving its aims and goals, for all budgetary affairs and resources, for the physical development of BGU and for creating conditions for the advancement of teaching and research. He approves all matters pertaining to academic planning that have administrative or financial implications. He is responsible for presenting BGU to the outside world, and he is vested with all the powers needed for the management of BGU in accordance with this Constitution and General Regulations as well as any power not vested with another authority or officer.
- b. The President is in charge of raising financial resources and donations.
- c. The President is the main coordinator between BGU and friends associations in Israel and abroad.
- d. The President has the right to participate at meetings and discussions of all the committees, authorities and other bodies of BGU.
- e. A sub-committee of the Executive Committee composed of members from among the public will determine the President's terms of employment and salary, subject to the laws and general agreements governing positions of this type in Israel.
- f. The President will be a citizen of Israel and a resident of the Negev. The President will be employed in a full-time position at BGU, and it will be his only place of employment.
- g. Should the President be absent for brief periods, the Rector shall substitute for him. If the Rector is also absent, the President will appoint one of his vices to substitute for him.
- h. Should the President be unable to fulfill his duties for a period of more than three months, he will be replaced for a period of no more than six additional months by another officer to be selected by the Executive Committee with the approval of the Board of Governors. Should the President be unable to finish his term of office, the election of a new President will be according to the search process defined in the Regulations.
- i. The Executive Committee may, based on a requisition signed by one-third of all its members and after hearing the President, dismiss the President from office by a resolution passed by a majority of two-thirds of the Executive Committee members. The resolution to dismiss the President will go into effect upon its ratification by the Board of Governors, which must be endorsed by at least two-thirds of the members of the Board present at that meeting. Should the Chairperson of the Executive Committee deem this fit for weighty reasons, he may-after said resolution was passed by the Executive Committee - recommend to the Executive Committee to suspend the President from office until the Board of Governors meets, and the Executive Committee may pass this resolution, provided that it is passed by a majority of two-thirds of the Executive Committee members.

40. Powers and Functions of the President

The President is responsible *ex officio* for the management of BGU.

- a. He is responsible for the proper and efficient management of BGU, subject to the laws, provisions and rules outlined by the competent institutions and the Constitution and General Regulations of BGU.
- b. The President will report regularly to the Chairperson of the Board of Governors and to the Chairperson of the Executive Committee on all significant matters pertaining to BGU.
- c. He will initiate procedures for regular and continuous consultation with the Rector, for deliberation of each of them. The President must ensure to brief the Rector regularly and continuously on all BGU's affairs.
- d. The President is responsible for executing resolutions of the Board and the Executive Committee.
- e. In consultation with the Rector, he will initiate plans for the growth and development of BGU, and will propose fiscal and administrative policy principles in order to achieve these goals.
- f. The President will involve the Rector in drafting BGU's annual budget. The Rector will prepare a proposal for the division of the "teaching and research" item among the faculties. The budget will be presented for discussion and approval at the Finance Committee and at the Executive Committee. The President will involve the Rector in the implementation of the budget.

41. In order for the President to fulfill his position in a sound and efficient manner -

- a. He will recommend to the Executive Committee to appoint a Director General. The Director General will be accountable to the President and will perform the functions that the President will determine as part of the authorities delegated to him by the President.

The President will also recommend to the Executive Committee to appoint a Vice-President to be accountable to him for maintaining relations with the Friends of BGU for fund-raising and promoting public relations.

The President and the Rector will jointly recommend the appointment of a Vice-President to be accountable to them for research and development within the framework to be defined by them, subject to the provisions of BGU's Constitution and Regulations.

At the President's initiative, the Executive Committee may appoint other Vice-Presidents for functions that it will define.

The Vice-Presidents will be appointed by the Executive Committee by written request of the President to be addressed to the Chairperson of the Committee; they will be appointed for terms of office no longer than the President's term of office. They can be dismissed from office at the written request of the President to be addressed to the Chairperson of the Executive Committee, to be passed by a resolution of the Executive Committee by the majority of those present at the vote.

The Vice-President of Research and Development will be appointed by the Executive Committee for a term of office no longer than the terms of office of the President and the Rector. He can be dismissed from office at the written request of the President or of the Rector to be addressed to the Chairperson of the Executive Committee, to be passed by a resolution of the Executive Committee by a majority of those present at the vote.

- b. The President may delegate some of his authorities to the Rector. In such case, he will report this to the Executive Committee.
- c. The President will appoint employees to his office, as necessary, with the understanding that these appointments are in accordance with the laws and regulations pertaining to the employment of employees at BGU and within the approved budget.
- d. The President, in consultation with the Rector, will approve the appointment of heads of the academic institutes and heads of other bodies having academic functions, but which do not have the official status of faculties) Blaustein Institute for Desert Research, the Institutes for Applied Research, and the Ben Gurion Institute for the Study of Israel, Zionism and Ben-Gurion Heritage). The Director of the Blaustein Institute and the Director of the Institutes for Applied Research will be recommended by committees to be composed of three members: One will be appointed by the Senate Coordinating Committee, one will be appointed by the President from among the public representatives in the Executive Committee, and the third will be appointed by the academic staff of that institute. In these two cases, the candidate must be a full professor of the university. The recommendations must be approved by the Senate Coordinating Committee and must be approved by the President and Rector. The Head of the Ben-Gurion Institute for the Study of Israel, Zionism and Ben-Gurion Heritage will be appointed in accordance with an agreement concerning this institute between BGU and the David Ben-Gurion Memorial.

A notice on these appoints will be submitted to the Executive Committee.

- e. The President approves the appointments of all the administrative and technical employees. He may delegate this authority, in whole or in part, to the Director General.

F. THE RECTOR OF BGU

- 42. a. The Rector is entrusted with BGU's academic affairs. In this capacity, he is responsible to the Senate. The Rector is subordinate to the President, except for matters to be assigned to the Senate. The Rector must consult with the President regarding all affairs under his authority and present the relevant matters to him for discussion at consecutive regular meetings to be held between them. The Rector will report to the President concerning all matters under his authority in accordance with the Constitution, the General Regulations and the Academic Regulations, whereas the President will consult with the Rector regarding all BGU affairs.
- b. The Rector will be elected from among BGU's full professors for a four-year term of office at the end of which he may be re-elected for only one more term of office.

The Academic Regulations and the General Regulations define his authorities, including his authority to appoint a Vice Rector. The Academic Regulations also specify the procedure for his dismissal by the Senate.

- c.
 1. One year before the Rector is about to end his term of office, a Search Committee will be set up to be composed of the President, who will chair the committee, and six members to be chosen by the Senate in a secret ballot from out of twelve names to be submitted to the Senate by the Senate Coordinating Committee. Should a member be unable to sit on the committee, his seat will be filled by another candidate from the above list. The outgoing Rector and the candidates for the position of Rector may not be members of the committee.
 2. Decisions and recommendations of the Search Committee shall be passed by a majority vote of its members, provided that the majority includes the President.
 3. The Search Committee shall submit its recommendations to the Senate which will elect the Rector among those recommended.
 4. The other procedures of the committee's work and the manner in which the Rector is elected in the Senate will be as prescribed in the Academic Regulations of BGU.
 5. The Search Committee will also be set up before the end of the term of office after which a presiding Rector may be re-elected for another term.
- d. The Senate may resolve to end the term of office of the Rector based on a proposal signed by one-third of the Senate members, and after hearing the Rector - to resolve by two-thirds of the Senate members to end the term of office of the Rector.

43. FUNCTIONS AND POWERS OF THE RECTOR

- a. The Rector is responsible for the academic management of BGU, and he is in charge of its academic development under the provisions of the Constitution, the General Regulations, the Academic Regulations and resolutions of BGU's authorities. The Rector has all the powers concerning academic affairs vested with him in the Constitution, the General Regulations, the Academic Regulations or that have been delegated to him by the President as well as residual authority in any academic matter under the authority of the Senate, which has not been explicitly vested with another authority or another officer.
- b. The Rector initiates programs for the academic growth and development of BGU and is a party to any initiative having this purpose.
- c. The Rector may recommend any matter involving BGU to the Board of Governors and to the Executive Committee.
- d. The President will involve the Rector in all matters pertaining to BGU's budget, as set forth in section 38f of these Regulations.
- e. The Rector will head the Senate and the Coordinating Committee, and will chair the Academic Appointments Committee as well as the Dean Search Committee.

The Rector will be an ex-officio member of the Board of Governors, the Executive Committee, and the executive subcommittee, if established.

- f. The Rector will report regularly to the Senate and to the President on the activities of BGU in the areas of teaching and research, and will regularly consult with the President on any matter for the purpose of advancing teaching and research.

44. **THE DEANS**

- a. The Deans of each faculty will be entrusted with the management of the academic, administrative and economic aspects of the faculty, and they are the representative of the faculty before all BGU's authorities.

Each Dean is subordinate to the Rector. Each Dean will regularly consult with the Rector and report to the President on the activities of the faculty, whenever required to do so, and at least once a year.

- b. The Deans of the faculties will be elected for a three-year term of office with the possibility of re-election for one additional term only.
- c.
 - 1. A Search Committee will be set up by the President for the purpose of electing a Dean.
 - 2. The seven-member committee will be headed by the Rector. Two of the committee members will be elected in coordination with the President.
 - 3. The Search Committee, in consultation with the President, will submit to the Faculty Board the name of one or more candidates to be chosen by the Dean among those recommended.
 - 4. The candidate(s) must be endorsed by a majority of the members on the Search Committee, provided that the majority includes the Chair of the Committee.
 - 5. The committee's other work procedures and procedures for electing the Dean by the Faculty Council will be as prescribed in the Academic Regulations of BGU.
 - 6. The letter of appointment of a Dean will be jointly signed by the President and the Rector, and the appointment will go into effect once signed.
- d. The Dean will serve ex-officio as a member of the Senate, will preside as Chairperson of the Faculty Board, Chairperson of the Faculty Appointments Committee, and member of the Coordinating Committee.

45. **OBLIGATIONS OF AN OFFICER**

An officer will carry out his position faithfully, devotedly and endeavor to advance and develop BGU within the principles of the Constitution and its regulations, and will not be in conflict of interest with BGU. An officer will have a fiduciary duty and a duty of care towards BGU, must act in its best interests and in good faith. With respect to these duties, the provisions of Item 252-257 of the Companies Law, 5759-1999 will apply, *mutatis mutandis*.

46. **OBLIGATIONS OF A MEMBER OF ACADEMIC INSTITUTIONS**

A member of the Senate, of one of the Senate committees, and of any other academic institution of BGU shall perform his functions faithfully and diligently, and strive to advance and develop BGU within the principles of the Constitution and its Regulations; he will not be in conflict of interest with BGU, will have a fiduciary duty and a duty of care towards BGU and will act in its best interests in good faith. With respect to these duties, the provisions of sections 252-257 of the Companies Law, 5759-1999 will apply, *mutatis mutandis*.

APPENDIX TO THE CONSTITUTION AND REGULATIONS OF BEN GURION UNIVERSITY IN THE NEGEV

These Regulations are intended to provide details on the process of a written vote of members of the Board of Governors, as it appears in BGU's Constitution, General Regulations and Academic Regulations.

1. When a written vote of the Board of Governors is requested involving a change in the Constitution or the General Regulations or the Academic Regulations, the Chairperson of the Board of Governors may appoint a Ballot Committee composed of four members, including its Chairperson who shall serve as chairperson of the Ballot Committee, and one member of the Senate representatives. The secretary of the Executive Committee will serve as secretary of the Ballot Committee.
2. Resolutions of the Ballot Committee will be passed by a simple majority; in the event of an equality of proposals - the Chairperson shall have a casting vote.
3. Within seven days of the day on which the Chairperson of the Board has decided on a written vote, the Ballot Committee will send to all Board members with voting rights an envelope containing a page on which the topic of the vote and the voting options are printed, as to be determined by the Chairperson of the Board of Governors.
4. As the vote will be secret, this envelope will be inserted into another envelope, and it will be sent by registered mail to the Ballot Committee; the duration of the vote will be at least 28 days from the date of dispatch.
5. The ballot box will be placed in the office of the secretary of the Executive Committee.
6. Within seven days of the day the ballot is closed, the Ballot Committee shall convene, count the votes and notify the Chairperson of the Executive Committee of the voting results, and he will inform all members of the Board of Governors of these results.
7. If the Board of Governors approves the change, it will go into effect upon approval of the minutes of the Ballot Committee by the chairperson of the Ballot Committee.