

Rules of Procedure
The Board
IT University of Copenhagen (ITU)

§ 1 Authority of the Rules of Procedure

These Rules of Procedure are drawn up according to the regulations for the IT University of Copenhagen, § 10, no. 17.

§ 2 Age limit

Members of the Board should resign, at the latest, by the end of the quarter when the member reaches 70 years.

§ 3 Training of Board Members

The Vice Chancellor introduces all new Members of the Board, including a possible new Chairman, to the ITU and its guidelines of activities. The ITU's Accounting & Budgeting Manager introduces new Members of the Board to the ITU's finances.

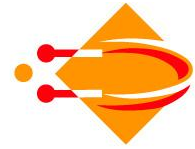
Ss. 2 By agreement with the Vice Chancellor relevant supplementary courses can be given to the Chairman of the Board and the Members of the Board.

§ 4 Information about incapacity

When joining, the new Members of the Board are immediately obliged to inform the Board of any circumstances that can be of importance to the Member's capacity in connection with being on the Board.

§ 5 Numbers and summons of Board Meetings

Board meetings are held at least three times a year, and otherwise, when the Chairman of the Board finds it necessary or, when requested by a Member of the Board or the ITU Management. Beyond this, a yearly Strategy Seminar is held. The regular Board meetings and the yearly strategy seminar are held according to a previously determined and public available plan, typically once every quarter on Fridays at 14:00 – 17:00. The meeting plan is worked out according to the following guidelines:



- At the end of April: Board meeting concerning approval of annual accounts of the previous year (the time is determined in consideration for the Board's signing of the annual accounts before May 1); discussion of fulfillment of goals for the ended year; discussion of accounting figures for the ended year.
- At the beginning of June: Strategy seminar, including discussion of overriding financial guidelines and dispersion of means for different purposes.
- Mid-September: Board meeting working out a draft of strategic focus areas for the coming year and first draft of budget; self-evaluation of the Board's work; evaluation of the work of the Management of the University and of the cooperation between the Board and the Management of the University; and the work schedule of the meetings for the following year.
- At the end of November: Board meeting concerning budget decision; goal figures for the coming year.

Ss. 2 Meeting plan is worked out for one calendar year at a time and is decided, at the latest, at the second last regular board meeting in the calendar year. The meeting plan contains specifications of regular meetings, pre-meetings between the Chairman of the Board and the Vice Chancellor, and dates for sending out the minutes.

Ss. 3 If needed, an extraordinary Board Meeting is summoned concerning the consideration of sudden, urgent business, or in connection with retraction of a previous decision of the board, cf. § 7, subs. 12. Date and time of an extraordinary Board Meeting is determined by the Chairman of the Board, in cooperation with the Vice Chancellor and is summoned with the longest possible notice.

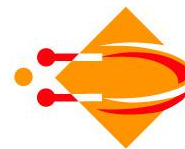
Ss. 4 If it becomes necessary to change date and/or time of a previously scheduled meeting, it is aimed to plan the meeting so that all Board Members can be present at the changed date and/or time.

§ 6 Agenda

Agendas for the Board Meetings are worked out by the Vice Chancellor and must specify which matters are being discussed, the enclosures belonging to the matter (numbered consecutively), and the Vice Chancellor's comments, elaborating on the matters. In addition to this, the agenda must specify whether the respective matters are for decision, discussion or briefing.

Ss. 2 At every Board Meeting, the agenda must contain at least the following items:

1. Final approval of minutes from the previous meeting
2. Briefing by the Vice Chancellor



- 3. Follow-up on accounts
- 4. Any Other Business

- Ss. 3 Items, which a Member of the Board wishes to be discussed at a future meeting, are sent in writing to the Vice Chancellor, at the latest, 8 days previous to the Vice Chancellor's pre-meeting with the Chairman of the Board. This pre-meeting takes place when proposals for the agenda and the Vice Chancellor's comments on the agenda are worked out, so that a final agenda can be sent out to the Members of the Board, with a minimum of 8 days previous to the Board Meeting.
- Ss. 4 The Vice Chancellor is under obligation to include all suggestions in writing received in time for the agenda in the material that the Vice Chancellor sends to the Chairman of the Board, previous to the meeting mentioned in subsection 3.
- Ss. 5 Matters, which the Vice Chancellor lays before the Board, ought to be finalized to the point, that only requires the Board to take a stand. In case of doubt, it is for the Board to decide which cases to consider.
- Ss. 6 The Chairman of the Board decides in concert with the Vice Chancellor which matters are considered as Confidential Information, cf. § 9. Until the meeting is held, the Board Members are under an obligation to respect the decision on which matters to consider as Confidential Information.

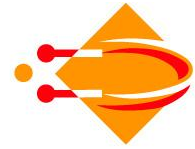
§ 7 Board Meetings

The Board Meetings are managed by the Chairman.

- Ss. 2 As starting point, the Board Meetings take place at the IT University's address, but can take place elsewhere, if the Chairman decides so.
- Ss. 3 Board Meetings are conducted in English, if at least one participant does not speak Danish; otherwise in Danish. Written material prepared in-house and enclosed for use at Board Meetings must be in English. This includes the agenda, the Vice Chancellor's comments on the items of the agenda, and all enclosures prepared in-house after October 1st, 2011. Enclosures that are not authored at the University or are written before October 1st, 2011, may be in Danish. As from October 1st, 2011, minutes from the meetings will be in English only. In accordance with the language policy of the University, translation of documents from Danish into English and English into Danish should be avoided; documents should exist in English or Danish, not in both Danish and English.
- Ss. 4 Regrets for a summoned meeting are communicated immediately to the Vice Chancellor.



- Ss. 5 The Board Meetings are public. However, the Board can decide that a matter is considered behind closed doors if the character of the matter requires this, cf. § 11 in the regulations of the IT University of Copenhagen.
- Ss. 6 In case of the Chairman is prevented from attending, the Deputy Chairman, if such is appointed, manages the Chairman's job according to regulations and rules of procedure, and the authorities and duties given to the Chairman in regulations and rules of procedure.
- Ss. 7 A Board Member, who is disqualified in relation to a matter considered by the Board, has a duty to immediately inform the Board about this. The Board decides whether the Member can join the consideration of the matter in question, or not.
- Ss. 8 The Board forms a quorum when at least four Members and the Chairman are present. The Board decides on a matter by simple majority of votes and by verbal voting; however, for decision on budget proposal, engagement and dismissal of Vice Chancellor and the rest of the University's top management, strategy for the University's long-term activities and management, major deviations from the Board's decided budget and change of regulations, at least five Members of the Board and the Chairman must be present, and at least five Members and the Chairman must vote in favor of the proposal. When there is a parity of votes, the Chairman's vote is decisive.
- Ss. 9 The Board can make decisions by voting in writing, however not on those matters to which a decision demands that at least five Members of the Board and the Chairman vote in favor for.
- Ss 10 A Board Member, who is prevented from being present at a Board Meeting, can vote by written authority.
- Ss. 11 At a Board Meeting, a majority of the Board Members can decide to change the Chairman of the Board's and the Vice Chancellor's decision on handling information as Confidential Information, so that this information or a summary of this is handled as Public Available Information, cf. § 9.
- Ss. 12 The joint Board decides immediately after the discussion of a matter at a Board Meeting whether the total or parts of the minutes of the matter have to be Confidential Information, cf. § 9.
- Ss. 13 In very special cases and only at a Board Meeting, the Board can withdraw a decision made by the Board. Such a withdrawn decision is made public the usual way on the internet, with clear specification that



it concerns a withdrawn decision. A withdrawn decision is not made public available, if it concerns Confidential Information, cf. § 9.

§ 8 Minutes

The minutes taker writes the resolution minutes with clear specification of

- time and place for the meeting
- participants
- agenda
- conclusions and decisions

In addition to this, the minutes must contain important opinions on a specific issue expressed by the Chairman or the Members of the Board. The Chairman/a Member of the Board also has the right to get stated a possible note of dissent.

Ss. 2 The minutes are sent to the Members of the Board, at the latest, 8 days after a held meeting, and must contain specification of 8 days for the deadline for objections. If no objections are received in writing within this deadline, the minutes are regarded as approved, and decisions made at and initiatives taken at the meeting subsequently can be effectuated, and the Public Available Information of the minutes can be made public, cf. § 11, ss. 1.

If objections of essential character do occur within the deadline of objections, revised minutes (with and without proofreader's marks) must be sent out to the Members of the Board with a further 8 days for the deadline for objections.

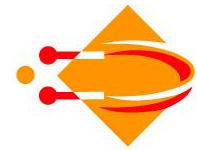
If there are no objections after this deadline of objections, the minutes can be made public. If there are further objections after this deadline of objections, the publication of the minutes awaits approval at the next Board Meeting.

Ss. 3 The minutes are formally approved as the first issue at the next Board Meeting.

Ss. 4 Members of the Board, who have not been present at a Board Meeting, are obliged to acquaint themselves with the contents of the minutes from the relevant meeting.

§ 9 Openness

Students, staff and others interested have, as a principal rule, access to information on the Board's work, including documents on the decision process (agenda etc.), basis for Board decisions and their arguments. However, in exceptional cases the Board can deny this access, if the character of the matters



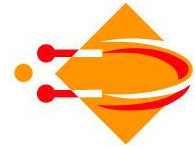
makes them exceptionally sensitive. Regarding these matters are two types of information distinguished; Confidential Information and Public Available Information.

- Ss. 2 Confidential Information is information, which the Chairman and the Members of the Board are expected not to pass on to persons outside of the Board. Examples of Confidential Information can be mentioned personal matters (for example, hiring of the Vice Chancellor), financially sensitive questions, or considerations on strategic alliances.
- Ss. 3 Public Available Information is information, which any member of the public has access to.
- Ss. 4 A document, for example, an agenda or minutes, can contain Confidential Information as well as Public Available Information. If such is the case, the document is considered as Confidential Information. In connection with the Confidential Information in the document is specified a short explanation. A Public Available version of the document must be worked out.
- Ss. 5 When a document contains Confidential Information, as well as Public Available Information, it must be clearly specified which parts of the information are confidential.
- Ss. 6 At the same time as the Agenda and the background material are sent to the Members of the Board, cf. § 6, ss. 3, the Public Available version of the material is made public at the University's webpage, cf. § 11, ss. 1.
- Ss. 7 Board Members are entitled to discuss Public Available Information with anyone who has an interest in this, also previous to the Board Meeting.

§ 10 Internal submissions

Previous to a Board Meeting, the Vice Chancellor can decide to submit information, which is intended to be presented to the Board, to students and employees, or selected groups of such.

- Ss. 2 If Confidential Information in connection with an internal submission is made public to selected groups of students and employees, the Vice Chancellor must inform the representative for the University's researchers, the representative for the technical and administrative staff at the University, and the representatives for the University's students about this, including to whom the Confidential Information has been given. The representative for the university's researchers, the representative for the technical and administrative staff, and the representatives for the students at the University on the Board are



subsequently entitled to discuss the relevant Confidential Information with those, to whom the Vice Chancellor has given the information.

§ 11 Communication Policy

The demand in the University Law on openness in the Board's work is managed by the setting up of a webpage on the University's internet-site containing the following:

- the Board's composition (for example name, title, work, contact information)
- Election Rules
- Rules of Procedure
- Meeting Plan
- Public Available versions of Agendas, cf. § 9 stk. 3
- Public Available versions of Minutes, cf. § 8 stk. 2.
- Further Public Available versions of material by agreement with the Members of the Board, or at the request of the Vice Chancellor.

Ss. 2 The Vice Chancellor represents the Board in relation with staff and students at the University, unless the Board or the Chairman of the Board actually decides otherwise.

Ss. 3 Outside of the Board Meetings, the Board Members do not declare themselves as such to the press, unless the Board or the Chairman of the Board actually decides otherwise.

Ss. 4 The Vice Chancellor represents, in everyday life, the University publicly, according to the Board's instructions and views to the extent it concerns Board matters.

§ 12 Chairman of the Board

The Chairman of the Board is spokesman for the Board and manages current contacts to the Vice Chancellor between the Board Meetings.

§ 13 Recommendations for Good University Management in Denmark

In the University's Annual Report, the Board must explain how the Board has decided on the Recommendations for Good University Management, worked out by the committee, "University Boards in Denmark", and made public in December 2003, and explain to what extent the recommendations are implemented in the management of the University.



§ 14 Changes and Addenda

Changes of or addenda to the Rules of Procedure are possible, if a majority of the Board votes in favor for.

Ss. 2 The Rules of Procedure are reviewed yearly by the Board to ensure that they are always adjusted to the demands of the University.

§ 15 Issue of the Rules of Procedure

Copies of the updated Rules of Procedure are issued to the Board Members and the Vice Chancellor. They also receive a copy of the University's regulations.

Ss. 2 If new Members join the Board, the Rules of Procedure are reviewed to ensure that the members have made themselves acquainted with and understand these rules.

Thus decided on and approved at the Board Meeting, Friday April 20, 2012

On behalf of the Board,

Jørgen Lindegaard
Chairman