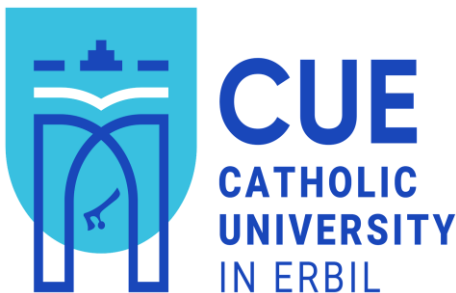


BYLAWS OF THE BOARD OF TRUSTEES		POLICY NUMBER: CUE-BOT001
		OWNER: BOT
		CONTACT INFORMATION: secretary@cue.edu.krd
		EFFECTIVE DATE: Jul-20 2026 REVIEW DATE: Jul-20 2029

THE CATHOLIC UNIVERSITY IN ERBIL

Bylaws of the Board of Trustees

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I. PURPOSE

This policy establishes the Bylaws of the Board of Trustees at the Catholic University in Erbil (CUE). The policy supports consistency, accountability, and alignment with institutional standards, applicable legal requirements, and the University's mission. The Bylaws themselves establish the governance framework of the University: the name and incorporation of the

institution; the composition, appointment, powers, and duties of the Board of Trustees; Board meetings and committees; the appointment and duties of the University Officers; non-discrimination; conflict of interest; liability and indemnification; and the manner in which the Bylaws are amended, in accordance with the Law of Private Universities and the requirements in force in the Kurdistan Region of Iraq.

II. SCOPE

X University-Wide ☐ Departmental Specify Department(s): _____

These Bylaws apply to the members of the Board of Trustees, the committees of the Board, the University Officers named in Article V, and all matters of institutional governance reserved to the Board. Every University policy and procedure operates subject to these Bylaws; in any conflict between a university policy or procedure and these Bylaws, the Bylaws govern.

III. DEFINITIONS

Board (Board of Trustees): The governing body of the University established under Article I.

Trustee: A member of the Board of Trustees appointed under Article II.

Bylaws: This document, as adopted and amended by the Board of Trustees under Article IX.

Additional terms are defined where they appear within the Articles.

IV. POLICY STATEMENT: THE ARTICLES OF THE BOARD

Article I: Name and Incorporation

1.1 Name

The name of the institution is the Catholic University in Erbil (hereinafter referred to as the 'University' or 'CUE'), located at New Baharka Street, district 189, Ankawa – Erbil, Iraq.

1.2 Incorporation

The University is a non-profit institution of higher education and scientific research, founded by the Chaldean Archdiocese of Erbil. It is licensed by the Ministry of Higher Education and Scientific Research of the Kurdistan Regional Government (MHE; December 8, 2015), reaffirmed by Ministerial Order No. 26656, and supported by the approval letter from the Presidency of the Council of Ministries, dated December 12, 2015, No. 9217. The University is licensed under Law No. 2 of 2013 on Private Universities, as issued by the Kurdistan Regional Parliament, and has also been accredited by the Ministry of Higher Education and Scientific Research of the Federal Government of Iraq in Baghdad, by Ministerial Order No. 7473 (October 17, 2017).

1.3 Mission and Vision:

CUE shall operate in accordance with its mission and vision as adopted and amended by the Board of Trustees and referenced in the Strategic Planning and Development Procedure (PA001PR).

1.4 Catholic Identity:

The University is established and operates in accordance with its Catholic identity and the teachings of the Magisterium of the Catholic Church, guided procedurally by the principles set forth in *Ex corde Ecclesiae*. No provision of these Bylaws shall be construed to supersede any limitation or requirement imposed upon the University, as a Catholic institution, by the Catholic Church or by the principles, standards, and mission of Catholic Education.

Article II: Trustees

2.1 Authority

The Board of Trustees ("the Board") is the highest governing body of CUE. It is responsible for strategic oversight, alignment of mission and vision, fiduciary responsibility, academic quality, and approval of institutional policies.

2.2 Composition and Qualifications

The number of trustees shall not be fewer than seven (7) and no more than eleven (11) as set by the Law of Private Universities (Article 11, First). At least one third of the board members shall hold doctoral degrees or equivalent terminal degrees, and the remaining two thirds shall be experienced professionals recognized for their substantive experience in their respective fields. The Board shall include representatives from academia, dedicated professionals, and the ecclesiastical body, thereby ensuring diverse perspectives and expertise in governance.

2.3 Terms and Appointments

The term of membership is for four years, renewable once upon Board approval. After two terms, a one-year break is required unless an exception is approved by a two-thirds majority vote and the Chairman of the Board. The provision for the term limits shall not apply to the Chairman of the Board. The Chairman of the Board is the Chaldean Archbishop of Erbil, who serves ex-officio with voting rights.

One (1) trustee shall receive their appointment directly from the Chairman of the Board. All other trustees shall be elected by a majority vote at the board meeting where a quorum is established. A quorum shall consist of 51% of the total number of Trustees. Elections shall take place at the annual meeting of the Board. In the event of a vacancy of a trustee that was not initially selected by the Chairman of the Board, the Board may elect a new Trustee by a majority vote of those present at a meeting with a quorum. The appointed Trustee shall serve either for the remainder of the term of the vacating Trustee or for a full term of four (4) years, at the Board's discretion.

Trustees may be removed for cause by a vote of a majority of the entire Board, provided that notice of the proposed action is given with the notice of the meeting. Trustees who have been appointed directly by the Chairman of the Board may be dismissed from the Board at his discretion, provided that notice of the proposed action is given with the notice of the meeting.

In cases where a member is appointed to an administrative position at the University, their seat shall be considered vacant and filled in accordance with the procedure outlined above. A trustee who is absent from two consecutive meetings without a valid excuse may have their membership revoked at the discretion of the Chairman of the Board. Trustees may resign by submitting a written notice to the Chairman, and a successor shall be elected/directly appointed at the next Board meeting. Membership may also be suspended by a two-thirds (2/3) vote if a member violates internal regulations, is convicted of a felony or other offense under Iraqi law, or engages in conduct seriously inconsistent with the University's Catholic mission.

2.4 Restrictions

No full-time or part-time employee or student shall serve on the Board, except for designated ex-officio members.

2.5 Responsibilities of the Board:

- Authority and Fiduciary Oversight: The Board holds ultimate legal and fiduciary authority for the governance of CUE. This includes the responsibility of CUE's strategic direction, financial health, and disbursement of funds, tuition fees, pay scales, academic quality, and overall institutional effectiveness.
- Mission and Vision Alignment: The Board ensures that the institution's mission and goals are clearly articulated, reviewed periodically, and effectively implemented. The Board upholds CUE's catholic identity in alignment with the teachings of the Magisterium of the Catholic Church and abiding procedurally by the principles outlined in *Ex corde Ecclesiae*.
- Strategic Planning and Oversight: The Board is responsible for approving and monitoring the institution's strategic plan. It ensures that institutional priorities are responsive to societal needs and that long-term goals are realistic, measurable, and aligned with the mission. The Board establishes, merges, and dissolves colleges and departments in keeping with the strategic plan.
- Financial Oversight and Sustainability: The Board ensures that the University's financial resources are managed responsibly and sustainably, complying with the financial regulations of the Chaldean Archdiocese of Erbil and the Iraqi accounting system as established by the Iraqi Federal Board of Supreme Audit. The Board shall review and approve the University's annual budget, including tuition, fees, and revenue sources, and financial plans and ensure that expenditures and financial decisions align with the approved budget.
- Oversight of University Assets: The Board ensures effective management of institutional assets, including investments, facilities, and land acquisition, in line with approved policy guidelines.
- Appointments: The Board shall appoint the President of the University and conduct an annual performance review. It shall provide feedback and support to ensure effective leadership aligned with the CUE mission and strategic goals.
- Policies and Student Development: The Board establishes policies that foster academic quality, personal development, and effective governance, ensuring students can learn

and develop to their full potential, while faculty and staff members employ best practices in teaching and public service.

- External Relations: The Board represents the University to appropriate audiences, including donors, partner institutions, government entities, and the public. The Board shall support fundraising initiatives and contribute to the University's financial goals, helping to increase the financial resources of the institution through contributions, grants, and contracts.
- Ethical Governance and Accountability: The Board ensures transparency, accountability, and ethical conduct in governance, fostering a culture of integrity within the institution and establishing policies required for operating.
- Conferring Degrees: The Board shall confer all earned and honorary degrees upon recommendation from the President.
- Assessing Board Performance: The Board shall conduct an annual assessment of its performance to ensure effective stewardship and governance. This may involve anonymous surveys or other methods to promote continuous improvement.

2.6 Officers

- Chairman of the Board: The Chaldean Archbishop of Erbil, the head of the founding entity, shall serve as the Chairman of the Board, representing the head of the founding entity and providing leadership for the Board's functions.
- President of the University (ex-officio, voting): The President serves as an ex-officio, voting member of the Board, providing regular updates and reports on the progress of the University. The President executes the policies set by the Board. The President shall be fully recused from, and shall not be present for, the discussion or vote on any matter concerning the President personally, including the President's appointment, reappointment, renewal, compensation, benefits, performance evaluation, discipline, suspension, leave, or removal. The President may be invited to provide information and shall then withdraw.
- Secretary: The Secretary shall keep records, communications, and meeting minutes, and prepare proper documentation of Board annual reports and proceedings to governmental and other agencies as required. The President can serve as the Secretary of the Board.
- Legal Counsel (ex-officio, non-voting): The Chairman of the Board may appoint legal counsel to serve as an ex-officio, non-voting member of the board, offering legal consultations as needed on Board business.

2.7 No Apparent Authority to Bind the University

Individual members of the Board of Trustees are not officers of the University and, absent express authority granted by Board resolution, shall not have the authority to bind the University in any way, financial or otherwise. A proposal may not come before the Board of Trustees except when first considered by a Board committee and the recommendation of a Board committee shall not be construed as binding on the Board, University, or other body. When in question, the Board of Trustees has higher authority than a Board committee.

2.8 No Compensation

Trustees shall serve without compensation. No Trustee shall be entitled to any direct or indirect compensation for service as a Trustee. The University may, however, reimburse a Trustee for reasonable and documented expenses incurred in the performance of Board duties.

Article III: Board Meetings

3.1 Regular Meetings

The Board of Trustees shall meet at least two (2) times annually, including the annual Board Meeting. The dates of these meetings shall be determined by the Chairman of the Board. The annual meeting for electing Trustees, officers, and members of the Executive Committee shall be held in the fall each year. A minimum of one additional meeting shall be held approximately six (6) months later. An informal calendar of meeting dates shall be issued annually by the Secretary at the beginning of each calendar year. Written notice of regular meetings shall be sent to all Trustees at least ten (10) calendar days in advance by email.

3.2 Special Meetings

Special meetings of the Board may be convened at the request of the Chairman, the President, or any six (6) Trustees. Special meetings shall be limited to the stated purpose(s) as communicated in the notice sent to the Trustees. Written notice of special meetings shall be sent to all Trustees at least ten (10) calendar days in advance by email.

3.3 Agenda and Supporting Materials

The agenda and supporting materials for a meeting, including all matters requiring a vote, shall be distributed to all Trustees at least ten (10) calendar days prior to the meeting. This requirement applies to all committee meetings as well. The absence of such materials does not render the meeting's actions invalid.

3.4 Waiver

Trustees may waive notice of any meeting, either in writing before or after the meeting. Attendance at any meeting constitutes a waiver, except when a Trustee attends for the express purpose of objecting to the meeting's legality or proper notice.

3.5 Quorum and Voting

A quorum for Board meetings requires the presence of 51% of the Trustees. Decisions of the Board shall be made by a majority vote of the Trustees present at a meeting with a quorum. Each Trustee is entitled to one vote, and proxy voting is not permitted.

3.6 Electronic Participation

While in-person meetings are preferred, Trustees may participate in any regular or special Board meeting or any committee by means of conference phone, video conference, or other approved communication devices that allow all participants to hear each other simultaneously and participate in front of the Board or any of its committees. Participation by these means is considered equivalent to attending in person.

3.7 Rules of Order

Meetings of the Board and its committees shall be conducted in accordance with the most recent edition of the Standard Code of Parliamentary Procedure unless otherwise specified by the Board's resolutions.

3.8 Action Without a Meeting

Any action that could be taken during a regular or special meeting of the Board may also be taken without a meeting if a written consent, detailing the action to be taken, is signed by all Trustees. The action shall be considered valid and effective upon unanimous written consent.

3.9 Meeting Minutes and Documentation

The Secretary shall keep a record of the minutes of each meeting, which fairly reflect items discussed, decisions reached, actions taken, and agreed-upon next steps. The finalized minutes, including any resolutions, shall be distributed to all Trustees promptly after each meeting. The official record shall be securely maintained in the files of the Chief of Planning and Effectiveness.

Meeting minutes shall be treated as restricted documents and shall only be accessed with the approval of the Chairman.

Article IV: Committees

4.1 Committees of the Board

The committees of the Board shall include the: Executive Committee, Trusteeship Committee, Finance and Auditing Committee, Advancement Committee, Academic and Student Affairs Committee, and Compliance Committee. The Board may, by resolution adopted by a majority of the entire Board, designate other committees of the Board and define their responsibilities.

Committees should be composed of trustees elected by a majority of the entire Board; provided however, that the members of the Executive Committee shall be elected by a majority of the entire Board and by at least three-quarters of the Trustees present at the time of the vote, if a quorum is present at that time. Any committee of the Board shall have the power to retain non-voting advisors as it deems appropriate. These committees provide detailed oversight and make recommendations to the full Board.

Board committees shall operate in accordance with its approved charter, governing policies, and any additional rules or guidelines deemed appropriate. Such rules and charters shall be subject to the approval of the Executive Committee. Committee members shall be appointed periodically and shall serve at the discretion of the Board. Members do not need to be Trustees. A majority of committee members shall constitute the required quorum to conduct official business, and decisions shall be made by a majority vote of those present.

All regulations as applied to the full Board by Article III shall be construed to apply to the Board committees as well.

4.2 Executive Committee

The Executive Committee shall have full authority to act on behalf of the Board of Trustees in all situations between Board meetings, except those matters reserved for the full Board. The committee shall be chaired by the Chairman of the Board, and include the President, the chairpersons of each standing committee, and additional at-large Trustees as deemed necessary.

The Executive Committee meets at the call of the Chairman or upon a written request from at least three (3) of its members. The Chairman of the Board serves as the Committee Chairman but may appoint an interim Chairman in cases of absence. No meeting of the Executive Committee may be held without the presence of the Committee Chairman or an appointed interim Chairman.

Committee members shall serve four-year terms and may be reappointed to successive terms. Appointments shall be made by the Chairman of the Board based on recommendations from the Trusteeship Committee. Ex-officio members shall serve for as long as they hold the office, which entitles them to committee membership.

The Executive Committee has the authority to act on behalf of the Board under circumstances where an urgent decision is needed to protect the University's interests or where administrative efficiency necessitates immediate action. The committee's responsibilities include reviewing and recommending policies for university operations, overseeing strategic initiatives, and evaluating the President's performance on an annual basis. Additionally, it shall ensure alignment between the University's mission and operational activities while making urgent decisions when necessary. However, all actions taken by the Executive Committee must be ratified by a majority vote of voting Trustees present at a full Board meeting, except in cases where the Executive Committee determines in writing that:

1. Action is needed before the next regular Board meeting to protect the University's interests, which would otherwise be compromised by delay.
2. The proposed action is purely administrative, essential for efficient functioning, and does not compromise significant Board interests or prerogatives.

Nevertheless, the Executive Committee shall not have the authority to:

- Appoint, renew, suspend, dismiss, or place on leave the President.
- Approve the creation or elimination of an academic program.
- Approve any changes to the University's mission or vision.
- Approve the University's incurrence of major indebtedness.
- Take any action explicitly reserved for the full Board by these Bylaws.
- Amend or repeal these Bylaws.

The Executive Committee shall inform the full Board of each action taken that constitutes an act of the Board of Trustees as soon as practicable following the decision. Minutes of each Executive Committee meeting shall be distributed to the full Board promptly. Any action that does not constitute an act of the Board of Trustees shall be presented to the full Board for ratification at its next meeting following the distribution of such minutes.

4.3 Finance and Auditing Committee

The Finance and Auditing Committee shall oversee the financial health and sustainability of the University. It shall be responsible for reviewing the annual budget and financial plan for Board approval, monitoring fiscal year expenditures, reviewing policies and procedures related to financial operations, ensuring financial accountability and transparency, reviewing the adequacy of internal financial controls, selecting and liaising with independent auditors, reviewing audit reports, and ensuring that corrective actions are taken where necessary. Additionally, it shall periodically assess the University's financial planning strategies and financial risk management. The Committee shall recommend to the Board such action as the Committee may deem advisable to improve the financial situation of the University. The committee shall have a chairperson and two (2) or more members appointed by the Board Chairman. The President shall serve as an ex-officio member of this committee.

4.4 Trusteeship Committee

The Trusteeship Committee shall be responsible for Board development and shall oversee governance practices, ensure adherence to governing documents and policies, and recommend amendments to the Bylaws as needed. The Committee shall also oversee the Board's conflict of interest process, review Trustee disclosures, and determine whether a material conflict exists, in accordance with the Board of Trustees Conflict of Interest Policy

The Committee shall consist of three (3) members and shall be chaired by the Chairman of the Board or a designated appointee.

4.5 Academic and Student Affairs Committee

The Academic and Student Affairs Committee shall oversee the quality, development, and evaluation of academic programs, faculty, and student-related initiatives at the University. It shall provide recommendations on curriculum enhancement, faculty recruitment and retention, research initiatives, and policies that support student well-being, engagement, and success.

The Committee shall review the academic curriculum and assessment plan to ensure alignment with the University's strategic goals. Additionally, it shall provide oversight of student services, campus life, extracurricular activities, and student support programs. Working closely with the university administration, the Committee shall foster academic excellence, innovation, and a cohesive, enriching campus environment. The Committee shall have a chairperson and two (2) or more members appointed by the Chairman of the Board. The President shall serve as an ex-officio member of this committee.

4.6 Advancement Committee

The Advancement Committee shall oversee the establishment of an investment and fundraising plan, alumni relations, student recruitment, and brand positioning. The Committee shall also review admissions policies, enrollment strategies, and marketing initiatives to attract and retain a cohesive and high-achieving student body. Additionally, it shall provide oversight of public relations, communication strategies, and outreach efforts to enhance the University's reputation and visibility. The Committee shall consist of three (3) members and shall be chaired by the President or a designated appointee.

4.7 Compliance Committee

The Compliance Committee shall oversee the University's compliance with applicable national regulations, accreditation standards, and the University's governing documents and policies. The Committee shall review and determine whether proposed policies require approval by the Board of Trustees or may be approved by the President in accordance with the University's Policy and Procedure Management Policy (PO001). The Committee shall report its findings and determinations to the Board and recommend such actions as it deems advisable to strengthen institutional compliance and accountability. The Committee shall consist of a chairperson and two (2) or more members appointed by the Chairman of the Board.

4.8 Other Committees

The Board of Trustees may establish special committees as needed to address specific university matters. These committees shall be created by a Board resolution, with members appointed by the Chairman of the Board and approved by the Board. Members do not need to be Trustees. Each committee shall operate within the authority granted by the Board and report its findings and recommendations as required.

Article V: University Officers

The Board shall appoint and define the duties of the following officers of the University.

5.1 President

The President shall serve as the Chief Executive Officer of the University and shall be responsible for the overall management and strategic direction of the institution. The President must meet the qualifications required by the Law of Private Universities (Article 15, First). The President is appointed by the Board, holds office at the Board's discretion, and receives compensation as determined by the Board. In addition to implementing the policies set by the Board, the President shall oversee academic and administrative functions and represent the University externally. The President shall serve as an ex-officio member of the Board and all Board committees, with the exception of the Trusteeship Committee and the Finance and Auditing Committee when matters related to external or internal audits are being discussed.

The President is delegated the authority to approve university-wide and departmental policies and procedures unless otherwise prescribed by the Compliance Committee of the Board of Trustees to be approved by the Board of Trustees.

The President shall appoint and define the duties of the following officers of the University:

5.2 Provost

The Provost serves as the chief academic and institutional officer of the University. Reporting to the President, the Provost oversees the University's internal functioning and supervises its academic and administrative units. The Provost shall act for the President in the President's absence and shall perform such other duties as the President or the Board may assign.

5.3 Legal Affairs

Advises the President and the University on legal matters and supports the Board's Legal Counsel.

5.4 President's Secretary

The Secretary of the University shall maintain the official records and documents of the University and shall support the Secretary of the Board in carrying out the duties described in Article 2.6. The President may serve as, or appoint, the Secretary of the Board.

Article VI: Non-discrimination Policy

CUE is committed to providing equal access to education and opportunities for all students. The University admits students regardless of sexuality, race, religion, ethnicity, disability, or age. CUE ensures that all rights, privileges, programs, and activities are made available to all students without discrimination. This non-discrimination policy applies to all aspects of university administration, including scholarship programs and other school-administered activities.

Article VII: Conflict of Interest

To uphold the highest ethical standards in all matters concerning the administration and operations of the University, the Board of Trustees maintains the Board of Trustees Conflict of Interest Policy (BOT002). The policy is designed to identify any conflicts of interest and require full disclosure from any individual involved in any conflict or potential conflict.

A Trustee who knowingly fails to disclose a conflict of interest or refuses to submit the required disclosure form (Trustee Conflict of Interest Disclosure Statement and Questionnaire, BOT-FR-001) may face removal from the Board in accordance with the removal procedures outlined in Article 2.3 above.

A Trustee with a material conflict of interest shall recuse from the vote and, unless the Trusteeship Committee permits participation in discussion under BOT002, from the discussion. If the number of disinterested Trustees present is insufficient to constitute a quorum, consideration of the matter shall be postponed until a disinterested quorum is available.

Article VIII: Liability and Indemnification

8.1 Indemnification Generally

The University shall indemnify any individual serving as a Trustee, non-Trustee committee member, officer, or employee of the University (or any individual who, at the request of the University, serves any other institution or enterprise) who becomes or is threatened with becoming a party to any civil, criminal, or administrative action or proceeding. This indemnification will cover judgments, fines, settlements, and reasonable expenses, including legal fees, incurred due to their association with the University. Such indemnification is supplementary to any other legal rights the University may offer.

8.2 Notice

Any individual seeking indemnification must provide the University with prompt written notice upon learning that a legal proceeding has been initiated or is imminent. This notice must fully disclose the facts surrounding the matter, and the individual must fully cooperate in defending the proceeding.

8.3 Restrictions Against Indemnification

The University shall not indemnify any person if a judgment or final adjudication reveals that the individual's actions were made in bad faith, unlawful, or against the best interests of the University. Additionally, indemnification will not apply if the individual personally gained an illegal financial benefit.

Article IX: Amendment of Bylaws

These Bylaws may be amended or repealed by a majority vote of the Board of Trustees at any meeting where a quorum is present. Written notice of the proposed changes must be provided to each Trustee via email no less than ten (10) days prior to the meeting in which the vote will take place.

V. PROCEDURE STATEMENT

The operating procedures of the Board, such as meetings, quorum, voting, committees, and the appointment of officers, are set out within the Articles themselves. Amendment or repeal of these Bylaws follows Article IX (majority vote of the Board at a meeting with a quorum present, on no less than ten (10) days' written notice) and is not subject to the standard policy development workflow of the CUE Policy and Procedure Management Policy/Procedure (PO001/PO001PR); adoption of the Bylaws in policy form does not alter the amendment process or the authorities established by the Articles. The Compliance Committee established under Article IV oversees the determination of University policy approval routes as described in Procedure PO001PR.

VI. VI. POLICY HISTORY

- a) Owned by: Board of Trustees
- b) Reviewed by: Compliance Committee of the Board of Trustees
- c) Approved by: Board of Trustees
- d) Date approved: Jul-20 2026
- e) Related Policies: Policy and Procedure Management Policy (PO001); Board of Trustees Conflict of Interest Policy and Procedure (Article VII; BOT002); Non-Discrimination provisions (Article VI)
- f) Related Procedures: N/A
- g) Version: N/A
- h) Revision dates: Jul 2026.