

STATUTES OF EUTOPIA IVZW

PREAMBLE

The undersigned parties, being legal entities:

Babeş-Bolyai University, with registered office at Str. Mihail Kogălniceanu, nr. 1, 400084, Cluj-Napoca, Romania and company number 4305849, represented by Daniel David, Rector,

Vrije Universiteit Brussel, with registered office at Pleinlaan 2 - 1050 Brussel, Belgium and company number 0449.012.406, represented by Jan Danckaert, Rector,

Ca' Foscari University, with registered office at Dorsoduro 3246, 30123 Venice, Italy and company number 00816350276, represented by Tiziana Lippiello, Rector,

CY Cergy Paris University, with registered office at 33 BOULEVARD DU PORT 95011 CERGY-PONTOISE, France and company number 130 025 976 00015, represented by Laurent Gatineau, President,

Technische Universität Dresden, with registered office at 01069 Dresden, Germany and company number DE 18 83 69 99 1, represented by Ursula M. Staudinger, Rector,

University of Gothenburg, with registered office at Vasaparken 1, Box 100, 405 30 Gothenburg, Sweden and company number 202100-1353, represented by Mette Sandoff, Deputy Vice-Chancellor,

University of Ljubljana, with registered office at Kongresni trg 12, 1000 Ljubljana, Slovenia and company number 5085063000, represented by Gregor Majdič, Rector,

NOVA University Lisbon, with registered office at Campus de Campolide, 1099-085 Lisboa, Portugal and company number 501559094, represented by João Sàágua, Rector,

Pompeu Fabra University-Barcelona, with registered office at Plaça de la Mercè, 10-12, 08002 Barcelona, Spain and company number Q5850017D, represented by Laia de Nadal, Rector,

University of Warwick, whose administrative offices are at University House, Kirby Corner Road, Coventry, CV4 8UW, a corporate body incorporated by Royal Charter, number RC000678, represented by Stuart Croft, Vice-Chancellor and President,

agree on on 29 September 2023 to establish an internationale vereniging zonder winstoogmerk according to Belgian law (hereinafter ‘ivzw’) in accordance with the Wetboek van Vennootschappen en Verenigingen van 23 maart 2019 (hereinafter ‘WVV’), and to this end unanimously accept the following Statutes:

TITLE I. NAME AND REGISTERED OFFICE

ARTICLE 1. NAME

The international non-profit association is constituted for an indefinite period under the name “EUTOPIA European University”, hereinafter referred to as “EUTOPIA”. This name must appear in all deeds, invoices, notices, announcements, letters, orders, websites and other documents, whether in electronic form, originating from a legal person, immediately preceded or followed by the words “internationale vereniging zonder winstoogmerk” or by the abbreviation “ivzw”, together with the following information: the precise indication of the registered office of the legal person, the company number, the word “register of legal entities” or the abbreviation “RPR”, the indication of the court of the registered office of the legal person, and where appropriate, the email address and website of the legal entity.

ARTICLE 2. REGISTERED OFFICE

The association’s registered office is located in the Brussels Capital Region, Belgium. The Board is authorized to move the registered office within Belgium within the same language area. If, as a result of the transfer of the registered office, the language of the Statutes has to be changed, only the General Assembly can take this decision, taking into account the requirements for an amendment to the Statutes.

TITLE II. AIMS AND ACTIVITIES

ARTICLE 3. AIMS

The non-profit aims of EUTOPIA shall be to:

- a) Contribute to the academic cooperation of its members for the building of EUTOPIA as an alliance of universities;
- b) Provide leadership on the promotion of education, fundamental and applied research on all subjects as deemed suitable by EUTOPIA members;
- c) Ensure that pedagogical and research-intensive innovation are at the core of European, national and regional policy-making;
- d) Represent the interests of its members vis-à-vis the EU institutions, the governments

of countries where the members have their registered office, and international organizations;

- e) Engage in European, national and regional policy-making, by advocating the public value of academic research and education, innovation, service to society, and fostering academic networks;
- f) Create opportunities for academics to engage with industry, public and private bodies, and non-profit organizations to explore ideas and to collaborate on areas of emerging interest and mutual benefit;
- g) Promote and encourage best practice in research-intensive education, including mobility; and anchor institutions work with non-academic partners;
- h) Respect, protect and pursue the following set of values-principles: a culture of inclusion; academic freedom; sustainable, responsible and ethical attitudes towards the planet and space; and transparent and equality-based co-construction processes in relation with the members and with other organizations.

ARTICLE 4. ACTIVITIES

To that effect, EUTOPIA may develop, alone or in collaboration with third parties all activities related to its purpose and, in particular, develop the following non-exhaustive list of activities:

- a) Develop a joint educational offer through financed projects and any initiative involving at least two members;
- b) Develop common research and innovation initiatives;
- c) Provide feedback to members regarding EU policy agendas, proposals and possibilities;
- d) Foster members' participation in EU funded projects;
- e) Maximize outcomes of granted EU research applications amongst members;
- f) Generate ideas for research projects funded by industry, or carried out in conjunction with industrial partners (e.g. funded by the EU, non-profit organizations, public and private bodies);
- g) Form networks and alliances with other Research and Development and Innovation organizations and with like-minded lobby groups on an ad-hoc basis;
- h) Inform future EU policy agenda by proactively engaging with policy-makers across national boundaries;
- i) Provide facilities for partners or third parties, by holding meetings, conferences, seminars and promotional activities in support of EUTOPIA and its members;
- j) Advise national policy-makers on key issues of national debate on Higher Education;

- k) Advise national policy-makers in the Higher Education Area as a way of engaging with the European Council;
- l) Support members in national discussions about the future of research and development, deployment of structural funds, and innovative opportunities for engagement and capacity-building, where appropriate;
- m) Ensure that EUTOPIA can contribute meaningfully and effectively to global discussions on matters integral to its concerns;
- n) Facilitate and launch research, student and staff exchange programmes among members and partners, including global partners.

In addition, EUTOPIA may support and have interests in any other activities or legal entities which are similar or related to those defined above. EUTOPIA shall perform and develop its activities either in Belgium or abroad and may be member of or set up other non-profit entities with purposes related to those of EUTOPIA.

In addition, EUTOPIA can develop all activities that contribute directly or indirectly to the realization of its goal, including ancillary commercial and profitable activities, the proceeds of which will always be fully allocated to the realization of its goal.

It may not, directly or indirectly, distribute or provide any capital gains to the founders, members, directors or any other person, except for the purpose specified in the Statutes. Any transaction in violation of this prohibition is null and void.

TITLE III. MEMBERSHIP

ARTICLE 5. TYPES OF MEMBERSHIP

The association has two types of members: full members and associate members.

ARTICLE 6. NUMBER OF MEMBERS

The minimum number of full members of the association may not fall below three.

ARTICLE 7. ADMISSION CONDITIONS

1. The conditions for joining the association as a full member are the following:
 - a) All undersigned parties establishing EUTOPIA (see preamble of these Statutes) are full members of the association;
 - b) Only higher education institutions can become full members of the association.
2. The conditions for joining the association as an associate member are the following:
 - a) An entity must be a legal person;

- b) The candidate must be willing and able to embrace the principles and mission of EUTOPIA and add value to it;
- c) The candidate must subscribe to the Statutes of the association.

ARTICLE 8. ADMISSION FORMALITIES

1. Applications for full and associate membership must be submitted in writing to the Board of Directors.
2. The Board of Directors proposes the admission of new members to the General Assembly.
3. The General Assembly decides on the admission of new members in its next meeting.
4. The decision does not need to be justified and no appeal against it is possible.
5. If the General Assembly decides against the admission of a new member, the candidate can re-apply for membership no sooner than six months after the decision.

ARTICLE 9. RIGHTS AND OBLIGATIONS

1. Full members shall have the right to:
 - a) Be involved in the association's activities;
 - b) Attend the meetings of the governance bodies;
 - c) Participate in the General Assembly with voting rights;
 - d) Consult the minutes and decisions of the General Assembly, the Board of Directors, other administrative bodies and of mandate holders acting within the association or on its behalf, as well as all accounting documents of the association.
2. Full members shall be obliged to:
 - a) Pay the annual membership fee in accordance with article 14;
 - b) Seek the attainment of the non-profit aims of EUTOPIA mentioned in Article 3;
 - c) Respect and abide by the provisions of the present Statutes;
 - 4) Promote the interests of the association at national, European and international level.
3. Associate members shall have the right to:
 - a) Attend events organized by the association;
 - b) Participate in the General Assembly without voting rights;
4. Associate members shall be obliged to:
 - a) Pay the annual membership fee in accordance with article 14;

- b) Respect and abide by the provisions of the present Statutes;
- c) Act in accordance with the aims of the association.

ARTICLE 10. RESIGNATION OF MEMBERS

Any member may resign from the association at any time by notifying the Board of Directors of that resignation, in writing, with, at least, a three-month notice. The resigning member shall collaborate with the other members during a period of at least six consecutive months after the resignation to accommodate and reassign possible activities already planned or being developed and in which the resigning member is involved. Any member may further resign with immediate effect in case it disagrees with changes to the object or purpose of the association, in accordance with article 20.6.

ARTICLE 11. SUSPENSION OF MEMBERS

If a member acts contrary to the aims of the association, the Board of Directors can suspend the membership until a decision is made by the General Assembly on the exclusion from the membership under article 12.

ARTICLE 12. EXCLUSION OF MEMBERS

1. The membership can be terminated at any time by a special resolution of the General Assembly, convened by the Board of Directors or at the request of at least 1/5 of the members of the General Assembly, subject to the quorum and majority requirements prescribed for an amendment to the Statutes.
2. Members can be excluded in case of breach of the present Statutes, or in the event of any action which is deemed damaging to the Association's reputation or effectiveness.
3. The exclusion is scheduled with only the name. The member is informed by the Chair of the Board of Directors of the reasons for the exclusion. The member has the right to have a prior hearing at the General Assembly and may be assisted by a lawyer.
4. Voting on the exclusion of a member is made by secret ballot.

ARTICLE 13. EXCLUSION OF RIGHTS TO THE PROPERTY OF THE ASSOCIATION

1. No member may assert or exercise any claim to the property of the association, nor reclaim the membership fee paid.
2. The exclusion of rights to the property of the association applies at all times: during membership, upon termination of membership for whatever reason, and upon dissolution of the association.

ARTICLE 14. ADMISSION FEE AND MEMBERSHIP FEE

1. Each member pays an admission fee that is determined by the General Assembly to be paid upon joining.
2. Each member pays an annual membership fee that is determined annually by the General Assembly and shall not exceed 100.000 Euros per year.

TITLE IV. ORGANISATIONAL STRUCTURE

ARTICLE 15. BODIES

The association has the following principal bodies:

- The General Assembly;
- The Board of Directors.

Notwithstanding the division of competences as mandated by Belgian law and as furthermore detailed in these Statutes, additional bodies with specific tasks can be established when deemed necessary by the General Assembly in accordance with the by laws (more specifically titled EUTOPIA Governance and Management Handbook).

TITLE V. GENERAL ASSEMBLY

ARTICLE 16. COMPOSITION

1. The General Assembly shall consist of all full and associate members. Each full member shall have one vote. The associate members, representatives of the other bodies, and the Secretary General may attend the meetings in an advisory capacity but cannot vote.
2. Each representative of the full members must (i) be a president or vice-president or other leading individual of the full member, and (ii) have full capacity powers to represent her/his member. The full members' representatives in the General Assembly shall be different from their representatives in the Board of Directors.

ARTICLE 17. COMPETENCES

The General Assembly is the sovereign decision-making body of the association and has the exclusive competence to:

- a) Amend the Statutes;

- b) Appoint and remove members of the Board of Directors and determine their remuneration, if any
- c) Elect the Chair, Vice-Chair and Treasurer of the Board of Directors;
- d) Appoint and remove the statutory auditors and determine their remuneration, if any;
- e) Discharge directors and statutory auditors, as well as, where appropriate, file the association's claim against the directors and the statutory auditors;
- f) Approve the general strategy, the annual program of activities and the annual budget;
- g) Approve the annual report on activities and the annual accounts;
- h) Dissolve the association;
- i) Accept and exclude a member.

ARTICLE 18. MEETINGS

1. The General Assembly shall meet at least once a year and within six months of the closing of the financial year.
2. The Board of Directors may call a General Assembly whenever it deems necessary, in the cases provided for by the Statutes or by-laws or when at least 1/5 of the members of the General Assembly request so. In this case, the General Assembly shall be convened within twenty-one days of the request to convene and the General Assembly shall be held no later than the forty-eighth day after such request.
3. Meetings may be held in person or online.

ARTICLE 19. CONVOCAATION AND AGENDA

1. The convocation must include the date, time and place of the General Assembly, as well as a draft agenda.
2. The agenda will be sent at least fifteen days prior to the date of the meeting of the General Assembly to all members by email.

ARTICLE 20. QUORUM ATTENDANCE AND VOTING

1. In order to deliberate validly, at least 2/3 of the voting members must be present or represented at the General Assembly.
2. Each voting member represented may cast one vote.
3. A member who is unable to attend the meeting can be represented by another member of the association, or by a person who is authorized to represent the member.

4. Each member can hold a maximum of one proxy.
5. Decisions are taken by a simple majority of the members present and voting, except where the law or the Statutes provide otherwise.
6. The following decisions require a 2/3 majority approval of the full members:
 - Admission and exclusion of a member;
 - Financial decisions;
 - Establishment of additional bodies, in accordance with article 15.
 - Amendment of the Statutes. However, if the amendment of the Statutes relates to the object or the purpose of the ivzw, it is only adopted if it has obtained 4/5 of the votes cast. A member that cannot agree with an amendment of the Statutes that relates to the object or the purpose of the ivzw may resign with immediate effect from the ivzw.
7. In the event that fewer than the minimum required number of members are present or represented at a General Assembly, a second General Assembly meeting may be convened. Only the points in the agenda for the first Assembly can be in the agenda for the second Assembly. The second Assembly can validly deliberate and decide irrespective of the number of members present or represented, except on decisions regarding the amendment of the Statutes, in which case at least 2/3 of the voting members must be present or represented. The second Assembly may not be held within 15 days of the first meeting.

ARTICLE 21. MINUTES

1. The decisions by the General Assembly are entered in the minutes and notified to all members in writing by the Secretary General.
2. The minutes may be consulted by any member of the association upon request.

TITLE VI. BOARD OF DIRECTORS

ARTICLE 22. COMPOSITION

1. The association is managed by a Board of Directors, composed by at least three representatives of the full members of the association. The representatives of the full members shall be Presidents or Vice-Presidents or other leading individuals of the full members of the association. The number of representatives of full members in the Board of Directors shall not exceed the number of full members of the association.

2. The Secretary General is a non-voting member of the Board of Directors. Representatives of the other bodies may also attend the meetings of the Board of Directors but cannot vote.

ARTICLE 23. COMPETENCES

1. The Board of Directors is responsible for supervising the daily management of EUTOPIA and implementation of EUTOPIA's strategy. The Board of Directors has the competence to:
 - a) Oversee the Central Office;
 - b) Ensure legal and financial compliance of EUTOPIA;
 - c) Manage the annual budget;
 - d) Oversee the other bodies of EUTOPIA.
2. The Board of Directors is authorized to perform all acts of internal management that are necessary or useful for the realization of the aims of the association, with the exception of acts for which the General Assembly is exclusively authorized by law or according to these Statutes.
3. Without prejudice to the obligations arising from collegial management, in particular consultation and supervision, the members of the Board of Directors may divide the management duties among themselves. This division of duties cannot be enforced against third parties, even after they have been made public. Non-compliance with this division of duties can however imply internal liability for the directors involved.

ARTICLE 24. EXTERNAL REPRESENTATIVE POWER

1. As a collegial body, the Board of Directors represents EUTOPIA in all actions in and out of court. The Board represents the ivzw through the majority of its members.
2. Without prejudice to the general powers of representation of the Board as a collegial body, EUTOPIA is also represented in and out of court by The Chair of the Board of Directors, the Vice-Chair of the Board of Directors and the Treasurer, each acting alone. Each of them may also appoint proxies of the association.
3. The authorized proxies bind the association within the limits of the proxy granted to them, the limits of which are enforceable against third parties in accordance with what applies with regard to mandates.

ARTICLE 25. DISCLOSURE REQUIREMENTS

The appointment of the members of the Board of Directors and of the persons authorized to act on behalf of EUTOPIA and their termination of office are made public by filing their names in the association's file at the registry of the company court and publishing an extract in the Appendices to the Belgian Official Gazette. These documents must in any case show whether the persons representing the vzw bind the vzw individually, jointly or as a body, as well as the extent of their powers.

ARTICLE 26. MEETINGS

The Board of Directors meets as often as the interest of the association requires, and at the request of a board member, addressed to the Chair of the Board of Directors.

ARTICLE 27. CONVOCAATION AND AGENDA

The convocation is sent by e-mail, at least 5 days before the time of the meeting of the Board of Directors. The convocation contains the date, time and place of the meeting, as well as the agenda, which is drawn up by the Chair of the Board of Directors.

ARTICLE 28. QUORUM ATTENDANCE AND VOTING

1. The Board of Directors can only validly deliberate and resolve if at least 2/3 of the Board members are present at the meeting.
2. Decisions within the Board of Directors are taken by a majority of votes of the Board members present at the meeting.

ARTICLE 29. MINUTES

The decisions by the Board of Directors are entered in the minutes. The minutes are notified to all members of the General Assembly in writing by the Secretary General.

TITLE VII. OTHER BODIES

ARTICLE 30. OTHER BODIES IN THE GOVERNANCE STRUCTURE

Notwithstanding the division of competences as mandated by Belgian law and as furthermore detailed in these Statutes, other bodies can be part of the governance structure of EUTOPIA as decided by the General Assembly and described in the bylaws (more specifically titled EUTOPIA Governance and Management Handbook). These bodies assure representation of members' staff and students.

TITLE VIII. CENTRAL OFFICE

ARTICLE 31. CENTRAL OFFICE

1. The Board of Directors is in charge of supervising the daily management of EUTOPIA.
2. A Treasurer is appointed by the General Assembly from among the Presidents of EUTOPIA and serves for a period of one year. This period can be prolonged until the end of his/her term as a Board member. The responsibilities of the Treasurer are set out in the bylaws (more specifically titled EUTOPIA Governance and Management Handbook).
3. To ensure the daily management of the work of EUTOPIA, the Association shall have a Central Office under the responsibility of a Secretary General acting as a daily director of the association. The Secretary General is in charge of day-to-day management, which includes both actions and decisions that do not go beyond the needs of the day-to-day business of the association, as well as actions and decisions that, either because of their lesser importance, or because of their urgency, do not justify the intervention of the Board of Directors. The Secretary General shall be responsible for the efficient and effective operation of the Association, within agreed budgets, and for the appointment of staff other than the deputy/deputies Secretary General. The Secretary General shall act in accordance with the policies agreed upon by the Board of Directors and General Assembly and in prior consultation with the Chair of the Board of Directors.
4. The Secretary General cannot take decisions and/or perform legal acts related to the representation of the association in the context of the management in transactions that exceed 5.000 euros per transaction without the permission of the Board of Directors. The persons charged with the management of the association are further not entitled to incur or permit to exist any obligation for borrowed money (including without limitation overdrafts or loans) or security on or over any assets of EUTOPIA without prior permission of the Board of Directors. These limitations cannot be enforced against third parties under any circumstances, even after they have been made public. Non-compliance can however imply internal liability for the daily director involved.
5. The appointment of the persons charged with the management and their termination of office are made public by filing them in the association file at the registry of the Commercial Court and by publishing an extract in the Appendices to the Belgian Official Gazette. Those documents must in any event show the extent of their powers and whether the persons who represent the association with regard to management bind the association individually, jointly or as a board.

TITLE IX. LIABILITY

ARTICLE 32. LIABILITY

Directors (and all other persons who have had actual management powers with regard to the association) are liable to the association for errors committed in the performance of their duties. This also applies vis-a-vis third parties insofar as the error committed is a non-contractual error. However, these persons are only liable for decisions, deeds or conduct that are apparently outside the margin within which normally prudent and diligent directors, placed in the same circumstances, can reasonably disagree. Since the governing body constitutes a college, their liability for the decisions or omissions of this college is joint and several.

However, for conduct resulting in errors in which they did not participate, they are released from liability if they have reported the alleged error to the collegiate governing body. This notification, as well as the discussion to which it gives rise, is recorded in the minutes.

This liability, together with any other liability for damages arising from the law or other regulations, is limited by the provisions of Belgian law.

TITLE X. ACCOUNTANCY

ARTICLE 33. FINANCIAL YEAR

The financial year of the association starts on 01/01 and ends on 31/12.

ARTICLE 34. ACCOUNTING

1. The accounts are kept in accordance with the provisions of Belgian law and the relevant implementing decrees. The Board submits the annual accounts of the previous financial year and the budget for the next financial year to the annual General Assembly for approval. After the Board rendered account for the policy in the previous year, the General Assembly decides on the discharge of the directors. This is done by separate vote. This discharge is only legally valid if the true state of the ivzw is not hidden by any omission or incorrect statement in the annual accounts and, with regard to extra-statutory or non-WVV transactions, if these are specified in the summons.
2. The annual accounts are filed with the registry of the competent Belgian Commercial Court within thirty days of approval by the General Assembly. Insofar as applicable, the annual accounts are filed with the National Bank in accordance with the law and the relevant implementing decrees.

ARTICLE 35. SUPERVISION BY A SUPERVISORY AUDITOR

1. As long as the association does not exceed one of the criteria of a ‘small association’ as described in art.1:28 §1 WVV for the last closed financial year, association is not obliged to appoint a supervisory auditor.
2. As soon as the association exceeds more than one of the criteria, it must charge one or more auditors with auditing the financial situation, the annual accounts and the regularity in the light of the law and the Statutes and the transactions to be established in the annual accounts.
3. The statutory auditor is appointed by the General Assembly from among the members of the Institute of Company Auditors for a term of 1 year and automatically renewed each year unless decided otherwise.
4. The General Assembly determines the remuneration of the statutory auditor and also pronounces on the discharge of the statutory auditor.

TITLE XI. DISSOLUTION AND LIQUIDATION

ARTICLE 36. VOLUNTARY DISSOLUTION OF THE ASSOCIATION

1. The association can be dissolved at any time by the General Assembly.
2. In order to validly deliberate and decide on the dissolution of the vzw, at least 2/3 of the members must be present or represented at the General Assembly. The decision to dissolve must be taken by a special 4/5 majority of all members present and voting.
3. In associations that are required to appoint one or more supervisory auditors, the proposal for dissolution is explained in a report drawn up by the Board of Directors, which is stated in the agenda of the General Assembly that has to pronounce on the dissolution. A statement of assets is attached to that report, cf. art. 2:110§2 WVV. If one of these two reports is missing, the decision of the General Assembly is null and void. If the proposal for dissolution is approved, the General Assembly will appoint one liquidator, whose mandate it will specify.
4. From the decision to dissolve onwards, the association always states that it is “association in liquidation” in accordance with the WVV.
5. An association in liquidation may not change its name and may only move its seat under the conditions stipulated in art. 2:117 WVV move its seat.

ARTICLE 37. DESTINATION OF THE ASSETS OF THE ASSOCIATION AFTER DISSOLUTION

In the event of dissolution and liquidation, the General Assembly, with a 2/3 majority,

or the liquidator decides on the allocation of the assets of EUTOPIA to an association with a similar goal.

ARTICLE 38. DISCLOSURE REQUIREMENTS

All decisions regarding the dissolution, the liquidation conditions, the appointment and the termination of office of the liquidators, the closing of the liquidation and the allocation of the assets are filed in the association file at the registry of the Commercial Court and published in the Appendices to the Belgian Official Gazette in accordance with the WVV and its implementing decrees.

TITLE XII. CLOSE

ARTICLE 39. CLOSING PROVISIONS

1. Nothing in these Statutes nor in EUTOPIA's decisions or operations shall be deemed to require a Member to breach any mandatory statutory law under which the Member is operating.
2. The association shall be subject to reporting and public disclosure obligations in accordance with national law, including with regard to the composition of the Board of Directors, provisions of the Statutes, financing and financial statements, insofar as such obligations meet the general interest objective of ensuring that the association operates transparently and is accountable and provided such obligations are necessary and proportional.
3. Members shall have no claim on EUTOPIA's assets.
4. Notwithstanding anything to the contrary in these Statutes, EUTOPIA shall not make any (legal) declarations on behalf of one or more of its Members. Each Member's right to conclude agreements with any third party not involved in EUTOPIA remains unaffected.
5. To detail and complete the provisions of these Statutes, the General Assembly may, upon proposal of the Board of Directors, adopt, amend and/or revoke bylaws. In the event there is a conflict between these Statutes and the bylaws, if any, these Statutes shall prevail.
6. In all cases not covered by these Statutes, the provisions of Belgian law shall apply.

.....
On behalf of the
Babeş-Bolyai University
Daniel David, Rector

.....
On behalf of the
University of Gothenburg *
Mette Sandoff, Deputy Vice-Chancellor

.....
On behalf of the
Vrije Universiteit Brussel
Jan Danckaert, Rector

.....
On behalf of the
University of Ljubljana
Gregor Majdič, Rector

.....
On behalf of the
Ca' Foscari University
Tiziana Lippiello, Rector

.....
On behalf of
NOVA University Lisbon
João Sàágua, Rector

.....
On behalf of
CY Cergy Paris University *
Laurent Gatineau, President

.....
On behalf of the
Pompeu Fabra University-Barcelona *
Laia de Nadal, Rector

.....
On behalf of the
Technische Universität Dresden
Ursula M. Staudinger, Rector

.....
On behalf of the
University of Warwick
Stuart Croft, Vice-Chancellor and
President

* Subject to approval from government and/or other relevant authorities.



EUTOPIA Governance and Management Handbook

July 2023



Contents

1. Introduction	3
2. List of Abbreviations	5
3. General Assembly Terms of Reference	6
4. Board of Presidents Terms of Reference	8
5. Board of Directors Terms of Reference	10
6. Alliance Management Board Terms of Reference	12
7. Project Management Boards.....	14
8. Advisory Council Terms of Reference	15
9. Faculty and Staff Council Terms of Reference	17
10. Student Council Terms of Reference	19
11. Quality Council Terms of Reference.....	21
12. Other EUTOPIA Governance and Management Structures.....	22
Annex 1. Financial Commitment of Members	24

1. Introduction

With the finalisation of the EUTOPIA 2050 project in 2022, combined with the enlargement of EUTOPIA in 2021 and the development of the Statutes of the EUTOPIA Legal Entity, the alliance has undertaken a full review of its governance structures and procedures.

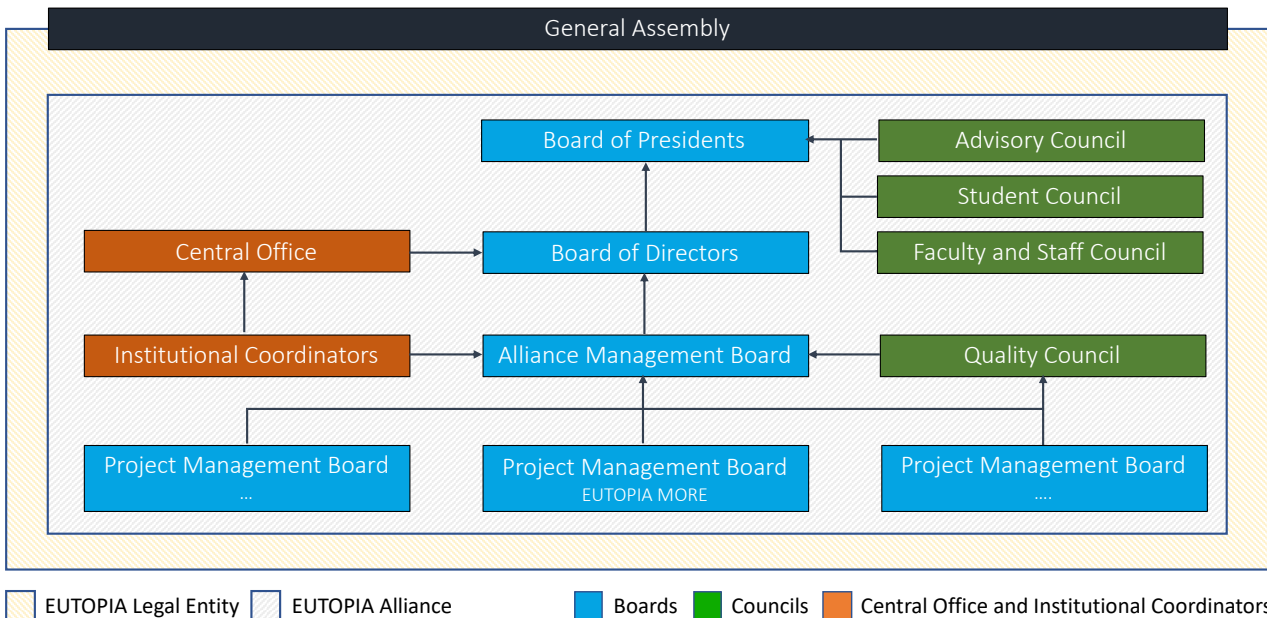
This handbook outlines the Terms of Reference for all EUTOPIA’s Boards and Councils and other key information for the management of EUTOPIA, as of July 2023. This Handbook is intended to be reviewed in two years’ time (Q4 2025) to assess whether these structures are working as needed to achieve the efficient and effective management of the EUTOPIA European University.

The constitution of EUTOPIA consists of the Statutes of the EUTOPIA Legal Entity and Bylaws. This Handbook constitutes the Bylaws. This Handbook is intended to be complementary to the Statutes of the EUTOPIA Legal Entity. It outlines the Terms of Reference of all governance bodies of EUTOPIA. Where there is conflict between the Terms of Reference in this Handbook and those included in Statutes of the EUTOPIA Legal Entity, the Statutes of the EUTOPIA Legal Entity shall take precedence.

The Terms of Reference of each Board and Council mentioned in this Handbook can only be modified upon agreement by the respective Board or Council and by the Board of Presidents. Amendments to the Terms of Reference of the General Assembly and Board of Directors and the establishment of any additional governance bodies requires approval by the General Assembly. In case of any conflict, the Statutes of the EUTOPIA Legal Entity shall take precedence on this Handbook.

A simplified representation of the EUTOPIA governance structure is given in Figure 1 below. This figure shows the key reporting relationships between the governance bodies. In the EUTOPIA governance, Boards are decision making entities, while Councils have an advisory or facilitative role. However, the Student Council, whilst having an advisory role in the governance of the overall alliance, does have decision-making powers over the student activities within its scope.

Figure 1: EUTOPIA governance.



The details of both membership and operation of each governance body are provided in the relevant Terms of Reference sections of this document.

When looking at the Terms of Reference in this document, it is important to understand the difference between the management and governance of the EUTOPIA alliance from the financial and legal operations of the EUTOPIA Legal Entity.

In the management and governance of the EUTOPIA alliance, the Board of Presidents has the approval authority on the strategic direction of the alliance. The Board shapes the long-term vision for the alliance and develops strategies and policies regarding EUTOPIA to ensure its development and sustainability. The Board of Presidents includes the Rector, President, or Vice-Chancellor of each full member of the alliance. Notwithstanding the division of competences as mandated by Belgian law and as detailed in the Statutes of the EUTOPIA Legal Entity, decisions of the Board of Presidents shall prevail over decisions by any other Board or Council.

The financial and legal operations of the EUTOPIA Legal Entity are regulated by the Statutes of the Legal Entity. The General Assembly has the power of approving the annual accounts of the association, accepting and excluding members, and ultimately dissolving the association. Only full members of the EUTOPIA Legal Entity have voting rights at the General Assembly (one vote per partner), although representatives of other governance bodies of the alliance are invited in attendance to the General Assembly meetings.

2. List of Abbreviations

AC	Advisory Council
AMB	Alliance Management Board
AM	Associate Members
BIU	Business Intelligence Unit
BoD	Board of Directors
BoP	Board of Presidents
CO	Central Office
FSC	Faculty and Staff Council
GA	General Assembly
IC	Institutional Coordinator
ICG	Institutional Coordinators Group
IDU	Impact and Dissemination Unit
PMB	Project Management Board
President	Rector, President or Vice Chancellor of a EUTOPIA partner
QC	Quality Council
SC	Student Council
SG	Secretary General
ToR	Terms of Reference
VPs	Vice Presidents for EUTOPIA

3. General Assembly Terms of Reference

These Terms of Reference set out the general scope, objectives, membership, accountabilities, and other relevant processes of the EUTOPIA General Assembly (GA).

The GA is a body of the EUTOPIA Legal Entity and has obligations as such. These terms (written to ensure the efficient functioning of the GA in practice) may elaborate in more detail than those terms included in the Statutes of the Legal Entity (written to ensure the legal functioning of the EUTOPIA Legal Entity). In case the Terms outlined here conflict with the terms of the Legal Statutes, the terms of the latter shall prevail.

3.1 General Scope

The GA has the approval authority on the strategic and financial implementation of the alliance. The GA is a core body of the Legal Entity of EUTOPIA, and as such its function is incorporated into the Statutes of the EUTOPIA Legal Entity.

3.2 Specific Terms of Reference and Objectives

The GA has the exclusive competence to:

- Approve the general strategy, the annual program of activities and the annual budget,
- Approve the annual report on activities and the annual accounts,
- Receive reports from the Board of Directors, for endorsement or otherwise, on issues including the forward financial plan and membership,
- Amend the Statutes of the EUTOPIA Legal Entity,
- Appoint and remove the statutory auditors and determine their remuneration, if any,
- Discharge directors and statutory auditors, as well as, where appropriate, file the association's claim against the directors and the statutory auditors,
- Elect the Chair, Vice-Chair and Treasurer of the BoD,
- Dissolve the association,
- Accept and exclude a member.

3.3 Membership and Accountabilities

The GA consists of one representative for each full member of EUTOPIA. Full members are represented by Presidents unless the President is a member of the BoD. In such case, full members are represented by Vice Presidents.

Representatives of the other governance bodies of the alliance are invited to participate to the General Assembly. These representatives have no voting rights. In practice, these representatives will be made up of:

A second representative of each full member of the EUTOPIA Legal Entity. This representative should be the Vice President (or the President in the case of full members having a President in the BoD)

- one representative of the Advisory Council (typically the Chair),
- one representative of the Quality Council (typically the Chair),
- one representative of the Institutional Coordinators (typically the Chair),
- one representatives of the Central Office (Secretary General),
- two representatives of the Student Council (typically the Chair and a Vice-Chair),
- three representatives of the Faculty and Staff Council (typically including the Chair and Vice-Chair).

Representatives of the Associate Partners of the alliance can be also invited in attendance to the GA. These representatives have no voting rights.

The GA elects a Chair, Vice Chair and Treasurer from among the Presidents for a period of twenty-four months. The Chair, Vice Chair and Treasurer are members of the BoD. The Chair and Vice Chair are Chair and Vice Chair of the BoD and BoP.

The GA is chaired by the Chair and in her/his absence by the Vice-Chair. In the absence of both the Chair and Vice Chair, or if an item of business pertains particularly to the institutions of the Chair and/or the Vice Chair, the GA is chaired by another President who is member of the BoD. This Presidents is chosen by the GA.

3.4 Communications and Meetings

The General Assembly convenes at least once a year and within six months of the closing of the financial year.

The BoD may call a General Assembly whenever it deems it necessary, in the cases provided for by law or the Statutes or when at least 1/5 of the members of the General Assembly so request. The GA can meet either physically, online, or in hybrid mode.

The notice of the GA meeting is sent at least fifteen days prior to the date of the General Assembly to all members by email, and contains the date, time, and place of the General Assembly, as well as a draft agenda.

The minutes of the GA meeting are shared with all GA representatives via email after the meeting. The minutes are also stored in an online shared folder, where they are made available anytime to all GA representatives and all representatives from the other governance bodies of EUTOPIA.

3.5 Voting Rights and Quorum

In order to deliberate validly, the representatives of at least 2/3 of the full members must be present or represented at the General Assembly. Each member represented may cast one vote. A member who is unable to attend the meeting may be represented by another member of the association, or by a person who is authorized to represent the member. Each member can hold a maximum of one proxy.

Decisions are taken by a simple majority of the members present and voting, except where the law or the Statutes provide otherwise. However, members will seek unanimous approval on the following matters:

- Admission and exclusion of a member,
- Financial decisions,
- Establishment of additional governance bodies,
- Dissolution and liquidation of the association.

Whenever unanimous approval is not possible on the matters listed above, the decisions above will require a 2/3 majority approval by the members present.

Any amendment of the Statutes shall be valid only if approved by 4/5 of the members present and voting, although members will seek unanimous approval whenever possible. Each member shall have the right to retrieve obligatory national approvals before an amendment of the Statutes can be decided upon.

In the event that fewer than the minimum required number of members are present or represented at a General Assembly, a second Assembly may be convened. The agenda for the second Assembly can only include items that were in the agenda at the first Assembly. The second Assembly can validly deliberate and decide irrespective of the number of members present or represented, except on decisions regarding the amendment of the Statutes. The second Assembly may not be held within 15 days of the first meeting.

3.6 Duration and Amendments

These Terms of Reference are effective for the duration of the EUTOPIA European University or until terminated by agreement. These Terms of Reference may be amended, varied, or modified after consultation and agreement by members of the GA, but noting that any change of the core remit of the GA will require a change in the Statutes of the Legal Entity.

4. Board of Presidents Terms of Reference

These Terms of Reference set out the general scope, objectives, membership, accountabilities, and other relevant processes of the EUTOPIA Board of Presidents (BoP). Notwithstanding the division of competences as mandated by Belgian law and as furthermore detailed in the Statutes of the Legal Entity, decisions of the Board of Presidents shall prevail over decisions by any other Board or Council as mentioned in this Handbook.

4.1 General Scope

The BoP has the approval authority on the strategic direction of the alliance. The BoP shapes the long-term vision for the alliance. It develops strategies and policies regarding EUTOPIA to ensure its development and sustainability.

The BoP also has top-level responsibility for the delivery of the EUTOPIA projects as they relate to the development of the EUTOPIA vision, mission, and strategic planning. This includes deciding any strategically significant changes to the implementation plans and/or resource allocations based on recommendations received from the BoD, from the Chair of AMB or SG.

4.2 Specific Terms of Reference and Objectives

The BoP has the exclusive competence to:

- Resolve any issues, conflicts or items of ethics that are referred from the BoD,
- Seek advice on the development of EUTOPIA from the Advisory Council, Student Council, and Faculty and Staff Council,
- Decide the mission of EUTOPIA,
- Develop the strategy of EUTOPIA,
- Ensure the long-term sustainability of EUTOPIA activities, including deciding the development of fundraising and funding strategies,
- Act as advocates for EUTOPIA, engaging at a senior level with the European Commission and other external stakeholders in the areas of EUTOPIA locally, nationally, in Europe and internationally,
- Establish robust, efficient, and transparent decision-making, strategic planning, and governance structures for the alliance across all EUTOPIA activities,
- Secure appropriate representation from within member institutions to ensure engagement from the members of the alliance in all EUTOPIA strategies and activities,
- Decide the strategy to implement in response to new opportunities identified by the BoD,
- Appoint the Secretary General, define his/her role and responsibilities.

4.3 Membership and Accountabilities

The BoP is chaired by the Chair of the BoP, and in her/his absence by the Vice-Chair. In the absence of both the Chair and Vice Chair, or if an item of business pertains particularly to the institutions of the Chair and/or the Vice Chair, the BoP is chaired by another President receiving delegation from the Chair.

The Chair of the BoP, supported by the Secretary-General, is the spokesperson and advocate for EUTOPIA and leads on representing it towards external stakeholders including the European Commission.

The Chair of the AMB and the Secretary-General are non-voting attendees at BoP meetings. In addition, the BoP will invite other representatives with a particular knowledge or expertise to meetings for the discussion of particular agenda items. In particular, the Councils (Student, Faculty and Staff, Advisory) can raise issues with the BoP if considered to be at a suitably strategic level.

The BoP receives reports on EUTOPIA activities and issues as requested from the Chair of the AMB and SG.

4.4 Method

The BoP forms Executive Task Forces to work on strategic issues and activity areas as needed. Task Forces will be led by a nominated President. Otherwise, items of business are brought forward by the Chair, SG, or other BoD members.

4.5 Communications and Meetings

The BoP normally meets virtually once a month, and physically twice a year in EUTOPIA weeks. However, the BoP can meet as often as required, and at the request of a board member, addressed to the Chair or SG.

The convocation is sent at least 5 days before the time of the meeting of the BoP. The convocation contains the date, time, and place of the meeting, as well as the agenda. The agenda is drawn up by the Chair and SG. The BoP may also agree to meet additionally outside of these formal meetings if needed, for example through strategic retreats.

The minutes of BoP meetings are shared with all BoP representatives via email after the meeting. The minutes are also stored in an online shared folder, where they are made available anytime to all representatives from the other governance bodies of EUTOPIA.

The members of the BoP commit to:

- Attend all scheduled meetings. In exceptional circumstances, when a President cannot attend a BoP meeting, they can be represented by a nominated deputy, usually the Vice President for EUTOPIA.
- Make timely decisions and act so as not to delay the implementation of EUTOPIA activities.
- Notify members of the BoP, as soon as practical, of any matter arising which may affect the strategic development of EUTOPIA or the implementation of its strategy.
- Share information across all BoP members needed for successful implementation of EUTOPIA activities, ensuring that the BoP is provided with complete, accurate and meaningful information in a timely way.
- Alert the BoP of any potential risks and issues that could impact the delivery of the EUTOPIA projects.
- Have open and honest discussions without resort to any misleading assertions.

4.6 Voting Rights and Quorum

The Board can only validly deliberate and resolve if at least 2/3 of the members are present or represented at the meeting. Decisions within the BoP are taken by a simple majority of votes of the BoP. Each member of the BoP present or represented in the meeting shall have one vote. On the rare occasion when a President is unable to attend the BoP meeting, and with prior agreement of the chair, a senior delegate may represent and vote on behalf of the President. Any additional attendees at BoP meetings who do not have delegated authority from their Presidents will be present in a non-voting capacity.

4.7 Duration and Amendments

These Terms of Reference are effective for the duration of the EUTOPIA European University or until terminated by agreement. These Terms of Reference may be amended, varied, or modified after consultation and agreement by members of the BoP.

5. Board of Directors Terms of Reference

These Terms of Reference set out the general scope, objectives, membership, accountabilities, and other relevant processes of the EUTOPIA Board of Directors (BoD).

The BoD is a body of the EUTOPIA Legal Entity and has obligations as such. These terms (written to ensure the efficient functioning of the BoD in practice) may elaborate in more detail than those terms included in the Statutes of the Legal Entity (written to ensure the legal functioning of the EUTOPIA Legal Entity). In case the Terms outlined here conflict with the terms of the Legal Statutes, the terms of the latter shall prevail.

5.1 General Scope

The BoD supervise the operational management of the alliance and has overall responsibility for ensuring legal and financial compliance of the Legal Entity. The BoD oversees the work of the Central Office and other bodies of EUTOPIA, ensuring fulfilment of the mission and strategy of the alliance, as defined by the BoP.

5.2 Specific Terms of Reference and Objectives

The main responsibilities of the BoD are to:

- Ensure the legal and financial compliance of EUTOPIA,
- Ensure that the EUTOPIA vision and mission are fulfilled,
- Ensure that all activities contribute to the implementation of EUTOPIA's strategic goals,
- Govern and oversee the finances of the EUTOPIA alliance, ensuring the financial security of the alliance,
- Oversee, at the most senior level, the activities of EUTOPIA projects ensuring that they deliver towards the EUTOPIA vision and mission,
- Oversee the other bodies of EUTOPIA, in particular the work of the AMB,
- Oversee the work of the Central Office,
- Identify new opportunities for the alliance and proposes possible strategies to implement to the BoP.

5.3 Membership and Accountabilities

The BoD consists of the Chair, Vice Chair and Treasurer (who are elected by the GA for a period of twenty-four months from among the Presidents of EUTOPIA universities). The Chair of the AMB and the SG are in attendance of BoD meetings.

The BoD, through the Treasurer, reports to the GA at least once per annum on the annual accounts and financial plan. The Treasurer is responsible for general financial oversight of the association, ensuring that adequate financial controls are in place.

The BoD receives reports on EUTOPIA activities and issues as requested from the Chair of the AMB and the Secretary General. Based on the reports received, the BoD provides recommendations to the BoP.

The BoD, through the Chair, oversees the work of the Central Office. The Chair is the line manager of the Secretary General.

5.4 Communications and Meetings

The BoD can meet as often as required, and at the request of a board member, addressed to the Chair or SG. The convocation is sent at least 5 days before the time of the meeting of the Board. The convocation contains the date, time, and place of the meeting of the Board, as well as the agenda. The agenda is drawn up by the Chair and SG. The minutes of BoD meetings are shared with all BoD representatives via email after the meeting. The minutes are also stored in an online shared folder, where they are made available anytime to all representatives from the other governance bodies of EUTOPIA.

5.5 Voting Rights and Quorum

The BoD can only validly deliberate and resolve if at least 2/3 of the members are present or represented at the meeting. Decisions within the BoD are taken by a simple majority of votes of the BoD. Each member of the

BoD present or represented in the meeting shall have one vote. On the rare occasion when a member is unable to attend the BoD meeting, and with prior agreement of the Chair, a senior delegate may represent and vote on behalf of the Chair, Vice Chair, and Treasurer.

5.6 Duration and Amendments

These Terms of Reference are effective for the duration of the EUTOPIA European University or until terminated by agreement. These Terms of Reference may be amended, varied, or modified after consultation and agreement by the GA, but noting that any change of the core remit of the BoD will require a change in the Statutes of the Legal Entity.

6. Alliance Management Board Terms of Reference

These Terms of Reference set out the general scope, objectives, membership, accountabilities, and other relevant processes of the EUTOPIA Alliance Management Board (AMB).

6.1 General Scope

The AMB is the main management board of EUTOPIA and is responsible for the coordination of EUTOPIA activities across projects and institutions in line with the strategy set by the BoP.

6.2 Specific Terms of Reference and Objectives

The main responsibilities of the Alliance Management Board are to:

- In line with the strategic direction defined by the BoP, lead and coordinate the implementation of EUTOPIA activities across projects and institutions.
- Ensure effective leadership and management of all EUTOPIA activities.
- Oversee all EUTOPIA activities, including those funded directly by EUTOPIA institutions, ensuring coordination between them and maximising synergies across all EUTOPIA activities.
- Oversee the strategic management and implementation of the projects of EUTOPIA, coordinating activities across projects and dealing with any issues or problems reported by the Project Management Boards.
- Deliver EUTOPIA's response to new policy initiatives, including those developed by the European Commission or other relevant bodies, which have the agreement of the BoP.
- Maintain oversight and coordination of all EUTOPIA external engagement and communications.
- Resolve any issues arising, or other items of ethics or conflict, between partners or between streams of activity, and reporting to the BoD any conflicts that cannot be resolved.

6.3 Membership and Accountabilities

The Alliance Management Board comprises the following members:

- The EUTOPIA Vice Presidents from the full members of the alliance,
- The senior Coordinator or Lead of all EUTOPIA externally funded projects,
- A representative from the Student Council in attendance as a non-voting member,
- The Secretary General in attendance as a non-voting member,
- A representative from the Institutional Coordinators Group in attendance as a non-voting member.

Other appropriate senior representatives from the full members of the alliance, such as Vice-Presidents responsible for Education/Research or HR/Finance Directors, may be invited to AMB meetings for discussions if necessary and useful.

The AMB reports to the BoD through the Chair of the AMB, who attends both BoD and BoP meetings. The SG is also in attendance at both BoD and BoP meetings.

The Chair and Vice Chair of the AMB are elected by the AMB members, for a period of two years. The Chair and Vice Chair of the AMB must be EUTOPIA Vice Presidents.

The AMB receives reports on the progress of EUTOPIA towards its strategic objectives from the Quality Council. The Quality Council also reports on the specific progress of the core EUTOPIA project, currently the EUTOPIA MORE project.

6.4 Method

The AMB may request updates or reports from all the EUTOPIA projects, and the project Coordinators may raise issues with the AMB that are beyond the scope of the Management Board of that project. Additionally, the SG or the Institutional Coordinators Group representative may raise issues or problems with the AMB that need consideration. Individual VPs will take responsibility for taking forward, or coordinating, particular strategic issues on behalf of the AMB as these issues are brought to the attention of the AMB. It is expected

that individual VPs will volunteer to lead on particular issues, but it is the job of the Chair of the AMB to maintain oversight of these portfolios and ensure the workload is spread across the VPs team according to both expertise and capacity.

6.5 Communications and Meetings

The Board normally meets physically at least once a year. The convocation is sent at least 15 days before the time of the meeting of the AMB. The convocation contains the date, time, and place of the meeting. The agenda is shared at least 5 days before the time of the meeting. The agenda is drawn up by the Chair of the AMB (in conjunction with the SG or Chair of the BoP when relevant for certain items). The minutes of AMB meetings are shared with all AMB representatives via email after the meeting. The minutes are also stored in an online shared folder, where they are made available anytime to all AMB representatives and all representatives from the other governance bodies of EUTOPIA.

The Vice Presidents from the full members of the alliance may agree to meet additionally outside of these formal meetings if needed, for example through monthly online meetings. The principles of communication outlined in this section apply to all meetings.

The members of the AMB commit to:

- Attend all scheduled meetings. When AMB members cannot attend a meeting, they can be represented by a nominated deputy, usually a Vice Rector or deputy, or the Institutional Coordinator for EUTOPIA.
- Make timely decisions and act so as to not delay the implementation of EUTOPIA activities.
- Notify members of the AMB, as soon as practical, of any matter arising which may affect the strategic implementation of EUTOPIA or the delivery of a EUTOPIA project.
- Share information across all AMB members needed for successful implementation of EUTOPIA activities, ensuring that the AMB is provided with complete, accurate and meaningful information in a timely way.
- Have open and honest discussions without resort to any misleading assertions.

6.6 Voting Rights and Quorum

The Board can only validly deliberate and resolve if at least 2/3 of the members are present at the meeting. Decisions within the Board are taken by a majority of votes of the Board present and voting.

Each EUTOPIA Vice President and senior Coordinator or Lead present or represented in the meeting shall have one vote. Any additional attendees at AMB meetings who do not have delegated authority from their VP/Project Coordinator will be present in a non-voting capacity. On the rare occasion when a VP/Project Coordinator is unable to attend the AMB meeting, and with prior agreement of the chair, a senior delegate may represent and vote on behalf of them.

6.7 Duration and Amendments

These Terms of Reference are effective for the duration of the EUTOPIA European University or until terminated by agreement. These Terms of Reference may be amended, varied, or modified after consultation and agreement by members of the AMB and BoP.

7. Project Management Boards

Each EUTOPIA externally funded project will normally have its own Project Management Board (PMB), as is normal and expected for EC-funded projects. Under the terms of EC contacts, these PMBs must be able to independently ensure the efficient and timely delivery of their project. However, it is vital for the functioning of the EUTOPIA that these projects are also coordinated at the level of the alliance to ensure that they are all delivering towards the overall EUTOPIA strategic objectives, that similar activities are harmonized, and that there is no overlap in the use of EC funding. Therefore, it is expected that:

- All potential EUTOPIA funding applications (applications that will include the EUTOPIA name or brand) will be notified to the AMB through the SG as soon discussions about the application are initiated.
- Applications involving two or more full members of EUTOPIA may use the alliance name and branding in the application as long as the AMB is notified in advance.
- Unless prohibited by the terms of the call, any strategic-level application (see below) should explain that whilst the PMB will have the independence and authority to ensure the delivery of the proposed project, the PMB will also report to the AMB to ensure coordination across the alliance and no overlap between EUTOPIA projects.
- If two or more bids are in development for a funding call strictly requiring a European University partnership, the AMB will require that only one bid is submitted unless there is good reason for multiple bids. It is the role of the AMB to lead discussions between those coordinating the competing bids to ensure resolution.
- It is expected that individual academic-level led bids (i.e. bids led by individual academics, groups, academic or administrative departments to 'normal', non-strategic Erasmus, Horizon Europe or other calls) may involve non-EUTOPIA partners. It is possible, and indeed likely, that EUTOPIA members may want to submit more than one bid at this level to the same call. As long as these bids do not intend to use the same intellectual property or content, the AMB will not stand in the way of multiple bids from EUTOPIA partners to the same call at this level.
- It is the role of the AMB to determine whether a call is considered of 'strategic' importance to the functioning and sustainability of the alliance.

In addition:

- All strategic bids, unless prohibited by the terms of the call, or if the funding from the call is considered too small for it to be practicable, are expected to follow EUTOPIA's practice of having Leads and Co-Leads from different institutions for all work packages within a project. This ensures collaboration and communication across EUTOPIA institutions on all strategic projects, and mitigates the risk of activities being dependent on only one institution or individual.

Each EUTOPIA funded project is managed by a Project Manager/s and other support staff, in line with normal practice in EC projects. These staff are based in the institution of the coordinating partner, and local line management arrangements will be expected to be in place. However, the Project Managers also work closely with both the Secretary General and the Institutional Coordinators (see Section 11 below).

8. Advisory Council Terms of Reference

These Terms of Reference set out the general scope, objectives, membership, accountabilities, and other relevant processes of the EUTOPIA Advisory Council (AC).

8.1 General Scope

The AC supports EUTOPIA in creating and developing the European University and its future strategy. The Council will advise EUTOPIA, through the BoP, on all aspects of EUTOPIA activities including but not limited to activities in education, research, governance, and external engagement, and on how EUTOPIA can make these activities sustainable in the long term. This includes, for example, advising on the development of EUTOPIA's international strategy, on whether to expand EUTOPIA's membership, and on its long-term sustainability and fundraising.

The work of the Council will include issues pertaining to the core EUTOPIA project (currently EUTOPIA MORE). Hence, the EUTOPIA core project will not have its own, separate, advisory board. Other externally funded EUTOPIA projects may have their own, more focused, advisory councils if considered necessary and/or more effective or relevant for those individual projects (e.g. the COFUND SIF project focusing on early career skills development) or if required contractually by specific funders. However, the AC will maintain an overview of all EUTOPIA projects and, in particular, of how these projects together address EUTOPIA's overall strategy.

8.2 Specific Terms of Reference and Objectives

The AC's specific Terms of Reference are:

- To take a strategic view of the work of EUTOPIA and to provide external support, counsel, and expertise in developing the strategic direction and sustainability of the Alliance.
- To offer support and advice to EUTOPIA on issues relevant to its future strategic development across all of its activities and projects, with a particular focus on the activities of the CORE EUTOPIA project.
- To enhance and promote the profile of EUTOPIA externally and to support the alliance in developing beneficial relationships with all relevant external stakeholder organisations, including with the European Commission.
- To advise EUTOPIA on development and implementation of its fundraising strategy, and to strengthen EUTOPIA's strategic position when responding to external funding opportunities.
- To support EUTOPIA in building connections, especially through personal networks at national and European level, with organisations relevant to its strategic priorities.
- To advise on the development of new priority areas or activities, and when to cease or reduce existing activities.

8.3 Membership and Accountabilities

Members of the Council will be nominated by the Presidents of the full members of EUTOPIA. Members will have between them a breadth of experience and knowledge, including of both leadership in the university sector and of the policy agenda relevant to higher education in Europe and internationally. Council members will normally be external to EUTOPIA's member institutions. Any representative from within a member institution will have significant external expertise relevant to EUTOPIA's strategic priorities. Members of the AC will be appointed for renewable periods of three years.

Each EUTOPIA full member can nominate up to two members of the AC. The membership of the Council, made up of these nominations by full members, will be reviewed by the Chair of the EUTOPIA BoP to ensure a breadth of expertise. After being reviewed by the Chair of the BoP, the membership of the AC should be approved by the BoP. Given the breadth of EUTOPIA's activities, EUTOPIA may also then co-opt up to four additional members if needed to cover any specific areas of knowledge or expertise not covered by the partner nominations. An open call to the BoP and members of the AC will be launched to identify additional members with specific expertise.

The Chair of the AC will be nominated/elected from within the membership of the AC, to be appointed for an initial term of three years. This term is renewable if agreed by the Chair of the AC, members of the AC, and the Chair of the BoP.

8.4 Method

The Chair of the BoP and SG will provide overviews on the progress of EUTOPIA activities and projects towards its strategic objectives and, in conjunction with the Chair of the AC, identify issues to be considered by the AC.

8.5 Communications and Meetings

The AC will normally meet once or twice per year together with the EUTOPIA BoP, usually in EUTOPIA weeks. The convocation is sent at least 15 days before the time of the meeting. The convocation contains the date, time, and place of the meeting. The agenda is drawn up by the Chair of the AC and SG in conjunction with the Chair of the BoP. The minutes of the meetings are shared with all AC and BoP members via email after the meeting.

Outside of these meetings, EUTOPIA may draw on the expertise of AC members for specific input where the development of EUTOPIA activities align with a particular Council member's interest. Working groups including AC members and BoP members can be created for gathering specific input on the development of EUTOPIA activities.

The SG will coordinate communications with the AC members, working in conjunction with the Chair of BoP and supported by the Central Office Secretariat, to ensure that members are kept informed of EUTOPIA's activities and plans.

8.6 Duration and Amendments

These Terms of Reference are effective for the duration of the EUTOPIA European University or until terminated by agreement. These Terms of Reference may be amended, varied, or modified after consultation and agreement by members of the AC and the BoP.

9. Faculty and Staff Council Terms of Reference

These Terms of Reference set out the general scope, objectives, membership, accountabilities, and other relevant processes of the EUTOPIA Faculty and Staff Council (FSC).

9.1 General Scope

The FSC supports EUTOPIA in creating and developing the European University and its future strategy through inputting the view of the staff members (academic and professional/administrative) of EUTOPIA. The Council will advise EUTOPIA, through the BoP, on all aspects of EUTOPIA activities but particularly covering implementation of activities pertaining to education, research and innovation, and the development of shared/collaborative services. This includes, for example, advising on the development of EUTOPIA's Learning and Research communities, on cross-institutional knowledge sharing between support services, or on how to better facilitate cross-institutional connections across all areas of EUTOPIA activities.

9.2 Specific Terms of Reference and Objectives

The FSC's specific Terms of Reference are:

- To take an overview of the work of EUTOPIA from the perspective of its staff, and to provide support, counsel, and expertise in developing the activities of the alliance.
- To support the Alliance Management Board and the Project Management Boards in engaging staff in EUTOPIA's projects and activities.
- To offer support and advice to EUTOPIA on specific issues relevant to its future strategic development across all its activities and projects.
- To support the alliance in developing beneficial relationships with external stakeholder organisations.
- To advise on EUTOPIA's response to potential external funding opportunities.

9.3 Membership and Accountabilities

Members of the Council will be nominated by the Presidents of the full members of the alliance. Members will have between them a breadth of experience and knowledge and include both academic faculty and representatives from administrative services but excluding those whose salary is paid directly from a EUTOPIA project, or who sit on another EUTOPIA Board or Council. It is expected that representatives will have either an existing engagement in one of EUTOPIA's activities or projects, or a particular interest in cross-institutional collaboration in their area of expertise.

Each member institution will nominate up to three members of the FSC, to include two academic members of staff and one professional/administrative member. Given the breadth of EUTOPIA's activities, EUTOPIA may nominate up to four additional members if needed to cover any specific areas of knowledge or expertise not covered by the nominations from member institutions.

The Chair of the FSC will be nominated/elected from within the membership of the FSC, to be appointed for an initial term of two years. This term is renewable if agreed by the FSC members and the Chair of the BoP.

Three members of the FSC are elected as members of the General Assembly, to include two academic members and one professional/administrative member. These may include the Chair and Vice Chair of the FSC, or other members as nominated by the FSC.

9.4 Method

The Chair of the FSC will draw up the FSC agenda in conjunction with Council members, the SG and (if relevant for certain items) the Chair of the BoP or AMB. The Chair of the FSC may be invited to BoP meetings as necessary to discuss particular agenda items, and the Chair of the FSC may request that certain items are brought to the attention of the BoP. The FSC will also coordinate closely with the AMB and provide input to the AMB on particular issues if requested.

9.5 Communications and Meetings

The FSC will normally meet twice per year but may meet more frequently if agreed by members. The convocation is sent at least 15 days before the time of the meeting. The convocation contains the date, time, and place of the meeting. The minutes of the FSC meetings are shared with all FSC representatives via email after the meeting. The minutes are also stored in an online shared folder, where they are made available anytime to all FSC members and all members of the other governance bodies of EUTOPIA.

Outside of these meetings, EUTOPIA may draw on the expertise of FSC members for specific input where the development of EUTOPIA activities align with a particular FSC member's interest.

9.6 Duration and Amendments

These Terms of Reference are effective for the duration of the EUTOPIA European University or until terminated by agreement. These Terms of Reference may be amended, varied or modified after consultation and agreement by members of both the FSC and the BoP.

10. Student Council Terms of Reference

These Terms of Reference set out the general scope, objectives, membership, accountabilities, and other relevant processes of the EUTOPIA Student Council (SC).

As a student-centred and student-empowering alliance, EUTOPIA needs a governance framework and a structural process to gather the continued input of its students. The SC's Terms of Reference are created with the aim of applying the guiding principles of the Alliance to the specific needs of students. Thus, in addition to the key principles and commitments of EUTOPIA, these Terms of Reference are created based on the following principles:

- **Co-governance:** Students should get a fair and equal voice in the various governing bodies of the alliance to ensure that the student perspective is always being considered.
- **Equal relationships:** As much as every institution has the same voice within the Alliance, every student representative has an equal voice in the Student Council.
- **Constructive Policymaking:** A student representative has the function of constructive student voice within his/her own institution and in the Alliance.
- **Total transparency:** All higher education institutions are expected to be transparent and make relevant agendas, documents and reports available to the Student Council.
- **No discrimination:** Any discrimination based on any ground such as ethnicity, income, age, opinion, religion, gender, birth, sexual orientation, or language shall be prohibited.

10.1 General Scope

The SC is responsible for bringing the perspective of students to the BoP and to any board working on activities which involves participation of students, for example the Project Management Board of the core EUTOPIA project (currently EUTOPIA MORE). The SC also facilitates the engagement of the students from partner universities on EUTOPIA activities and the dissemination among students of the Alliance.

10.2 Specific Terms of Reference and Objectives

The SC's Terms of Reference are:

- To take an overview of the work of EUTOPIA from the perspective of students.
- To advise EUTOPIA on strategic decisions for the alliance, offering the perspective from students.
- To support the Project Management Boards in engaging students in the projects and activities of EUTOPIA.
- To represent EUTOPIA at events at national or European level or to support the Alliance in the selection of students representing the Alliance at such events.
- To support and facilitate the dissemination of the activities of the Alliance and of the SC among the students at each university.
- To offer support and advice to EUTOPIA on specific issues concerning students.

10.3 Membership and Accountabilities

The SC comprises 2 students per university. Appointment of a third student per university is possible, depending on the rules and tradition of each university. The students appointed by each university should preferably include at least one Bachelor student and at least one Master student. Inclusion of PhD students is recommended, especially PhD students who are participating in the joint programmes of EUTOPIA.

All appointed students are expected to contribute to the achievement of the objectives of the SC. Among the appointed students, each university appoints a leader. The leader should facilitate coordination of the activities among the students and communication with the Project Management Boards. The leader holds voting rights in the SC. The other students are in attendance as non-voting members. If absent, a leader should delegate voting to one of the other students from the same university.

The members of the SC are elected at each partner university for a period of one academic year. Members of the SC can be re-elected. The elections, which are run by each university according to own rules and traditions,

must take place by the end of October at latest. When possible, the elections should take place in April/May to allow for a transition period at the end of the academic year, in which the former members and the new members can share information to ensure a smooth transition.

The SC has one Chair and two Vice-Chairs, who are nominated/elected within the leaders of the SC for a period of one academic year. The Chair of the SC cannot be from the same university of the Chair of the BoD. The Chair of the SC is invited to attend the AMB meetings as non-voting member.

If for any reason the Chair or one of the Vice-Chairs resign during the year, the SC organises an extraordinary election to fill in the position.

Two members of the SC are in attendance to the GA. These might be the Chair and one Vice-Chair, or two other members among the leaders as nominated by the SC.

10.4 Method

The Chair of the SC will draw up the agenda of each meeting in conjunctions with the two Vice-Chairs. Members of the SC can suggest agenda items to the Chair, especially members who would like to share feedback and best practices in relation to the organisation or execution of past/future activities of EUTOPIA involving students. The Chair of the SC will also coordinate with the BoD and AMB, via the Secretary General, and provide input to the BoP on specific issues if requested. The Chair of the SC has the possibility of delegating coordination with the BoP and/or AMB to one of the Vice-Chairs. The Chair of the SC should inform the Secretary General after having decided to delegate one of the Vice-Chairs.

10.5 Communications and Meetings

The SC will meet online once a month and twice a year in person, typically at the EUTOPIA Weeks. All members of the SC will be invited to the online meetings and in-person meetings. The minutes of the SC meetings are stored in an online shared folder, where they are made available anytime to all members of the other governance bodies of EUTOPIA. Outside of these meetings, the Chair of the SC can organise additional online meetings when appropriate, for example when specific input from the SC is requested by the BoP or by any board working on activities which involves students.

10.6 Voting Rights and Quorum

The SC can only validly deliberate and resolve if at least 2/3 of the members are present or represented at the meeting. Decisions within the SC are taken by a simple majority of votes of the SC. Each partner university has one vote, held by the leader at each university. When unable to attend a meeting, the leader can delegate their vote to one of the other SC members from the same university.

10.7 Duration and Amendments

These Terms of Reference are effective for the duration of the EUTOPIA European University or until terminated by agreement. These Terms of Reference may be amended after consultation and agreement by members of the SC and the BoP.

11. Quality Council Terms of Reference

These Terms of Reference set out the general scope, objectives, membership, accountabilities, and other relevant processes of the EUTOPIA Quality Council (QC).

11.1 General Scope

The purpose of the QC is to oversee quality assurance of the alliance and to critically engage with the projects of EUTOPIA.

11.2 Constitution

Membership will comprise one representative (and an alternate), with governance and assurance expertise, from each member university of EUTOPIA. Representatives will be appointed by their university.

11.3 Communication and meetings

Communication among members of the QC is carried out by e-mail, and by online and face-to-face meetings. Meetings will normally take place quarterly with a prepared agenda and papers to be circulated to all members one week in advance of the meeting. Papers may not be tabled at the meeting. Physical meetings will take place in EUTOPIA weeks.

11.4 Reporting

The QC reports to the AMB (Alliance Management Board). Minutes from each meeting are sent to the AMB and SG. Matters which the QC identifies as urgent are communicated to the Chair of AMB by the Chair of QC.

11.5 Specific Terms of Reference and Objectives

The QC oversees and promotes quality assurance of the Alliance and reviews the progress of the outputs of the project activities.

In order to be able to perform its missions, The QC will:

- Devise an Alliance Quality Policy. The aim of the Quality Policy is to contribute to the assurance of the governance of the Alliance, the management of its projects, the achievement of the Alliances strategic objectives, and to enhance the quality of the Alliance's activities.
- Liaise with EUTOPIA's Project Coordinators to ensure that any changes or delays to planned activities are reflected in adjustments to budget plans and timelines.
- Liaise with BIU to cooperate to identify the Alliance's KPI in alignment with the visions and missions statements of the Alliance and to produce a high level specifications for an Alliance dashboard.
- Proactively engage with the Project Management Board and WP teams to ensure that delivery is on track and to deal with other QA issues that arise.
- Undertake special assignments when tasked by the AMB.
- Produce Periodic Quality Reports, including:
 - an overview of project quality dashboards,
 - a scoping for an overall Alliance dashboard,
 - a review of management information tools,
 - suggestions for quality improvement.

11.6 Duration and Amendments

These Terms of Reference (TOR) are effective until further notice. The AMB may amend, vary, or modify these TOR after consultation with the members of the QC.

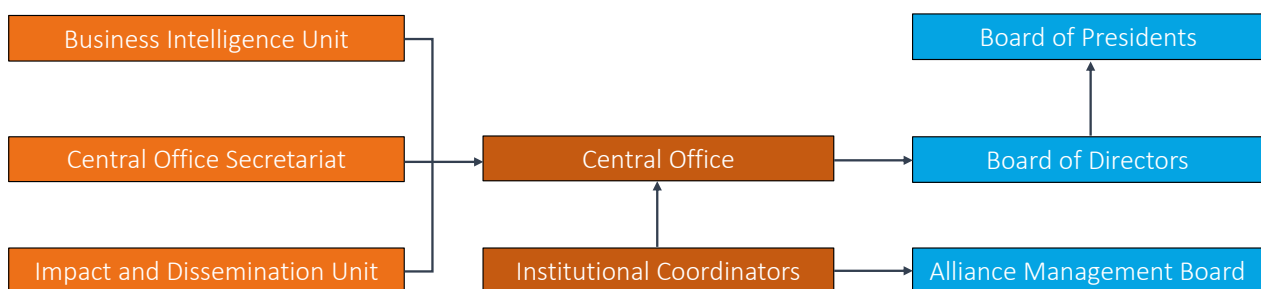
12. Other EUTOPIA Governance and Management Structures

12.1 EUTOPIA Central office

The EUTOPIA Central Office (CO), led by the Secretary General (SG), is the management home of the core central secretariat (based in Brussels), the Business Intelligent Unit (BIU – currently based remotely in GU and NOVA) and the Impact and Dissemination Unit (IDU – currently based remotely in CY).

The structure of the CO is outlined in Figure 2. Whilst these units all report to the SG for their EUTOPIA activities, they all also work directly to support EUTOPIA’s projects and non-project activities. Also, as staff in these remote units will be employed directly by their home institutions, and some only work part time for EUTOPIA, local line management arrangements are also in place to support staff within their institutions in line with normal local practice.

Figure 2: Structure of the EUTOPIA Central Office.



12.2 Central Office Secretariat and Secretary General

The SG leads and manage the Central Office Secretariat. The main responsibilities of the SG are to:

1. Governance
 - Deliver EUTOPIA’s governance processes, providing advice and support to the Board of Directors, ensuring that decisions are implemented effectively.
 - Provide support and advice to the Chair of the BoP.
 - Monitor, and report to the BoP on, the progress of EUTOPIA projects and activities.
 - Monitor European and international developments in education and research policy to provide policy expertise and advice to the Board.
2. Management and Coordination of the Alliance
 - Translation of the EUTOPIA Strategy into a strategic delivery and action plan, and lead on the implementation of that plan (working closely with the AMB).
 - Develop, in accordance with the Board of Directors where appropriate, and implement appropriate strategies, guidelines, and frameworks for the Alliance.
 - Coordinate EUTOPIA activities across all projects, non-funded activities, and institutions, working closely with the management and operational teams at member institutions, and ensuring connections and synergies between projects and activities.
 - Lead on the identification and pursuit of alternative, long-term funding sources for EUTOPIA activities, including approaches to foundations and private individuals as well as competitive international, European, and national sources.
3. Stakeholder Engagement and Advocacy
 - Engage with external stakeholders and policymakers, particularly within the EC policy arena and associated ecosystems as they pertain to EUTOPIA.
 - Promote and advocate the EUTOPIA vision, strategy, and policies to internal and external stakeholders.
 - Act as the spokesperson for the alliance (in conjunction with the Chair of the BoP or - when appropriate - other members of the BoP).

- Identify the most effective interventions to influence policy for research and education in Europe in line with the EUTOPIA Strategy.
 - Manage relationships with EUTOPIA's Associate and Global Partners, with the Student Council, and with members of EUTOPIA's Advisory Board.
4. Leadership and management of the Central Office and team
- Lead and manage the EUTOPIA Central Office Secretariat team to be established in Brussels, initially based at the VUB.
 - Lead and coordinate the wider team of staff delivering EUTOPIA activities within member institutions.
 - Manage EUTOPIA's central budget, including the membership funding brought by the members of the Alliance as well as external funding received directly by the Alliance.
 - Lead the set-up of the EUTOPIA Legal Entity and, if appropriate and agreed by the BoP, the transfer of the Central Office and team from VUB to the new EUTOPIA Legal Entity.
 - Once set-up, ensure the efficient functioning of the EUTOPIA Legal Entity.

The SG reports to the Chair of the BoP and is the line manager of the staff based in the Central Office. The SG also receive reports from the Institutional Coordinators and liaises closely with the Project Management Boards of the EUTOPIA projects. The SG convenes regular meetings with the Institutional Coordinators to ensure the efficient and timely coordination and delivery of all EUTOPIA activities.

12.3 Institutional Coordinators

The main responsibility of the Institutional Coordinators (ICs), whose work is coordinated by the EUTOPIA Vice Presidents, is to ensure the coordination and management of all EUTOPIA projects and activities within their institution and to support cross-institution coordination.

The main responsibilities of the ICs are to:

- Coordinate and/or manage the overall activities of EUTOPIA within their institution in the way that is most appropriate within the management structure of that institution.
- Support in the management of, and ensure the participation of, all internal and external stakeholders.
- Support the SG in the coordination and management of EUTOPIA, coordinating EUTOPIA activities across institutions and working closely with the team of ICs from other EUTOPIA partners.
- Act as a first point of contact for general EUTOPIA queries from both within and outside their institutions.
- Support the governance of the EUTOPIA alliance through support for the AMB and other bodies if needed.

The Institutional Coordinators Group (ICG) is made up of the IC from each member institution. The Chair and Vice Chair of the ICG are elected by the members. The Chair is a non-voting member of the AMB.

A representative of the ICG will be an attending, non-voting member of both the GA and AMB. These representatives will be nominated by the ICG, and may be the Chair, Vice Chair, or other nominated representatives.

Note that ICs may also work directly on EUTOPIA projects and work packages, particularly the central Erasmus project, currently being EUTOPIA MORE.

Annex 1. Financial Commitment of Members

EUTOPIA full member institutions pay an annual membership fee which, in addition to funds from the core EUTOPIA MORE project, contribute to covering for the costs of running of the Central Office. This fee is determined by the Board of Presidents and it can be reviewed annually by the Board.

The membership fee of EUTOPIA for full partners, agreed by Presidents for the period of the EUTOPIA MORE project, is 15 000 EUR/year per institution from the 1st December 2022. This contribution, together with the costs included the MORE project, covers the costs of the Central Office. Particularly, these costs include the salary of the Secretary General, Deputy Secretary General and other staff members of the Central Office Secretariat, costs of set-up of the legal entity, general office running costs, travel and subsistence for the staff of the Central Office Secretariat, and an amount for centrally organised events.