

Bylaws
for
Copenhagen Business School
Handelshøjskolen
(CBS)

December 2019

In pursuance of s. 13(2) of the University Act, cf. Consolidation Act no. 778 of 07 August 2019, the following shall be provided:

Part 1 – General provisions

1. The name of the university is "Copenhagen Business School – Handelshøjskolen" – abbreviated CBS. CBS is a government-funded, independent institution within public administration under the supervision of the Danish Minister for Science and Higher Education (hereinafter referred to as the Science Minister).

(2) CBS shall conduct research and provide research-based education at the highest international level within business administration and related fields. CBS shall ensure equal interaction between research and education and engage in ongoing strategic selection, prioritisation and development of research and educational fields. CBS claims freedom in research and shall protect individual and university freedom in research and ethics of science.

(3) CBS shall disseminate the knowledge of academic methodology and results, cooperate with society and contribute to the development of international cooperation. CBS' research and educational performance shall contribute to the promotion of growth, welfare and development in society. As a central knowledge and culture-bearing institution, CBS shall exchange knowledge and competences with the surrounding community and encourage employees to participate in the public debate. In doing so, CBS shall ensure that the most recent knowledge within relevant fields is made available to degree programmes without research.

(4) CBS shall have its registered address and venue at Frederiksberg.

Part 2 – Governing provisions

Board of Directors

2. The Board of Directors (hereinafter referred to as the Board) shall be the supreme authority of CBS. The Board shall be responsible for the general and strategic management of CBS. The Board shall be generally responsible for CBS performing its tasks, cf. s. 1(2) and (3), i.e. conduct research and offer research-based education at the highest international level within business administration and related fields. The Board shall have be generally responsible for the continuous development of CBS' research and programmes. The Board shall manage CBS' resources effectively and in a way that best benefits society and the university's purpose.

(2) The Board shall also have the following rights and duties:

- 1) On the recommendation of the President, the Board shall approve the budget of CBS, including the allocation of the total resources and the principles for the employment of the resources, and sign the financial statements.
- 2) The Board shall develop CBS' Bylaws and amendments thereto, which shall be approved by the Danish Agency for Institutions and Educational Grants by delegation from the Minister.
- 3) The Board shall ensure co-determination and involvement of staff and students in significant decisions.

- 4) The Board shall enter into a strategic framework contract with the Minister and shall have the overall responsibility for meeting the goals of the contract. The strategic framework contract shall include strategic goals for CBS' tasks, cf. s. 1(2) and (3).
- 5) The Board shall appoint and terminate the employment of the President of CBS, cf. (5) in this section, and appoint and terminate the employment of the University Director on the recommendation of the President, cf. (5) in this section.
- 6) The Board shall be entitled to create a position as Deputy President on the recommendation of the President. Should this be the case, the Board shall appoint and terminate the employment of the Deputy President.
- 7) The Board shall appoint an institutional auditor, cf. 30(4), who shall be a state-authorized public accountant, and shall notify the National Auditors and the Minister about appointment and termination of an institutional auditor and the reason for the replacement.
- 8) For executive master programmes offered in collaboration with other universities or other higher education institutions approvable for offering executive master programmes, the Board of Directors shall be entitled to decide that the representatives of the academic staff in the Study Board may include academic staff or teachers employed at such institutions, cf. s. 20.

(3) The Chairman of the Board shall have the overall responsibility for organising the work of the Board. On behalf of CBS, the Chairman of the Board shall be responsible for the strategic dialogue with the Science Minister and participate in a minimum of two annual meetings with the Minister. The President can also be invited to participate in these meetings when necessary.

(4) The Chairman of the Board shall, together with another member of the Board, be authorised to sign on behalf of CBS in cases of acquisition, sale and mortgaging of real property.

(5) The Board shall not have any powers in individual cases regarding the staff of CBS (apart from the President and the University Director, cf. 2(5), and the Deputy President, cf. 2(6)) or regarding students.

(6) Prior to the appointment of a President, the Board shall prepare a job description including terms of employment and qualification requirements and the provision that the President shall meet the requirements of s. 14(2) of the University Act. The Board shall be entitled to terminate the employment of the President in accordance with standard rules of employment and contract, cf. s. 29 of the University Act. Refer to the appendix of these Bylaws regarding employment and termination procedures.

(7) Prior to the appointment of a Deputy President, the Board shall, on the recommendation of the President, prepare a job description including terms of employment and qualification requirements and the provision that the Deputy President shall meet the requirements of s. 14(2) of the University Act. On the recommendation of the President, the Board shall be entitled to terminate the employment of the Deputy President in accordance with standard rules of employment and contract, cf. s. 29 of the University Act. Refer to the appendix of these Bylaws regarding employment and termination procedures.

(8) Prior to the employment of the University Director, the Board shall on the recommendation of the President prepare a job description including terms of employment and qualification requirements. On the recommendation of the President, the Board shall be entitled to terminate the employment of the

University Director in accordance with standard rules of employment and contract, cf. s. 29 of the University Act. Refer to the appendix of these Bylaws regarding employment and termination procedures.

3. Wherever possible, the Board shall ensure transparency in its work, cf. (2-6), including transparency in procedures for recommendation and appointment of external board members, cf. s. 5 b.

(2) The Board meetings shall be public. Matters subject to the provisions of the act on public administration confidentiality, all matters regarding individuals and matters including information about contractual negotiations with private parties or similar negotiations with public partners must be treated confidentially. Matters may, however, be treated confidentially if deemed necessary in view of their nature or other circumstances.

(3) In accordance with current legal rules, board meeting material, including agendas and minutes must be made public.

(4) Issues falling under the secrecy provisions of the Public Administration Act shall not be made public. A document or information that is part of a confidential case shall, however, be made public in accordance with (3), provided that the document or information is not inherently confidential.

(5) All matters involving individuals and matters involving information about contractual negotiations with private parties or similar negotiations with public partners may be exempt from the requirement that board material is to be made public if deemed necessary due to the nature of the case or other circumstances. A document or information that is part of matters covered by the above clause must be made public in pursuance with (3), unless making it public is contrary to the provisions of the above clause.

(6) Matters and documents and information related thereto, which are treated behind closed doors, cf. (2,3) may be exempt from the requirement that board material is to be made public if deemed necessary due to the nature of the case or other circumstances.

(7) The Board shall lay down rules of procedure. The Board shall be entitled to determine a procedure for the organisation of the board meetings in such rules of procedure.

4. The Board shall be entitled to decide to take legal action against members of the Board, the President, auditors, if any, or others in the event of any losses inflicted on CBS.

(2) The Board shall be authorised to take out standard board liability insurance.

(3) The decision to dissolve CBS shall be made by the Board. This decision shall require at least two thirds of the members of the Board voting in favour thereof. Detailed provisions hereof shall be set down in the rules of procedure. The decision shall be approved by the Science Minister.

5. The Board shall have 11 members of whom 6 members are external members, 2 members are elected by and among the academic staff, including PhD students employed by CBS, 1 member is elected by and among the technical-administrative staff, and 2 members are elected by and among the students.

(2) The Appointment Committee shall appoint the Chairman of the Board after recommendation from the Recommendation Committee, cf. s. 5 a. The appointment shall be approved by the Science Minister. The Board shall elect a vice chairman from among its external members by ordinary majority.

(3) In combination, the board members shall have experience and insight into research, research-based education, dissemination and exchange of knowledge and CBS' core activities in order to handle the general and strategic management of CBS, cf. s. 2(1).

(4) The external members are appointed on the basis of their competences. The combined competences of the external members shall reflect CBS' activities, cf. s. 1(2) and (3), and they shall have insight into research, research-based education, management, organisation and economy, including assessment of budgets and financial accounts. The Chairman of the Board shall have experience in strategic management of a large corporation or organisation and have considerable insight into society. The external members must also be able to build bridges and represent the university with respect to strengthening societal legitimacy and support of the university. The external members shall represent different sectors, e.g. other research institutions, the cultural life, public companies, the business community, etc. The external members shall hold a master degree or a degree of similar level. At least one of the external members must have experience as a recognised researcher. Experience with university management, preferably with an international perspective, and experience with public administration should be represented among the external members. In accordance with the Gender Equality Act s. 11, the aim is to have an equal gender distribution among the external members of the Board.

(5) The external members shall be appointed for a period of 4 years. External members shall only be entitled to one re-appointment. The Appointment Committee shall undertake the re-appointment which is not contingent on a preceding recommendation from the Recommendation Committee. With respect to the Chairman of the Board, the re-appointment shall be presented to the Science Minister. If the Appointment Committee decides not to re-appoint a member, the recommendation and appointment process of a new external board member shall be initiated, cf. s. 5 b.

(6) Should one of the external members of the Board step down due to illness or similar personal issues before the expiry of his/her term of office, a new external member shall be appointed for a four-year period according to the procedure described in s. 5.

(7) The two members of the Board from the academic staff, including PhD students employed by CBS, shall be elected by and among the academic staff for a period of 4 years. The member of the Board from the technical-administrative staff shall be elected by and among the technical-administrative staff for a period of 4 years. The two members of the Board representing the students shall be elected by and among the students for a period of 2 years, so that one student is elected for a period of 2 years in even years, and one student is elected for a period of 2 years in uneven years. The elections shall be held pursuant to the provisions of part 3. Re-election may take place. In case of permanent absence of a member, a substitute shall enter the Council pursuant to the provisions in s. 29(1) and (2).

(8) Representatives of the academic staff, including employed PhD students, and of the technical-administrative staff are secured against termination and other degradation of the conditions in the same way as employee representatives within the same or a related area.

5 a. The President shall set up a recommendation committee, cf. s. 2, and an appointment committee, cf. s. 3. The Appointment Committee shall appoint the Chairman of the Board and the external board members based on a motivated recommendation from the Recommendation Committee. The Science Minister shall approve the appointment of the Chairman of the Board. The Recommendation Committee and the

Appointment Committee shall ensure that the Chairman of the Board and the external members of the board meet the requirements stipulated in s. 5(3) and (4).

(2) The following shall constitute the Recommendation Committee:

- a) The Chairman of the Board shall also be the Chairman of the Recommendation Committee except when candidates for the chairmanship of the Board are to be recommended. In this case the Appointment Committee shall appoint a Chairman for the Recommendation Committee, who shall be appointed according to personal qualifications and cannot be a member of the Appointment Committee, a member of CBS' Board, an employee at CBS or a student at CBS. The Chairman shall have competences corresponding to the requirements for the chairmanship of the Board, cf. s. 5(4). In addition, the Chairman ought to have insight into CBS' activities, cf. s. 1(2) and (3), and management of universities.
- b) An external member of CBS' Board who is appointed by the Board.
- c) An internal member of CBS' Board who is appointed by the Board.
- d) A representative of the Ministry of Higher Education and Science who is appointed by the Ministry.
- e) Two members, who are appointed by the Appointment Committee based on their personal qualifications, and who are not members of the Appointment Committee or CBS' Board or are employed or students at CBS.

(3) The following 8 members shall constitute the Appointment Committee:

- a) 5 external members from the business community, public authorities and other educational institutions, etc., who are appointed according to personal qualifications, and who are not members of CBS' Board or staff, including adjunct professors and associate professors, or students at CBS. The 5 external members shall in combination reflect CBS' users and recruiters, have insight into CBS' activities, cf. s. 1(2) and (3) and meet the requirements stipulated in s. 5(4). The appointment of the 5 external members are undertaken by
 - the Danish Society for Education and Business appointing one member from the business community.
 - the Academic Council appointing one member from a public authority/organisation.
 - the Academic Council appointing one academic staff member employed at another university.
 - the programme directors appointing one member from an advisory board associated with a programme at CBS on the recommendation of the study boards.
 - CBS Business Panel appointing one alumnus/alumna on the recommendation of alumni associations affiliated to CBS.
- b) 1 representative of the employees at CBS who shall be appointed by the employee representatives in the General Consultation Committee (HSU). This representative cannot be a member of the Board.
- c) 1 representative of the students at CBS who shall be appointed by the Board for being the student organisation that received the highest number of mandates in the latest university election. This representative cannot be a member of the Board.

- d) 1 representative of the external members of CBS' current Board who shall be appointed by the Board.
This representative cannot be the Chairman of the Board.

The Appointment Committee shall choose 1 Chairman among the 5 external members, who must have management experience and broad insight into society. The Chairman holds the casting vote in the event of a tie.

(4) The selected members of the Recommendation Committee, except for s. 2 a) and d), shall be appointed for a period of 4 years with the possibility of being reappointed once. The selected members of the Appointment Committee shall be appointed for a period of 4 years with the possibility of being reappointed once. The term of office for the student representative in the Appointment Committee is, however, 2 years with the possibility of being reappointed once.

5 b. The Recommendation Committee shall prepare competence profiles for vacant board seats, including the Chairman of the Board, applicable for the public announcement hereof. The Recommendation Committee shall nominate candidates for external members of the Board, including candidates for the chairmanship of the Board, to the Appointment Committee after a public announcement of candidates. The Recommendation Committee shall nominate at least two candidates and at least one candidate more than there are available positions. The Recommendation Committee shall nominate an equal amount of men and women.

(2) The Appointment Committee shall appoint the external members among the candidates nominated by the Recommendation Committee. Should the Appointment Committee find that the recommended members do not meet the requirements in s. 5(3) and (4) or have other essential objections, the Appointment Committee shall be entitled to ask the Recommendation Committee to nominate one or more new members. The Appointment Committee shall also appoint the Chairman among the candidates nominated by the Recommendation Committee for approval by the Minister. Should the Minister find that the proposed candidate for the chairmanship does not meet the competence requirements stipulated by law or otherwise have essential reasoned objections, the Appointment Committee shall be entitled to select a new member for approval by the Minister.

President

6. The President shall be responsible for the day-to-day management of CBS within the framework established by the Board. The President shall be a recognised scholar within one of CBS' academic disciplines, cf. s. 2(1) of the act on the Danish Council for Research and Innovation Policy and Independent Research Fund Denmark, and have insight into the educational sector. The President shall have experience with management and organisation of research environments as well as have insight into how a university performs and interacts with the external environment.

(2) The President shall be authorised to sign on behalf of CBS except in cases of management of real property, cf. s. 2(4), and shall decide in all cases, except such cases as laid down in the University Act and these Bylaws, which have been assigned to the Board, cf. s. 2(1) and (2), s. 3(7) and s. 4, to the Academic Council, cf. s. 9(2-4), to the deans, cf. s. 12(2), to the study boards, cf. s. 17(1-5), or to the PhD committees, cf. s. 23(3-5).

(3) The President shall also have the following rights and duties:

- 1) The President shall decide the internal organisation of CBS within the framework laid down by the Board in the Bylaws.
 - 2) The President shall decide a leadership codex, including guidelines for staff and student inclusion.
 - 3) The President shall recommend the appointment and departure of the University Director and Deputy President, if any, to the Board.
 - 4) The President shall appoint and terminate the employment of deans, cf. s. 6 and s. 12(1).
 - 5) The President shall recommend the budget to the Board and sign the annual report.
 - 6) The President shall prepare proposals for a strategic framework contract following open discussions at CBS, including the Academic Council.
 - 7) The President shall establish and dissolve departments.
 - 8) The President shall decide the programme portfolio.
 - 9) In special cases, the President shall be entitled to dissolve the Academic Council, cf. s. 9(1), and in specific cases assume the responsibilities of the Academic Council, cf. s. 9(2).
 - 10) The President shall hold meetings with student representatives on a regular basis.
 - 11) The President shall appoint an election board for elections to internal members of the Board, the Academic Council, the study boards and PhD committees and also appoint the Chairman of the Election Board, cf. s. 25(1).
- (4) The President shall also have the following rights and duties, unless the President decides to delegate such rights and duties to the deans or others:
- 1) The President shall appoint and terminate the employment of heads of department, cf. (7) and s. 14(1) and the Library Director, cf. s 8(2).
 - 2) The President shall establish and abolish study boards and approve chairmen and vice chairmen of the study boards.
 - 3) The President shall appoint and dismiss programme directors on the recommendation of the study boards.
 - 4) The President shall establish and abolish the required number of PhD schools, cf. s. 21.
 - 5) The President shall appoint and remove heads of PhD schools, cf. s. 22(1)
 - 6) The President shall establish and discontinue PhD committees and appoint chairmen and, if required, vice chairmen of PhD committees, cf. s. 23(1-2) on the recommendation of the PhD committees.
 - 7) The President shall approve programme regulations upon request by the Study Board.
 - 8) In special cases, the President shall be entitled to dissolve a study board, cf. s. 16, and in specific cases assume the responsibilities of a study board, cf. 17(1).
 - 9) In special cases, the President shall be entitled to dissolve a PhD committee, cf. 23(1), and in specific cases assume the responsibilities of a PhD committee, cf. s. 23(3).
 - 10) The President shall appoint advisory boards, cf. s. 24(1).

- 11) The President shall approve all external partnerships that bind CBS.
- 12) The President shall determine rules of disciplinary measures towards the students.
- 13) The President shall lay down standard rules of procedure for the Academic Council, study boards and PhD committees. The standard rules of procedure shall ensure transparency in the duties of the Council, the study boards and the committees to the greatest extent possible. The President shall also be responsible for laying down rules for tasks, establishment and composition of joint committees at departments.

(5) Deputy President, if any, University Director, Library Director, deans, heads of department, programme directors, and heads of PhD schools are responsible for their tasks on the authority of the President.

(6) Prior to the employment of a dean, the President shall prepare a job description with terms of employment and qualification requirements, including the requirement that deans shall be recognised researchers, cf. s. 2, (i) of the act on the Danish Council for Research and Innovation Policy and Independent Research Fund Denmark, and have experience with and insight into education, management and the interaction of a university with the external environment. The President shall be entitled to terminate the employment of the Dean in accordance with standard rules of employment and contract, cf. s. 29 of the University Act. Refer to the appendix of these Bylaws regarding employment and termination procedures.

(7) Prior to the employment of a head of department, the President shall prepare a job description with terms of employment and qualification requirements, including the requirement that the Head of Department must be a recognised researcher, cf. s. 2(i) of the act on the Danish Council for Research and Innovation Policy and Independent Research Fund Denmark, and must have teaching experience. The President shall be entitled to terminate the employment of the Head of Department in accordance with standard rules of employment and contract, cf. s. 29 of the University Act. Refer to the appendix of these Bylaws regarding employment and termination procedures.

Administration and University Director

7. An administration office shall be at the service of the President, the management and the units of CBS. The administration shall be responsible for the management of the joint technical and administrative duties at CBS, which are not assigned to other units.

(2) The administration shall be managed by the University Director on the authority of the President, cf. s. 6(5).

Library and Library Director

8. The primary function of CBS Library shall be to provide library and information service to CBS researchers, lecturers and students. The library shall also serve the public under the provisions of the Library Act or consequent provisions.

(2) The CBS Library shall be managed by the library director on the authority of the President, cf. s. 6(5).

Academic Council

9. The President shall appoint an academic council, primarily to ensure co-determination and involvement in academic issues. The Academic Council shall help ensure the quality and legitimacy of decisions of academic importance and contribute to the communication between management, staff and students.

(2) The Academic Council shall have the following rights and duties:

- 1) The Academic Council shall give their opinion to the President on the internal allocation of funds, including the allocation of faculty positions to departments.
- 2) The Academic Council shall give their opinion to the President on the principles for internal allocation of faculty positions to departments.
- 3) The Academic Council shall give their opinion to the President on proposals for the strategic framework contract.
- 4) The Academic Council shall give their opinion to the President on the academic organisation, including the establishment and discontinuation of departments and which programmes to offer.
- 5) The Academic Council shall give their opinion on key strategic research and educational fields and plans for exchange of knowledge.
- 6) The Academic Council shall ensure that the provision regarding freedom in research and ethics of science in s. 1(2) is complied with.
- 7) The Academic Council shall give their opinion to the President on issues regarding freedom of research, research integrity, ethics of science and academic practice.
- 8) The Academic Council shall give their opinion to the President about quality and relevance of CBS' overall programme portfolio.
- 9) The Academic Council shall give their opinion to the President on the composition of a committee to investigate the possibilities for calls for academic positions.
- 10) The Academic Council shall make recommendations to the President on the composition of specialist committees to assess applicants for academic positions.
- 11) The Academic Council shall award PhD, doctoral and honorary doctoral degrees.
- 12) The Academic Council shall make recommendations to the President on the composition of specialist committees to assess those eligible for the title as adjunct professor.
- 13) The Academic Council shall participate in the appointment of members to the Recommendation and Appointment Committees, whose purpose is to appoint external members to the Board, cf. ss. 5a and 5b.

(3) The Academic Council shall be entitled to make statements on all academic issues of significant importance to the activities of CBS and shall discuss the academic issues presented to them by the President.

(4) Once a year, the Academic Council shall inform the Board of their work.

10. Wherever possible, the Academic Council shall ensure transparency of their work, cf. s. 2.

(2) The meetings and meeting material of the Academic Council shall be in accordance with the same provisions as those of the Board, cf. s. 3(2-6).

(3) The Academic Council shall be entitled to appoint committees and delegate tasks to these. Committees with powers of decision shall only consist of members of the Academic Council and have the same proportional composition as the council, cf. s. 11(1).

(4) The Academic Council shall set up its own agenda within the framework of the standard rules of procedure laid down by the President, cf. s. 6(4)(xiii).

11. The Academic Council shall have 13 members: The President shall be a permanent member, 9 members shall be elected by and among the academic staff including PhD students employed by CBS, and 3 members shall be elected by and among the students.

(2) The representatives of the academic staff, including PhD students employed by CBS, shall be elected by and among the academic staff for a period of 3 years. The representatives of the students shall be elected by and among the students for a period of 1 year. The elections shall be held pursuant to the provisions of part 3. Re-election may take place. In case of permanent absence of a member, a substitute shall enter the Council pursuant to the provisions in s. 29(1) and (2).

(3) Two observers among the technical-administrative staff to participate in the meetings of the Council with a right to speak, but not a right to vote, shall be elected for a period of 3 years.

(4) The Academic Council shall choose a chairman and a deputy chairman among their members. If only one candidate is nominated for the chair, the candidate shall be elected. If there are two candidates, the chair will be decided by majority of votes. If there are more than two candidates, and none of these candidates obtain at least half of the votes, there shall be a new vote between the two candidates who have obtained the most votes.

Deans

12. The research activities of CBS, including dissemination of research, shall be managed by a dean of research. The educational activities of CBS shall be managed by a dean of education.

(2) The deans shall be responsible for their tasks on the authority of the President, cf. s. 6, 5.

Departments and heads of department

13. Research at CBS shall be conducted at departments. Departments shall deliver teaching activities to CBS' programmes within their respective academic fields.

(2) Departments shall be established and discontinued by the President in accordance with the guidelines for CBS' organisation, long-term activities and development as laid down by the Board, cf s. 2(1) and after consulting the Academic Council, cf. s. 9(2)(iv).

14. Each department shall be managed by a head of department, who shall be appointed by the President, cf. s. 6(4)(i). On the authorisation of the President, cf. s. 6(5), the Head of Department shall be responsible for the day-to-day management of the department, including planning and distribution of tasks in dialogue

with the employees of the department and the students. The Head of Department shall ensure quality and coherence with department research and teaching and shall together with the Study Board and programme directors follow up on the assessment of programmes and teaching.

(2) Academic staff shall have freedom in research and shall be entitled to conduct research within the research strategic framework of CBS that covers the whole profile of CBS. On the authorisation of the President, cf. s. 6(5), the Head of Department shall be entitled to order department staff to solve specific tasks. The academic staff cannot be required to solve specific tasks during all of their working time and thus be deprived of their freedom in research.

(3) On the authorisation of the President, cf s. 6(5), the Head of Department shall approve agreements made by the staff on the responsibility of externally financed research projects, cf. also s. 6(4)(xi).

(4) Upon the authorisation of the President, cf s. 6(5), the Head of Department shall be entitled to appoint deputy heads of department and research directors and delegate managerial tasks to these. In case more than one deputy head of department is appointed, only one of them shall be appointed as acting head of department in the absence of the Head of Department. The acting head of department shall not hold the position of head of department for more than three months without being appointed by the President.

15. The Head of Department shall be obligated to involve the staff in issues of significant importance to the running and development of the department.

(2) In order to promote dialogue and involvement, cf. (1) and s. 14(1), the department must have one or more permanent joint committees with participation of the Head of Department and department staff. The President shall be responsible for laying down further provisions regarding the tasks, establishment and composition of the joint committee, cf. s. 6(4)(xiii).

Study boards, chairmen of study boards and programme directors

16. Study boards shall be set up for CBS' programmes. Study boards may be set up for a specific programme, for parts of a programme, and joint study boards may be set up for several programmes.

(2) The study board structure shall be laid down by the President in pursuance of the provisions on organisation, long-term activities and development of CBS laid down by the Board, cf. s. 2(1).

17. The Study Board shall ensure organisation, implementation and development of programmes and teaching activities including:

- 1) quality assurance and quality development of programmes and teaching activities and follow-up on evaluation of programmes and teaching
- 2) preparation of proposals for programme regulations and changes therein
- 3) approval of plans for organisation of teaching activities and tests as well as other assessments included in the exam
- 4) approval of applications concerning credit transfer including pre-approved credit transfer and exemptions

- 5) issuing opinions within their area of responsibility on all issues of importance to programmes and teaching and discussion of programmes and teaching presented by the President or a person authorised thereto by the President
- 6) holding of annual meetings with representatives of the departments that deliver teaching to the programme or programmes belonging to the Study Board.

(2) The Study Board shall elect a chairman from among its academic staff members and a vice chairman from among the students. The Chairman and the Vice Chairman shall be approved by the President, cf. s. 6(4)(ii).

(3) The Study Board shall recommend one or more programme directors to the President, cf. s. 6(4)(iii). The Programme Director shall be a member of the permanent academic staff (professor or associate professor).

(4) The Study Board shall be entitled to appoint committees and delegate tasks to these. Committees with powers of decision shall only consist of members of the Study Board and have the same proportional composition as the Study Board, cf. s. 18(1).

(5) The Study Board shall set up its own agenda within the framework of the standard rules of procedure laid down by the President, cf. s. 6(4)(xiii).

18. The President shall set up study boards and determine the number of members in the individual study boards, however, at least 4 and no more than 10 members. Each study board shall consist of an equal number of representatives of the academic staff and the students.

(2) The representatives of the academic staff shall be elected by and among the academic staff for a period of 4 years. The representatives of the students shall be elected by and among the students for a period of 1 year. The elections shall be held pursuant to the provisions of part 3. Re-election may take place. In case of permanent absence of a member, a substitute shall enter the Council pursuant to the provisions in s. 29(1) and (2).

19. The Programme Director shall in collaboration with the Study Board manage the practical organisation of teaching, examinations and other assessments included in the exam on the authority of the President, cf. s. 6(5). The Programme Director shall approve the research questions and the deadline for submission of the master thesis as well as a supervision plan for the student.

20. In study boards for executive master programmes that are offered in cooperation with other universities or other higher education institutions approved to offer executive master programmes, the representatives of the academic staff may also include academic staff or teachers employed by such institutions respectively.

PhD schools, head of PhD school and PhD committees

21. The President shall establish and discontinue the required number of PhD schools.

(2) The President shall be entitled to decide to establish PhD schools in cooperation with other universities and in affiliation to one university.

(3) Should the President decide to establish PhD schools in collaboration with other universities, cf. s. 16 b(4) of the University Act, the President and equally competent persons at the collaborating universities shall make arrangements of further provisions for appointment of the Head of the PhD School and the composition of PhD committees, cf. ss. 22 and 23.

22. The President shall appoint and remove a head of each PhD school. The Head of the PhD School shall be a recognised scholar, cf. s. 2(1) of the act on the Danish Council for Research and Innovation Policy and Independent Research Fund Denmark, and have relevant experience and insight into PhD education. The President shall obtain the necessary information, so that the appointment procedure ensures that the Head of the PhD School has academic and managerial legitimacy.

(2) On the authorisation of the President, cf. s. 6(5), the Head of the PhD School shall appoint PhD supervisors in accordance with programme regulations. The Head of the PhD School shall approve research degree students on the recommendation of representatives of the academic staff in the PhD committee.

(3) On the authorisation of the President, cf. s. 6(5), the Head of the PhD School shall, with the participation of the PhD Committee, plan the courses of the school, including international visits.

(4) On the authorisation of the President, cf. s. 6(5), the Head of the PhD School shall, with the participation of the PhD Committee, evaluate PhD school activities on an ongoing basis, including international evaluations. The Head of the PhD School shall submit these evaluations to the President for review. Evaluations and review plans shall be published.

23. The President shall set up PhD committees and determine the number of members in the individual PhD committees, however, at least 12 and no more than 22 members. Each PhD committee shall consist of an equal number of representatives of the academic staff and the students.

(2) The President shall appoint chairmen and, if required, vice chairmen for PhD committees on the recommendation of the committee in question, cf. s. 6(4)(vi).

(3) The responsibilities of the PhD Committee shall be:

- 1) to recommend a chairman among the academic staff in the PhD Committee and, if required, a vice chairman among the students in the PhD committee to the President
- 2) to recommend the composition of assessment committees to the President
- 3) to approve PhD courses
- 4) to prepare internal guidelines, including supervision, for the PhD school to the Head of the PhD School.
- 5) to give statements on evaluations of the PhD programme and supervision, including international evaluations of the PhD schools, to the Head of the PhD School
- 6) to approve applications concerning credit transfer, including pre-approved credit transfer, and exemptions
- 7) to give statements within their field on all issues of importance to PhD programmes and supervision presented by the President or a person authorised thereto by the President.

(4) The PhD Committee shall be entitled to appoint sub-committees and delegate tasks to these. Committees with power of decision shall only consist of members of the PhD Committee and have the same proportional composition as the PhD Committee, cf. s. 1.

(5) The PhD Committee shall set up its own agenda within the framework of the standard rules of procedure laid down by the President, cf. s. 6(4)(xiii).

(6) The representatives of the academic staff shall be elected by and among the academic staff for a period of 4 years. The representatives of the PhD students shall be elected by and among the PhD students for a period of 1 year. Elections to PhD committees shall be held with elections to the other collegiate bodies of CBS pursuant to the provisions in part 3. Re-election may take place. In case of permanent absence of a member, a substitute shall enter the Council pursuant to the provisions in s. 29(1) and (2).

Advisory boards

24. The President shall set up a number of advisory boards, which together shall cover CBS' programme portfolio. Each programme shall have one advisory board.

(2) The duties of the advisory boards shall be:

- 1) to ensure a continuous dialogue with the most significant recruiters of the programmes about the quality and relevance of the programmes to society
- 2) to give their opinion to proposals for new programmes and about significant reforms of existing programmes
- 3) to give their opinion in connection with the development of new teaching and examination forms
- 4) to discuss other significant programme strategic issues presented by CBS
- 5) to give statements on all questions presented by CBS to the Advisory Board.

Apart from the tasks mentioned above, the advisory boards shall be entitled to give their opinion and make suggestions to all programme-related issues.

(3) The advisory boards shall be composed of external members, who all have experience in and insight into the education area and appointment areas which the programmes covered by the board give access to, cf. s. 1. An advisory board shall be composed of 7 and 12 members.

(4) CBS is entitled to set up advisory boards in collaboration with other universities, cf. ss. 1 and 3.

Part 3 – Election provisions

Election Board

25. The President shall appoint an election board consisting of representatives of the election groups stated in s. 28 to run elections to internal board members, cf. s. 5(1) and (7), the Academic Council, cf. s. 11(1-2), the study boards, cf. s. 18(1-2), and to PhD committees, s. 23(1) and (6). The President shall appoint the Chairman of the Election Board.

(2) The Election Board shall on behalf of the President organise and hold elections as well as ensure that election rules, cf. s. 26, are complied with. The Election Board shall make sure that information on the election is provided, including publication of the election circular, cf. s. 26.

Election rules

26. The President shall lay down rules in the election circular on the exercise of franchise, the holding of the election and the results of the election. The election circular shall be laid down on the recommendation of the Election Board.

27. The elections shall be held as elections by proportional representation between lists. Coalition lists and electoral pacts may be formed.

28. Persons eligible and entitled to vote shall be divided into three election groups:

Election group I Consists of professors, associate professors (with or without research duties), assistant professors, PhD students employed full-time by CBS and others employed by CBS on the basis of an academic assessment and with an average weekly working time of at least 20 hours.

Election group II Consists of technical-administrative staff with an average weekly working time of at least 15 hours.

Election group III Consists of students who are enrolled in one of the programmes at CBS.

(2) The right to vote and eligibility shall only be asserted within one election group. The election circular shall contain rules of option in case of a person being affiliated to more than one election group, however, cf. s. 3.

(3) In elections to the PhD committees, PhD students shall be regarded as members of election group III.

29. If an internal member of the Board or the collegiate bodies loses his/her eligibility or legitimately resigns, the substitute with the closest claim hereof according to the results of the last ordinary or extraordinary election shall enter the Board or the collegiate body. The term of office for the substitute shall then run until the next ordinary election term.

(2) By-elections shall be called when a member loses his/her eligibility or legitimately resigns, and no substitute for the person in question has been elected.

(3) If new bodies are established during the election period, extraordinary elections shall be held for such bodies. The term of office for the elected members shall then run until the next ordinary election term.

Part 4 – Financial provisions

30. CBS is covered by the Danish law on state accounting etc. and the budget guide's rules for state-financed, independent institutions.

(2) The financial statements shall be prepared according to rules laid down by the Minister.

(3) The financial year of CBS shall be the fiscal year. At the end of the financial year, the annual report shall be presented, comprising the income statement, the balance sheet and a fixed-asset movement schedule. The annual report shall be signed by the Board and the President.

(4) CBS' annual report shall be revised by the Auditor General in pursuance with the Danish law on state accounting, etc., and by an institutional auditor, cf. the provision hereof in s. 28(3) of the University Act.

(5) Upon the request of the Minister, CBS shall report investment budgets and financial figures, cf. s. 28 a of the University Act.

31. The cash and cash equivalents of CBS shall be placed pursuant to the executive order on placement and administration of funds, cf. s. 21(3) of the University Act.

(2) CBS' securities shall be registered in the name of Copenhagen Business School - Handelshøjskolen.

32. If the Board shall decide to discontinue CBS, the net assets of CBS shall be transferred to national ownership, however, cf. (3) and (4) in this section.

(2) Donations to CBS shall be transferred to national ownership, unless otherwise stipulated by Danish law, however, cf. (3) and (4) in this section.

(3) Should there be any available funds in the remaining assets, the net assets of CBS calculated as of 31 December 1990 and donations as from 1 January 1991 to 30 June 2003 such as personal and real property as well as grants related to construction of buildings for education and research purposes shall be employed at the discretion of the Board.

(4) Should funds still be available in the remaining assets, the net assets calculated as of 30 June 2003 shall be employed for education and research purposes at the discretion of the Science Minister.

Part 5 – Other provisions

Specific activities

33. The Board shall be entitled to decide to assign specific activities directly to the President, including internally targeted development and competence centres.

Administration provisions and complaints

34. CBS shall be subject to the public administration and thereby the Danish Administration Act, the Danish Access to Public Administrative Documents Act, the General Data Protection Regulation (GDPR), the Gender Equality Act and the Danish Ombudsman Act (Parliamentary Commissioner).

35. Legal questions to decisions made by CBS on student matters may be brought before the Science Minister pursuant to rules laid down by the Science Minister., cf. s. 34 of the University Act. The Minister has delegated the execution of this task to the Danish Agency for Science and Higher Education.

Amendments of Bylaws

36. The decision to amend the Bylaws requires at least two thirds of the members of the Board voting in favour thereof. Detailed provisions hereof shall be set down in the rules of procedure. Any amendments of these bylaws shall be approved by the Danish Agency for Institutions and Educational Grants on the authority of the Science Minister, cf. s. 2(2)(ii).

Part 6 – Commencement and transitional provisions

Commencement

37. The Bylaws shall come into force upon the approval of the Danish Agency for Institutions and Educational Grants.

(2) The commencement of the Bylaws shall repeal the existing Bylaws of CBS of 16 May 2018.

Approved by the Board of Directors for CBS on 03 June 2019

Torben Möger Pedersen
Chairman of the Board of Directors

Approved by the Danish Agency for Institutions and Educational Grants on 18 December 2019

Nikolaj Veje
Director

Appendix to the Bylaws of CBS

Appointment and termination procedures for the positions as President, Deputy President, University Director, Dean, Library Director and Head of Department at CBS shall be in pursuance of s. 29 of the University Act, any other relevant legislation, including administrative laws and the Gender Equality Act etc., and the rules below.

1. General provisions for the positions (except University Director and Library Director)

1. The qualification requirements follow the requirements stipulated in the University Act, where this is the case, as well as the Bylaws.
2. The academic and managerial legitimacy shall be ensured by organisation of the employment procedure including the composition of the Appointment Committee in such a way that general acceptance of the employment recommendation by the Committee may be expected at CBS.
3. As documentation that an applicant fulfils the requirements of the University Act to be a recognised researcher, cf. s. 2(j) of the act on The Danish Council for Research and Innovation Policy and Independent Research Fund Denmark, etc., within one of the disciplines of CBS, it shall be taken into account that the applicant shall have conducted research at an academic level for a number of years. The applicant shall have been assessed as qualified by an expert committee in an application for an associate professorship at a university, a senior researcher position at a governmental research institution or in a position on a corresponding level at a foreign research institution.
4. If a potential candidate has not been accepted by such academic assessment, the Board of Directors or the President, respectively, shall set up a committee to be composed as an assessment committee with the purpose of assessing whether the academic activities and production of the applicant qualifies the applicant as a recognised researcher, cf. s. 2(1) of the act on The Danish Council for Research and Innovation Policy and Independent Research Fund Denmark. If the Board of Directors or the Appointment Committee, respectively, has the same competence as an assessment committee, the Board of Directors or the Appointment committee shall be entitled to perform the assessment itself.
5. In so far as an applicant is excluded from fulfilling the requirements beforehand due to lack of academic activity and production, an expert assessment shall not be necessary.

2. President

1. The Board shall appoint and terminate the employment of the President, cf. s. 10(7) of the University Act and s. 2(2)(v) of these Bylaws.
2. The vacancy announcement and the job description shall be approved by the Board, who shall determine the publication of the announcement pursuant to statutory provisions. The position shall be advertised in Denmark and abroad.
3. The Board shall determine the terms of employment in view of statutory provisions.

4. From among its members, the Board shall appoint an appointment committee consisting of representatives of external members of the Board, including the Chairman, representatives of the academic and technical-administrative staff and the students.
5. The Appointment Committee shall assess the qualifications of the applicants, conduct interviews with selected applicants and recommend to the Board who shall be appointed as President.

3. *Deputy President*

1. The Board shall appoint and terminate the employment of the Deputy President on the recommendation of the President, cf. s. 14(3) of the University Act and s. 2(2)(vi) of these Bylaws.
2. Job advertisement and job description shall be approved by the Board on the recommendation of the President, and the Board shall determine the publication of the advertisement pursuant to statutory provisions.
3. The Board shall on the recommendation of the President determine the terms of employment in view of statutory provisions.
4. The Board shall appoint an appointment committee with representatives of external board members, the academic and technical-administrative staff and the students. The representatives of academic staff, technical-administrative staff and students shall be appointed on the recommendation of the President.
5. The Appointment Committee shall assess the qualifications of the applicants, conduct interviews with selected applicants and recommend to the President who shall be appointed as Deputy President.

4. *University Director*

1. The Board shall appoint and terminate the employment of the University Director on the recommendation of the President, cf. s. 14(3) of the University Act and s. 2(2)(v) of these Bylaws.
2. Job advertisement and job description shall be approved by the Board on the recommendation of the President, and the Board shall determine the publication of the advertisement pursuant to statutory provisions.
3. The Board shall on the recommendation of the President determine the terms of employment in view of statutory provisions.
4. The Board shall appoint an appointment committee with representatives of external board members, the academic and technical-administrative staff and the students. The representatives of academic staff, technical-administrative staff and students shall be appointed on the recommendation of the President.
5. The Appointment Committee shall assess the qualifications of the applicants, conduct interviews with selected applicants and recommend to the President who shall be appointed as University Director.

5. *Deans*

1. The President shall appoint and terminate the employment of the deans, cf. s. 14(4) of the University Act and s. 6(2)(iv) of these Bylaws.
2. The President shall prepare the job advertisement and the job description and determine the publication of the advertisement pursuant to statutory provisions.
3. The President shall determine the terms of employment in view of statutory provisions.
4. The President shall appoint an appointment committee which, besides the President, shall consist of representatives of the academic and technical-administrative staff, students, and the other dean, cf. s. 12, or the University Director, cf. s. 7. The representatives of the academic and technical-administrative staff and the students shall be appointed by the respective groups in the Academic Council.
5. The Appointment Committee shall assess the qualifications of the applicants, conduct interviews with selected applicants and recommend to the President who shall be appointed as dean.

6. *Library Director*

1. The President shall appoint and terminate the employment of the Library Director, cf. s. 6(4)(i) of these Bylaws.
2. The President shall prepare the job advertisement and the job description and determine the publication of the advertisement pursuant to statutory provisions.
3. The President shall determine the terms of employment in view of statutory provisions.
4. The President shall set up an appointment committee consisting of the President, representatives of the library staff and the University Director.
5. The Appointment Committee shall assess the qualifications of the applicants, conduct interviews with selected applicants and recommend to the President who shall be appointed as Library Director.

7. *Heads of department*

1. The president shall appoint and terminate the employment of heads of department, cf. s. 14(4) of the University Act and s. 6(4)(i) of these Bylaws.
2. The President shall prepare the job advertisement and the job description and determine the publication of the advertisement pursuant to statutory provisions.
3. The President shall determine the terms of employment in view of statutory provisions.
4. The President shall set up an appointment committee consisting of representatives of the academic and technical-administrative staff of the department, a head of department from another department and a student representative. The representatives of the academic and technical-

administrative staff shall be appointed by the department staff according to a procedure laid down by the President. The Head of Department shall be appointed by the President. The Student shall be appointed by the students in the Academic Council.

5. The Appointment Committee shall assess the qualifications of the applicants, conduct interviews with selected applicants and recommend to the President who shall be appointed as head of department.