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**Directive S2022-07**

31 October 2022

## **Rules of Procedure of the Board of the Institute of Organic Chemistry and Biochemistry of the CAS**

The Board of the Institute of Organic Chemistry and Biochemistry of the CAS (hereafter ‘the Board’) issues the following Rules of Procedure of the Board pursuant to Sections 19 (9) and 20 (1) of Act No. 341/2005 Coll. on Public Research Institutions, and pursuant to Articles 11–15 of the Annex to the Statutes of the Czech Academy of Sciences:

### **Article 1**

#### **Chairman, Vice-Chairman, and Secretary of the Board**

1. The Chairman of the Board (hereafter ‘the Chairman’) shall convene meetings of the Board, propose meeting agendas, and preside over proceedings. He shall represent the Board externally, act on its behalf, and sign documents approved by the Board.
2. The Vice-Chairman of the Board (hereafter ‘the Vice-Chairman’) shall assist the Chairman in his work and, in his absence, shall fully represent him.
3. The Chairman and Vice-Chairman shall be elected by secret ballot by the Board from among its members.
4. The term of office of the Chairman and Vice-Chairman shall be the same as that of the Board.
5. Before the expiry of their term of office, the mandate of the Chairman or Vice-Chairman may cease
  - a) upon resignation,
  - b) upon termination of employment in the workplace (in the case of an internal member of the Board),
  - c) upon removal from office pursuant to Article 65 of the Statutes of the Czech Academy of Sciences by secret ballot of the Board.
6. The Secretary of the Board (hereafter ‘the Secretary’) shall be appointed from among the staff of the Institute and may be removed from office by the Board in agreement with the Director of the Institute.

### **Article 2**

#### **Board meeting**

1. Matters within the competence of the Board shall be duly discussed and decided at meetings of the Board.

2. The Board shall meet as necessary but not less often than once every two months. If at least one third of the members of the Assembly of Researchers of the Institute or one third of the members of the Board or the Director of the Institute or the Chairman of the CAS so request in writing, the Chairman is also obliged to convene a meeting of the Board within 15 days of receipt of the request. In addition to its members, the Secretary shall regularly attend meetings of the Board. The Director of the Institute, if not a member of the Board, and the Chairman of the Supervisory Board of the Institute shall be regularly invited to attend the meetings of the Board. Other guests may be invited to attend meetings at the discretion of the Chairman. Invited participants shall not have the right to vote.
3. An invitation to a meeting of the Board with the agenda and written materials on each item on the agenda and relevant materials to persons invited to the meeting shall be delivered by the Secretary to the members of the Board at least four working days before the meeting. Supplementary draft agenda items and supporting documents for such items shall be forwarded to the Chairman and the Secretary of the Board at least one working day before the Board meeting. The Chairman shall decide whether to include these items on the agenda of the next meeting or subsequent meetings. The Secretary shall ensure that the documents are distributed without delay to all members of the Board and invited participants.
4. The Board shall have the power to act and to take decisions if an absolute majority of its members, i.e. at least 5 Board members, are present at the meeting.
5. The Board shall decide by secret ballot
  - a) serious personnel matters,
  - b) in cases where at least one member of the Board requests so.Other matters shall be voted on by acclamation or, as provided for in Article 4, per rollam.
6. A resolution of the Board shall be adopted if a majority of the Board members present vote in favour of it.
7. In justified cases, the Board of the Institute may meet remotely using technical means of distance communication (teleconference or videoconference) or a combination of the use of technical means of distance communication and attendance. Any technical tool that allows the identification of the Board members may be used to ensure that a Board member is actually making decisions and voting.

### Article 3

#### **Submission of reports and proposals to the Board**

1. The Board shall act and make decisions on the basis of reports and proposals submitted to it in writing or by email by its members and the Director of the Institute, or on the basis of instructions and recommendations of the Academic Board of the CAS.
2. Reports and proposals for board meetings must be submitted to the Secretary at least five working days before the board meeting.

## Article 4

### **Board meeting per rollam**

1. Proposals for the discussion of which it is not possible or expedient to convene a meeting of the Board may, at the discretion of the Chairman, be circulated to the members of the Board for discussion outside the meeting in writing or by email (*per rollam*).
2. The members of the Board shall be familiar with the matter to be discussed by letter, including the draft resolution. The time limit for voting per rollam shall be three working days.
3. The members of the Board shall indicate, in the manner requested, whether they agree, disagree, or abstain on the proposal sent per rollam; they may also give reasons for their position.
4. If at least one member of the Board so requests, the Chairman shall suspend the implementation of the per rollam decision and refer the proposal for reconsideration at a regular Board meeting. He may do the same on his own initiative.
5. The minutes of the resolution passed per rollam shall be appended to the minutes of the next board meeting and shall be verified during that meeting.
6. A resolution of the Board shall be adopted if a majority of members of the Board vote in favour of it.
7. The Secretary of the Board shall inform the Board members of the vote result without delay.

## Article 5

### **Minutes of the board meeting**

1. Minutes of the board meeting shall be taken by the Secretary or a member of the Board authorized by the Chairman and submitted to the Chairman for approval. The minutes shall include all agenda items discussed and the resolutions adopted by the Board on them. Any member of the Board shall have the right to request that his or her statement be recorded in the minutes.
2. The result of the vote on the Board's resolution must be recorded in the minutes. If a member of the Board so requests, his or her vote and/or the reasons given for his or her position shall also be recorded in the minutes.
3. The minutes shall be delivered electronically to all members of the Board, the Director of the Institute, and the Supervisory Board of the Institute no later than ten working days after the meeting.
4. The Board's resolutions shall be published in electronic form on the Institute's intraweb and in a manner allowing remote access.
5. The minutes of the board meeting shall be reviewed at the subsequent meeting.

## Article 6

### **Checking the implementation of board resolutions and their documentation**

Documentation of board resolutions and their implementation is monitored by the Secretary on an ongoing basis and problems in the implementation of resolutions are discussed with the Chairman.

#### Article 7

#### **Final provisions**

These Rules of Procedure were approved at the meeting of the Board on 19 September 2022 and came into force on the date of approval.

A handwritten signature in blue ink, appearing to read 'Jan Konvalinka', is positioned above the printed name and title.

Prof. RNDr. Jan Konvalinka, CSc.  
Institute Director