

**RULES OF OPERATION FOR THE BOARD OF GOVERNORS OF THE OKINAWA INSTITUTE OF
SCIENCE AND TECHNOLOGY SCHOOL CORPORATION**

学校法人沖縄科学技術大学院大学学園理事会運営規則

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(Purpose 目的)

Article 1. 第 1 条

In addition to the procedures described in the Article 12 of the Okinawa Institute of Science and Technology Bylaws (hereinafter "Bylaws"), the operations of Board of Governors shall be prescribed by these rules.

沖縄科学技術大学院大学学園寄附行為（以下「寄附行為」という。）第 12 条に規定する理事会の運営については、寄附行為に定めるほか、この規則によるものとする。

(Types of Board of Governors Meetings 理事会の区分)

Article 2. 第 2 条

1. Board of Governors meeting shall be constituted by Regular meetings and Extraordinary meetings.
理事会の会議は、定例理事会及び臨時理事会とする。
2. Regular meetings of the Board of Governors shall be convened in May, September, and February in each fiscal year, as usual practice.
定例理事会は、各年度の 5 月、9 月及び 2 月に開催する事を常例とする。
3. Extraordinary meetings of the Board of Governors shall be convened as necessary.
臨時理事会は、必要あるときに開催する。

(Decision Matters 議決事項)

Article 3. 第 3 条

1. The following items shall be decided by the Board of Governors:
次の事項は、理事会の議決を経なければならない。
 - (1) Determination of management policy and determination or amendment of corporation activities etc.
経営の基本方針の決定及び法人の業務の決定、変更等
 - (2) Appointment and dismissal of the Governors
理事の選任及び解任
 - (3) Nomination and dismissal of the Auditors
監事候補者の選定及び監事の解任
 - (4) Appointment and dismissal of the President and a Senior Level Executive pursuant to the provision of Article 6, Paragraph 2, Item (7) of the Bylaws
学長及び寄附行為第 6 条第 2 項第 7 号に規定されたシニアレベル・エグゼクティブの任命及び解任
 - (5) Appointment of the person from the Governors to perform the duties of the Acting CEO in the event of long-term incapacity or absence of the CEO, prescribed in the Article 13, Paragraph 2 of the Bylaws
寄附行為第 13 条第 2 項の規定による、理事長が長期に亘り職務遂行できないとき又は理事長が欠けたときに臨時理事長代理となる者の任命
 - (6) Appointment and dismissal of the Councilors
評議員の選任及び解任
 - (7) Establishment and revision or abolition of the Bylaws and the required rules for management of the Corporation and the school established by the Corporation

寄附行為及びその他学園及び学園の設置する学校の管理及び運営に関し必要な規則の制定並びに改廃

- (8) Merger or dissolution of the Corporation
法人の合併又は解散
 - (9) Establishment and revision or abolition of graduate schools, etc.
研究科等の設置改廃
 - (10) Important items regarding the organization, ladder, human resources management, salary and the working conditions of the Corporation
法人の組織、職制、人事、給与及び就業等のうち重要な事項
 - (11) Business plan, budget plan and financial plan
事業計画、予算及び資金計画
 - (12) Acceptance of new obligations and releases of rights outside the budget prescribed in the Article 33 of the Bylaws
寄附行為第 33 条に規定する予算外の新たな義務の負担又は権利の放棄
 - (13) Loans <except temporary loans to be repaid from income within the same fiscal year>
借入金（弁済期限が 1 年を超えない借入金を除く。）
 - (14) Restrictions of the disposal of important assets
重要な財産の譲渡等
 - (15) Institutional performance and settlement of accounts
事業報告及び決算
 - (16) Items regarding the solicitation of donations in money or in kind
寄附金品の募集に関する事項
 - (17) When a Governor contemplates engaging in a business transaction for the sake of himself/herself or for a third party that is categorized as being the business of the Corporation;
理事が自己又は第三者のために学園の事業の部類に属する取引をしようとするとき。
 - (18) When a Governor contemplates engaging in a business transaction with the Corporation for the sake of himself/herself or for a third party;
理事が自己又は第三者のために学園と取引をしようとするとき。
 - (19) When the Corporation intends to guarantee debts of a Governor or otherwise to carry out transactions with a person other than the Governor that results in a conflict of interest between the Corporation and the Governor
学園が理事の債務を保証することその他理事以外の者との間において学園と当該理事との利益が相反する取引をしようとするとき。
 - (20) Other items that the CEO has determined to request the resolution of the Board of Governors
その他理事長が理事会の議決を要すると認めた事項
2. The CEO may perform operations regarding the items prescribed in the preceding paragraph without decision of the Board of Governors if he or she has to process those urgently and has no time to convene the Board of Governors meeting; provided, however, that he or she shall receive approval from the Board of Governors at the next meeting.
前項で定めた事項のうち、特に緊急処理を要するもので、理事会を開催する時間的余裕がない場合には、理事長は理事会の議決を経ないで執行できるものとする。ただし、次回の理事会において、その承認を受けなければならない。
 3. Except the items prescribed in the paragraph 1, the Board of Governors shall delegate the decision-making regarding the operations of the Corporation to the CEO.
理事会は、第 1 項に定める事項を除き、法人の業務決定の権限を理事長に委任する。
 4. A Governor who has engaged in business transactions identified in the items set forth in paragraph 1, Item (17) to (19) shall report to the Board of Governors, without delay, any important facts regarding the business after said transactions.
第 1 項(17)から(19)に掲げる取引をした理事は、当該取引後、遅滞なく、当該取引についての重要な事実を理事会に報告しなければならない。

(Restriction on Voting 投票権の制限)

Article 4. 第 4 条

1. A Governor with a special interest in the decision of the Board of Governors may not participate in the vote.
理事会の決議について、特別の利害関係を有する理事は、その議事の議決に加わることができない。
2. The President and a senior executive who serve as Governors stipulated in Article 6, Paragraph 2, Item (6) and (7) of the Bylaws shall not vote on items that represent conflict of interest as defined by a majority

vote of the total number of Governors, including review or dismissal of the President or the relevant Senior Level Executive, or other issues as determined by the Board.

寄附行為第6条第2項第6号及び第7号で定める理事は、学長又は当該シニアレベル・エグゼクティブの評価又は解任等、理事総数の過半数の議決により利益相反のおそれがあるとされた議決事項、又はその他理事会が定めた事項の議決に加わることができない。

(Chairperson of the Board of Governors 理事会議長)

Article 5. 第5条

The responsibilities of the Chairperson of the Board of Governors [*Gicho*] shall be as follows:

理事会議長の責務は次のとおりとする。

- (1) To preside at Board meetings,
理事会を主宰すること
- (2) To serve as chair of the Steering Committee,
第8条に規定する運営委員会を主宰すること
- (3) To act as representative of the Board in dealing with the administration and faculty and with the public,
教職員及び一般社会との対応にあたって理事会を代表して行動すること
- (4) To foster communication with faculty, administration and students,
教職員及び学生との意思疎通を促進すること
- (5) To maintain close links with the CEO, provide advice and support, especially in external affairs, and
理事長との連携を密にし、特に渉外的事項について、助言及び支援を行うこと
- (6) To act as the representative of the Board in event of emergency.
緊急の際に理事会を代表して行動すること

(Vice Chairperson of the Board of Governors 理事会副議長)

Article 6. 第6条

The Vice Chairperson of the Board of Governors shall serve as a proxy for the Chairperson as necessary.

理事会副議長は必要に応じて理事会議長の職務を代理する。

(Non member participants 理事以外の出席者)

Article 7. 第7条

When the Chairperson identifies it necessary, non-members of the Board of Governors may participate in the Board of Governors meetings.

理事会議長は、必要と認めるときは、理事以外の者を理事会に出席させることができる。

(Committees 委員会)

Article 8. 第8条

1. The following standing committees shall be established. The CEO and Vice CEO shall attend as ex officio members.

理事会に次の常任委員会を設ける。理事長と副理事長は職指定の構成員とする。

- (1) Steering Committee

運営委員会

Steering Committee shall be chaired by the Chairperson of the Board of Governors. The responsibility of the committee shall be to expedite the responsibilities of the Board of Governors. 委員長は理事会議長とする。運営委員会は、理事会の業務を迅速に執行することを責務とする。

- (2) Business and Finance Committee

事業・財務委員会

Under the direction of the Board, Business and Finance Committee shall be responsible for the business and financial policies of the university, including review of long-term planning, capital expenditures budget, annual operating budget, building project cost estimates and investments.

理事会の下部組織として、長期計画、設備投資予算、年間運営予算、建物建設費の積算及び投資に関する検討を含め、大学の事業計画及び財務計画の基本方針に関して責任を有する。

- (3) Academics and Research Committee

学務・研究委員会

Academics and Research Committee shall have responsibility for reviewing research and academic affairs, including selection and promotion of the faculty.

教育・研究に関する責務を担い、教員の採用や昇格等について検討する。

(4) **Audit and Compliance Committee**

監査・コンプライアンス委員会

Audit and Compliance Committee shall have the powers and duties with respect to financial statements of the university, internal and external audit, risk management, compliance, conflict of interest (OIST Rules of Conflict of Interest for BOG and BOC Members), [insert link] reporting and other matters as specified.

大学の財務諸表、内部監査及び外部監査、危機管理、コンプライアンス、[利益の相反（理事及び評議員の利益の相反に関する規則）](#)、業務報告等に関して権限及び責任を有する。

(5) **Self-Sustaining Development of Okinawa Committee**

沖縄の自立的発展委員会

The responsibilities of the Self-Sustaining Development of Okinawa Committee shall include oversight of the Corporation rules, regulations, activities related to technology transfer, including intellectual property, income assignment, equity management, personnel policies, and joint activities.

学園の規則・規定、知的財産管理、収入の割り当て、資本管理、人事方針、共同活動を含め、技術移転に関して責任を有する。

(6) **External Funding Development Committee**

外部資金獲得推進委員会

The External Funding Development Committee shall assist the BOG in providing oversight of the Corporation's strategy, plans and efforts to obtain external funding (funding other than direct subsidy).

外部資金（政府から供与される直接的な補助金以外の）獲得に向け、学園の戦略、計画、取組の管理を行うことにより理事会を支援する

2. The Chairperson of the Board of Governors may appoint ad hoc committees of the Board from time to time as needed.

理事会議長は、必要に応じて臨時委員会を設置する。

3. Details of the standing committees shall be stipulated separately.

常任委員会に関し必要な事項は、別に定める。

(Term Limits for Governors and Councilors 理事及び評議員の任期の制限)

Article 9. 第9条

The term of Governors and Councilors may not normally exceed two consecutive terms; however, this shall not apply to cases where they hold a leadership role (Chair or co-chair of a Board Committee or the Board), or an exception is made for an individual by at least a two-thirds vote of the total number of Governors.

理事及び評議員の任期は通常、連続2期を超えることはできない。ただし、指導的役割（委員会又は理事会の議長・共同議長）を務める、又は理事会において理事総数の3分の2以上の議決で個人に対して例外が議決される場合は、この限りではない。

Supplementary Provision

附則

These rules shall come into force from the date of approval by the Board of Governors.

この規則は、理事会の決定の日から施行する。