



Institute of  
Management Technology

Dubai



# **BY-LAWS OF THE GOVERNING BODY**

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## About IMT

Established in 2006 Institute of Management Technology Dubai (IMTD) was envisioned to become a leading institute for research and teaching in the field of management. To make an impact in the region and globally, IMTD was one of the earliest to obtain Commission for Academic Accreditation (CAA) recognition of all its programs from the Ministry of Education UAE. IMTD is an entrepreneurial, modern, research focused institute that is located in the heart of Dubai International Academic City (DIAC). IMTD boasts of a serene campus that has not only the best in class academic infrastructure and learning resources but also provides campus housing and extracurricular facilities for students that enable a world class living and learning experience.

In its continuous pursuit of excellence IMTD recruits qualified faculty from across the world with terminal degrees. Over the years this has enabled IMTD to offer high quality programs at graduate and undergraduate levels and also maintain a steady focus on research and publications. The quality of programs at IMTD coupled with the scholarly contributions of the faculty has enabled us to take confident strides towards getting AACSB accreditation.

IMTD has an ever growing network of international partners who bring both academic and cultural diversity to our programs. IMTD students continue to participate in international exchange programs with our partner institutes.

With over 2000 Alumni globally dispersed and engaged in large MNCs and Government bodies, IMTD continues to make a mark in the world of business and society. Over the years our graduates have excelled in the corporate world and many have risen the ranks to become well known leaders in their respective industries. It is a testimony to the uncompromising commitment that IMTD has for student success and the quality of its human capital.

## Vision

IMT Dubai aspires to become a leading university in the region for nurturing high quality professionals in management

## Mission

Our mission is to impart quality education to prepare the next generation of ethical business professionals. We adopt interactive teaching pedagogies & undertake applied research by engaging in real issues of the corporate and social sector.

## Strategic Goals & Objectives

### **Goal-1: Offer high quality programs relevant to business and Industry in the region.**

**Obj 1a:** To design and deliver portfolio of programs and courses in the areas of business, management and allied fields.

**Obj 1b:** To sensitize students to sustainability, environmental and ethical issues related to business and society.

### **Goal-2: Create conducive and productive environment for student learning and professional development.**

**Obj 2a:** To adopt innovative pedagogical methods that will enrich student learning and experience.

**Obj 2b:** To actively pursue student and faculty mobility with international partner universities.

**Obj 2c:** To develop high quality teaching materials, text books, cases and reference books to augment teaching and learning experience.

**Obj 2d:** To provide IT enabled processes for teaching, learning and related activities.

### **Goal-3: Attain National, Regional and International Recognition for High Quality Academic Programs.**

**Obj 3a:** To benchmark and improve curriculum and academic processes every three years.

**Obj 3b:** To strive and achieve international accreditations for the programs.

### **Goal-4: Foster partnership with industry and government bodies for experiential learning**

**Obj 4a:** To offer executive education programs for professionals and executives.

**Obj 4b:** To engage with industry for collaborative projects and strengthen industry-academia interface.

### **Goal-5: Promote international outreach with recognized universities and institutions.**

**Obj 5a:** To have a diversified mix of students and faculty from different geographical regions.

**Obj 5b:** To create and develop partnership with institutions of repute.

### **Goal-6: Focus on applied business research relevant to industry, business and society.**

**Obj 6a:** To support high quality applied research in corporate and social sector

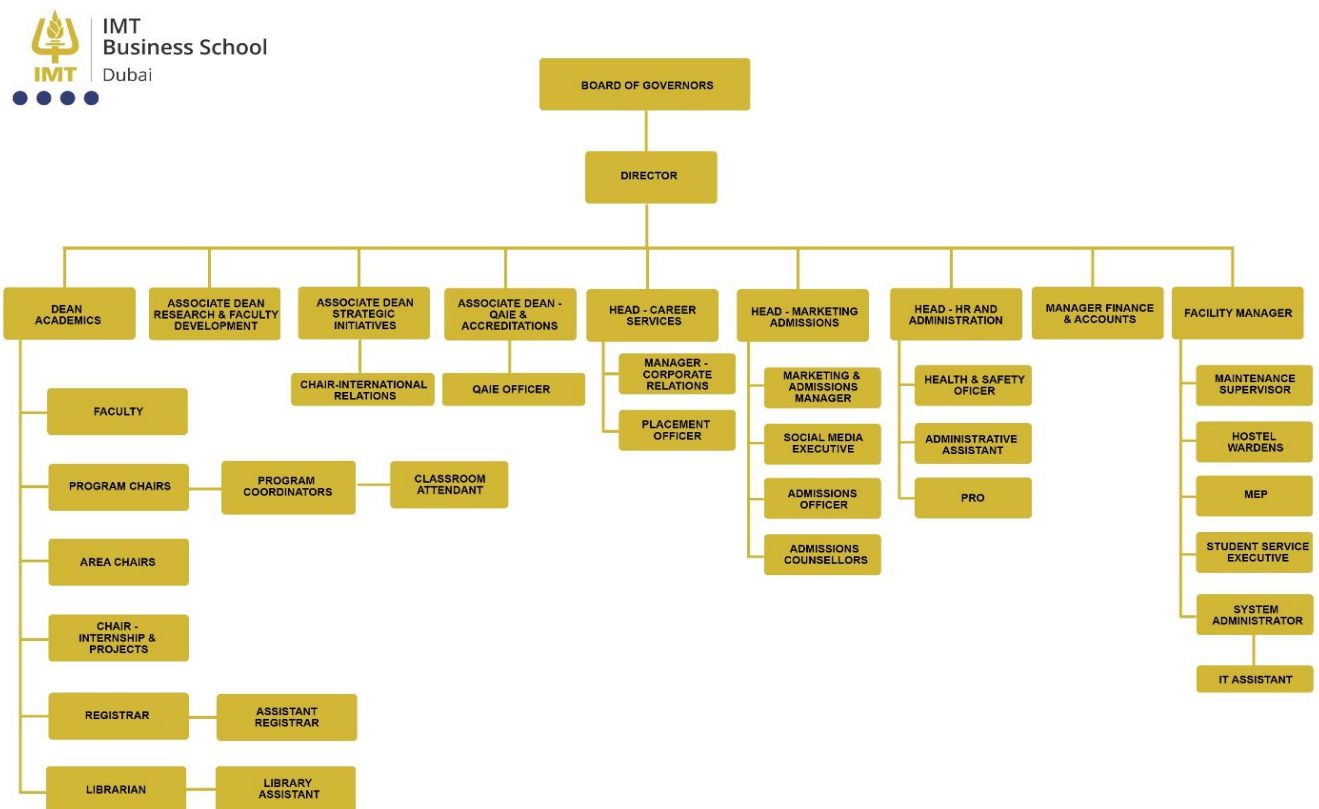
**Obj 6b:** To encourage faculty and students research publications in conferences and journals.

## Organization Structure

IMTD follows a decentralized organization structure with Board of Governors at the helm of affairs. The Board of Governors is the apex governing body of IMTD and the ultimate authority responsible for governance of the institution. It provides strategic directions to the institution.

The organization chart is presented in **Figure 1**.

**Figure 1 Organization Chart**



## I. Scope of the By-laws

The By-Laws of the Governing body serve as a guide to the BoG to sanction all organizational structures and the governance policies in adherence to the laws and regulations of the United Arab Emirates. By-Laws specify composition, functions and responsibilities of the BoG, its meeting and quorum and performance evaluation.

## II. Composition of the Board of Governors

The BoG shall comprise of at least 5 members, excluding the *ex-officio* member. These members shall represent wider global community including experts form UAE in their respective fields. The Director of IMTD is the *ex-officio* member of the Board of Governors.

All members except one are external independent members. External Independent Governors do not have any financial interest in the institution and shall not have any conflicts of interest and/or financial dealings between governing board members and the institution except the entitlement to reimbursement of expenses for attending BoG meetings/meetings of any BoG sub-committee and meeting fees.

## III. Board Functions and Responsibilities

The BoG-

- i. approves all the institution's policies;
- ii. approves the institution's By-Laws;
- iii. appoints the CEO or equivalent, and evaluates his/her performance;
- iv. approves and periodically reviews the institution's mission and vision statements;
- v. approves the institution's strategic plan, and monitors progress in its achievement;
- vi. reviews and evaluates reports on all aspects of the institution's performance, to enable it to assure itself, and other stakeholders, that appropriate academic standards and quality of provision for students are being maintained;
- vii. approves educational programs of a quality consistent with the institution's mission;
- viii. reviews overall quality assurance of the institute;
- ix. authorizes the conferring of all qualifications;
- x. secures financial resources to support the institution's goals adequately;
- xi. approves the annual budget;
- xii. approves major facilities, contracts and campus plans unless otherwise delegated;
- xiii. appoints and approves the selection of external auditors and fixes their remuneration in accordance with Section 9B External Audit;
- xiv. receives and reviews the report of the external auditors and take necessary follow up action based on the audit observations;
- xv. approves the proposal to take on lease or as a gift of any land or building which may be necessary or convenient for the institutional purpose on such terms and conditions as may be deemed fit and proper;

- xvi. approves the plan of construction of any building(s), educational work-shops etc., necessary for the institutional purpose or plan of any addition or alternations or modifications therein;
- xvii. approves opening of bank accounts;
- xviii. approves drawing, acceptance, endorsement and negotiation of promissory notes, bills, and other negotiable instruments;
- xix. approves investments of funds of the institution including specifying securities for such investment;
- xx. approves, monitors and reviews research strategy with KPIs and target levels consistent with the institutional mission;
- xxi. approves risk management plan and monitors actions periodically;
- xxii. redresses any grievance against the Director through an *ad hoc* redressal committee;
- xxiii. evaluates its own effectiveness and uses that evaluation for improvement.

BoG members are not to be involved in any operating decisions or in the conduct of the day-to-day operation of the institution. The BoG takes all policy decisions in the best interest of the IMTD. The Director/CEO is in charge of all operational decisions and managing the day-to-day operation of the institute.

## IV. Board Committees

The board may constitute *ad-hoc* committees for specific purposes. These committees shall include at least two members of the BoG. The committee's recommendations need to be approved by the BoG.

## V. Secretary of the Board

The BoG shall be aided by a designated officer of the Institute as secretary. Any Non-Board Member Secretary of the Board shall have no voting privileges. The secretary maintains all records of the BoG meetings, CVs of Governors, Copies of regulatory standards and documents.

## VI. Meeting of the Board of Governors

The BoG meets at least two times a year with a time lapse of not more than six months between two successive meetings. The BoG meetings are convened as per the following procedures:

- A clear fifteen days' notice should be sent to the Board of Governors for the meeting. The Chairman has the authority to reduce the notice period of convening a meeting of the BOG in case of an urgent need.
- A meeting can be also convened by the Chairman when two-thirds of the Governors express their request in writing.

- With the permission of the Chairman, a Governor may join BoG meeting through video conferencing with appropriate measures for maintaining the confidentiality of the meeting.
- In a meeting if the Chairman is not available for unavoidable circumstances, any other non-shareholding Governor may act as a Chairman.
- The Chairman has the authority to take an urgent policy decision and get the same ratified in next meeting of the BoG.

## VII. Quorum and Proceedings

- Three members or two-thirds of the total members of the BoG, whichever is more, shall constitute a quorum of a meeting.
- If a quorum is not reached, the meeting may be adjourned to the next week at the same time, place and day. If a quorum is not present at successive meeting, the members present shall constitute a quorum.
- A declaration by the Chairman of the meeting that a resolution has been carried by a majority and any entry to that effect in the minute book of the proceedings of the meeting is conclusive evidence of the decision taken. In case of division, Governors consented for and against a decision shall be recorded along with the decision taken.
- Minutes of the meeting shall be recorded for all the meetings along with the attendance of the members present and kept in a place accessible for viewing.
- Minutes shall be authenticated by the Chairman-BoG.

## VIII. Alteration of the Objectives, Its Amalgamation or Dissolution

Alteration in the objectives of the BoG are incorporated after they have been approved by two-thirds majority of Governors present in the meeting or a special meeting convened for the purpose. Any resolution for amalgamation / dissolution is forwarded to the shareholders.



## IX. Evaluation of Board-Effectiveness

The Chairperson Board of Governor is evaluated by Non-Chair Governors annually using a prescribed form presented in **Annex 1**. Similarly, Non-Chair Governors are evaluated by their peers annually using a prescribed form presented in **Annex 2**. The BoG annually evaluates the performance of the CEO (Director) using a prescribed form in **Annex 3**.

One of the designated Non-Chair Governors summarizes performance evaluation feedback given in prescribed form (**Annex 1**), presents to the BoG and concludes the evaluation process.

The Chairman BoG summarizes performance evaluation feedback given in prescribed form (**Annex 2**), presents to the BoG Non-Chair Governor and concludes the evaluation process.

## X. Board Appointments, Term of Office and Replacement

**Board Appointments:** The members of the BoG are appointed by the shareholders and hold office as per the terms of appointment.

**The Term of Office:** Each Governor holds office according to the terms of appointment or his/her death, resignation or removal whichever is earlier. All Governors have a tenure of 3 years and the terms can be extended by the shareholders.

**Replacement of Governors:** The Office of Governors shall be vacated if the Governor:

- a) is removed from office by a majority resolution of shareholders, or
- b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- c) becomes of unsound mind, or of such infirm health as to be incapable of managing his affairs, or
- d) resigns his office by notice in writing to the chair.

## XI. Ethics and Integrity

The members of BOG should operate with the highest levels of integrity, honesty and ethical behaviour in all its dealings and decision making. The members of the BoG shall comply with policies as per Section 10 A “Conflict of Interest” and Section 10B “Anti-corruption and Bribery”. BoG members are not to be involved in any operating decisions or in the conduct of the day-to-day operation of the institution. The BoG takes all policy decisions in the best interest of the IMTD. The Director/CEO is in charge of all operational decisions and managing the day-to-day operation of the institute.

## Annex 1: Performance Evaluation of the Chairperson-BoG

Sl No.	Parameters	Very Good 4	Good 3	Fair 2	Needs improvement 1
1	The Chairperson demonstrates effective leadership of the Board				
Comment					
2	Relationship and communication of the Chairperson with other Governors are constructive and cordial				
Comment					
3	The Chairperson is effective in terms of focus, use of time and overall efficiency of Board meetings in taking the informed decisions				
Comment					
4	The Chairperson is able to manage the conflicting views and opinions of Governors in an effective manner to resolve the conflicts in an amicable way				
Comment					
5	The Chairperson encourages the inputs on meeting agendas from Governors, Internal auditor and External auditor				
Comment					
6	The Chairperson facilitates wider participation and detailed discussion on various matters like institutional research, ensuring academic quality, strategic plans, risk management etc.				
Comment					
7	The Chairperson encourages upholding ethical standard of the Institute				
Comment					
Overall Score					
Any other important matter which you may like to highlight					

Name of the Governor:

Signature:

Date:

## Annex 2: Performance Evaluation of Non-Chair Governors

Sl No.	Parameters	Very Good 4	Good 3	Fair 2	Needs Improvement 1
1	The Governor attends meetings well-prepared and informed, and constructively participates in the discussions on institutional matters				
Comment					
2	The Governor cogently reacts to the changes proposed by the management of the institution				
Comment					
3	The Governor understands the activities of the institution, and brings his/her knowledge, skill and experience to address various issues in the meeting				
Comment					
4	The Governor has effectively and proactively followed up his/her areas of concerns raised in the previous meeting(s)				
Comment					
5	The Governor communicates well with other members of the BOG and senior management of the Institution and behaves in accordance with the ethical standard of the institution				
Comment					
6	The Governor is able to speak his/her mind constructively even if his/her views differ from others at a meeting				
Comment					
7	The Governor makes sure that he/she is updated on Board/Committee meeting decisions in case he/she has not attended a meeting				
Comment					
8	The Governor brings an independent view on the BOG's discussion specially related to strategies, operational performance, risk management and key appointments				
Comment					
9	The Governor monitors performance of the management				
Comment					
Overall Score					
Any other important matter which you may like to highlight					

Name of the Governor:

Signature:

Date :

## Document History

*The entire By-Laws is revised to comply Standard 2019 and also MOE Manual in October 2021. The BoG has approved this By-Laws on 26<sup>th</sup> of October 2021.*