

## **REGULATIONS BOARD OF DIRECTORS**

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# Regulations for organisation and functioning of the Board of directors

## Art. 1 - Composition and skills

1. The composition and skills of the Board of Directors are disciplined by the Statute, and, where applicable, civil rights regulations.
2. The components of the Board of Directors, and the councilors possibly named afterwards at the constitution of the Board, remain in office until the expiry of the whole Organ.
3. In cases that the mandate of one or two components are closed in advance, if fewer than half in number, the Board maintains its full attributions on condition that at least half plus one of the components of the entire organ participate in the sessions.
4. In cases that the mandate of the teacher representative, **i.e. the Student Consultation representative**, is closed in advance, **the Academic Board** sees to new designation within 30 days.

## Art. 2 - Summoning

1. Il Board of Directors is summoned by the Chairman when necessary but with at least bi-monthly regularity, or it can be summoned within 30 days when at least the majority of its components make written, motivated request for it.
2. The summoning is set up by the Chairman with a notice containing the agenda to send to the councilors at least five days before session date.
3. Summoning is validly produced by sending via Email to the addresses communicated to Administration.
4. In cases of urgency, summoning can occur by the same means, as long as it is carried out at least 24 hours before the time set for the session.
5. Should the Chairman be absent or impeded, the Board of Directors is presided over by the **component designated by the company “Pianeta delle Arti srl”**.
6. Auditors may participate in Board of Directors’ sessions, without voting right: to this end summoning notice with the relative agenda is also sent to them.

### **Art. 3 - Documentation**

1. Documentation relative to topics entered in the agenda is at the disposal of the councilors from the date of summoning at the premises of the Academy secretary.

### **Art. 4 - Decisions**

1. The Board session is valid if the majority (half plus one) of the components intervene.
2. The Board decisions are adopted with outright voting. In voting, those abstaining keep their specific expression of will, but are not computed for the purposes of achieving a quorum; in case of parity, the Chairman's vote prevails.
3. Decisions are assumed at the absolute majority of those present, except in case of decisions for which regulations in force see for a different majority. Before voting, the councilors must display, on request, a declaration to vote.
4. No councilor may take part in discussing and voting on matters regarding him directly or involving relatives or kin to the IV degree.

### **Art. 5 - Agenda topics**

1. The order of topic discussion is as fixed in the summoning notice and may, at the start of the session, be modified by the Board of Directors inserting discussion of further points at the indication of the Chairman, via authorisation by the Board; in this case the presence of all councilors in office is necessary.
2. The topic in discussion are, as per regulations, illustrated by the Chairman, who may entrust such tasks to the Administrative Director or a councilor.
3. The Director may insert individual topics into the agenda of the following day at the request of the councilors present.
4. The councilors may present proposals regarding the topic under examination to be put to the vote during the discussion.

## **Art. 6 - Functioning**

1. The session president (Chairman) ascertains that the hearing is constituted as per regulations and regulates the discussion on the topics entered into the agenda. For performing possible voting in a secret poll, he is assisted by one or more poll-watchers, named at the start of voting – at his proposal – by the Board of Directors, who declare the voting results.
2. The councilors wishing to intervene must ask to speak and wait for the Chairman to authorise them to talk. Intervention must exclusively concern the topic under discussion and be maintained as per regulations within the 10-minute time limit with the possibility of a brief repeat.
3. To carry out its tasks, the Board may, setting the procedures regulating its functioning, be supported by commissions and work groups, which may be temporarily entrusted with specific matters in the reference or consulting premises.

## **Art. 7 – Minutes secretary**

1. The Administrative Director, or another component unit in the administrative structure, who is responsible for drawing up, formalising and gathering the minutes, carries out the functions of the minutes Secretary.
2. Should the Administrative Director be absent or hindered, the minutes Secretary's functions are carried out by an administrative unit of higher rank.

## **Art.8 – Execution of Decisions**

1. The Administrative Director, and in all cases the administrative structure in his absence, sees that the Board of Directors' decisions are carried out.
2. The deliberations assumed by the Board of Directors are to be carried out immediately after the session, considering the definitive draft of the minutes, to be approved in the following session, undersigned by the session president (Chairman) and the minutes secretary.
3. Should it in case of necessity be required to transmit the definitive draft of such deliberations before approval in the following session, the Chairman will authorise that **the minutes secretary** draft the related minutes excerpt to be ratified by the Board of Directors in the first relevant session.
4. The deliberations assumed by the Board are as per public norms, considering respect for privacy norms, and those as per L. 241/90 and following modifications. Preliminary activities to prepare and elaborate the deeds are confidential in character.

## **Art. 9 - Final Regulations**

1. The Board of Directors remains in office for 3 renewable years. In case of expiry, pursuant to regulations in force, it may operate for normal administrative activities for the 45 days following this.
2. The present regulations are approved by the BoD by the deliberation n. 2 of 15/10/2016 pursuant to art. 12 of the Academy Statute, issued by the Chairman by the deed of 15/10/2016, and enters in force from the date of its issue.

**FT**  
**PRESIDENT**