



Vinuni Governance Framework and Guidelines

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ABBREVIATIONS

TOR	:	Terms of Reference
DOA	:	Delegation of Authority
UC	:	University Council
HE	:	Higher Education
IAB	:	Institutional Advisory Board
IQA	:	Institutional Quality Assurance
SEC	:	Scientific and Educational Committee
RMO	:	Research Management Office
SAM	:	Student Affairs Management
CPL	:	Compliance and Legal Department
HR	:	Human Resources Department
REG	:	Registrar Office
VINO	:	VinUniversity Office
CAOO	:	Chief Academic Operations Officer
CFO	:	Chief Financial Officer
COO	:	Chief Operations Officer

I. PURPOSE

VinUni is committed to effective university governance, making decisions based on principles of comprehensiveness, consistency, and transparency. This Guide ("Document") outlines the governance structure and terms of reference (TOR) for the university-level Councils and Standing Committees, ensuring that these Councils and Committees operate according to the university's overarching principles, with a focus on systematization, accountability, and efficiency.

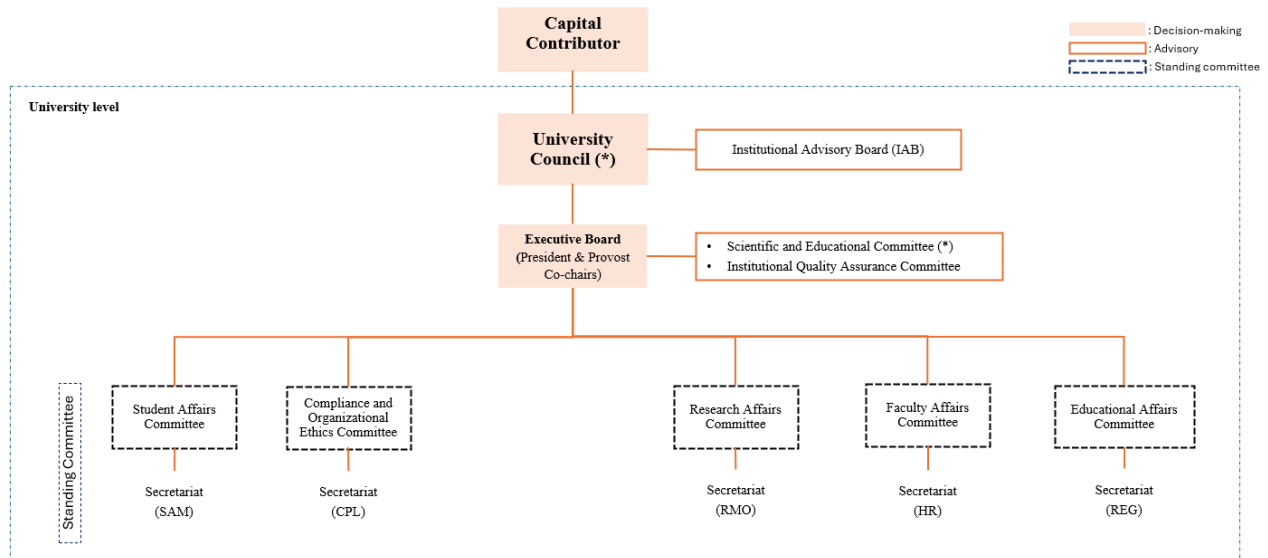
II. SCOPE

This Document exclusively governs the framework for university-level bodies. It does not apply to entities at the Capital Contributor, College or department level, or to special social unions and organizations.

III. GOVERNANCE STRUCTURE

The governance structure of VinUni is established in accordance with the national Higher Education Law (revised in 2018) and operates as a model of a private, not-for-profit university in Vietnam. It includes the Capital Contributor (Vingroup), the University Council, Executive Board, and Standing Committees.

The University's governance structure is presented in the below graph:



* Required by HE Law and Ministry of Education and Training.

(*) Required by Higher Education Law and MOET.

Working group/taskforce/ad hoc: These committees may be established for a specific task or project for a short/medium-term function and are disestablished once the task has been completed. Some examples of such committees include: Admissions Committee, Rewards and Disciplinary Committee, UG Graduation Review Board, Research Ethics Committee, Student Financial Aid Committee, etc.

IV. TERMS OF REFERENCES OF COUNCIL AND COMMITTEES

A. COUNCIL AND BOARD

1. The University Council

NAME	UNIVERSITY COUNCIL (UC)
Committee Type	Decision-making
Purpose	<p>The University Council is the highest governing body representing investors and relevant stakeholders.</p> <p>The University Council is responsible for guiding strategies, building systems, developing policies, developing senior personnel, supervising executive activities, supervising finances, supervising compliance and risks to carry out the University’s missions, to ensure high academic standards, operational efficiency and sustainable development.</p>
Membership	<p>The University Council consists of an odd number of representatives from the capital contributors, as well as members from within and outside the university.</p> <p>1. Members within University</p> <ul style="list-style-type: none"> • Ex officio Members: <ul style="list-style-type: none"> - Provost - Chairperson of the Labour Union - Representative from Executive Board of Ho Chi Minh Communist Youth Union (University’s learner representative) • Elected Members (elected by the University Leaders' Representative General Meeting): <ul style="list-style-type: none"> - Faculty representatives - Staff representatives <p>2. Members outside the University (elected by the University Leaders' Representative General Meeting):</p> <ul style="list-style-type: none"> - University leader(s), administrator(s), and educator(s). - Industry leader(s), scientist(s), alumni. - Employer(s) <p>3. President of the University Council:</p> <ul style="list-style-type: none"> - The President of the University Council is the legal representative, responsible for operating the University Council. The President of the University Council is a permanent or part-time officer of the university according to the regulations on organization and operation of the university, elected by the University Council, approved by the Capital Contributor and recognized by the regulatory authority. - The President of the University Council has the responsibility and authority to direct and organize the implementation of the tasks and powers of the University Council; to direct the development of annual program and action plans, budget plans of the University Council; to direct, organize, and preside over the meetings of the University Council; to sign documents within the authority of the University Council; to use the organizational apparatus and seal of the university to operate within the scope of the functions and duties of the University Council; to perform the duties of a member of the University Council and other tasks and powers as prescribed by law and the Regulation on University Organization and Operation (By-laws). <p>The member list of University Council must be published on university website after being recognized by the Capital Contributor.</p>
Secretariat	VinUniversity Office (VINO) & Executive Assistant of the University Council

Meetings	Once every 3 months. Extraordinary meetings are convened at the request of the President of the University Council, the Provost of the University, or at least one-third of the total number of members of the University Council. Meetings can be held online or offline with the attendance of more than 50% of all members. The meeting agenda must be sent to all members of the University Council at least 07 days before the meeting date; the meeting minutes must be sent to the members of the University Council and uploaded to the university's Dataroom within 07 days from the meeting date.
Quorum	The University Council contains an odd number of members and operates based on collective principles and makes decisions based on majority rule; the Council's decisions are finalized by resolutions through voting or collecting opinions in writing.
Term	Five (05) years
Criteria	The University Council's establishment process, criteria, member nomination and election procedures comply with the Law on Higher Education. The criteria, appointment and dismissal of the President of the University Council are regulated by the Law on Higher Education.
Functions, responsibilities and authorities	<p>Stipulated in Bylaws (Regulation on University Organization and Operation) - VinUni Policy</p> <ul style="list-style-type: none"> a) Propose and submit to the Capital Contributor for approval the medium- and long-term development strategy and plan; action plan, budget plan, annual revenue and expenditure plan; or the policy of developing the university into a university or merging with another university (if any); b) Propose and submit to the Capital Contributor for approval the investment and use of valuable assets under the authority of the University; propose policies on salary, bonus and other benefits of leadership and management positions based on achievements, performance and other criteria; c) Issue the Regulation on University Organization and Operation (By-laws); the University's financial regulations in accordance with the provisions of the Law on Higher Education and other relevant laws; d) Decisions on admission direction; opening/closing educational disciplines; educational activities, educational partnerships; research, science and technology activities; international cooperation activities; quality assurance policies and cooperation policies between the University and businesses and employers; e) Decide on the organizational structure, staffing, establishment, merger, separation and dissolution of bodies of the University; Issue a map of job titles, a set of competency standards, a set of responsibilities and evaluation criteria for each position; regulations on recruitment, training/development, rotation, evaluation, reward, discipline and management of staff, faculty and employees according to the provisions of law; f) Decide and submit to the competent authorities to decide on the recognition or dismissal of the Provost; appoint or dismiss the Vice Provosts based on the proposal of the Provost; conduct annual performance evaluations of the President of the University Council and the Provost; collect votes of confidence/360-degree evaluations for the President of the University Council and the Provost in the middle of the term or upon special request;

	<p>g) Decide on tuition policy and financial aid and tuition exemption policies;</p> <p>h) Decide on policies to attract financial resources for the development of the University and investment capital; approve financial plans and approve annual financial reports;</p> <p>i) Supervise the implementation of the University Council's decisions at the Executive Board and the effectiveness of the key programs implemented, compliance with the law, implementation of democratic regulations in the university's activities and the accountability of the Provost; Supervise the use of the university's finances and assets; present annual reports at the University's General Conference on the results of supervision and activities of the University Council;</p> <p>j) Supervise risk management and compliance management activities. Comply with the law, be responsible before the law, before competent authorities and relevant parties for the decisions of the University Council, ensure transparency and disclosure of information, reporting mechanism, be subject to inspection and examination by competent authorities, perform accountability within the scope of responsibilities and authorities assigned by the University Council and be subject to supervision by society, individuals and organizations in the University;</p> <p>k) Other responsibilities according to the Regulation on University Organization and Operation.</p>
Report to	The Capital Contributor Ministry of Education and Training

2. Executive Board

NAME	Executive Board
Committee Type	Decision-making
Purpose	The purpose of the Executive Board is to make decisions and implement strategies, programs and plans approved by the University Council; at the same time, to support the University Council in developing medium- and long-term strategies, plans and policies.
Membership	<p>Ex officio Members:</p> <ul style="list-style-type: none"> - President of the UC - Provost - Chief Operation Officer - Chief Academic Operations Officer - Chief Financial Officer <p>Invited Members (at the request of the Chairperson):</p> <ul style="list-style-type: none"> - Vice Provosts - Deans and Vice Deans - Program Directors - Center Directors/Head of Departments <p>Ex officio (non-voting) Members: Secretary of the meeting (VINO)</p> <p>Co-chairs: President of the UC and Provost</p>
Secretariat	VinUniversity Office (VINO) – Strategic Planning Unit
Meetings	Once per month (Executive Meeting – EXCO Meeting) - chaired by the Provost. Extraordinary meetings may be convened as requested by the President of the

	<p>UC, Provost or other executives who are ex officio members. Meetings can be held online or offline with the attendance of over 50% of all members.</p> <p>The meeting agenda must be sent to all members at least 03 days before the meeting date; the meeting minutes must be sent to the members of the Executive Board and uploaded to the university’s Dataroom within 03 days from the meeting date.</p>
Quorum	Any recommendations proposed in the meeting shall pass if they are approved by more than 50% of the members attended. Decision-making will adhere to the Delegation of Authority (DOA) guidelines.
Term	According to the term of the University Council
Functions	<p>To support the University Council in developing medium- to long-term strategies, plans and policies for the following areas:</p> <ul style="list-style-type: none"> A. Academic B. Research – Innovation C. Partnership – Community Service D. Sustainable Development E. Human Resources F. Facilities G. University governance <p>Implement, monitor progress and make decisions relating to programs, plans according to annual widely important goals approved by the University Council:</p> <ul style="list-style-type: none"> 1. Optimization 2. Admissions 3. Senior Leadership Recruitment 4. Key Personnel Training and Development 5. Student Career Development 6. Student Experience 7. University Rankings 8. Accreditation and Quality Assurance 9. Core Product Development 10. Community Development and Higher Education Branding 11. Key projects delegated by the Capital Contributor and other key initiatives
Report to	President of the UC and Provost

3. Institutional Advisory Board

NAME	Institutional Advisory Board (IAB)
Committee Type	Strategic Advisory
Purpose	To give advice to the University Council on strategy and governance aiming to achieve its mission and vision in a systematic, effective and sustainable way.
Membership	<p>Membership: A diverse group of invited members brings a wealth of experience and expertise in different fields, with in-depth knowledge of issues across the globe or in Vietnam, to assess, provide information and strategic initiatives to the University Council, including:</p> <ul style="list-style-type: none"> - Reputable university leaders who have a long-term and open vision, practical methodology and experience in strategic development and operational governance. - Renowned educators, scientists who have innovative opinions, focus on academic cooperation and real-world impacts, with excellent academic and research reputation in strategic areas where the University needs to develop. - Prominent industry leaders, with long-term vision, practical opinions, focus on utilizing science and technology to create breakthroughs in strategic areas where the University needs to develop. <p>Invited members: To be decided by the Chair of the Institutional Advisory Board based on actual needs.</p> <p>Ex officio (non-voting) Members: Secretary of the University Council</p> <p>Chairperson: Appointed and invited directly by the University Council.</p>
Secretariat	VinUniversity Office (VINO) – Strategic Planning Unit
Meetings	<p>Once every 6 months (online or offline). Ad-hoc meetings can be arranged upon request. Meetings can be held online or offline with the attendance of more than 50% of all members.</p> <p>The meeting agenda must be sent to all members of the University Council at least 10 days before the meeting date; the meeting minutes must be sent to the members, Provost and Executive Board and uploaded to the University’s Dataroom within 10 business days from the meeting date.</p>
Quorum	Recommendations are considered insights for the University Council, which university leaders may use for reference or to inform their decisions. There is no required quorum for this board.
Term	According to the term of the University Council.

Functions	<p>The IAB advises the University Council on matters related to strategic development and governance models to facilitate the implementation of strategic programs which are continuous, interdisciplinary and inter-College to enhance the University’s value proposition in Vietnam and region, aiming to become a university of excellence.</p> <p>Based on their capabilities and experience, external members are invited to give advice on the following strategic pillars:</p> <ul style="list-style-type: none"> A. Academic B. Research – Innovation C. Partnership – Community Service D. Sustainable Development E. Human Resources F. Facilities G. University governance: vision, mission, development model, strategy
Report to	University Council

4. Institutional Quality Assurance Committee

NAME	Institutional Quality Assurance Committee (IQA)
Committee Type	Implementation Advisory
Purpose	The IQA Committee is tasked with advising, guiding, and coordinating issues related to quality assurance strategies, models, and activities across the university.
Membership	<p>Ex-officio Members:</p> <ul style="list-style-type: none"> - Provost - Vice Provost in charge of quality assurance (if any) - Deans or Vice Deans in charge of academic affairs and/or quality assurance of each College - Director of Teaching and Learning Excellence Center - Chief Academic Operations Officer <p>Invited Members:</p> <ul style="list-style-type: none"> - Program Directors - Director of Library and Learning Resources - Chief Operations Officer / Head of Compliance and Legal - Head of Student Affairs Management - Head of Registrar/Representatives - Manager of Accreditation and Quality Assurance Department - Student Representative(s) - Independent adviser <p>Ex officio (non-voting) Members: Secretary of the meeting (VINO)</p> <p>Chairperson: Provost or expert/educator with experience in quality assurance appointed by the Provost.</p>
Secretariat	Accreditation and Quality Assurance Unit – AQA Manager
Meetings	Twice a year or as required. Meetings may be held online or offline with the attendance of more than 50% of all members. The meeting agenda must be sent to all members at least 07 days before the meeting date; the meeting

	minutes must be sent to the Provost and Executive Board and uploaded to the university's Dataroom within 07 days from the meeting date.
Quorum/voting	The meeting is considered valid if at least two-thirds of members attend. Any recommendation proposed in the meeting shall pass if they are approved by more than 50% of all members of the Committee.
Functions	To advise the Provost on: <ol style="list-style-type: none"> 1. Development philosophy, direction, principles, models and standards for assessing overall quality assurance activities 2. Direction for selecting university quality accreditation organizations and program quality accreditation 3. Propose university and program ranking strategies and evaluate their implementation 4. Propose the annual quality assurance plan of the University, and evaluating the implementation of that plan 5. Propose direction for quality improvement after self-assessment and external assessment of the University's quality accreditation 6. Propose the development and amendment of policies and procedures to complete the internal quality assurance system and foster a quality culture in the organization 7. Guidance on other issues related to the University's education and training quality assurance as required by the Provost
Term	According to the term of the Provost
Report to	Executive Board

5. Scientific and Educational Committee

NAME	Scientific and Education Committee (SEC)
Committee Types	Implementation Advisory
Purpose	The Scientific and Educational Committee is established and operated under Article 19 of Higher Education Law (2012). The SEC advises the Provost on strategic issues relating to education, research and innovation.
Membership	Odd number, from 11 – 25 members (per law)

	<p>Ex officio Members:</p> <ul style="list-style-type: none"> - Provost - Vice Provost of Academic Affairs - Vice Provost of Research & Innovation - Deans/Vice Deans <p><i>(*)The Chairperson can either be the Provost or a member of the Board proposed by the Provost and selected through a private ballot vote. Based on the voting results, the Provost will officially recognize the Chairperson of the Board.</i></p> <p>Appointed/Invited Members:</p> <ul style="list-style-type: none"> - Faculty representative(s) with Professor, Associate Professor, or Doctor’s academic title. - Chief Academic Operations Officer - Head of Research Management Office - Head of Academic Engagement Office - External invited members who are scientists involved in education and research (if necessary) <p><i>(*) The Chairperson will appoint a Secretary of the Committee.</i></p>
Secretariat	VinUniversity Office (VINO) – for logistic arrangement Chief Academic Operations Officer, Head of Research Management Office – for meeting coordination according to meeting topics
Meetings	Once every 3 months. Meetings may be held online or offline with the attendance of more than 50% of all members. The meeting agenda must be sent to all members at least 07 days before the meeting date; the meeting minutes must be sent to the Provost and Executive Board and uploaded to the university’s Dataroom within 07 days from the meeting date.
Quorum	Recommendations of the Committee shall be passed when more than 50% of all members agree.
Term	According to the term of the Provost
Functions	<p>The SEC advises the Provost on the following issues related to training, education and innovation:</p> <ol style="list-style-type: none"> 1. Development philosophy, direction, principles (international, practical, pioneering and interdisciplinary) and standards for evaluating training activities (input, output, program, accreditation, ranking, methodology, faculty, student experience, student career, etc.) 2. Planning for development, innovation, the launch/termination of key training programs and products across the university 3. Development philosophy, direction, principles (international, interdisciplinary, practical and impactful); criteria for evaluating research and innovation activities (creating new knowledge, supporting training, developing research personnel, practical application, creating impact, seeking funding and cooperation opportunities, etc.). 4. Planning of research areas, issues to be researched, major challenges to be solved and strategic plans/initiatives. 5. Development direction of issues related to corporate engagement, international cooperation to support training, research and innovation 6. Update development trends in training, research and innovation in the world and in Vietnam and recommend appropriate solutions

	7. Other tasks as required by the Provost
Report to	Provost

B. STANDING COMMITTEES

Standing Committees will be established by Provost of VinUniversity for every academic year. There are 5 standing committees which are (1) Research Affairs Committee, (2) Educational Affairs Committee, (3) Faculty Affairs Committee, (4) Student Affairs Committee and (5) Compliance and Organizational Ethics Committee.

1. Research Affairs Committee

NAME	Research Affairs Committee
Committee Types	Standing Committee – implementation support
Purpose	Support the Provost and the Executive Board in developing policies and mechanisms, solving problems, creating opportunities, handling major and unprecedented incidents, and effectively monitoring to achieve excellence and strategic goals approved by the University Council in research and innovation activities across the university.
Membership	<p>Ex officio Members:</p> <ul style="list-style-type: none"> - Vice Provost Research & Innovation - Head of Research Management Office - Director of Agile Innovation Center <p>Invited Members – as per Chairperson’s request:</p> <ul style="list-style-type: none"> - Vice Deans of Research - Directors of Research Centers - Senior research faculty <p>Ex officio (non-voting) Members: Meeting secretary (Research Management Office)</p> <p>Chairperson: Vice Provost of Research & Innovation</p>
Secretariat	Research Management Office (Head of RMO)
Meetings	Once every 3 months or as requested by the Chairperson, Secretariat. The meeting agenda must be sent to all members at least 07 days before the meeting date; the meeting minutes must be sent to the Provost and Executive Board and uploaded to the university’s Dataroom within 07 days from the meeting date.
Quorum	The meeting is considered valid if at least 50% of all members attend. Any resolutions proposed in the meeting shall pass if approved by more than 50% of all members of the Committee.
Term	According to the academic year
Functions	<p>The Research Affairs Committee advises the Provost and Executive Board on matters related to research within the University. Specific duties include, but are not limited to:</p> <ol style="list-style-type: none"> 1. Identify bottlenecks, inadequacies and new opportunities for research and innovation across the university 2. Make demands for improvement and evaluate changes in policies, regulations, processes, forms, standards, initiatives, etc. to resolve bottlenecks and optimize opportunities. Specifically, on (i) building culture; (ii) improving governance capacity; (iii) building human

	<p>resources capacity, performance management and recognizing outstanding achievements; (iv) improving quality of excellence; (v) promoting interdisciplinary cooperation and (vi) increasing the impact and spread of research and innovation activities across the university</p> <ol style="list-style-type: none"> 3. Update information on the legal framework, make demands to ensure compliance with ethical standards and legal requirements in the university's research activities 4. Assess proposals for the establishment/closure of new research centers and institutes as well as major investments in research support services and research infrastructure 5. Propose initiatives/action programs, opportunities to expand cooperation with external individuals/organizations, enhance the ability to attract research funding and connect global intelligence 6. Advise on handling major, unprecedented events in research and innovation activities across the university
Report to	Provost and Executive Board

2. Educational Affairs Committee

NAME	Educational Affairs Committee
Committee Type	Standing Committee – implementation support
Purpose	Support the Provost and the Executive Board in developing policies and mechanisms, solving problems, creating opportunities, handling major and unprecedented incidents, and effectively monitoring to achieve excellence and strategic goals approved by the University Council in university-wide educational activities.
Membership	<p>Ex officio Members:</p> <ul style="list-style-type: none"> - Vice Provost of Academic Affairs - Chief Academic Operations Officer - Director of Teaching and Learning Excellence Center <p>Appointed Members</p> <ul style="list-style-type: none"> - Director of Agile Innovation Center - Vice Deans - Program Directors - Representative of Library and Learning Resources - Representative of Accreditation and Quality Assurance - Representative of IT department - Faculty representative(s) - Student representative(s) <p>Ex officio (non-voting) Members:</p> <ul style="list-style-type: none"> - Secretary of meeting (The Office of Registrar) <p>Chairperson: Vice Provost of Academic Affairs</p>
Secretariat	The Office of Registrar (Registrar Manager/CAOO)
Meetings	Once every 3 months or as requested. The meeting agenda must be sent to all members at least 07 days before the meeting date; the meeting minutes must be sent to the Provost and Executive Board and uploaded to the university’s Dataroom within 07 days from the meeting date.

Quorum	The meeting is considered valid if at least 50% of all members attend. Any resolutions proposed in the meeting shall pass if approved by more than 50% of all members of the Committee.
Term	According to the academic year
Functions	<p>The Educational Affairs Committee supports the Provost and Executive Board with educational issues, including but not limited to the following:</p> <ol style="list-style-type: none"> 1. Identify bottlenecks and inadequacies. Stay up to date on industry best practices and new opportunities in education. 2. Make recommendations for improvement and evaluate changes in policies, regulations, processes, forms, standards, initiatives, etc. to address bottlenecks and optimize opportunities. Specifically, on (i) building culture; (ii) improving governance capacity; (iii) building human resources capacity, managing performance and recognizing outstanding achievements; (iv) improving quality; (v) promoting interdisciplinary cooperation and (vi) increasing the impact of educational and academic activities across the university. 3. Update information on the educational legal framework, ensuring compliance with ethical standards and academic integrity requirements in all the university's training activities. 4. Evaluate and recommend the opening/closing/upgrading of educational programs as well as support services and training infrastructure and technology. 5. Propose initiatives/action programs, opportunities to expand cooperation with external individuals/organizations, improve the ability to attract funding for training and connect global intelligence. 6. Monitor the quality of admissions. 7. Monitor student experience. Recommend new priorities/initiatives to improve and enhance (i) teaching and learning quality, (ii) student experience quality, (iii) faculty quality, and (iv) quality of technology and teaching and learning infrastructure. Recommend new priorities/initiatives to improve and enhance the quality of admissions. 8. Monitor student retention and career outcomes. Recommend areas for improvement and implement strategies/action programs to increase retention rates and create opportunities for (i) internships and employment, (ii) international cooperation exchanges, (iii) entrepreneurship, (iv) research and funding sources. 9. Request and evaluate changes to OASIS regarding student capacity building. 10. Advise on major unprecedented issues in education and training activities.
Report to	Provost and Executive Board

3. Faculty Affairs Committee

NAME	Faculty Affairs Committee (Lecturers-Researchers)
Committee Types	Standing Committee – implementation support
Purpose	Assist the Provost and the Executive Board in developing policies and mechanisms, solving problems, creating opportunities, handling unprecedented major incidents, and effectively monitoring academic

	personnel, including recruitment, evaluation, development, appointment/dismissal and promotion, rewards and discipline as well as other related issues, to achieve excellence and strategic goals approved by the University Council in the quality of academic personnel across the university.
Membership	<p>Ex officio Members:</p> <ul style="list-style-type: none"> - Provost - Chief Operations Officer <p>Appointed Members:</p> <ul style="list-style-type: none"> - College Deans - Program Directors - Faculty representatives <p>Ex officio (non-voting) Members:</p> <ul style="list-style-type: none"> - A Secretary of the Committee (VINO) <p>Chairperson: Provost</p>
Secretariat	Human Resources Department (Chief Operations Officer – COO/ HR Manager)
Meetings	Once every 3 months or as requested. The meeting agenda must be sent to all members at least 07 days before the meeting date; the meeting minutes must be sent to the Provost and Executive Board and uploaded to the university's Dataroom within 07 days from the meeting date.
Quorum	The meeting is considered valid if at least 50% of all members attend. Any resolutions proposed in the meeting shall pass if approved by more than 50% of all members of the Committee.
Term	According to academic year
Functions	<p>Advise the President and Provost on issues related to academic personnel at the University. Specific tasks include, but are not limited to:</p> <ol style="list-style-type: none"> 1. Identify bottlenecks and inadequacies; update management practices, legal frameworks in the industry and new opportunities in academic personnel work. 2. Make requests for improvements and assess changes in policies, regulations, processes, forms, standards, initiatives, etc. to resolve bottlenecks and optimize opportunities in human resource management. Specifically in recruitment; appointment, promotion, recognition of titles and awards, academic personnel development support programs (teaching evaluation, professional consulting, performance evaluation, etc.) 3. Advise the President of the University Council and Provost on disputes, complaints and disciplinary actions and major unprecedented events related to academic personnel. 4. Propose initiatives/action programs, opportunities to expand cooperation with external individuals/organizations, improve the ability to attract funding for human resource development. 5. Propose initiatives/action programs to enhance diversity, equity and inclusion among lecturers, ensure a comprehensive cultural environment to support lecturers/teaching assistants.
Report to	Provost

4. Student Affairs Committee

NAME	Student Affairs Committee
Committee Types	Standing Committee – implementation support
Purpose	Assist the Provost and the Executive Board in developing policies and mechanisms, solving problems, creating opportunities, handling major and unprecedented incidents, and effectively monitoring student affairs activities (except academic issues) to achieve excellence and strategic goals approved by the University Council in university-wide student experience.
Membership	<p>Ex officio Members:</p> <ul style="list-style-type: none"> - Dean of Student Experience - Head of Student Affairs Management <p>Invited Members (as requested by the Chairperson):</p> <ul style="list-style-type: none"> - Program Directors/Faculty representatives - Head of Academic Engagement - Head of Alumni and Industry Development - Director of Entrepreneurship Lab - Director of Library and Learning Resources - Head of IT Support - Head of Operations and Facilities - Student representatives <p>Ex officio (non-voting) Members:</p> <ul style="list-style-type: none"> - Meeting secretary (VINO) <p>Chairperson: Dean of Student Experience</p>
Secretariat	Student Affairs Management Office (SAM) – Head of SAM
Meetings	Once every 3 months or as requested by the Chairperson or Secretariat. The meeting agenda must be sent to all members at least 07 days before the meeting date; the meeting minutes must be sent to the Provost and Executive Board and uploaded to the university’s Dataroom within 07 days from the meeting date.
Quorum	The meeting is considered valid if at least 50% of all members attend. Any resolutions proposed in the meeting shall pass if approved by more than 50% of all members of the Committee.
Term	According to the academic year.
Functions	<p>Advise the Chair of the Committee and Executive Board on matters related to student life and development at the university. Specific tasks include, but are not limited to:</p> <ol style="list-style-type: none"> 1. Identify internal bottlenecks and inadequacies; update industry best practices and new opportunities in student management. 2. Request and evaluate changes in criteria, policies, procedures, and regulations related to student affairs, including: (i) student support services; (ii) student life, physical health, mental health; (iii) student-led activities; (iv) activities to support student capacity and culture development; (iv) specific student groups: international students and postgraduate students. 3. Advise on handling serious incidents related to student ethics and disciplinary violations. 4. Evaluate student experience reports. Evaluate, assess and recommend initiatives/programs to improve digital and real-world student experiences.

Report to	Provost and Executive Board
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5. Compliance and Organizational Ethics Committee

NAME	Compliance and Organizational Ethics Committee
Committee Type	Standing Committee – implementation support
Purpose	<p>Assist the Chair of the Committee and the Executive Board in developing policies and mechanisms, solving problems, creating opportunities, handling unprecedented major incidents, and effectively monitoring issues related to ethics, codes of conduct for faculty and staff, and issues related to compliance management, organizational risk management, etc. to achieve excellence and strategic goals approved by the University Council in compliance and ethics across the university.</p> <p><i>(* This Committee does not cover Research Ethics related issues and student code of conduct matters.</i></p>
Membership	<p>Ex officio Members:</p> <ul style="list-style-type: none"> - Vice Provost of Research and Innovation - Chief Operations Officer - Head of Compliance and Legal <p>Invited/Appointed Members (as requested by the Chairperson):</p> <ul style="list-style-type: none"> - Heads of Departments/Center Directors - College representatives <p>Ex officio (non-voting) Members:</p> <ul style="list-style-type: none"> - Meeting secretary (VINO or Compliance and Legal officer, depending on the nature of the meeting) <p>Chairperson: appointed by the Provost</p>
Secretariat	Compliance and Legal Office (Head of Compliance and Legal)
Meetings	Quarterly or upon request. The meeting agenda must be sent to all members at least 07 days before the meeting date; the meeting minutes must be sent to the Provost and Executive Board and uploaded to the university’s Dataroom within 07 days from the meeting date.
Quorum	The meeting is considered valid if at least 50% of all members attend. Any resolutions proposed in the meeting shall pass if approved by more than 50% of all members of the Committee.
Term	According to the academic year.
Functions	<p>Advise the Chair of the Committee and Executive Board on matters related to ethical standards and compliance at the university Specific tasks include, but are not limited to:</p> <ol style="list-style-type: none"> 1. Identify internal bottlenecks and inefficiencies; stay up to date on industry best practices and new opportunities in compliance and risk management 2. Evaluate, assess, and recommend planning and management strategies for ethical standards and compliance at the University. 3. Evaluate, assess, and recommend policies, processes, and regulations related to professional behavior, codes of conduct, industry ethical standards, and conflict of interest issues 4. Investigate and propose conclusions on issues related to violations of professional behavior and codes of conduct.

	<p>5. Propose initiatives and programs to build a culture of compliance, ethics, and transparency.</p> <p>6. Periodically gather feedback from faculty and staff on ethical standards at the University and propose recommended solutions.</p>
Report to	President of the UC and Provost

V. COMMON TERMS AND DEFINITIONS

Types of Committees:

- **Decision-making:** Possess the authority to make decisions within the scope and jurisdiction outlined in the terms of reference.
- **Strategic Advisory:** Provide advice/recommendations to the authorized Board/Leader to make decisions on strategy.
- **Implementation Advisory:** Provide advice/recommendations to the authorized Board/Leader to make decisions on strategy implementation.
- **Standing:** equivalent to sub-committees, established to carry out regular and ongoing functions related to operations. These committees make recommendations to support implementation, through policy reviews, regulatory provisions... as well as through progress reports on implementation.
- **Working group, taskforce or ad-hoc committee:** These committees are formed to address a particular task or project within a short to medium-term timeframe and are disbanded upon successful completion of the assignment. They can be reconvened at a future time if necessary.

Membership:

- **Ex officio member:** Official members by virtue of their positions, such as the Provost, Vice Provost, Dean, Vice Dean... Membership is designated for the position, rather than a particular individual. If an ex officio member is absent, and another individual is officially appointed to fulfill their role, the substitute will serve as the official member for the duration of their tenure in that position.
- **Appointed, invited or nominated member:** An individual could be appointed based on their area of expertise, professional background, or unique skills, while another individual might be nominated by College or Department. Once appointed, the nominee is acknowledged as a member and cannot be substituted by a different nominee.

VI. SUCCESS METRICS

The following key questions can be used to evaluate the professionalism and effectiveness of the Council/Board:

1. The Committee's expertise in advising and consulting on strategies, plans, and governance models to elevate the University's standing in Vietnam and the region, aiming to achieve the vision of becoming an excellent university and the mission of developing talents.
2. The professionalism, timeliness, and transparency in the Council/Board's organization and management: member quality, meeting scheduling, minutes, reporting, information archiving, and progress tracking after meetings.

3. Impact in enhancing the integration and coordination between academic and practical expertise, within global and Vietnamese contexts, involving external experts and VinUni's internal leaders in governance, academia, and research across the university and other prestigious institutions and organizations.

The following key questions can be used to evaluate the professionalism and effectiveness of the Committees:

1. The quality of the Committee's evaluations, suggestions, and recommendations regarding the enhancement and augmentation of processes, regulations, and management frameworks in relevant areas.
2. The quality of the Committee's initiatives/action plans in overseeing and providing guidance on responding to critical incidents and fostering a conducive cultural setting in relevant areas.
3. The committee's organization and management demonstrate professionalism, timeliness, and openness through the quality of its members, the scheduling of meetings, the documentation of minutes, reporting, archiving of information, and monitoring progress post-meetings.
4. The impact of effectively communicating and aligning key directives and strategies from top management to every individual and vice versa at VinUni.

VII. ROLES AND RESPONSIBILITIES

Role	Responsibilities
Chairperson	<ol style="list-style-type: none"> 1. Confirms the agenda for each meeting according to the TOR 2. Chairs and conducts meetings professionally, meeting topics are addressed effectively 3. Confirms meeting minutes before they are released to members and made public 4. Directs actions/improvement plans according to meeting minutes 5. Reports/presents to the higher-level Council/Board (such as the UC, the Scientific and Educational Committee...) or other committees on issues reviewed by the committee 6. Reports at the next meeting updating on any actions taken on behalf of the committee since the previous meeting 7. Evaluates the effectiveness of the Board/Committee by term/academic year
Members	<ol style="list-style-type: none"> 1. Meet the following criteria: have proven competence in their field, have a positive and proactive attitude, and have a strong sense of responsibility and commitment 2. Understand the terms of reference of the Board/Committee, attend meetings on time and fully 3. Read the agenda before the meeting and clarify any issues with the Chair or Secretary 4. Attend meetings and actively participate in discussions/recommendations 5. Vote on decisions or recommendations 6. Carry out any work necessary to support the Board/Committee (e.g. research, report writing or references...) 7. Disclose conflicts of interest (if any)

Secretariat	<ol style="list-style-type: none"> 1. Collects topics, meeting documents and propose meeting agenda 2. Coordinates meetings with the Chairperson of the Board/Committee 3. Monitors and supervises the implementation of the conclusions of the meetings 4. Assesses the Annual Report of the Board/Committee
Secretary (VinUniversity Office)	<ol style="list-style-type: none"> 1. Understands the terms of reference of the Board/Committee 2. Manages and arranges logistics (venue, presentations, meeting invitations, meeting minutes, documentation) 3. Submits meeting materials and agenda to the Chair of the Board/Committee 4. Manages the membership of the Council/Committee (procedures for updating members, proposing replacements when a member's term expires, resigns, takes leave, etc.) 5. Informs members, especially new members, of all necessary information about the Board/Committee (Terms of Reference, meeting minutes, resolutions, etc.) 6. Drafts accurate meeting minutes, condensing what was agreed at the meeting, forward the draft minutes to the Chair for approval and forward to the Board/Committee members within 24 hours of the meeting ending 7. Coordinates and complete Board/Committee documents and materials (e.g. resolutions, annual reports) 8. Coordinates, monitors, and supervises the implementation of meeting conclusions.

VIII. **FORMS / TEMPLATES**

- Form 1: Minutes of Meeting Template
- Form 2: Annual Report Template

Form 1: Minutes of Meeting

Meeting Date and Time		Meeting Location	
Minutes Drafted Date		Meeting Topic	
Meeting Chair		Minutes Taker	

Attendees	Regrets

Brief Description / Agenda

Summary of the Discussions and Conclusions
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No.	Items Discussed
1	Item 1: <i>Discussions:</i> <i>Conclusions:</i>
2	Item 2: <i>Discussions:</i> <i>Conclusions:</i>

Meeting Conclusions/Follow-up

The following actions were taken:

The vote for adoption of this action was as shown (if applicable):

CHAIR SIGNATURE		
Noted by:	Chair Name: (Print)	Date:
Verified by all committee members	Chair Signature:	

Form 2: Annual Report

<Name of the Committee>
AY...-... Annual Report

COMMITTEE MISSION:

Brief the mission here (for example: Responsible for developing policies and procedures that govern all university-level degree programs offered by VinUni).

MEMBERSHIP:

- ...

MEETING DATES:

1. October 17, 2023
2.

SUMMARY OF MAJOR ACHIEVEMENTS (COMPARED TO THE SUCCESS METRICS):

1. ...
2. ...

CHALLENGES:

1. ...
2. ...

RECOMMENDATIONS FOR NEXT YEAR:

1. ...
2. ...