

## **OIST Graduate University Policies, Rules and Procedures**

Authority:

- Approved by the President
- OIST School Corporation Act
- Private School Act
- School Education Act

## **Chapter 2. Governance and Organization**

### **2.1 Official University Name**

In accordance with Chapter II, Article 4, of the Bylaws of the Okinawa Institute of Science and Technology School Corporation (“the Corporation” or “SC”), the name of this graduate educational institution is

**Okinawa Institute of Science & Technology Graduate University**  
(sometimes referred to as “OIST Graduate University” or “the University”).

All its academic activities shall be transacted, and all written academic instruments must be executed, in this official university name by its authorized officers and agents and authenticated, when necessary, by affixing the seal bearing the name Okinawa Institute of Science & Technology Graduate University [\[link: 2.7\]](#). All business agreements, contracts, and other legally binding transactions required for OIST Graduate University must be executed in the official corporate name of the Okinawa Institute of Science and Technology School Corporation.

#### **2.1.1 OIST School Corporation and OIST Graduate University, through the Board of Governors, reserve to themselves authority to approve:**

2.1.1.1 Use, and revocation of the use, of the official corporate or university name or any abbreviated name by any non-University person or entity as part of its name or in any other manner that indicates or implies an authorized relationship with the University.

2.1.1.2 Removal of the official university name or any abbreviated name from the name of any organizational unit of the University.

2.1.1.3 Use of the official corporate or university name in a manner other than that prescribed in administrative policy.

#### **2.1.2. Gifts, Bequests, Donations or Devises [\[link: 7\]](#).**

All gifts, bequests, contributions, donations and devises made in trust or otherwise in the name of the University or any abbreviated name, or in the name of any unit of the University, shall be transfers to the Okinawa Institute of Science & Technology School Corporation. The Okinawa Institute of Science & Technology School Corporation has the authority to manage all transfers intended for the corporation.

**2.1.3 University Marks** [\[link: 15\]](#). The University shall maintain a consistent visual identity system, including name, marks, and logos, that (a) reinforces and protects the University's identity; (b) distinguishes the University from other institutions; and (c) reflects the University's traditions and heritage.

2.1.3.1 The President or delegate shall maintain administrative policies and procedures to implement this policy.

## **2.2 Board of Governors**

The ultimate authority and responsibility for the management and operation of the OIST School Corporation lies with the Board of Governors ("BOG"). The BOG appoints a President for the OIST Graduate University. The President of the University serves as the CEO of the Corporation, pursuant to the SC Bylaws. The BOG appoints the Senior Level Executive who serves as the Vice-CEO of the Corporation, in accordance with the SC Bylaws. [\[link: https://groups.oist.jp/sites/default/files/imce/u113/oistsc\\_bylaws.pdf\]](https://groups.oist.jp/sites/default/files/imce/u113/oistsc_bylaws.pdf). The SC Bylaws and the Rules for the Operation of the Board of Governors [\[link: \]](#) specify the purpose and activities of, and topics to be decided by the BOG. In general, the matters to be decided by the BOG concern management and operation of the School Corporation and the University. In particular, the BOG is required each fiscal year to review and approve the annual budget and business plan for the Corporation, which will have been prepared by the CEO/President, Vice-CEO, Executive Vice President for Technology Development and Innovation, Provost, Chief Operating Officer (COO), and Vice-Presidents in consultation with University faculty and staff. In all of its endeavors, the subjects to be deliberated may be accompanied by reports/opinions of the Board of Councilors.

### **2.2.1**

The Board of Governors has an Office of the BOG. Secretary to the BOG acts as the Secretariat and works for the Chair of the BOG with the responsibilities for preparing agendas and papers for meetings, serving sub-Committees created by the BOG, managing the affairs of the BOG, and coordinating the activities with the Senior Level Executives and Faculty Council.

### **2.3 Board of Councilors.**

The Board of Councilors (“BOC”) must prepare opinions on specified matters (such as budgets, borrowing, disposal of assets, donations, changes to the Bylaws) and submit them to the Corporation CEO before meetings of the BOG to make decisions on the matters. The BOC also responds to inquiries from Governors, provides opinions to Governors, and solicits reports from Governors, regarding the state of the School Corporation’s operations and assets.

### **2.4 Roles and Responsibilities**

The ultimate authority and responsibility for the management and operation of the OIST School Corporation (SC) lies with the Board of Governors (BOG).

#### **2.4.1 President/CEO**

The Board of Governors selects a President for the OIST Graduate University; the President also serves as the Chief Executive Officer (CEO) for the School Corporation. The President, in consultation with the BOG, establishes a management structure for the University. That structure must effectively and efficiently facilitate the development, maintenance, operation, and growth of a renowned international graduate university that promotes outstanding achievement in science and technology through education and research and contributes to the self-sustaining development of Okinawa. The management structure must also ensure administrative and fiscal accountability and provide transparent oversight regarding use of government and private funds.

The BOG entrusts the day-to-day operations of the School Corporation and the Graduate University to the CEO/President, including

- management of the University and all its departments, operation of the physical plant, and administration of the University’s business activities;
- preparation of annual University operating and other budgets, which must be submitted to the BOG for review and subsequent action; and
- preparation and submission of periodic plans and reports to the BOG on the status of plans and projections and various other reports as needed.

One Senior Level Executive who is appointed by BOG; by the provision of the SC Bylaws, also serves as the Vice-CEO of the School Corporation. The President may appoint, and prescribe the powers and duties of, other officers and employees that the President may deem appropriate to assist in the performance of Presidential duties and responsibilities.

The President is further responsible, directly or by delegation, for

establishing and maintaining administrative policies and procedures to assure the carrying out of these responsibilities.

#### **2.4.1.1 Special Advisor to the President**

The Special Advisor to the President offers opinions and advice in regard to the administration of the University upon the President's request.

#### **2.4.1.2 General Counsel**

The General Counsel provides legal opinions and advice in regard to the University's policies/business, risk managements, conflicts/disputes cases and contracts related matters and represents the University in legal matters concerning external entities.

#### **2.4.1.3 Chief Information Officer (CIO)**

The Chief Information Officer (CIO) is responsible for [link: 17.4.7] promoting coherence and efficiency through university wide information technology (IT) strategy, and information security programs. The CIO is also responsible for conducting special programs or information related initiatives at the discretion of the President.

#### **2.4.1.4 Chief Compliance Officer (CCO)**

The Chief Compliance Officer (CCO) conducts the audit based on the annual audit plan or on a temporary basis. The CCO reports those results to the CEO/President.

#### **2.4.2 Vice-CEO**

The President nominates, and the Board of Governors appoints, the Senior Level Executive who also serves as the Vice-CEO of the School Corporation.

The Vice-CEO shall support the duties of the CEO or perform the duties of the CEO by proxy in the event that he/she is indisposed or absent. For long-term incapacity or absence of the CEO, the Board of Governors may appoint an Acting CEO from the Governors in accordance with Paragraph 2 of the Article 13 of SC Bylaws.

#### **2.4.3 The Executive Vice President for Technology Development and Innovation**

The Executive Vice President for Technology Development and Innovation administers the functions that support the University mission to further the self sustaining development of Okinawa. Key elements of

this mission are management of intellectual property, technology transfer and business development.

#### **2.4.3.1 Associate Vice President for Technology Development and Innovation**

The Executive Vice President for Technology Development and Innovation may have the Associate Vice President for Technology Development and Innovation conduct the duties in part.

#### **2.4.4 Auditors**

Auditors of the School Corporation (SC) are nominated by the BOG from among individuals who are not Governors, not employees of the University and not Councilors; the BOC must concur in the nomination, and the CEO must appoint the Auditors. The appointment becomes effective only upon approval by the Prime Minister. Auditors are responsible for auditing SC operations and asset condition, and for reporting on these matters to the BOG and the BOC following the close of each fiscal year. Auditors attend BOG meetings and express opinions on the SC's operations and asset condition. If, as a result of their audits, Auditors discover violations of bylaws or illicit activities concerning the SC's operations or assets, they must report these discoveries to the BOG, among others.

#### **2.4.5 Vice Presidents**

The following university officers serve as Vice Presidents (including Deans) of the University as represented in the University Organization Chart in 2.5 below. Each Vice President is assigned an annual budget, with full authority to administer the budget for which they are held responsible by the President.

##### **2.4.5.1 Dean of the Graduate School**

The Dean of the Graduate School (DGS) is responsible for providing services and programs that support the full cycle of attending the Graduate School at OIST Graduate University. Thus the Dean of the Graduate School is responsible for all elements of planning and support that start with admission and end with graduation and the initial post-graduate placement. The Dean of the Graduate School is responsible for all aspects of the graduate school curriculum including the assignment of faculty to teach the graduate courses.

##### **2.4.5.1.1 Vice Dean of the Graduate School**

The DGS may delegate duties to Vice Dean.

##### **2.4.5.2 Dean of Faculty Affairs**

The Dean of Faculty Affairs (DFA) is responsible for administration of general matters concerning the faculty as described in detail in the Faculty Handbook [link: [PRP Chapter 3](#)], including:

- Faculty search and appointments
- Administration of research unit reviews, tenure reviews, and promotion of the Faculty
- Management of leaves of absence, sabbatical leaves, and salary setting of the Faculty
- Appointment of non-faculty researchers
- Appointment and evaluation of Research Unit Technicians and Research Unit Administrators
- Administrative support for the operation of the Faculty Assembly and the Faculty Council
- Maintenance of Faculty Handbook (PRP Chapter 3) and related Handbooks
- Faculty Development
- Career development of non-faculty researchers
- Appointments and administrative support for Dean's Research Group

The Dean of Faculty Affairs is also responsible for the operation of the University Library and Institutional Repository, the appointments and development of postdoctoral careers, and the appointments and administrative support for the Science and Technology Group(STG).

#### **2.4.5.2.1 Vice Dean of Faculty Affairs**

The DFA may have the Vice Dean of Faculty Affairs conduct the duties in part.

#### **2.4.5.3 <Delete>**

#### **2.4.5.4 Vice President for Financial Management**

The Vice President for Financial Management (VPF) is responsible for all aspects of the University budgets and the accounting against such budgets. The VPF is responsible for procurement, which includes tenders, routine procurements and internal supply lines.

#### **2.4.5.5 Vice President for Buildings and Facilities Management**

The Vice President for Buildings and Facilities Management (VPBFM) is responsible for all aspects of new construction, from the planning through procurement, to contract management, to physical constructions and completion of the facility. The VPBFM is

responsible for all aspects of building, facility and site maintenance, including modifications made to University buildings.

#### **2.4.5.6 Vice President for Communication and Public Relations**

The Vice President for Communication and Public Relations (VPCPR) is responsible for public relations in its broadest sense, be it interactions with local, Okinawan, national, or global communities. The VPCPR is responsible for all aspects of media and press. The VPCPR is responsible for the logistics of University events, including workshops, symposia, colloquia, celebrations, and public events.

##### **2.4.5.6.1 Associate Vice President for Communication and Public Relations**

The VPCPR may have the Associate Vice President for Communication and Public Relations (AVPCPR) conduct the duties in part.

#### **2.4.5.7 Dean of Research**

The Dean of Research is responsible for the direct research funding (subsidy, grant, donor and other) that is administered by the individual research units and other research entities, Research Support Services with Core facilities, Research Safety, Grant applications and management (excluding the grants managed by the Executive Vice President) and overall research support functions required for research activities. The Dean of Research is also responsible for OIST Clinic and Health Center.

##### **2.4.5.7.1 Assistant Dean for Administration**

The Dean of Research may have the Assistant Dean for Administration conduct the duties in part.

#### **2.4.5.8 Vice President for Gender Equality and Human Resource Development**

The Vice President for Gender Equality and Human Resource Development (VPGEHR) is responsible for overall management of Employee Relations, Diversity and Welfare, Training and Education, HR Management and HR Recruiting Support, to enhance productivity of the diverse workforce and to improve work-life balance at OIST.

##### **2.4.5.8.1 Associate Vice President for Human Resources**

The VPGEHR may have The Associate Vice President for Human Resources (AVPHR) conduct the duties in part.



#### **2.4.5.9 Vice President for Information Technology**

The Vice President for Information Technology (VPIT) is responsible for ensuring that IT services are appropriately architected, implemented and maintained. The VPIT is responsible for ensuring IT remains engaged with all areas of the University, and that IT services are developed to support the programs and policies set by the CIO.

### **2.4.6 Provost and Chief Operating Officer (COO)**

#### **2.4.6.1 Provost**

The Provost is in charge of interdepartmental coordination between the Dean of Graduate School, the Dean of Faculty Affairs and the Dean of Research in terms of academic affairs.

The Provost shall represent the University for academic and research matters and develop a network with other universities and research institutions.

#### **2.4.6.2 Chief Operating Officer (COO)**

The Chief Operating Officer (COO) shall assist the President and serve as the final authority on all administrative matters. COO oversees all administrative functions, including financial management, human resources, facility management, information technology. COO is also responsible for health & safety, and risk management.

##### **2.4.6.2.1 Associate Vice President for Administrative Compliance**

The COO may have the Associate Vice President for Administrative Compliance (AVPAC) conduct the duties in part of governmental relations, rules and procedures, compliance, and risk management.

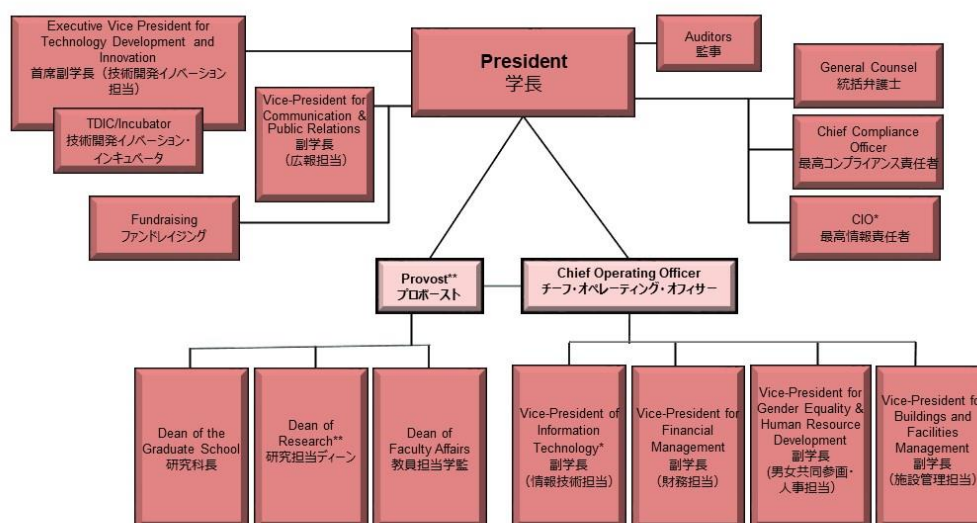
### **2.4.7 Committees**

The University may rely upon committees, standing and *ad hoc*, internal and external, whenever needed to assist in the carrying out of various functions or to provide advice regarding selected topics. Whatever their purpose, such committees must conform to the University's "Terms of Reference" [\[link: "Terms of Reference" at end of Chapter\]](#) regarding formation, composition and organization of committees. Details concerning the payment of honoraria and other expenses for external committee members may be found in Chapter 26, Finance & Accounting, Appendices [\[link: 26.9\]](#).



## 2.5 Organization Chart

### OIST Graduate University: Governance Structure starting April 1, 2018 OIST大学院大学：組織体制（2018年4月付）



\* and \*\* indicate a dual role  
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#### 2.5.1 Detailed Charts

The CEO/President, the Vice-CEO, Executive Vice President for Technology Development and Innovation, Provost, COO and the Vice Presidents are responsible for developing more detailed organization charts for those units that they head. Those detailed organization charts [link] shall be approved by the CEO/President and internally published with a description regarding responsibilities and duties of each group/section/units.

#### 2.5.2 Reorganization of the Structure

When the organization of OIST is to be restructured, the proposal of the new structure shall be approved with kessai by the CEO/President 14 days prior to the effective date.

## 2.6 CEO/President's Delegation of Authority

As authorized by the Board of Governors, the President/CEO may delegate executive management and administrative authority to the University's Senior Level Executives. The CEO/President's delegations of authority authorize the Senior Level Executives to act on behalf of the Corporation/University in the name of the CEO/President and to bind the Corporation/University within the scope of the delegated authority to a legally enforceable obligation. The CEO/President may condition, limit, or revoke any authorities so delegated at

any time. Authority reserved by the CEO/President may not be exercised by any other person.

Delegation of authority does not permit those so privileged to violate spending or signature thresholds established by the CEO/President for fiscal and administrative control.

#### **2.6.1 Sub-Delegations of the CEO/President's Authority.**

Senior Executives who have authorities delegated to them by the CEO/President may, but need not, sub-delegate authorities to employees who report to them and so on throughout the organization. The Senior Executives are ultimately responsible and accountable for the proper sub-delegation of the CEO/President's authorities throughout their units, in accordance with this policy. For purposes of this Chapter, the person who delegates authority to others is a “Delegating Official” and the person who receives a delegation of authority is a “Delegate.”

#### **2.6.2 Responsibilities of Delegates**

2.6.2.1 Delegates may further delegate any delegated authority if it is not expressly disallowed or limited in any way. However, unless further delegation is required, delegates may reserve to themselves any authority delegated to them.

2.6.2.2 Delegates below the level of Vice President must obtain approval from the Delegating Official in order to sub-delegate any authority delegated to them.

2.6.2.3 Delegates may not delegate greater responsibility and decision-making authority than they have been delegated, and may not delegate authority to anyone who has an individual or institutional conflict of interest related to that authority, as defined by University policy [\[link: 22\]](#).

2.6.2.4 Employees with delegated authority must act only within the scope of that delegation. Employees who act outside the scope of their authority and do not have documented authority to do so may be subject to disciplinary action, up to and including termination.

2.6.2.5 Delegates remain responsible and accountable at all times for the exercise of any authority they choose to sub-delegate to others.

### 2.6.3 Requirements for Delegation

2.6.3.1 Delegated authority must be granted and exercised consistent with the terms and conditions of the original delegation and with all applicable laws and University policies.

2.6.3.2 Delegating Officials must delegate authority only to persons who are current University employees, who have some level of responsibility for the activity being conducted, who are knowledgeable about University policies, rules, laws, regulations and procedures, and over whom the Delegating Official has management authority. All delegations become null and void upon the last date of employment.

2.6.3.3 Delegating Officials must provide copies of their delegations of authority (new or revised) to the COO and to the General Counsel.

2.6.3.4 For annual budget authority, a delegation of authority is deemed complete once the budget is allocated on the ERP system. Any other delegation of authority must be made in writing.

2.6.3.5 Delegating Officials must retain documentation of all of their delegations, and review those delegations at least annually, via the performance evaluation process, to ensure they are up-to-date and appropriate. This documentation must be made available upon request.

2.6.4. **Ambiguities involving Delegations of Authority.** In the event that there is an ambiguity or an inconsistency involving delegation assignments, the CEO/President or his/her delegate will determine who has the ultimate authority.

## 2.7 Use & Management of Seals

2.7.1 **Official Seals** – The Official Seals are the seals to signify authenticity of contracts, agreements, and other official documents of the Corporation or the University by affixing their seal impressions, and their use is limited to that purpose. Typical examples include the official seals of;

- OIST School Corporation
- CEO of OIST School Corporation
- OIST Graduate University
- President of OIST Graduate University

In addition, official seals for internal organizations or their heads may be

developed as necessary.

**2.7.2 Production and Custody** – Any of University/Corporation's official seal shall be produced by the COO and registered in a registry (Official Seal Registry) developed and maintained by the COO. The seals are in the custody of the COO or the officials that are registered in the Official Seal Registry with an approval of the COO. Any official seals shall be kept with utmost care in accordance with the guidelines [link] developed by the COO.

**2.7.3 Use of Seals** – Official seals shall be affixed by an employee registered in the registry only after carefully confirming the documents are authorized by the President/CEO or the authorized delegate.

**2.7.3.1 Copy of Seal Impression** – With a prior approval by the COO, the impression of official seals may be copied or electronically inserted, when issuing standardized documents, such as ID cards and certifications or issuing a large number of documents with the same contents.

**2.7.3.2 Signatures** – When making a document written only in English and used in business transactions, such as making contracts or agreements, with entities outside of Japan, a signature may be used to verify the authenticity of the document in substitution for official seals.