

 AMERICAN INTERNATIONAL UNIVERSITY الجامعة الأمريكية الدولية	Policy Main Title	Faculty Council Charter	Effective Date	14/06/2026
	Category	Faculty	Last Review date	
	Policy Number	FAC-001	Next Review date	14/06/2029
	Responsible Entity	Vice President for Academic Affairs	Approved By	President

Overview

The Faculty Council is AIU's primary shared governance body for academic matters. Its existence and effective functioning are not merely good practice, they are a direct requirement of Accreditation agency. Accreditation agency requires that faculty exercise effective collective authority over academic matters, and that such authority be real rather than advisory or performative. A Faculty Council whose recommendations can be routinely overridden without documented justification, or whose membership is appointed rather than elected, does not satisfy the requirement. AIU's accreditation pathway depends on a Faculty Council that genuinely governs the academic dimension of institutional life.

This Charter establishes the composition, election process, authority, jurisdiction, operating procedures, and institutional interface of the AIU Faculty Council. It is read alongside GOV-001 (Board of Trustees Charter) and GOV-004 (Presidential Authority and Delegation Policy), both of which explicitly acknowledge the binding authority of the Faculty Council in its defined jurisdiction. It supersedes all prior informal or provisional faculty governance arrangements at AIU.

Scope

This Charter applies to all full-time faculty members of AIU who are eligible to vote in Faculty Council elections or to serve on the Council. It governs all academic governance activities conducted under the auspices of the Faculty Council, all decisions within the Council's jurisdiction, and all interactions between the Faculty Council and the President, the Board of Trustees, the VPAA, and other institutional governance bodies.

Purpose

The purposes of this Charter are to:

- Establish the Faculty Council as the authoritative shared governance body for academic matters at AIU, consistent with the expectations of accredited institutions
- Define the Council's composition, election process, terms, and leadership structure
- Specify the distinction between the Council's binding authority over academic matters and its advisory role in institutional governance matters outside the purely academic domain
- Establish the operating procedures, quorum requirements, voting standards, and records management obligations that ensure the Council functions transparently and accountably
- Define the interface between the Faculty Council and the President, the Board, and the VPAA including the process by which the President may decline to adopt a Council recommendation in matters within binding jurisdiction and the documentation required for any such override
- Establish the Faculty Council's standing committees and their respective responsibilities
- Define the Council's annual reporting obligations to the Board Academic Affairs Committee, ensuring that faculty governance is visible and accountable at the Board level

Definitions and Abbreviations

Faculty Council: The elected shared governance body of AIU faculty, holding binding authority over academic standards, curriculum, and academic policy, and exercising an advisory role in institutional

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governance matters with academic implications. References in other AIU policies to the 'Faculty Senate', 'Academic Senate', or similar body refer to the Faculty Council as defined in this Charter.

Shared Governance: A collaborative institutional decision-making framework in which faculty exercise genuine and authoritative participation in academic policy, while the Board and President retain authority over institutional strategy, finances, and administration. Accreditation agency requires that faculty authority over academic matters be binding, not merely advisory.

Building Authority: The Faculty Council's right to make decisions on designated academic matters that take effect without requiring Presidential approval. Where the President declines to implement a binding Council decision, the override must be documented in writing with a stated justification and communicated formally to the Council within 15 working days

Advisory Role: The Faculty Council's formal consultation right on institutional matters outside its binding jurisdiction. The President is expected to consider and respond to Faculty Council advisory recommendations but is not bound to adopt them. Non-adoption of an advisory recommendation does not require formal justification.

Ex Officio Member: A person who holds a seat on the Faculty Council by virtue of their institutional role, not by election. Ex officio members participate in deliberations but do not vote unless specifically provided in this Charter.

Voting Member: An elected faculty representative who holds a full vote in all Council decisions.

Constitutional Amendment: A formal change to this Charter, requiring a two-thirds vote of all voting seats and subsequent Board approval.

Quorum: The minimum number of voting members required to be present for the Council to conduct business and take binding votes.

Resolution: A formal decision or recommendation of the Faculty Council, documented in the minutes with the vote count and any dissenting statements.

Policy

Article 1: Governing Principles of Shared Governance

The Faculty Council and all parties interacting with it are governed by the following principles:

- Genuine authority:** Faculty governance authority at AIU is substantive, not ceremonial. The Council's binding authority over academic standards, curriculum, and academic policy is not a courtesy it is a structural feature of AIU's governance that protects academic quality, supports accreditation, and reflects the professional expertise of the faculty.
- Elected representation:** Faculty Council members are elected by their peers, not appointed by administrators. Appointment of voting members, or the effective control of elections by administration, would undermine the independence that makes the Council's authority meaningful and that Accreditation agency requires.
- Transparency:** Council proceedings, resolutions, and the institutional response to Council recommendations are documented and accessible to all full-time faculty. A governance body that operates without transparent records does not function as shared governance.
- Respect for complementary authority:** The Faculty Council respects the authority of the Board and the President in matters of institutional strategy, finance, and administration. The Council

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does not seek to expand its jurisdiction beyond academic matters. This mutual respect for complementary authority is the basis of a healthy shared governance relationship.

- e. Academic freedom: Participation in Faculty Council governance, as a voter, candidate, elected member, or witness in governance proceedings, is a protected exercise of academic freedom. No faculty member may be disadvantaged in employment, evaluation, or assignment because of their Faculty Council activities.
- f. Institutional service: Faculty Council service is a recognized institutional obligation. Members receive appropriate recognition of Council service in their workload and performance evaluation, consistent with FAC-005 (Faculty Responsibilities Policy) and FAC-006 (Faculty Workload Policy).

Article 2: Composition and Membership

The Faculty Council consists of elected voting members and ex officio non-voting members, as follows:

Category	Eligibility	Seats	Term	Vote
Elected Faculty Representatives - School of Business	Full-time faculty holding rank of Lecturer or above; minimum one year at AIU	2	Two years	Yes
Elected Faculty Representatives - School of Engineering	Full-time faculty holding rank of Lecturer or above; minimum one year at AIU	2	Two years	Yes
Elected Faculty Representatives - School of Architecture and Design	Full-time faculty holding rank of Lecturer or above; minimum one year at AIU	1	Two years	Yes
Elected Faculty Representatives - School of Arts and Sciences	Full-time faculty holding rank of Lecturer or above; minimum one year at AIU	1	Two years	Yes
Elected Faculty Representatives - School of Education	Full-time faculty holding rank of Lecturer or above; minimum one year at AIU	1	Two years	Yes

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At-Large Faculty Representative	All full-time faculty across all Schools; elected institution-wide	1	Two years	Yes
Vice President for Academic Affairs	Ex officio - serves as the primary administrative liaison to the Council	1	Continuing	Non-voting
Student Council Representative	Nominated by the AIU Student Council annually	1	One year	Non-voting

Total voting seats: nine (9). Total non-voting ex officio participants: two (2).

2.1 Eligibility to Vote in Elections

All full-time faculty members of AIU, holding any rank from Instructor to Professor, are eligible to vote in Faculty Council elections. Part-time, adjunct, and visiting faculty are not eligible to vote in regular elections but may vote in any special election or referendum that the Council determines affects all faculty members in their category.

2.2 Eligibility to Stand for Election

A faculty member is eligible to stand for election to the Faculty Council where they: hold a full-time appointment at AIU; have completed at least one full academic year at AIU as of the election date; are not currently on leave of absence of more than one semester; and are not serving in an administrative role (Department Chair or above) that would create a conflict between their governance role and their Faculty Council responsibilities. A Department Chair serving in an acting or interim capacity for one semester or less may stand for election.

2.3 Terms and Staggering

All elected members serve two-year terms beginning 1 September following their election. Terms are staggered: in the first election under this Charter, a random draw determines which three of the nine seats serve an initial term of one year, after which all seats return to standard two-year terms. No member may serve more than three consecutive two-year terms without a gap of at least one year. Service of more than one year in an unexpired term counts as a full term for this purpose.

2.4 Vacancies

Where a Faculty Council seat falls vacant during a term, through resignation, departure from AIU, or incapacity, the Council Chair notifies the relevant School or constituency within five working days. A by-election is held within 30 working days if the vacancy occurs more than four months before the end of the term. Where the vacancy occurs within four months of the term's end, the Council may appoint an interim

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member by majority vote of the remaining voting members, or operate with the reduced number until the next regular election.

Article 3: Elections

3.1 Annual Election Cycle

Faculty Council elections are held annually in April, with the results effective from 1 September of the same year. The VPAA administers elections on behalf of the Faculty Council. The election process must be demonstrably independent of administrative influence.

3.2 Election Process

- The VPAA announces the election at least 30 working days before the election date, specifying which seats are open, the eligibility requirements, and the nomination deadline.
- Nominations are submitted in writing to the VPAA at least 15 working days before the election date. Self-nomination is permitted. Nominations require the written consent of the nominee and a brief statement of candidacy (maximum 300 words) to be distributed to eligible voters.
- Elections are conducted by secret ballot, administered electronically through a system accessible to all eligible voters. The election is open for a minimum of five working days.
- Each voter in a School-specific seat votes only for candidates from their School. Each voter participates in the election of the At-Large representative.
- The candidate receiving the most votes in each contested seat is elected. Where seats are uncontested, the nominee is declared elected.
- The VPAA announces election results within three working days of the close of voting. Results are communicated to all full-time faculty.
- Any faculty member may challenge the validity of the election process by submitting a written complaint to the Board Academic Affairs Committee Chair within five working days of the results announcement. The Board Academic Affairs Committee Chair's determination on the validity of the process is final.

Article 4: Leadership Structure

4.1 Chair

The Faculty Council elects a Chair from among its voting members at the first meeting of each academic year. The Chair serves a one-year term and may be re-elected once. The Chair presides over all Council meetings; sets the agenda in consultation with Council members; acts as the primary liaison between the Council and the President, the VPAA, and the Board Academic Affairs Committee; signs all formal Council communications and resolutions; and represents the Faculty Council at Board Academic Affairs Committee meetings, presenting the Annual Faculty Council Report. The Chair is entitled to a one-course teaching reduction per semester in recognition of Council leadership responsibilities, consistent with FAC-006 (Faculty Workload Policy).

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4.2 Vice Chair

The Council elects a Vice Chair from among its voting members at the same meeting as the Chair election. The Vice Chair deputizes for the Chair in the Chair's absence and assists with Council administration and committee coordination.

4.3 Secretary

The Council elects a Secretary from among its voting members. The Secretary is responsible for preparing meeting agendas in collaboration with the Chair, recording and distributing minutes, maintaining the Council's official records, and administering correspondence.

Article 5: Jurisdiction - Binding and Advisory Authority

The Faculty Council holds binding authority over the academic matters listed below and exercises an advisory role in institutional governance matters with academic implications. The distinction between binding authority and advisory role is fundamental — it is what makes AIU's shared governance real rather than nominal, and what satisfies Accreditation agency requirement.

Academic Matter	Binding Authority	Advisory Role	Presidential Override Permitted
Curriculum requirements degree program content, credit requirements, prerequisite structure	✓		Permitted only with written justification and documentation in governance records
Academic standards: grading scales, GPA thresholds, academic probation and dismissal criteria	✓		Permitted only with written justification
Academic integrity: definitions, procedures, and sanctions for student academic misconduct	✓		Permitted only with written justification
Student learning outcomes: institution-wide SLO framework and assessment methodology	✓		Permitted only with written justification

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Assessment policies: the assessment cycle, evidence standards, and close-the-loop requirements	✓		Permitted only with written justification
General education requirements: content, credit allocation, and rationale	✓		Permitted only with written justification
Faculty academic responsibilities: teaching loads, scholarly activity expectations, and service obligations	✓		Permitted only with written justification
Academic freedom: scope, protections, and due process for alleged violations	✓		Not permitted; academic freedom provisions require Board-level action to modify
Faculty qualification standards: minimum credential requirements by rank and field	✓		Permitted only with written justification and Accreditation agency-aligned rationale
Program creation, modification, suspension, or discontinuation, academic rationale	✓		Permitted; Board approval required for program discontinuation
Annual institutional budget priorities affecting academic programs		✓	N/A, advisory role; President considers recommendation
Faculty hiring priorities by School and discipline		✓	N/A

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Strategic plan priorities with academic implications		✓	N/A
Facilities and technology investments affecting academic delivery		✓	N/A
Student life and student success policies with academic implications		✓	N/A
Faculty development program design and priorities		✓	N/A
Honorary degree nominations		✓	N/A

5.1 Presidential Override of Binding Decisions

Where the President determines that a Faculty Council decision within the Council's binding jurisdiction cannot be implemented, for reasons of legal compliance, accreditation obligation, financial emergency, or other extraordinary institutional necessity, the President must:

- Notify the Faculty Council Chair in writing within 15 working days of the Council's decision, stating the specific ground for not implementing the decision and the evidence supporting that ground
- Meet with the Faculty Council within 20 working days of the written notification to discuss the matter
- Document the override and its justification in the institutional governance record and in the next Annual Faculty Council Report to the Board Academic Affairs Committee

An override is not a routine discretionary act it is an exceptional measure that requires documented justification. The Board Academic Affairs Committee reviews all overrides as part of its annual review of the Annual Faculty Council Report. Patterns of unjustified override are an Accreditation agency compliance risk.

5.2 Advisory Recommendations

Faculty Council advisory recommendations are submitted to the President through the VPAA. The President is not required to adopt advisory recommendations but is expected to consider them and to communicate a response to the Council within 30 working days of receiving a formal advisory recommendation. Where the President declines an advisory recommendation, a brief explanation is expected but is not a governance requirement. The Faculty Council may direct advisory matters to the

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Board Academic Affairs Committee if the Council believes the President's response is inadequate the Board may consider such referrals but is not obligated to act.

Article 6: Standing Committees

The Faculty Council maintains the following standing committees. Each committee is chaired by an elected Faculty Council member and may include additional full-time faculty members who are not Council members, appointed by the Chair in consultation with the relevant Schools.

6.1 Curriculum and Academic Standards Committee

Responsible for: reviewing all proposals for new programs, program modifications, and program discontinuations; reviewing proposed changes to academic standards (grading scales, probation criteria, graduation requirements); reviewing general education requirements and recommending changes; reviewing course proposals for new courses or substantial revisions; and making recommendations to the full Council on all matters within its scope. This committee's recommendations fall within the Council's binding jurisdiction.

6.2 Academic Integrity and Assessment Committee

Responsible for: reviewing and maintaining the institutional academic integrity policy and procedures; overseeing the student learning outcomes assessment framework; reviewing annual program assessment reports; making recommendations for improvements to assessment practice; and coordinating with the institutional effectiveness function on assessment evidence. This committee's recommendations fall within the Council's binding jurisdiction.

6.3 Faculty Affairs Committee

Responsible for: reviewing matters relating to faculty employment, professional development, and working conditions where they have academic implications; making recommendations to the Council on faculty qualification standards and workload policy; advising the Council on matters relating to academic freedom and due process; and liaising with the VPAA on Faculty Development Fund priorities. This committee operates in both binding and advisory capacities depending on the specific matter.

6.4 Academic Resources and Technology Committee

Responsible for: advising on library resources, technology infrastructure, and other physical and digital resources that support academic delivery; reviewing academic program resource requirements and making advisory recommendations to the Council; and liaising with IT and Library leadership on behalf of the faculty. This committee's recommendations are advisory.

Each standing committee meets at least four times per academic year, reports to the full Council at each regular meeting, and maintains its own minutes distributed to Council members. The Faculty Council Chair may create ad hoc committees for specific time-limited tasks.

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Article 7: Meetings and Operating Procedures

The following requirements govern Faculty Council meetings and operating procedures:

Requirement	Standard
Regular meeting frequency	Minimum six times per academic year at least three times per semester, not including summer
Quorum	A majority of voting members (more than half the total number of filled voting seats)
Notice for regular meetings	Minimum five working days written notice to all members, with agenda
Notice for special meetings	Minimum three working days written notice; agenda limited to the matters stated in the notice
Emergency meetings	May be convened by the Chair with 24-hours' notice where urgent academic governance matters require Council action; quorum requirement unchanged
Voting threshold- routine resolutions	Simple majority of members present and voting, with quorum achieved
Voting threshold - binding jurisdiction matters	Simple majority of all voting seats (not just those present) where the matter falls within binding jurisdiction
Voting threshold - constitutional amendments	Two-thirds of all voting seats
Proxy and remote voting	Members may participate and vote remotely through a documented electronic or video conferencing system; proxy voting is not permitted

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Minutes	Prepared by the Secretary within five working days; distributed to all members; approved at the next regular meeting; retained permanently
Meeting attendance - obligation	Voting members are expected to attend all regular meetings; more than two consecutive absences without valid reason may result in a recommendation to the relevant School for replacement
Open meetings	Regular Council meetings are open to all full-time faculty members as observers; portions of a meeting may be closed by majority vote where the matter requires confidentiality

7.1 Agenda Setting

The Chair sets the agenda for each meeting in consultation with Council members and the VPAA. Any voting member may submit an agenda item by written notice to the Chair at least three working days before the meeting. The VPAA may request items for discussion. All agenda items are circulated to members with the meeting notice. The Chair may carry forward non-urgent items to the following meeting where time does not allow discussion at a given meeting.

7.2 Deliberation

Council deliberations are conducted with respect for all participants. Every voting member is entitled to speak on any matter before a vote is taken. The Chair manages time to ensure that all members who wish to speak on a matter have the opportunity to do so before a vote is called. No voting member may be silenced or denied the floor by the Chair except as necessary to maintain order. Dissenting views are noted in the minutes where a member request this.

7.3 Resolution Recording

Every formal Council decision is recorded as a numbered resolution in the minutes, stating: the full text of the resolution; the vote count (in favor, against, abstaining); whether the matter falls within binding or advisory jurisdiction; the date; and any dissenting statements submitted for the record. Resolutions are numbered sequentially within each academic year.

Article 8: Relationship with the Board of Trustees

The Faculty Council is accountable to the academic community and to the institution's accreditation obligations, not to the administration. Its governance independence is what gives its decisions legitimacy. At the same time, the Faculty Council operates within the institutional governance structure defined by

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the Board of Trustees Charter (GOV-001) and has a formal interface with the Board through the following mechanisms:

- a. Annual Faculty Council Report: The Faculty Council Chair presents the Annual Faculty Council Report to the Board Academic Affairs Committee at its first meeting of each calendar year. The Report covers: academic governance matters addressed by the Council in the preceding academic year; binding decisions taken and the status of their implementation; advisory recommendations made and the President's responses; any presidential overrides and their justification; the Council's assessment of shared governance health at AIU; and issues requiring Board attention.
- b. Board Academic Affairs Committee attendance: The Faculty Council Chair attends the Board Academic Affairs Committee as a standing agenda item at each meeting, in the role of faculty governance representative. The Chair may address the Committee on matters within the Council's jurisdiction without prior Presidential screening of the communication.
- c. Direct communication right: The Faculty Council Chair has the right to communicate directly and in writing with the Board Chair on any matter that the Council believes constitutes a threat to academic governance independence, academic freedom, or accreditation compliance. Such communications are not subject to administrative approval before transmission.
- d. Board-required Council approval: The Board may not grant or discontinue degree programs without a Faculty Council recommendation on the academic rationale for the decision. Board decisions on degree programs made without Faculty Council input do not satisfy Accreditation agency requirements.

Article 9: Confidentiality and Non-Retaliation

9.1 Confidentiality

Faculty Council members treat as confidential: all matters specifically designated as confidential by the Chair; personnel matters discussed in closed session; information shared by individuals on the understanding that it is confidential; and legal matters. Breach of confidentiality obligations is addressed through the relevant disciplinary procedures. Confidentiality does not apply to the fact that a matter was discussed, the outcome of a vote, or the text of a formal resolution.

9.2 Non-Retaliation

No faculty member shall be subject to adverse employment action, reduced assignments, negative evaluation, removal from committees, or any other form of disadvantage as a result of: serving as a Faculty Council member; voting in Faculty Council elections; making a nomination; participating in Council deliberations; presenting a dissenting view; or submitting a complaint about the election process. Any alleged retaliation is immediately reported to the Board Academic Affairs Committee Chair and constitutes a serious institutional governance failure.

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Article 10: Amendment of This Charter

This Charter may be amended by a two-thirds vote of all voting seats of the Faculty Council, provided that:

- The proposed amendment has been distributed in writing to all voting members at least 10 working days before the vote
- The amendment does not reduce the scope of the Council's binding jurisdiction below the minimum required by Accreditation agency; any reduction of binding jurisdiction requires Board and Accreditation agency notification
- The Board Academic Affairs Committee is notified of any amendment within 15 working days of adoption
- Amendments take effect 30 days after adoption unless the Board Academic Affairs Committee raises a compliance concern, in which case the amendment is suspended until the concern is resolved

The Faculty Council reviews this Charter in its entirety during the first semester of the third year of each three-year cycle, whether or not amendments are anticipated. The review outcome, confirming the Charter unchanged or recommending amendments, is documented in the Council minutes and in the Annual Faculty Council Report.

Procedures

Annual Election Administration

- By 15 March each year, the VPAA identifies which Faculty Council seats are up for election in the coming April cycle and notifies all full-time faculty of the election timeline, eligible seats, and nomination requirements.
- Nominations are collected by the VPAA from 1–10 April. The VPAA confirms eligibility of all nominees and distributes candidate statements to all eligible voters within three working days of the nomination deadline.
- Voting is open from 15–21 April (or the equivalent five working days) through a secure electronic system administered by the VPAA. The system records votes by eligible faculty only and prevents duplicate voting.
- Results are certified by the VPAA and announced to all full-time faculty within three working days of the close of voting. Results are filed in the institutional governance records and retained permanently.
- New members attend an orientation session with the outgoing Chair and the VPAA before 1 September. The orientation covers this Charter, the Council's current agenda, standing committee assignments, and institutional governance context.

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Processing a Formal Council Resolution

1. A formal resolution may be introduced by any voting member. The member notifies the Chair in writing at least three working days before the relevant meeting, providing the text of the proposed resolution and specifying whether it falls within binding or advisory jurisdiction.
2. The Chair includes the resolution on the meeting agenda under an appropriate category and ensures all members receive the text in advance of the meeting.
3. At the meeting, the introducing member presents the resolution. Deliberation proceeds under the Chair's facilitation. Any member may propose amendments by simple majority before the final vote.
4. The Secretary records the vote count (in favor, against, abstaining), the final text of the resolution as voted, and any dissenting statements. The resolution is assigned a sequential number and entered in the minutes.
5. For resolutions within binding jurisdiction: the Secretary transmits the resolution formally to the VPAA within three working days of the meeting. The VPAA forwards it to the President within two working days. The President's implementation or override response is due within 15 working days of receipt. The Chair tracks implementation and reports to the Council at the following meeting.
6. For advisory resolutions: the Secretary transmits the resolution to the VPAA within three working days. The President's response is due within 30 working days. The Chair reports the response to the Council at the first meeting after the response is received.

Annual Faculty Council Report to the Board Academic Affairs Committee

1. By 30 November each year, the Faculty Council Chair prepares the Annual Faculty Council Report covering the academic year completed to date. The Report documents: all resolutions adopted (binding and advisory); implementation status of binding resolutions; presidential responses to advisory recommendations; any overrides with justification; the health of shared governance; committee activity summaries; and any matters requiring Board attention.
2. The Report is reviewed and endorsed by a majority vote of the Council before submission. The Secretary distributes the approved Report to: the Board Academic Affairs Committee Chair; the President; the VPAA; and all full-time faculty.
3. The Council Chair presents the Report at the Board Academic Affairs Committee's first meeting of the calendar year. The Chair answers questions from Board members directly and without administrative intermediation.
4. The Board Academic Affairs Committee's response to the Annual Faculty Council Report, including any matters it directs the President to address, is communicated in writing to the Council Chair within 30 working days of the Board meeting.

Board Chair Signature	Signature: _____ Date: _____
President Signature	Signature: _____ Date: _____