

MINUTES OF THE THIRTY-FIRST MEETING OF THE BOARD OF MANAGEMENT HELD ON 20 FEBRUARY 2019 AT 14:00 HRS AT THE CONFERENCE ROOM

The Thirty-First meeting of the Board of Management was held on 20 February 2019 at 14:00 hours at the Conference Room.

PRESENT:

The following were present:

Dr Leena Srivastava, Chairperson
Prof Dipankar Gupta
Ms Anita Arjandas (telephonically)
Mr Ishteyaque Amjad
Dr Ashok Khosla
Mr Inder Walia
Dr Alok Adholeya
Dr Sachin Chaturvedi
Dr Arun Kansal
Dr S Ramakrishnan
Dr Vishnu Konoorayar
Dr Fawzia Tarannum
Dr Seema Sangita
Mr.Dhanraj Singh Special Invitee
Capt Pradeep Kumar Padhy (Retd.) Secretary

Dr Prateek Sharma was unable to attend the meeting.

The Vice Chancellor welcomed the members at the Thirty First Board of Management Meeting.

ITEM NO.1. To confirm the minutes of the Thirtieth meeting of the Board of Management held on 06 November 2018. The Registrar informed that the minutes of 30th meeting of the Board of Management held on 06 November 2018 were circulated to the members of the Board and no comments have been received from the members.

TS/BM/31.1.1. The Board discussed and confirmed the minutes of 30th meeting of BoM held on 06 November 2018.

Matters for information

Item No.2(a) Appointment of Chancellor. The Registrar informed that the Governing Council of TERI has appointed Dr Shailesh Nayak as Chancellor of TERI School of Advanced Studies w.e.f. January 12, 2019. Dr Shailesh Nayak is currently the Director of National Institute of Advanced Studies, Bengaluru. He was Secretary, Ministry of Earth Sciences during 2008-2015 and Distinguished Scientist during 2015-2018 and in his outstanding career, he had provided leadership for programmes related to climate change, weather services, polar

science, ocean science and modelling, ocean survey, resources and technology. Dr. Nayak is recognised for setting up the Tsunami Warning System for the Indian Ocean and several other satellite-based products and services including sea state for coastal zone management.

The Board noted the matter.

Item No.2(b) Update on Hyderabad Campus. Registrar apprised the members about the progress of construction at Hyderabad Campus and informed that construction work was likely to get over by end Mar 2019. The latest photographs of the construction work was shown to the Board members (Enclosure 1). He informed that as required by MHRD/UGC a fresh application for approval of the Off-Campus would be submitted to MHRD on receipt of the building completion certificate and positioning of all other resources. The Chairperson informed the members that the university would have to maintain the corpus as required by the UGC before inviting them. Further, as approved by the Governing Council, TERI, the Govt of Telangana has been approached to transfer the land at Hyderabad in name of TERI SAS.

The Board noted the matter.

Item No.2(c) Update on Guwahati campus. The Registrar informed that, the decision of Governing Council of TERI to transfer of the Rs 3 crore grant of Govt of Assam to TERISAS towards construction of TERISAS campus at Guwahati was referred to the auditors, who in turn have suggested that state govt permission be obtained in this regard. As regards to the construction works, after the initial earth filling work, works for boundary fencing and pile foundation and the other construction of flood waste diversion hume pipe culvert have been planned by TERI North Eastern Centre and the same is likely to take 5-6 months to complete. An utilization certificate for the amount already spent has been obtained from TERI and submitted to Govt of Assam. The Registrar informed that the MHRD would be approached with a fresh application for the off campus once the campus is set up and resources are put in place.

The Board noted the matter.

Item No.2(d) Appointment of Trustees by Governing Council TERI. Registrar informed that a Resolution has been brought to the Notice of the Members in 66th Meeting of the Governing Council of TERI held on 19 December 2018. The Resolution by Circulation dated 28 September 2018, approved by the Members of the GC, was presented to the members as under:

“Resolved that the following two eminent persons be and are hereby nominated as Members on the Board of Trustees of TERI SAS:

- (i) Prof. J K Garg, Indraprastha University, Delhi
- (ii) Sh. Shri Prakash, Distinguished Fellow at TERI and Professor at TERI SAS (former Member, Board of Indian Railways)

Resolved further that the composition of the Board of Trustees of TERI SAS with effect from 28 November 2018 would be as follows:

- (i) Dr Vibha Dhawan
- (ii) Dr Banwari Lal
- (iii) Prof J K Garg
- (iv) Sh. Shri Prakash”

The Board noted the matter.

Item No.2(e) MoU signed with Purbanchal University, Nepal. The Registrar informed that a MoU had been signed between TERI SAS and Purbanchal University, Nepal, on November 21, 2018. Under the MoU, the two parties agreed to work together for mutual benefits in activities such as exchange of faculty and/or staff, cooperation in research activities and organizing workshops, symposia and other academic activities.

The Board noted the matter.

Item No.2(f) MoU signed with Faculty of Graduate Studies, University of Sri Jayewardenapura, Sri Lanka. The Registrar informed that an agreement had been signed between TERI SAS and Faculty of Graduate Studies, University of Sri Jayewardenapura, Sri Lanka on 21 August, 2018 to explore and implement mutually rewarding viable initiatives focused on among others, student exchange for research internship/study, collaborative research, co-sponsorship of academic projects, workshops, conferences, sharing of scientific info and faculty exchange. In response to Dr. Alok Adholeya’s query whether any monetary obligations were involved or were they just generic in nature, Dr. Arun Kansal replied that presently the MoUs were generic but in future if the University wants to engage in any collaboration activity these would help in getting engaged in funded project etc.

The Board noted the matter and suggested that a list of actionable MoUs be presented to the Board during its next meeting.

Action : Dean (Research & Relationship)

Item No.2(g) Recommendation of Planning and Monitoring Board. The Registrar presented the recommendations of PMB meeting held on December 24, 2018:-

- (i) The following three existing programmes on TERI SAS be replicated at Hyderabad Campus wef 2020.
 - (aa) MSc (Economics)
 - (ab) MSc (ESRM)
 - (ac) MTech (REEM)
- (ii) Core faculty for the department and library cum lab resources to be put in place in the campus prior to approaching UGC for the approval process.
- (iii) An incubation Centre be set up at Hyderabad Campus in the first phase itself.
- (iv) Creation of Alumni Corpus fund.

The Board noted the matter.

Item No.3: To approve amendments to Compendium of Rules of TERI SAS. The Registrar presented the proposed amendments to the existing Rules to the Board. The Board reviewed the list of amendments placed at enclosure 2. While reviewing the balance amendments, the Board suggested that they be referred to select committees. Board members also recommended that rules confirming to statutory/UGC norms be implemented as it is and wherever additional conditions in addition to the statutory norms are sought they might be presented to the Board after being examined by a select committee.

TS/BM/31.3.1 The Board resolved to approve the following:-

(a) Proposals placed at Enclosure 2 be approved as amended and other proposals be referred to select committees constituted by VC for review.

(b) As a principle, rules consistent with the statutory /UGC norms be adopted and wherever additional provisions are sought the same be examined by a select committee before being put up to BoM.

Item No.4 Member for Finance Committee. The Chairman intimated that as required by UGC a members of the BoM is required to be nominated to the finance committee and proposed the name of Dr Vishnu Koonorayar for the same.

TS/BM/31.4.1 The Board resolved to approve the name of Dr Vishnu Koonorayar for Finance committee

Item No.5 To address the grievance of an employee. The grievance received by the Chairperson from an employee was presented to the Board for redressal; details are placed at enclosure 3. The Board got into the details of both the process and decision making for the salary revisions adopted by the University in response to the Seventh Pay Commission recommendations and held prolonged discussions on the issues raised in the grievance.

TS/BM/31.5.1 The Board resolved that the principles used in fixation of new CTC of employees in Nov 2017 by the Vice Chancellor is in order and the same be conveyed to the complainant.

Item No.6 To discuss a note on responsibilities of Trustees. The Registrar informed that DG, TERI had circulated a note on the roles and responsibilities of the Trustees (and of the relationships between Trustees, and the TERI-GC, and TERI-SAS Board of Management). He stated that the note was discussed at the meeting of the last Governing Council of TERI and the revised note forwarded with comments of TERISAS has been circulated with the agenda point. He presented the salient features of the Society/Trust as per various regulatory provisions (Enclosure 4). The Chair stated that effort has been made to bring to the notice of the members about the issues related to the clarity of roles of Sponsoring Society and Managing Trust. Since the Trust property is with the sponsoring society, certain process related issues arose around the availing of the loan from HDFC.

The Board noted the matter and opined that all governance and procedural issues be clearly defined at the earliest and requisite actions be implemented to fulfil requirements of HDFC.

The Board meeting was adjourned at 1645hrs for an interaction with the Trustees.

Enclosures :-

- Enclosure 1
- Enclosure 2
- Enclosure 3
- Enclosure 4
- Enclosure 5

**PHOTOGRAPHS SHOWING PROGRESS OF CONSTRUCTION WORKS AT
HYDERABAD OFF CAMPUS**



Admn & Academic block glazing works



Over view of AA and Dining blocks



Amphitheatre and central spine finishing works under progress



AMENDMENTS PROPOSED IN THE COMPENDIUM OF RULES

Compendi	Chapter	Para	Proposed amendment
Part I	1	1.1	<p>1.1.1 Types of employment -</p> <p>1.1.1.1(a) Full-time employees – This type of employees shall be inducted with all benefits applicable to regular employees as mentioned in the rules. All appointments in this category will be made on a contract basis for a period of 5 years. Contracts can be renewed any number of times, based on overall performance appraisal and notwithstanding specific recognitions, with each such renewal being for a period not exceeding 10 years, or till the age of retirement whichever is earlier.</p> <p>1.1.1.1(b) On confirmation after probation the regular years of service will be counted with effect from the date of initial appointment of the employee (including probation).</p> <p>1.1.1.2 Consultancy contract – Consultancy contracts are to be entered with those who have expertise to contribute on a part time basis. Consultants shall be engaged for a period on a consolidated emolument without any further financial and welfare benefits.</p> <p>1.1.1.3 Sub-contracts under projects – Personnel working in the projects as per the budgetary provision of the project. Such personnel will not be considered as employees of the university as their employment is limited to tasks in the project.</p> <p>1.1.1.4 Outsourced – These personnel shall be employed by a contracted vendor as per the terms and conditions of an agreement with the vendor. Such personnel will not be considered as employees of the university.</p> <p>1.1.2 Appointing Authority</p> <p>(i) For positions with total emolument equivalent to that of basic pay level 10 and above – Board of Management</p> <p>(ii) For positions with total emolument equivalent to that of basic pay up to level 10 -Vice Chancellor</p>
Part I	1	-	<p>1.1.3 Renewal of Contract/Extension of Probation</p> <p>(i) Around the completion of the Probation/contract tenure an extension/renewal process be undertaken to review the performance of the employee.</p>

			<p>Towards the end of one year the employee's performance shall be evaluated prior to confirmation. Based on the recommendation of competent authority the probation may be extended or a confirmation letter to be issued. Contracts can be renewed/confirmation letters can be issued with the approval of following authorities as under:</p> <p>(aa) VC for Deans, Registrar and Directors or eqvt. (ab) Dean (Academic) for Faculty (ac) Registrar for all other non-teaching staff.</p> <p>(ii) Notice Period. Employees contract shall include a notice period of one month during probation and a period of three months after probation.</p>
Part 1	1	1.2.2	1.2.2 All faculty appointments will be full-time.
Part 1	1	-	1.2(a) Direct Recruitment of Faculty: UGC norms for eligibility as laid down in UGC Regulations for appointment of teachers and other academic staff in Universities and Colleges and measures for the maintenance of standards in higher Education, 2018, will be considered. The recommended Academic/Research Score for various posts to be decided by the concerned departments in consultation with Dean (Academic).
Part I	II	2.6	Working Hours for Faculty : - 40 hours in a week.
Part 1	IV	4.2.4	Sabbatical Leave:- Add: During sabbatical leave employees shall not be entitled to accumulate EL.
Part 1	V	5.2	Foreign Travel: - 5.2.4 Fixed Incidentals: Fixed incidentals of US \$ 15 per day (counted as every night stay out) would be applicable for all faculty and senior administrative staff.

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SUMMARY : RULES IN RESPECT OF SOCIETY/TRUST

1) THE INDIAN TRUSTS ACT, 1882,

Section 11. Trustee to execute trust- The trustee is bound to fulfil the purpose of the trust, and to obey the directions of the author of the trust given at the time of its creation, except as modified by the consent of all the beneficiaries being competent to contract.

2) TRUST DEED OF TERI SAS

1. An educational Trust entitled “TERI SCHOOL OF ADVANCED STUDIES shall be irrevocable save with the consent of all the beneficiaries. No moneys belonging to the University in the hands of the Trustees shall be recoverable by the Institute nor shall the Institute have any lien or charge of any description of the University except for bonafide compensation for services/facilities of the Institute utilized by the University from time to time.

2. The University shall be vested in Trustees who shall not be less than three in number. The trustees shall be appointed and vested with legal powers and duties. The trustees named herein as parties of the other part shall be the first trustees.

8. Under Clause 8 of the Trust Deed, Board of management was also constituted by the settler of the trust deed, to which the management of the university was entrusted.

10. Under Clause 10 of the Trust Deed, the statutory power of appointing new trustees vested in the institute i.e. TERI and the powers of appointing new trustees to be exercised by the Governing Council of TERI, by passing a resolution.

3) REFERENCES TO SOCIETY/TRUST IN UGC NOTIFICATION

2.15 “Sponsoring body” means a body being a charitable or a not-for-profit society /Trust/Company under Section 8 of Companies Act 2013 making an application for declaring an institution under its administrative, academic and financial control as a deemed to be university.

5.1 The proposed institution deemed to be university shall be registered as a not-for-profit Society under the Societies Registration Act, 1860 or as a not-for-profit Trust under the Public Trust Act, or as a not-for-profit company under section 8 of the Companies Act, 2013 (hereinafter referred to as the Managing Society/Trust/Company), which shall be owned by a not-for-profit Society registered under the Societies Registration Act, or a not-for-profit Trust registered under the Public Trust Act, or a not-for-profit company registered under section 8 of the Companies Act, 2013 (hereinafter referred to as the Sponsoring Society/Trust/Company), or in case of a Government controlled deemed to be university, by the Government: Provided that the members/trustees/promoters of a Managing Society/Trust/Company of a deemed to be a university, not being a Government Controlled deemed to be university, shall not be directly or indirectly connected with the members/trustees/promoters of the sponsoring Society/Trust/Company.

5.2 Among the authorities of the deemed to be universities, there shall be a Chancellor who shall be appointed by the sponsoring Society/Trust/Company and shall be a distinguished public figure.

5.5 The Board of Management of the institution shall be independent of the sponsoring Society/Trust/Company and managing Society/Trust/Company with full autonomy to perform its academic and administrative responsibilities. The number of representative(s)/nominee(s) of the Sponsoring Society/Trust/Company on the Board of Management shall be limited to a maximum of four.

7.5.5 In the event of withdrawal of declaration of 'deemed to be university' status or dissolution of the Managing Society/Trust/Company of the institution deemed to be university, the Corpus Fund shall stand transferred to the Commission for meeting the liabilities, if any : Provided that in case of a public funded deemed to university, the Corpus Fund shall be transferred to the Central Government or the State Government, as the case may be.

7.6 All movable and immovable properties of the institution or institutions that form the integral part of the proposed institution deemed to be university shall remain legally vested in the name of the institution in the manner as recognized under the Transfer of Property Act, 1882 or any other law which may be in force. The land and other assets of the Institution shall be transferred legally by the sponsoring Trust/Society/Company to the institution deemed to be university within one year of the declaration of the Institution as Deemed to be University. The sponsoring Trust/Society/Company shall give an undertaking alongwith the application to the effect that the land and other assets shall be transferred legally to the Institution Deemed to be University within one year of the notification declaring the Institute as Deemed to be University. However, in case the immovable property has been acquired by the institution by way of lease, the lease shall be perpetual in nature and initially for at least 30 years which shall be extended further.

3.1 In addition to others the Finance Committee shall consist a person nominated by the Society/Trust/Company.

6.2 iii(iv) The Vice-Chancellor shall not be a member of the sponsoring or managing Society/Trust/Company and/or a close relative of the President or members of the sponsoring or managing society/trust/company.

20.0 i) The accounts of the institution deemed to be university shall be maintained in the name of the institution deemed to be university and not in the name of the sponsoring Society/Trust/Company. The accounts of the institution deemed to be university shall be kept in such forms as may be laid down by the Board of Management and shall conform to the rules, if any, prescribed by the Commission. In case of Institutions being funded by Central or State Government or their agencies fully or partially, then the accounts of such institutions deemed to be university shall be open for examination by the Controller and Auditor General of India. The accounts shall also be open for inspection by the Commission.

4) RULES AND REGULATIONS OF TERI UNIVERSITY FRAMED BY THE BOM AS MENTIONED BY THE SETTLER OF THE TRUST IN THE TRUST DEED.

Under Rule 4, The BOM shall be principal organ of management in the Institute.

4.4 Powers

The Board of management shall be the principal executive body of the University and shall, in addition to all powers vested in it have the following powers:

xxvi) *To manage, regulate and administer the finances, accounts, investments, properties, business and all other administrative affairs of the University and for that purpose to appoint such agent or agents as it may deem fit*

Advice of Trust required in following areas: -

xxii) To advise the Society/Trust/Company (if any) on matters regarding acquisition, management and disposal of any immovable property on behalf of the institution deemed to be university;

xvi) To transfer or accept transfers of any movable property on behalf of the institution deemed to be university; Provided that the Board of Management shall not transfer or alter ownership in any manner whatsoever of any movable or immovable property of the institution deemed to be university without the approval of the sponsoring Society/Trust/Company.

xvii) To execute in consultation with the Society/Trust/Company (if any) conveyance, transfer Government Securities, re-conveyances, mortgages, leases, bonds, licenses and agreements in respect of property, movable or immovable, belonging to the institution deemed to be university or to be acquired for the purposes of the institution deemed to be university;

xix)To raise and borrow in consultation with the Society/Trust/Company (if any) money on bonds, mortgages, promissory notes or other obligations or securities founded or based on any of the properties and assets of the institution deemed to be university, or without any securities, upon such terms and conditions as it may think fit and to pay out of the funds of the institution deemed to be university, all expenses incidental to the raising of money and to repay and redeem the money borrowed;

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MINUTES OF THE INTERACTION BETWEEN THE TRUSTEES AND MEMBERS OF THE BOARD OF MANAGEMENT HELD ON 20 FEBRUARY 2019 AT 16:45 HRS AT THE CONFERENCE ROOM

The interaction was held on 20 February 2019 at 16:45 hours at the Conference Room.

PRESENT:

The following were present:-

Board of Management

Dr Leena Srivastava,
Prof Dipankar Gupta
Ms Anita Arjandas (telephonically)
Mr Ishteyaque Amjad
Dr Ashok Khosla
Mr Inder Walia
Dr Alok Adholeya
Dr Sachin Chaturvedi
Dr Arun Kansal
Dr S Ramakrishnan
Dr Vishnu Konoorayar
Dr Fawzia Tarannum
Dr Seema Sangita
Mr.Dhanraj Singh
Capt Pradeep Kumar Padhy (Retd.)

Trustees

Mr Shri Prakash
Dr Vibha Dhawan
Dr Banwari Lal
Dr JK Garg

Chairperson of the Board of Management welcomed all the members of the Board of Trustees. The meeting started with a round of introductions.

Agenda Item: To consult the Trustees on relevant issues w.r.t the loan being drawn by TERI SAS from HDFC Ltd.

Recognising the presence of new Members and Trustees, the Registrar provided a brief chronological history of the development of the Hyderabad campus as also the process followed for obtaining the loan from HDFC. He informed all Members present that HDFC was satisfied with the resolutions passed by the Governing Council of TERI and the Board of Management of TERI SAS, the loan repayment arrangements and with the surety provided by the sponsoring society – TERI. Hence the loan was approved, and disbursements initiated on the basis of which the construction work in Hyderabad started in July 2017. The construction work is scheduled for completion before end-March 2019.

However, in November 2018, some existing and erstwhile Trustees wrote to HDFC expressing their reservations with the loan granted to TERI SAS, as they were not duly consulted in this process while their names figured in the Master Facility Agreement. While maintaining that

the reservations expressed by the Trustees were a matter of internal governance, HDFC stopped disbursement of further loan amounts to TERI SAS. On January 23, 2019, HDFC requested all concerned stakeholders – the GC of TERI, the Trustees and the BoM of TERI SAS – to reaffirm their approval of the loan to TERI SAS. This meeting between the Trustees and the BoM was taking place to address any remaining concerns of the Trustees.

In his opening remarks, Mr. Shri Prakash informed that the Trustees were happy to meet the BoM and would also like to meet the GC and stated that the Trustees were aware of the problem related to the loan and would like to resolve it as quickly as possible. He stated that the trustees were also aware that stoppage of the disbursement would harm the university in the long run.

In the discussions that ensued, both Trustees and Members of the BoM recognised historical factors that may have led to the creation of some mis-understandings in the process of seeking loan approvals. They agreed to work constructively in responding to HDFC's request for fresh resolutions.

In response to a query from the Trustees, the Vice Chancellor explained the financial situation of the University as well as the status of its corpus endowment. Both Trustees and the BoM members agreed that serious efforts need to be put in place to enhance the corpus of the University so as to lend it greater stability and resolved to work towards the same. The VC then explained the process through which the loan agreement with HDFC was affected, the due diligence followed by the designated evaluator on the value of the Vasant Kunj land that was mortgaged as a surety, and the planned growth of the Hyderabad campus.

The Trustees advised the Board and the VC to be conscious of the risks associated with linking loan repayments with rental revenue and sought comfort on the ability of the University to withstand short term shocks. The VC and the Finance Officer conveyed the ability of the University to be able to absorb rental disturbances to the extent of 4-6 months as also the ability of the Vasant Kunj campus to provide initial support to the Hyderabad campus in a fashion similar to the support extended by the sponsoring society to TERI SAS in its early years. She also discussed other efforts being made by the University to strengthen the financial comfort levels of the University.

The VC also informed the Trustees that the decline in NAAC grade in the recent evaluation, although under appeal, should not affect the approval process as the application was made when the University was Category II institution. It would, however, mean that the University would be subject to a different set of rules by UGC. She mentioned that the MHRD has not been accepting the application for starting of off-campus centre, as the infrastructure has not been created yet. Notwithstanding this, the MHRD would be approached for their advice on the issue.

The meeting ended with the VC thanking all the Trustees and members of the Board of Management for a fruitful discussion that would enable the University to move forward with its growth plans.