Version 11.9.2013

**SOUTHWEST FINLAND’S UNIVERSITIES OF APPLIED SCIENCES ALLIANCE**

**ALLIANCE AGREEMENT**

1. CHAPTER PURPOSE OF THE AGREEMENT

The purpose of this Agreement is to describe and define the main idea, goals and modus operandi of the Southwest Finland’s Universities of Applied Sciences Alliance (hereinafter referred to as “Alliance”). Furthermore, this Agreement defines the main principles concerning the operations and management, the right of decision of the jointly agreed bodies, and the grounds for this right of decision. With this Alliance Agreement no independent right of presentation or that of decision which belong to the member institutions and which are based on legislation or on the own regulatory basis of the institutions are passed to the Alliance.

2. CHAPTER CONTRACTING PARTIES

The Alliance shall be an agreement-based conglomerate, which aims at strategic collaboration, formed by Satakunta University of Applied Sciences (SAMK) and Turku University of Applied Sciences (TUAS). These two universities of applied sciences will act as the member higher education institutions (hereinafter referred to as “Member Institutions’”) of the Alliance. The Alliance is formed by two independent universities of applied sciences which both have their own profile and operating licence.

3. CHAPTER PURPOSE OF THE ALLIANCE

The purpose of the Alliance shall be to practice active higher education and innovation policy which takes into account the views of the Member Institutions, gathers the activities carried out by the Member Institutions and guides the Member Institutions in strategically important issues. The Member Institutions shall transfer some of their operations under the responsibility of the Alliance insofar as shall be jointly agreed.

In the higher education and innovation system of Finland, one particular task of the Alliance shall be to develop the international competitiveness of Southwest Finland and that of the region of Satakunta. The Alliance, which complies with the current alliance strategy, shall produce added value to all its stakeholder groups. By enforcing the role of the universities of applied sciences in regional growth and innovation policy, the owners of the Member Institutions of the Alliance shall be linked as beneficiaries of the Alliance.

The operations of the Alliance shall be developed as a joint university of applied sciences entity. The independent Member Institutions of the Alliance shall commit to the persevering development of this entity. The Member Institutions shall agree on performing common duties in the ways described in this civil-law Agreement. When the parties sign this Agreement, a contract on performing common duties mentioned above in this Agreement shall come about in the way defined in the regulatory basis of the Member Institution in question. In addition, the Member Institutions of the Alliance shall mention and take into account the Alliance in their own regulations.

4. CHAPTER JOINT BODIES OF THE ALLIANCE; THEIR COMPETENCE AND TERM OF OFFICE

4.1 Bodies of the Alliance

The bodies of the Alliance are the Board of the Alliance, the Executive Director and the Executive Board. The Executive Director is in a service relationship at one of the Member Institutions in the way it is defined later in this Agreement. A secretariat, which contributes to achieving the goals of the Alliance, shall also be serving at the Member Institutions of the Alliance.

4.2 Composition of the Board of the Alliance

The Board of the Alliance shall be formed by the Chairs, Vice Chairs, and two other representatives of the Boards maintaining the Member Institutions. These two other representatives shall be named by the Boards maintaining the Member Institutions. The Rectors of the Member Institutions shall act as permanent experts for the Board of the Alliance.

In alliance-related matters, the Chair of the Executive Board shall act as the rapporteur of the Board of the Alliance, and the Executive Director as the secretary of the Board of the Alliance.

The Board of the Alliance shall organise itself pursuant to its own rules; the Chair and the Vice Chair shall be selected within the Board.

The Board of the Alliance convenes at least twice a year. The term of office of the Board of the Alliance shall be two years.

4.3 Duties and modus operandi of the Board of the Alliance

The duty of the Board of the Alliance shall be to approve the annual budget and plan of action in order them to be ready to be presented for approval to the Boards maintaining the Member Institutions. In addition to above mentioned, the Board of the Alliance shall be in charge of the strategic guidance of the Alliance, and it shall support the Alliance in achieving the contentual goals and impact. In addition, the Board of the Alliance shall assess the effectiveness of the operations according to the performance indicators it has chosen and participate in informing decision makers.

The Executive Director, in cooperation with the Chair of the Executive Board, is responsible for preparing matters to be dealt with by the Board of the Alliance.

Within the limits of their right of decision, the Rectors and the Boards maintaining the Member Institutions are in charge of the implementation of the approved alliance strategy and the decisions made by the Board of the Alliance. The representatives of the Member Institutions shall commit to implement the decisions made by the Board of the Alliance within their own institutions. Similarly, those matters dealt with by the Board of the Alliance that require that they are also dealt with by the Member Institutions’ decision-making bodies shall be committed to be submitted for consideration by the decision-making bodies of the Member Institutions and by those of the maintainers. The decisions made by the Board of the Alliance require that the representatives named by both of the Member Institutions’ maintaining Boards are unanimous. In these cases, each Member Institution must have its own representative, named by its maintaining Board, present at the meeting.

The Board of the Alliance shall approve the alliance strategy and handle the strategic-level plans of the Member Institutions having as a goal to reconcile the plans of the Parties, agree upon the common alignments, and develop the distribution of work between the higher education institutions. When necessary, the Board of the Alliance shall invite experts to its meetings. The Chair shall decide on inviting experts.

4.4 Right of decision of the Board of the Alliance

The Board of the Alliance shall decide on

1. the alliance strategy and the implementation plan for the strategy;
2. the budget of the Alliance;
3. the plan of action of the Alliance;
4. the composition of the possible advisory board;
5. the grounds for hiring the Executive Director, the selection procedure and on the employer institution of the Executive director; and
6. the agreement process and contract negotiators together with the Finnish Ministry of Education and Culture (OKM).

The Board of the Alliance shall follow and guide

1. the implementation of the alliance strategy and that of the implementation plan;
2. the realisation of the goals of the international, European and national higher education and innovation policy of the Alliance; and
3. the development of the common systems and operations of the Alliance.

4.5 Duties and operations model of the Executive Board

The Executive Board shall be composed by the Managing Directors and Rectors of the Member Institutions and, in addition to these, by the Vice Rectors or by corresponding persons belonging to management team at the highest level named by the Boards maintaining the Member Institutions. Four members from both of the Member Institutions shall be appointed to the Executive Board.

The duty of the Executive Board shall be to implement and reconcile the decisions of the Board of the Alliance. Furthermore, the Executive Board shall reconcile the operational goals of the Member Institutions and the factors directing the operations of the Member Institutions with the goals and implementation of the alliance strategy. The Executive Board may agree on the selection criteria of the persons performing tasks related to the common operations of the Alliance other than those of the Executive Director. However, all the selections shall be made as per the regulations of the Member Institution in question. The Executive Board shall select a chair from among its members. The chairmanship rotates between the Member Institutions every two years.

4.6 Duties and modus operandi of the Executive Director

The duty of the Executive Director shall be to prepare the issues to be dealt with by the Executive Board and the Board of the Alliance; to assist in implementing those issues; to coordinate the work of the possible common operations, that of the preparatory working groups and the evaluation and follow-up of result-orientation; and to follow and supervise the use of common funding. The Executive Director shall coordinate the operations of the Secretariat.

4.7 Composition and duties of the Advisory Board

If necessary, an advisory board, to which stakeholder group representation essential to the operations of the Alliance and Member Institutions shall be invited, may be appointed for the Alliance. The duty of the Advisory Board shall be to promote the interaction between the Alliance and the society, fortifying the alliance entity, and the development of the Member Institutions together with the partnership between the Institutions. The Advisory Board shall be nominated by the Board of the Alliance. The matters to be handled at the Advisory Board are prepared by the Executive Board.

5. CHAPTER COMMON OPERATIONS OF THE ALLIANCE

The Alliance may have common operations, whose implementation method and cost division shall be agreed separately.

6. CHAPTER ADMINISTRATIVE PROCEDURE

Right of decision, decision making and notice of meeting

The Board of the Alliance, the Executive Board and the multi-member bodies of the common units shall be competent to make decisions when at least half of the members, including the chair, are present.

In those multi-member bodies whose decisions, according to this Alliance Agreement, require unanimity, no decisions can be made without the representation of each Member Institution being present at the meeting.

The notice of meeting to the meeting of multi-member bodies shall be sent no later than five working days before the meeting. The issues to be dealt with must be mentioned in the notice of meeting. However, the body may take under consideration an issue that is not mentioned in the notice of meeting if the members unanimously decide to do so.

7. CHAPTER PREPARATORY AND EXECUTIVE RESPONSIBILITY

The Executive Director together with the Chair of the Executive Board shall prepare the issues to be dealt with by the Board of the Alliance and by the Executive Board. Issues to be dealt with by other bodies are prepared by the Director of the unit in question together with the Chair of the body.

Presentation procedure

Preparation procedure is followed in the bodies of the Alliance.

Minutes

Minutes shall always be taken at the meetings of multi-member bodies. The chair, the secretary and the examiner of the minutes shall sign the minutes.

Implementation responsibilities of decisions

The secretary of the meeting shall deliver the extract from minutes to each party. Each party shall name a person who is in charge of the implementation of the decision within the Member Institution or within the common operations of the Alliance.

8. CHAPTER RIGHT TO ATTEND AND SPEAK

In order to improve the flow of information and ensuring the collaboration, the Boards maintaining the Member Institutions can, with a separate decision, grant a right to attend and speak at their meetings to the Chair of the Board maintaining the other Member Institution and/or to the Managing Director of the other Member Institution.

9. CHAPTER CERTAIN RULES

Regulating the operations

The Alliance shall have the Alliance Agreement, and the common operations shall have their own regulations. The possible instructions given by the Board of the Alliance shall specify this Alliance Agreement.

Developing the Alliance

The Member Institutions shall commit to develop the operations of the Alliance and this Alliance Agreement as the regulatory basis and the operations of the Alliance shall develop and based on international and national good practices.

Expanding the Alliance

Expanding the Alliance shall be regarded openly and positively by the Member Institutions, especially in their own sphere of operations. Expanding the Alliance requires a joint decision made by the Boards maintaining the Member Institutions. Expanding may, within the limits of regulations, occur towards universities of applied sciences, universities, and international higher education institutions.

Withdrawing from the Alliance

A Member Institution may withdraw from the Alliance by written notification given on or before at least one calendar year. The notification must be handed in before the first day of September of each calendar year. In pursuance of this, a separate report, including all respective responsibilities and obligations, shall be drafted on the withdrawal. The withdrawing Member Institution does not have a right to apply for compensation, nor does it have any right to the jointly acquired assets.

Cancelling the Alliance

In a case, where there is only one remaining member in the Alliance, the Alliance shall be cancelled automatically. The jointly acquired assets shall be left to the remaining Member Institution.

10. CHAPTER COMING INTO FORCE

Coming into force

This agreement shall come into force, as soon as it has been approved and signed by the parties, and shall remain in force indefinitely.

**Time and place**

Signatures

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