



# UniSR

Università Vita-Salute  
San Raffaele

## RECTOR'S DECREE NO. 8526

### THE RECTOR

**Having seen** the Italian Consolidation Act on higher education approved by Royal Decree no. 1592 of 31 August 1933, as amended.

**Having seen** Italian Royal Decree no. 1071 of 20 June 1935, converted by Law no. 73 of 2 January 1936.

**Having seen** Italian Presidential Decree no. 382 of 11 July 1980.

**Having seen** Italian Law no. 168 of 9 May 1989.

**Having seen** Italian Law no. 341 of 19 November 1990.

**Having seen** the Statute of Vita-Salute San Raffaele University, approved by decree of the Italian Minister for Universities and Scientific and Technological Research of 2 August 1996, as amended.

**Having seen** paragraph 95, article 17 of Italian Law no. 127 of 15 May 1997.

**Having seen** Italian Law no. 240 of 30 December 2010.

**Having seen** the note of the Ministry of Universities and Research dated 21 November 2023, ref. no. 14560.

**Having seen** the Board of Directors' resolution of 22 November 2023.

**Given that** Vita-Salute S. Raffaele University is classified as an innovative higher education institution based upon the knowledge of Mankind – *quid* and *quis est homo*: integrated person of body – mind – spirit.

### HEREBY DECREES

The enactment of the new independent Statute of Vita-Salute S. Raffaele University in the text set out in full below, to replace that referred to in the preambles.

#### Title I

#### **Name – Independence and Legal Status – Registered Office – Regulatory Framework**

##### **Article 1– Name**

- 1.1. The Private VITA-SALUTE S. RAFFAELE UNIVERSITY (also "**UniSR**" or the "**University**") is hereby established.

##### **Article 2 – Independence and Legal Status**

- 2.1. The University is an independent university established under art. 33 of the Italian Constitution; it is a legal person and enjoys educational, academic, organisational, administrative and disciplinary autonomy under this Statute and in accordance with the principles contained in the laws

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governing universities.

### **Article 3 - Registered Office**

- 3.1. The University's registered office is in Milan. The Board of Directors may establish, close and modify delocalised and secondary sites, subsidiaries, branches, delegations, representational agencies and offices and local units in general, including abroad.

### **Article 4 - Regulatory Framework**

- 4.1. The University is regulated by:
- a) the provisions of the Italian constitution, the country's laws and regulations, and the ministerial measures applicable to private Universities;
  - b) this Statute;
  - c) the regulations referred to in this Statute and any additional regulations approved by the Board of Directors.

## **Title II**

### **Sponsors - Purpose and Values - Funding and ban on the distribution of profits**

#### **Article 5 - Sponsors**

- 5.1. The University is the project of Papiniano S.p.A., in association with Ospedale San Raffaele S.r.l. and Fondazione Centro San Raffaele, Associazione Monte Tabor and Associazione Sigilli.
- 5.2. People, organisations and businesses interested in supporting the work of the sponsors may contribute to the growth of the University.

#### **Article 6 - Purpose and Values**

- 6.1. The University's main purpose is to promote the knowledge of Mankind, in its biological-intellectual-spiritual aspects, through the teaching and study of the various academic subjects, concentrating in particular on biomedicine, the fulcrum of global culture. To that end, the University encourages and develops partnerships with national and foreign universities and research organisations with strong academic reputations.
- 6.2. The teaching of Cognitive Neurosciences within every Faculty's courses and the promotion of the University's cultural principles are the University's core values and drive the pursuance of its mission.
- 6.3. For the achievement of its goals, the University undertakes research mainly in partnership with Ospedale San Raffaele S.r.l., Fondazione Centro San Raffaele and Associazione Monte Tabor and engages in experimental teaching activities and associated activities, also with the input and support of public and private actors from Italy and abroad. The University performs systematic assessments of its academic, teaching and administrative operations to ensure the constant



improvement of its quality levels and the optimal management of the resources available.

- 6.4. The University guarantees the circulation of information on and off-site to facilitate the exchange of views on issues relating to the implementation of its institutional purposes.
- 6.5. The University's objectives include the functioning of its Faculties in accordance with the programmatic intents of art. 6 of this Statute.

## **Article 7 - Funding and ban on the distribution of profits**

- 7.1. The University is maintained by the fees, contributions and charges paid by students, and all the assets and funds donated or assigned to it in any way.
- 7.2. The even indirect distribution of profits and operating surpluses, or funds, reserves or capital, to directors, shareholders, participants, workers or associates, is prohibited throughout the lifetime of the University, unless the said allocation or distribution is required by law. Any profits and operating surpluses shall only be reinvested in activities which support the pursuance of the University's institutional purpose of serving the public good.

## **Title III**

### **University Bodies**

## **Article 8 - University Bodies**

- 8.1. The University's governance bodies are:
  - a) the Board of Directors;
  - b) the President of the Board of Directors;
  - c) the Rector;
  - d) the Academic Senate.
- 8.2. The controlling or supporting bodies are:
  - a) the Board of Auditors;
  - b) the Internal Board of Evaluation;
  - c) the Equal Opportunities Supervisory Committee;
  - d) the University Quality Department.
- 8.3. The University's academic bodies are:
  - a) the Faculty Deans;
  - b) the Faculty Councils;
  - c) the Course Councils;
  - d) the Disciplinary Board.



- 8.4. The bodies of the University exercise the functions envisaged by this Statute.
- 8.5. Unless otherwise envisaged by this Statute, if for any reason any of the members of the aforementioned bodies is no longer in post, the competent parties and bodies shall appoint a replacement forthwith. The replacement member shall serve until the end of the term of the relevant body.
- 8.6. The University encourages students' involvement in its collegiate bodies, with regard only to the topics of pre-eminent interest to them, through their representation by procedures defined in institutional regulations approved by the Board of Directors. Students who sit on the University's collegiate bodies are not considered when calculating the majorities required for meeting quorums or for the approval of resolutions.

## **Article 9 - Board of Directors**

### ***Appointment and composition***

- 9.1. The University's Board of Directors has ten members (including the Rector, a member as of right), of whom seven are appointed by Papiniano S.p.A. and two by Associazione Monte Tabor.
- 9.2. The members of the Board of Directors remain in office for one year and may be re-elected, in accordance with the rules set forth in this Statute.
- 9.3. The Board of Directors appoints the President from amongst its members. On the proposal of the President, the Board of Directors appoints from amongst its members the Vice President, who deputises for the President in the event of absence or impediment. On the President's proposal, the Board of Directors also appoints a Secretary, a suitably qualified person and not necessarily a Board member.
- 9.4. If the President, the Vice President or at least four Board members are no longer in post, the mandate of the entire Board of Directors shall be considered to have expired and its members shall be reappointed in accordance with the rules set out in this Statute. Until the Board of Directors is reconstituted, the directors who remain in post shall continue to handle only the day-to-day running of the organisation.

### ***Meetings***

- 9.5. Meetings of the Board of Directors are convened by the President or Vice President whenever they consider it necessary or on the written request of at least one third of its members, to be sent by registered letter or email to all directors and members of the Board of Auditors, to be received at least three days prior to the meeting. In urgent cases, the Board of Directors may be convened with at least one day's notice. The convocation must contain at least the day, place (if applicable) and time when the meeting is to be held, and the agenda. In all cases, the Board of Directors is considered quorate, even without prior convocation, if all directors and the regular members of the Board of Auditors are present at the meeting and no-one objects to the discussion of the topics on



the agenda.

- 9.6. Meetings of the Board of Directors may also be held by teleconference, videoconference and other telecommunications media provided that all participants can be identified, are enabled to follow the debate and to contribute in real time to the discussion of the topics dealt with, and receive the same amount of information.
- 9.7. On the initiative of the President or Vice President, to be notified to the Board of Auditors with the relative documentation, directors may also pass Board resolutions by signing, even at different times and in different places, one or more identical documents which clearly state the subject of the resolution, their consent to it and the date when the consent was issued. The aforesaid documentation is conserved in the University's records and transcribed in the ledger of Board resolutions kept in accordance with the law. All directors must be enabled to participate in the decision-making process with the same degree of information, and the process must be completed by the deadline set by the President or Vice President on each occasion. Resolutions shall be considered passed if the consent of the absolute majority of the serving members of the Board of Directors is received by the deadline set by the President or Vice President.
- 9.8. Resolutions of the Board of Directors are valid provided that the majority of Board members are present and the absolute majority of those present vote in favour, not counting any directors who abstain due to conflict of interest unless otherwise required by this Statute. In case of a tie, the younger of the President and Vice President of the Board of Directors shall have the casting vote.

## **Powers**

- 9.9. The Board of Directors is the University's supreme governance body, with the widest powers for its ordinary and extraordinary management, with no exceptions; it may undertake all actions it deems appropriate for the achievement of the University's purposes, excluding only those reserved to other University bodies by the relevant law or the Statute.
- 9.10. The Board of Directors may appoint one or more Managing Directors from among its members, establishing their powers and/or assigning them special posts, also considering their specific professional expertise.
- 9.11. The Board of Directors may appoint committees, including executive committees.



- 9.12. In all cases, the Board of Directors has sole, collegiate responsibility for:
- a) establishing the general guidelines for the development of the University on the basis of its institutional purposes;
  - b) approving the financial statements;
  - c) appointing the Rector, in accordance with the rules established in art. 11.1 of this Statute;
  - d) appointing the Faculty Deans on the proposal of the Council of each Faculty;
  - e) appointing the Presidents of the Degree Course Councils on the proposal of the respective Course Council;
  - f) decisions with regard to the University Didactic Regulations, the didactic systems and the academic regulations of the study courses, on the advice of the Academic Senate and the Faculty Council, and approval of the introduction or termination of individual courses, also considering the University's financial sustainability;
  - g) decisions, in accordance with existing legislation, on the implementation of procedures for recruiting university professors and researchers, the appointment of tenured professors and university researchers, and the award of teaching posts as envisaged by this Statute;
  - h) the setting, on the advice of the Faculty Council, of the maximum number of students to be admitted for each academic year and the relative admission procedures;
  - i) the approval of the regulations governing the University's administrative and accounting services;
  - j) the approval of enrolment fees and contributions;
  - k) the approval, by the majority vote of its members, of any amendments to this Statute;
  - l) the appointment of the Internal Board of Evaluation and the approval of its operating regulations;
  - m) the appointment, if considered appropriate, of a General Manager, establishing their functions and powers;
  - n) the approval of any additional regulations for the functioning of bodies envisaged by current legislation.
- 9.13. The Managing Directors and committees may appoint attorneys, not necessarily members of the university's organisation, for specific actions or categories of actions, within the context and limits of their own powers under this Statute or awarded by the Board of Directors.



## **Article 10 – President of the Board of Directors**

10.1. The President of the Board of Directors:

- a) ensures the fulfilment of the statutory purposes and the ideal, professional education of new cohorts of university students;
- b) is empowered to represent the University, by sole signature, in relation to third parties and in judicial proceedings, with the right to file judicial and administrative suits and petitions, for any level of jurisdiction, including before the courts of appeal and cassation, with the power to appoint lawyers and attorneys at law for that purpose;
- c) convenes and chairs meetings of the Board of Directors;
- d) issues measures, in cases of need and urgency, under the remit of the Board of Directors, to which the said measures are submitted for ratification at the next meeting;
- e) convenes and chairs any meetings of the committees if appointed;
- f) may appoint attorneys, not necessarily members of the university's organisation, for negotiations or for specific categories of actions, within the context and limits of their own powers under this Statute or awarded by the Board of Directors.

## **Article 11 – Rector**

11.1. The Rector of the University is appointed by the Board of Directors from a list of three names of Full Professors in post at the University put forward by the Academic Senate. The Rector holds office for three years and may be re-elected. The term of office may be shorter than three years if the Rector retires. In this case, the term of office will last until retirement.

11.2. The Rector:

- a) reports annually to the Board of Directors on the University's academic and teaching activities;
- b) ensures compliance with all regulations concerning academic and teaching matters;
- c) implements the Board of Directors' resolutions on academic and teaching issues;
- d) represents the University at ceremonies and in the award of academic qualifications;
- e) performs all the other functions assigned to them by the laws on university education, except



for those allocated to the other bodies established by this Statute;

- f) appoints the members of the Disciplinary Board.

## **Article 12 – Academic Senate**

12.1. The Academic Senate consists of:

- a) the Rector, who chairs it;
- b) the Pro-Rectors;
- c) the Faculty Deans.

12.2. The Academic Senate is convened by the Rector at least four times during the academic year. Meetings of the Academic Senate are attended by the General Manager, if appointed, or by the Managing Director awarded responsibility for administrative matters by the Board of Directors, who shall act as Secretary. Meetings of the Academic Senate are considered quorate provided the majority of its members attend. Senate resolutions are taken by absolute majority of the attendees. In case of a tie, the Rector has the casting vote.

12.3. The Academic Senate exercises powers concerning the coordination and promotion of research and teaching, including:

- a) the issue of proposals and opinions with regard to the University's development programmes;
- b) the issue of opinions on any subject submitted by the University's other bodies for its evaluation and of proposals for the optimal implementation of development programmes;
- c) drafting of the University Didactic Regulations for approval by the Board of Directors;
- d) drafting of the didactic systems and the academic regulations of the study courses for approval by the Board of Directors;
- e) submission to the Board of Directors of proposals for the establishment of courses leading to award of the qualifications referred to in art. 20 of this Statute;
- f) drafting of the regulations on teaching and research for approval by the Board of Directors;
- g) selection of candidates for the post of external members of the Disciplinary Board for proposal to the Rector.

## **Article 13 – Board of Auditors**

13.1. The University's Board of Auditors is composed of three regular and two alternate members, who must all be Chartered Auditors. The members of the Board of Auditors are appointed by Papiniano S.p.A., which also chooses its President. The members of the Board of Auditors hold office for three years and may be re-elected by the procedures set out in this Statute.

13.2. The Board of Auditors is the independent body that oversees the regulatory compliance of the University's administrative, accounting, economic and financial management. Amongst other





functions, the Board of Auditors:

- a) verifies that the accounting records are kept correctly;
- b) examines the draft budgets and financial statements and issues specific reports for submission to the Board of Directors;
- c) performs the necessary regular audits of the company's accounts and financial and economic reporting;
- d) audits the administrative records.

13.3. The Board of Directors sets the fee payable to the Board of Auditors for its entire period in office.

#### **Article 14 – Internal Board of Evaluation**

14.1. The University adopts a system for the internal evaluation of its administrative management, teaching and research activities and scholarship and student funding programmes. The evaluation functions referred to above are performed by a collegiate body known as the Internal Board of Evaluation, consisting of a number of members set within the limits and in accordance with criteria established by the regulatory framework and by the regulations adopted by the academic bodies and approved by the Board of Directors.

14.2. The University affords the Internal Board of Evaluation operating autonomy and the right of access to the necessary data and information, and permits it to publish and distribute its reports in compliance with the law and data protection safeguards.

#### **Article 15 – Equal Opportunities Supervisory Committee**

15.1. The University establishes the Supervisory Committee for Equal Opportunities, Worker Welfare and Non-Discrimination.

15.2. The Equal Opportunities Supervisory Committee is structured in accordance with current law. Its operation is governed by specific University regulations. The function of the Equal Opportunities Supervisory Committee is to submit proposals, provide advice and perform inspections as required by current legislation and it serves for a four-year period.

#### **Article 16 – Faculty Deans**

16.1. The University is organised in Faculties, empowered to perform the functions necessary for the running of teaching, training, scientific research and third mission activities.

16.2. Each faculty is headed by a Dean of the Faculty. Faculty Deans are selected among the full tenured professors of the Faculty itself and are appointed by the Board of Directors of the University; they remain in office for three years and may be reappointed.

16.3. Faculty Deans represent their respective Faculty, convene and chair the Faculty Council, oversee the implementation of resolutions within their areas of jurisdiction, and supervise the Faculty's



teaching activities and services.

16.4. Unless otherwise stated in the University Didactic Regulations, Faculty Deans may appoint examining boards.

## **Article 17 – Faculty and Course Councils**

- 17.1. Each Faculty Council is composed of the Dean of the Faculty, who chairs it, and of all the faculty's tenured professors, except with regard to resolutions reserved by law to full professors only. Fixed-term adjunct professors attend Faculty Council meetings in accordance with the procedures laid down by law and the specific University Regulations.
- 17.2. Faculty Council meetings are also attended by three representatives of the researchers (who may be on fixed-term contracts) and two current students, designated in accordance with the procedures established by regulations approved by the Board of Directors, who may speak on matters of interest to students concerning the educational programme.
- 17.3. For meetings which are to discuss topics relating to the organisation of teaching activities, the Dean of the Faculty may also invite all contract, substitute or adjunct professors to attend the Faculty Council, with advisory voting rights. The Dean of the Faculty may also invite internal or external experts, without voting rights, to provide information and/or opinions in connection with the items on the agenda, and permanent or fixed-term researchers, without voting rights, who have not been appointed as representatives on the Faculty Council.
- 17.4. Each Faculty Council exercises the powers delegated to it by the relevant regulatory framework, without prejudice to the remits of the other bodies established under this Statute.
- 17.5. The Faculty Council is responsible in particular for:
- proposing to the Board of Directors the activation of procedures for the recruitment and appointment of University professors and researchers and the award of teaching posts by means of substitute/adjunct roles or contracts;
  - issuing opinions on the maximum number of students to be admitted for each academic year and the relative procedures;
  - submitting the Faculty's Didactic Regulations for approval by the Board of Directors;
  - making proposals for the establishment and activation of courses and of training schemes provided for by current legislation.
- 17.6. The Course Council is vested with the responsibilities provided for by law and the University Didactic Regulations. If for any reason the Course Council is not formed, the respective duties are assumed by the Faculty Council.
- 17.7. If a new Faculty is created, the tasks assigned to the Faculty Council by current legislation and this Statute are performed by a specific authorising committee consisting of five tenured and/or adjunct professors working in subjects relevant to the academic fields and sectors to which the



courses the Faculty is to provide under its teaching regulations belong. The authorising committee's president and two of its members must be tenured full and/or fixed-term adjunct professors and two must be tenured associate professors. The president and the other members of the authorising committee are appointed by the Board of Directors, on the advice of the Academic Senate.

## **Article 18 – Disciplinary Board**

- 18.1. The Disciplinary Board consists of three full professors, one of whom assumes the role of president, two associate professors and two researchers, all employed on a full-time basis. The president and members of the Disciplinary Board are appointed by the Rector by the procedures set out in specific regulations and in accordance with principles of gender equality, and they remain in office for three years.
- 18.2. If possible, the majority of the Disciplinary Board's members shall be external to the University. Internal members are elected by the teaching body. External members are proposed by the Academic Senate.
- 18.3. No fee, emolument, consideration or expense refund is payable to the members of the Disciplinary Board.
- 18.4. The Disciplinary Board performs investigatory functions within disciplinary proceedings brought against professors and researchers on the proposal of the Rector in relation to any misconduct punishable by a penalty in excess of a reprimand and its verdict is final. Disciplinary proceedings are concluded by a resolution of the Board of Directors. In the event of misconduct by the Rector, disciplinary powers pass to the University's Deputising Professor.
- 18.5. The Disciplinary Board operates in accordance with the principle of judgement by peers, with right of reply, with its composition limited to the President and members of the rank of the lecturer subject to the disciplinary action.

## **Title IV**

### **Professors and Lecturers – University Qualifications and Courses – Educational, Research and Self-Assessment Projects – National and International Cooperation Programmes**

#### **Article 19 – Professors and Lecturers**

- 19.1. Teaching at the University is provided by tenured and adjunct professors, contract professors and/or researchers, on the basis of criteria established by the Board of Directors on the advice of the Academic Senate.
- 19.2. With regard to the duration of contracts and the possibility of their renewal, the regulations in force for contract professors at Public Universities shall apply.
- 19.3. With regard to the recruitment, legal status and pay and conditions of tenured professors, the regulatory framework in force for tenured professors at Public Universities shall apply. With regard



to retirement plans, the regulations in force for civilian government employees as established by the consolidation act on pension provisions for civilian and military employees approved by Italian Presidential Decree no. 1092 of 29 December 1973 as amended shall apply.

- 19.4. For the purposes of retirement plans, tenured professors are registered with the National Pensions Institute for Public Employees (INPDAP). With regard to the application of the provisions of this article, the contents of law no. 243 of 29 July 1991 as amended shall apply from the date when the aforesaid legislation went into force. If tenured professors from other Private Universities transfer to the University, the relevant regulations in force for professors at Public Universities shall apply.
- 19.5. Lecturers perform coordinated teaching and testing activities within the established educational frameworks in order to pursue the set educational objectives.
- 19.6. Every University lecturer and researcher is expected to engage in research.

## **Article 20 - University Qualifications and Courses**

- 20.1. In accordance with the aims set out in this Statute, the University may award the following first and second level qualifications within every single Faculty:
- a) Bachelor's Degree (B);
  - b) Master's Degree (M);
  - c) Specialist Diploma (D);
  - d) Research Doctorate (PhD).
- 20.2. The University may also establish courses as envisaged by art. 6 of Law no. 341 of 19 November 1990 on targeted educational training and additional teaching services, and run any other educational programme at any level permitted to universities by law.
- 20.3. Implementing art. 1, paragraph 15 of law no. 4 of 14 January 1999, the University can run continuous or periodic academic specialisation and higher education courses for holders of a Bachelor's or Master's Degree, regulated by means of the University Didactic Regulations, on completion of which a first or second level University Master's Degree is awarded.

## **Article 21 - Educational, Research and Self-Assessment Projects**

- 21.1. The University establishes, promotes and encourages:
- a) cultural, academic and technical activities for the purposes of education, professional updating or specialisation, also open to people outside its organisation;
  - b) research, professional consulting and services undertaken for third parties on the basis of specific contracts and agreements;
  - c) programmes intended to provide students with cultural and leisure services and academic and



professional career guidance, also in partnership with public and private organisations;

d) activities for the management of the self-assessment, assessment and accreditation process.

## **Article 22 – National and international cooperation programmes**

22.1. The University collaborates with national and international organisations for the design and running of academic and educational cooperation programmes.

22.2. For the purposes of achieving international cooperation, the University may enter into agreements and conventions with foreign Universities and cultural and academic Institutions. It may promote and encourage international exchanges of lecturers, researchers and students, including the provision of funding, and may provide hosting facilities, also in association with other entities, especially student funding and accommodation providers.

## **Title V**

### **General conditions**

#### **Article 23 – General conditions**

23.1. In the event that the University ceases operations, loses its independence or folds for any reason, the Board of Directors shall transfer its assets and all operations to the Fondazione Centro San Raffaele.

23.2. This Statute shall come into force from the date of issue of the Rector's Decree, which shall be published in the Official Journal of the Republic of Italy.

Milan, 23 November 2023

**THE RECTOR**

(Prof. Enrico Gherlone)

*The Italian version of this Regulations is the only legal means of communication of the relative contents and in case of dispute, the Italian version shall prevail.*