

Guidelines for the Operation of and Cooperation with the Board of Trustees

Established Aug. 1, 1981
Amended Mar. 1, 1983
Amended Feb. 1, 1996
Amended Jun. 25, 1997
Amended Jul. 8, 1998
Amended Mar. 14, 2013
Amended May. 16, 2016
Amended Sep. 7, 2016

Chapter 1 General Provisions

Article 1 (Purpose) These guidelines stipulate matters concerning the operation of and the cooperation with the Board of Trustees pursuant to Article 96 of the Bylaws of the POSTECH Foundation (hereinafter referred to as "Bylaws").

Article 2 (Definitions) The terms used herein are defined as followed:

1. The "Foundation" refers to the POSTECH Foundation, which includes Pohang University of Science and Technology and the Foundation's head office.
2. The "Foundation's head office" refers to the administrative organization placed under the direct control of the Board of Trustees and its Chairman to assist in and perform the work managed by the Board of Trustees and its Chairman pursuant to the provisions of the Private School Act and the Bylaws.
3. The "University" refers to Pohang University of Science and Technology, which is established by the Foundation.

Article 3 (Operation Policy) ① To achieve the purpose set forth in Article 1 of the Bylaws efficiently, the Board of Trustees shall deliberate on and determine the major policies necessary for the establishment of the development direction of the Foundation and a consistent pursuit of the development goals.

② Apart from what is specified as being under its authority in the relevant laws, the Bylaws, and the Guidelines for the Operation of and Cooperation with the Board of Trustees (hereinafter referred to as "Guidelines"), the Board of Trustees shall entrust the authority for the operation of the Foundation to the Chairman of the Board of Trustees, and that for the operation of the University, to the President of the University.

③ If deemed necessary for an efficient fulfillment of the purpose of the Foundation, the Board of Trustees may have relevant persons report on the progress in the implementation of the important policies and any pending issues to the Board or one of its subcommittees so that it may review and deliberate on the matters.

Article 4 (Amendment) These guidelines shall be subject to amendment with the majority vote of the trustees.

Chapter 2 Rights and Duties of the Officers

Article 5 (Chairman) ① The Chairman of the Board of Trustees shall preside over Board meetings.

② The Chairman of the Board of Trustees shall determine the items to be presented to the Board of Trustees for deliberation, make suggestions on the important policies to the Board of Trustees, and supervise the implementation of the policies established by the Board of Trustees.

③ The Chairman of the Board of Trustees shall carry out his/her duties as provided for or delegated to him/her by the laws, the Bylaws, and the Guidelines.

Article 6 (Vice Chairman) ① The Vice Chairman of the Board of Trustees shall supervise the operation of the Foundation as delegated by the Board of Trustees and its Chairman and make suggestions on

policy matters concerning the operation of the Foundation to the Board of Trustees and its Chairman.

② In case of a vacancy in the post of the Chairman of the Board of Trustees or an accident that renders the Chairman of the Board of Trustees unable to perform his/her duties, the Vice Chairman shall act on his/her behalf until an Acting Chairman is designated pursuant to Article 23 of the Bylaws.

Article 7 (Trustees) ① The trustees shall attend the meetings of the Board of Trustees, deliberate on and determine matters concerning the operation of the Foundation, and handle matters delegated by the Board of Trustees or its Chairman as provided for in the Bylaws and the Guidelines.

② Trustees may present their opinions on policy formulation by participating in a discussion held by the Board of Trustees, but shall not get individually involved in the University's administrative process.

Article 8 (President of the University) ① The President of the University shall be responsible for decision making and policy implementation concerning the operation of the University within the scope assigned by the Board of Trustees; the policy decisions and implementation must conform to the development goals of the Foundation and the major policies established by the Board of Trustees.

② The President of the University shall consult with the Chairman of the Board of Trustees regarding the items to be presented for deliberation or to be reported in a Board meeting as specified in the Bylaws and the Guidelines and other matters concerning the operation of the University, and submit his/her opinions to the Board of Trustees. In addition, the President of the University must have the Board of Trustees review and deliberate on the current issues of the University whenever necessary.

Chapter 3 Matters for Consideration by the Board of Trustees

Article 9 (Matters to be Presented for Consideration) ① The following are matters to be presented for deliberation by the Board of Trustees:

1. Matters concerning the budget, settlement of accounts, and loans of the Foundation and the acquisition, disposition, and management of its property
2. Matters concerning the amendment of the Bylaws
3. Matters concerning the merger or dissolution of the Foundation
4. Matters concerning the appointment and dismissal of a trustee
5. Matters concerning the appointment and dismissal of the President of the University and Faculty
6. Important matters concerning the management of the University established by the Foundation
7. Matters concerning any revenue-generating business
8. Other matters under the authority of the Board of Trustees pursuant to the laws or the Bylaws

② The following are the important matters concerning the management of the University as provided for in Clause 1, Item 6:

1. Any plan to change the University's organizational structure
 - A. Opening and closing of a department or a graduate school
 - B. Opening and closing of a special educational course
 - C. (Deleted September 7, 2016)
2. Any plan concerning the capacity management (faculty, staff, and students)
3. Basic plans concerning the construction of facilities (area, period, location, budget, etc.)
4. Campus master plan
5. Matters concerning the budget and accounts of the University (including the remuneration of University staff members, operating plans for tuitions and scholarship policies, and plans for raising the University Advancement Fund and the fundraising results for the Fund)
6. Amendments on major regulations related to Faculty Personnel Management and annual operating plans for faculty members
7. Other matters deemed necessary by the Chairman of the Board of Trustees (Amended

September 7, 2016)

Article 10 (Matters to be Reported) The following are matters to be reported to the Board of Trustees or a subcommittee pursuant to Article 3, Clause 3:

1. Mid- and long-term development plan for the University (academic affairs management, facility, research, financial affairs management, etc.)
2. Annual operating plan
3. Other matters deemed necessary by the Chairman of the Board of Trustees (Amended September 7, 2016)

Chapter 4 Meetings

Article 11 (Meeting Schedule) ① Regular Board meetings shall be held twice a year; special Board meetings may be held at any time in accordance with the Bylaws.

② A regular meeting of the Board of Trustees shall be held at least 40 days prior to the commencement of a fiscal year for budget planning and within two months after the end of a fiscal year for the settlement of accounts.

Article 12 (Meeting Location) The location of a meeting shall be determined by the Chairman of the Board of Trustees. However, at least one meeting each year shall be held in Pohang.

Article 13 (Submission of Agenda Items) ① Agenda items for a Board meeting shall be proposed by the Chairman of the Board of Trustees or other trustees.

② When a trustee other than the Chairman of the Board of Trustees wishes to put an item on the agenda, he/she shall submit the purpose and main contents of the item to the Chairman of the Board of Trustees through the head of the group in charge of Board meetings no later than 15 days prior to the meeting.

Article 14 (Meeting Notice) The head of the department in charge of Board meetings shall serve a notice of a Board meeting to each trustee pursuant to Article 29 of the Bylaws after confirming the date, location, and agenda items of the Board meeting with the approval of the Chairman of the Board of Trustees.

Article 15 (Explanation of Agenda Items) In principle, an agenda item to be considered in a meeting shall be explained by the trustee who has submitted the item; however, a staff member in charge of the related work may act on the trustee's behalf if necessary.

Article 16 (Urgent Matters) ① In case of urgent matters that cannot be deferred to a Board meeting to be called, the Chairman of the Board of Trustees may take necessary emergency measures.

② The matter for which an emergency measure has been taken pursuant to Clause 1 must be approved in the next Board meeting.

Article 17 (Preparation of the Minutes, etc.) ① The minutes of a Board meeting or a subcommittee meeting (hereinafter referred to as "minutes") shall be taken, and the Chairman of the Board of Trustees and the trustees in attendance shall put their seal or signature on them after confirming the content of the minutes.

② The original copy of the minutes shall be kept and managed by the department in charge of Board meetings.

③ The minutes may include discussions of matters other than the agenda items officially presented for deliberation; matters recorded in the minutes may apply per se as important principles of the operation of the Foundation.

Article 18 (Department in Charge of Board Meetings) ① The Management Support team in the head office of the Foundation shall be in charge of Board meetings.

② The head of the department in charge of Board meetings shall carry out the various works needed for the operation of the Board of Trustees with the approval of the Chairman of the Board of Trustees, including serving a notice of a Board meeting, preparation of the meeting venue, and

preparation and management of the minutes.

Chapter 5 Subcommittees

Article 19 (Establishment of Subcommittees) If there is a need, the Chairman of the Board of Trustees may establish and operate a subcommittee (hereinafter referred to as “committee”). (Amended September 7, 2016)

Article 20 (Operation) If a committee is established and operated, detailed matters concerning its operation shall be stipulated separately by the Chairman of the Board of Trustees.

Article 21 (Functions) (Deleted March 14, 2013)

Article 22 (Duties of the Chair of a Committee) (Deleted March 14, 2013)

Article 23 (Term of Office) (Deleted March 14, 2013)

Article 24 (Meeting) (Deleted March 14, 2013)

Article 25 (Secretary) (Deleted March 14, 2013)

Addendum

These regulations shall be established and take effect on August 1, 1981.

Addendum

These amended regulations shall take effect on March 1, 1983.

Addendum

These amended regulations shall take effect on February 1, 1996.

Addenda

- ① These amended guidelines shall take effect on June 25, 1997.
- ② Matters other than those provided for in these guidelines shall be governed by the provisions of the Bylaws and the relevant laws or customs.
- ③ Upon the enforcement of these guidelines, the “Regulations for the Subcommittees of the Board of Trustees” shall be revoked.
- ④ (Interim Measures for Subcommittees and Their Members) A subcommittee and its members which have been established and elected under the previous provisions at the time of the enforcement of these guidelines shall be deemed to have been established and elected, respectively, under these guidelines.

Addendum

These amended guidelines shall take effect on July 8, 1998.

Addendum

These amended guidelines shall take effect on March 14, 2013.

Addendum

These amended guidelines shall take effect on May 16, 2016

Addendum

These amended guidelines shall take effect on September 7, 2016