



University of Fort Hare  
*Together in Excellence*



University of Fort Hare  
**INSTITUTIONAL  
RULES**

## **Institutional Rules of the University of Fort Hare**

The following Rules are framed in terms of Section 32 of the Higher Education Act (Act 101 of 1997, as amended) and of the amended University of Fort Hare Institutional Statute as published in Government Gazette No. 43288 dated 8 May 2020. These rules give effect to the Institutional Statute.

### **Application of the Institutional Rules**

Unless otherwise stated in the Act, the Institutional Statute or in these Rules, the provisions listed in this document apply to all relevant aspects of University business.



## A NOTE ON UNIVERSITY GOVERNANCE

The governance<sup>1</sup> of the University is regulated by the Act and the Statute. The Act constitutes the principal legal framework for higher education institutions and provides for the establishment of the governance structures; among other offices and structures and as set out hereinafter, in all public higher education institutions, each with distinctive roles. The Institutional Statute is the governance instrument used to interpret the higher education policy into the governance practices of the University and gives effect to the Act.

Governance Structure	Role(s)
<b>Council</b>	Governs the University subject to the Act and Institutional Statute, has the final authority, and must act in the best interests of the Institution and the country.
<b>Senate</b>	Accountable to Council for regulating all learning, teaching, assessment, research and academic functions of the University and all other functions delegated or assigned to it by Council.
<b>Vice-Chancellor and MEC</b>	Accountable to the Council and is responsible for the management and administration of the Institution.
<b>Students Representative Council</b>	Accountable to the Student body/community, the Vice-Chancellor and Principal and the Council and represents students in all aspects of student life.
<b>Institutional Forum</b>	Accountable to and advises Council on certain issues affecting the Institution as delegated to it by Council, including those listed in the Act.

<sup>1</sup> The governance framework of the University is set out in Appendix A to these Rules.



The University strives to implement the principles and applicable practices of governance contained in the King IV Report published in 2016 by the IoDSA, and the appropriate recommendations contained in the King III Report on promoting good governance published in the Government Gazette 37726, 9 June 2014.

One of the recommendations in the Council on Higher Education's (CHE) policy report, entitled Promoting Good Governance in South African Higher Education, is that attention should be given to ways in which the principles of governance, as set out in both policy and legislation, are translated into day-to-day practice within individual institutions. Also recommended is that a Code of Governance should be developed within institutions, which typically includes the following –

1. “A statement of institutional values and principles, related to standards of behaviour and association,” this could be framed as an institutional Code of Ethics or Code of Conduct;
2. A general statement of the roles and responsibilities, rights, duties and obligations of different governance bodies and/or actors and stakeholder groups;
3. A broad outline of the flow of co-operative decision-making within the institution, including clear indications of mandatory and optional consultation situations, opportunities for participation and comment, and rules of consensus;
4. A statement of institutional view on the public trust role of structures of governance which includes statements on such issues as conflict of interest, personal liability, implications of recusal from decisions, guidelines on whistleblowing, expectations of time commitment, reward and recognition for participation in the governance process.”

**The areas outlined above are addressed by the University and elaborated in rules, standing orders and other University documentation.**



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## PART 1 – DEFINITIONS AND INTERPRETATION

In these Rules any word or expression to which a meaning has been assigned by the Higher Education Act, 1997 (Act No. 101 of 1997), and the Statute has the meaning so assigned to it, and, unless the context otherwise indicates.

Terms	Definition or Interpretation
<b>Academic Employee</b>	Any person appointed by the Council to a teaching or research post at the University and any other employee designated as such by the Council, and includes a person in this category who is serving a probationary period in terms of his or her contract of employment
<b>Act</b>	Higher Education Act, 1997 (Act No. 101 of 1997) as amended
<b>Ad hoc committee</b>	A committee that is established for a specific limited purpose and ceases to exist when its function is done (also called a Working or Task Group)
<b>Agenda</b>	A list of items to be discussed at a formal meeting
<b>Ballot</b>	Method of voting that ensures that all votes are cast in secret, so that the voter is not influenced by any other individual, and at the time of voting no one else knows who or what the voter chose
<b>Casting vote</b>	In instances where there is a tie of votes, the additional vote given to the Chair of a Committee
<b>Chairperson</b>	A person who is elected or appointed to Chair a Committee
<b>Chancellor</b>	The voluntary, titular head of the University
<b>Charter</b>	The document outlining the composition, principles, functions, competencies, capacities and organisation of a Committee with status of Institutional Rules
<b>Committee</b>	A group of people appointed to perform a specific remit assigned to it by the University and consisting of members drawn from a larger group
<b>Committee member</b>	A person elected or appointed into a Committee in terms of the Act, Statute or these Rules
<b>Council</b>	The highest governing body of the University
<b>Delegate</b>	A person or an entity entrusted with authority or power to be exercised on behalf of the delegating officer or entity
<b>Deliberative vote</b>	A vote given to a person because he/she is a member of a Committee



<b>Donor</b>	A person or entity who has made a donation, which, in the opinion of the Council, warrants that person being recognized as a Donor
<b>Election</b>	The formal process of selecting a person for office by voting
<b>Employee</b>	A person working for the University whose rights and duties of are defined in terms of these Rules and the law
<b>Ex officio member</b>	A person who has Committee membership by virtue of his or her position or office and has all the privileges of Committee membership, including the right to participate, make motions and to vote. In some committees the person is not obliged to participate in the proceedings of meetings, nor is such a member counted in determining the quorum.
<b>Executive Director</b>	A person performing managerial, administrative, and supervisory functions as executive head of a structure of the University
<b>Executive Management</b>	The executive personnel who collectively lead the University and comprise the Management Executive Committee
<b>Executive power</b>	The authority to make decisions and take action within a specific area
<b>Faculty</b>	A primary cluster of allied academic entities in a major field of knowledge. A Faculty can also mean the academic employees in a Faculty
<b>Faculty Board</b>	a board that has been delegated by Council to govern a Faculty and to regulate its activities
<b>In attendance</b>	a person who attends a meeting because of the position he or she holds, normally to be kept informed or to provide information, and who is neither a member nor entitled to vote
<b>Institutional Forum</b>	the advisory body to the Council required in terms of section 31 of the Act
<b>Minutes</b>	written record of what took place at a committee meeting and are final only upon confirmation at a subsequent meeting of a committee
<b>MEC</b>	Management Executive Committee, composed in terms of s21 of the Institutional Statute
<b>Motion</b>	a formal proposal for discussion and action
<b>Motion on Notice</b>	an important item of business, which requires prior notice before being moved at a meeting
<b>Mover</b>	the person who proposes a formal motion



<b>Proposer</b>	a member who moves a motion and puts forward arguments for it
<b>Proxy vote</b>	a vote whereby a member of a committee may delegate his or her voting power to a representative, to enable a vote in absence
<b>Quorum</b>	the minimum number of members who must be present at a meeting to allow proceedings to be validly and effectively conducted
<b>Ratification</b>	to confirm a decision that has been made in terms of a delegated authority
<b>Resolution</b>	a decision reached through a vote at formal meetings (that is; when a motion is passed)
<b>Returning Officer</b>	the person so appointed with the responsibility of overseeing an election
<b>Round Robin Resolution</b>	the taking of a resolution through correspondence, usually by e-mail and/or electronic circulation to members
<b>Seconder</b>	a committee member who formally seconds (supports) a motion moved by another member
<b>Secretariat note</b>	supplementary information that may be included in Minutes to provide Members with relevant information which was not available at the meeting, or to report on relevant activity since the meeting
<b>Sine die</b>	with no appointed date (frequently indefinitely)
<b>SRC</b>	the Students' Representative Council of the University, recognised in terms of s73 of the Institutional Statute
<b>Standing committee</b>	a Committee that has an indefinite term of existence
<b>Statute</b>	the Statute of the University of Fort Hare as contemplated in section 32 of the Act
<b>Student</b>	means any person registered at the University full-time or part-time for a qualification of the University or enrolled for any course or programme of instruction of the University which is recognized by the DHET: provided that a person so registered or enrolled, who is also a full-time or part-time employee of the University is not a student for the purpose of membership of the Council or the Senate
<b>Sub-committee</b>	a Committee that has been appointed by a larger Committee to undertake delegated functions and or responsibilities or a specified duty or task



<b>Terms of Reference</b>	define the specific task of a sub-committee, task group/team by a given date and are included in a Committee Charter
<b>the University</b>	the University of Fort Hare, established as a tertiary college in 1916 became a university in its own right in 1970
<b>University community</b>	all students and employees of the University, persons officially associated with the University, former students and alumni of the University, as well as invitees, visitors and guests
<b>Vice-Chancellor</b>	the Vice-Chancellor contemplated in sections 9 to 13 of the Statute and in section 30 of the Act.



## PART 2 – GENERAL PRINCIPLES WITH REGARD TO COMMITTEES

### 2.1 Composition of University Committees

Any person or body appointing a person, or nominating a candidate for election to the Council, the Senate, the Institutional Forum or a committee or a joint committee must have regard to the University's commitment to principles of equity in representation.

### 2.2 Confidentiality of meetings (including meeting proceedings and reports)

- 2.2.1 Committee meetings are considered closed to the extent that disclosure of any of their proceedings is prohibited by Chapter 4 of the Promotion of Access to Information Act No. 2 of 2000.
- 2.2.2 Committee members must keep confidential all information pertaining to matters dealt with by a committee – this includes all records of committee proceedings. Furthermore, maintaining confidentiality is one of the fiduciary responsibilities required of every committee member.

### 2.3 Decision-making at or by a Committee and joint action of members in that regard

- 2.3.1 When several individuals are appointed to arbitrate on University matters, then in the absence of provisions to the contrary, they must seek to reach sufficient consensus (either through discussion, failing which by voting), and present only one joint adjudication and/or action from the entire body.
- 2.3.2 Implicit in the concept of a committee is the doctrine of collective responsibility, meaning that the members are free to engage and participate in full and free discussion of a matter with the understanding that the final decision is unambiguously binding on the members. Each member of the committee is therefore obliged (whatever personal reservations the member may feel), to respect the group decision against any external contestation, without undermining the decision nor breaking committee confidentiality by identifying a member or members with whom the individual is at variance. If the committee performs well as a unit, the individual members can take credit for its success. Conversely, if the committee process is flawed due to the action(s) of any individual member(s), the committee must assume collective responsibility.
- 2.3.3 The entire committee is responsible for the sum of all its actions. Once the votes are cast and the decision made, every committee member must abide by the decision.



Should any member feel that the outcome is unfair, or wrong, or so repugnant to her or his principles the member is entitled to request that her or his dissent be recorded in the minutes. Alternatively, the member may resign from the committee, provided that such member is not an ex officio member of the committee.



## PART 3 – COUNCIL, SENATE, INSTITUTIONAL FORUM, CONVOCATION, SRC

### 3.1 Rules for Council, Senate, the Institutional Forum, Convocation, and SRC

- 3.1.1 Matters pertaining exclusively to the activities of the Council, Senate, the Institutional Forum, Convocation, and the SRC, which are not expressly prescribed by the Statute, are incorporated in the Charters (as Institutional Rules) of each of these Committees respectively.
- 3.1.2 The rules for the SRC are contained in the SRC Constitution.
- 3.1.3 Notwithstanding section 3.1.1 –
  - 3.1.3.1 the procedure for the election of members to Council, Senate, the Institutional Forum, and Convocation is, for practical considerations, included in Part 4 (General Rules Applicable to All Committees) of these Rules.
  - 3.1.3.2 the provisions relating to meetings (including ordinary, special, and extraordinary or emergency meetings) and other provisions (including Quorum stipulations, procedure at meetings and rulings by the Chairperson) applicable to Council, apply with the necessary changes to the meetings of the Committees listed below –
    - i) the Senate;
    - ii) the Institutional Forum;
    - iii) the Management Executive Committee; and
    - iv) the Convocation and the Executive Committee of Convocation.
- 3.1.4 The Registrar is responsible for the creation and continuous maintenance of a Record of Precedents, derived from decisions of Council and/or the Senate that interpret or nuance intended understandings of the Institutional Rules, so that subsequent, consistent decision-making is facilitated.
- 3.1.5 Additionally, when drafting an agenda, the Secretariat, guided by the Registrar, will cross-reference precedents when an agenda item requires decisions that are informed by earlier resolutions of the Council or the Senate.
- 3.1.6 The Record of Precedents must be available for access during all meetings of the Council or the Senate as appropriate.

### 3.2 Membership of Council, Senate, the Institutional Forum and Convocation

- 3.2.1 The provisions regarding the membership composition of Council, Senate, the Institutional Forum and Convocation and the Executive of Convocation are as described hereunder –



- 3.2.1.1 the Council, in section 27(1) of the Statute.
- 3.2.1.2 the Senate, in section 41 of the Statute.
- 3.2.1.3 the Institutional Forum, in section 50 of the Statute.
- 3.2.1.4 the Convocation, in section 58(1) of the Statute.
- 3.2.1.5 the Management Executive Committee, in section 21 of the Statute.
- 3.2.1.6 the office bearers and members who comprise the Executive Committee of Convocation, in section 59 of the Statute.

### **3.3 Terms of Office of members of Council, Senate, the Institutional Forum and Convocation**

The provisions regarding the term of office of Council, Senate, the Institutional Forum, and office bearers and members of the Executive Committee of the Convocation are as described hereunder-

- 3.3.1 The Council members serve for a period of four years in terms of section 30 of the Statute, except for:
  - 3.3.1.1 the Vice-Chancellor who by virtue of his or her position is *ex officio* a member a member of Council;
  - 3.3.1.2 the Deputy Vice-Chancellor, appointed by Council on the recommendation of the Management Executive Committee for a rotational annual period or such other duration agreed, as a member of Council; and
  - 3.3.1.3 the student representatives elected by the Students Representative Council in terms of sub-section 27(1)(b)(vi) of the Statute, who serve for the period defined in section 30(2) of the Statute.
- 3.3.2 The Senate comprises:
  - 3.3.2.1 mainly *ex officio* members who cease to serve as members of Senate when they retire or for other reasons vacate the position that entitles them to be members of Senate;
  - 3.3.2.2 the members who are elected to serve on the Senate in terms of section 41(1) sub-sections (j), (l) and (m) do so for periods of four years, and
  - 3.3.2.3 the elected representatives of the Senate on the Executive Committee in terms of section 47(2)(e) and (f) of the Statute serve for a term of office as determined in terms of section 47(5) of the Statute;
  - 3.3.2.4 the student representatives elected by the Students Representative Council in terms of sub-section 30(2) serve for a term of office that corresponds with the term of office of the SRC that appointed them.



3.3.3 The Institutional Forum members serve for a term of three years as defined in section 51(1) of the Statute, except for:

- 3.3.3.1 members appointed by the SRC who shall serve for a term of office that corresponds with the term of office of the SRC that appointed them;
- 3.3.3.2 student members co-opted in terms of section 50(1)(j) of the Statute, whose term of office will be for the academic year in which he or she is appointed.

3.3.4 The office bearers and members of the Executive Committee of the Convocation, as determined in sections 59(1) and 59(7) respectively of the Statute, serve for a four-year term of office.

#### **3.4 Termination of key Office Bearers**

Provisions are made elsewhere in this document for the termination of office bearers who are members of staff and members of structures created in terms of the Act and the Statute. In addition special provisions apply in respect of the following three key office-bearers-

##### **3.4.1 The Chancellor**

- 3.4.1.1 In the event that an allegation or allegations are made of impropriety and/or that the Chancellor has acted in a manner that brings the University into disrepute, the Council must:
  - i) establish a confidential commission of enquiry comprising a retired person who served as senior magistrate or senior advocate to establish the facts and to make a recommendation to the Council. Should the Chancellor elect to preempt the process by stepping down, the process terminates immediately;
  - ii) in the event that the enquiry occurs and the recommendation is that there is no case to answer, the Council chairperson must advise the Chancellor of the outcome and thereafter release a formal statement for appropriate distribution;
  - iii) in the event that the recommendation is that there is a *prima facie* case to be answered, the Council must appoint a retired judge, supported by one or two additional members, to serve as a confidential tribunal to determine the guilt or otherwise of the Chancellor to the Council;
  - iv) in the event that the finding of the tribunal absolves the Chancellor, the Council must instruct the chairperson to advise the Chancellor of the outcome and thereafter release a formal statement for appropriate



distribution;

v) in the event that the finding is one of guilt, the Council must terminate the period in office of the volunteer Chancellor. The chairperson must advise the Chancellor of the Council's resolution and thereafter release a formal statement for appropriate distribution.

### 3.4.2 The Chairperson of Council

3.4.2.1 In the event that an allegation or allegations are made of impropriety and/or that the Chairperson has acted in a manner that brings the University into disrepute, the issue must serve formally before Council at a special meeting, or at a regular meeting, where the first item of business is the matter in question. At such a meeting the Chairperson must vacate the chair and the Deputy Chairperson to preside, or, in her or his absence the Vice-Chancellor must preside to enable Council to appoint an external member as the acting Chairperson for the item.

3.4.2.2 The Chairperson is allowed to make a statement regarding the allegation and whether he or she intends denying the allegation or wishes to make some other declaration. The Chairperson must then excuse himself or herself from the chamber or be recused by the Deputy or acting Chairperson, until recalled after the item is dealt with.

3.4.2.3 Once the Chairperson leaves the chamber, the processes delineated in sections 3.4.1.1, with adaptations for the differences required in this instance, commence: provided that if the Council deems this appropriate, the Council may suspend the Chairperson pending the outcome of the process.

### 3.4.3 The Vice-Chancellor

3.4.3.1 The Vice-Chancellor is an employee of the University and is subject to the disciplinary provisions for employees, including those of termination.

3.4.3.2 In addition, as the *ex officio* Chairperson of the Senate, and as an *ex officio* member of Council, the Vice-Chancellor is accountable to these two statutory governance structures. If there is a vote of no confidence in the Vice-Chancellor passed with a 67% or greater majority and / or a comparable vote of no confidence passed in the Council: and provided the meeting/s is/are quorate, the trust relationship of the employee with the University is deemed to have been broken, and the services of the Vice-Chancellor are thereby terminated, with the right of appeal in accordance with internal appeal processes of the University and, failing that, labour legislation.



## PART 4 – GENERAL RULES APPLICABLE TO ALL COMMITTEES

The provisions contained in *Rules and Standard Operating Procedures for Committees of Council and Senate* are Institutional Rules, and are attached for ease of access as Appendix D. In addition, the provisions listed from paragraphs A to D hereunder apply to all Committees. Where these provisions are at variance with those reflected in Appendix D, the *Rules and Standard Operating Procedures for Committees of Council and Senate* take precedence.

- A. In principle the committees of the University meet physically. During the 2020 Covid-19 induced State of Disaster, the University committees met in virtual meetings, using encrypted meeting software. This arrangement must continue especially as a cost-containment mechanism.
- B. In any one calendar year, where a committee meets twice or more per annum at least half of the meetings must be face-to-face where this is possible. This applies to all committees that are constituted by members who work or reside in places remote from the seats of the University campuses.
- C. The Rules of Meetings delineated in this document apply *mutatis mutandis* to electronically-enabled meetings. In particular, arrangements must comply with the provisions of Rule 4.3.3.
- D. The Registrar must ensure that Chairpersons are trained in the use of the selected software, in particular regarding the admission to a meeting of only those entitled to have access, and the need for and methods used to rotate and member participation in discussion.

### 4.1 Committee Charters

4.1.1 All Committees must have a Charter, approved by the relevant commissioning body, which specifies the name, purpose, structure, authority and operation of the committee, as follows:

#### 4.1.1.1 Terms of Reference of the Committee –

- i) the overall purpose of the Committee (terms of reference);
- ii) the Committee's status, including any authorised delegation of authority it has, and from which Committee(s) it receives and to which Committee(s) it refers recommendations;
- iii) the composition (see also sections 4.7 regarding *ex officio* membership);
- iv) the election or appointment procedures and terms of office;



- v) the Quorum;
- vi) minimum number or frequency of meetings, including the scheduling, re-scheduling and cancellation of meetings; and

#### 4.1.1.2 **Operation of the Committee –**

- i) processes and timeframes for the compilation and distribution of agendas and minutes;
- ii) procedures for special, extraordinary or emergency meetings;
- iii) functions or agenda items to be considered at specific meetings; and
- iv) other relevant meeting procedures and their alignment with the provisions of the Statute.

#### 4.1.2 The Charter of a Committee shall be approved as follows –

4.1.2.1 the Terms of Reference should be approved by its commissioning body.

4.1.2.2 the operational procedures should be approved by the Committee.

4.1.3 If a matter is not specifically included in a Committee's Charter, these general rules and operating procedures apply.

4.1.4 The Terms of Reference in the Charter of a committee may be amended by the commissioning body at any time.

4.1.5 The Charter of each Committee must be reviewed at the end of the first year and thereafter every three years, provided that nothing in this section precludes the commissioning body from reviewing the Charter at any time if it is in the best interests of the work of the University.

## 4.2 Terms of Office

Notwithstanding Part 3 above –

4.2.1 Elected, appointed or co-opted members, except for the Council members who serve on the Senate, and the Students' representatives, serve a three-year staggered term of office.

4.2.2 Where members are appointed, elected or co-opted after the start of any three-year term the term of office of such a member will be for the remainder of that three-year term.

4.2.3 Should the remainder of the former member's term exceed twelve months from the date of the commencement of the vacancy, the term of office for this appointment will be regarded as a full term of office.

4.2.4 Should the remainder of the former member's term be less than or equal to twelve months from the date of the commencement of the vacancy, the member will



be eligible to serve additional terms of office of three years each up to a maximum of three terms, if reappointed, re-elected and/or so co-opted.

4.2.5 Students' representatives, elected by their constituencies within six weeks of the annual SRC election, hold office for a one-year period as follows –

4.2.5.1 members elected by the SRC hold office until the end of that SRC's term of office; and

4.2.5.2 where there are representatives from other student bodies, the provisions in the SRC Constitution will apply.

4.2.6 For all standing and joint committees of Senate and Council, and in order to achieve renewal and continuity of membership, where elected, appointed or co-opted members serve as part of a specific membership group on a committee, such membership group shall be divided, as far as possible, into two halves or approximations thereof, with-

4.2.6.1 one half (or the greater number) of the group serving an initial four-year term of office, commencing 1 January 2021 and ending on 31 December 2024;

4.2.6.2 the other half (or the lesser number) of the group serving a two-year term of office, commencing on 1 January 2021 and ending on 31 December 2022; and

4.2.6.3 any subsequent terms of office in each of the groups will be for four-year terms of office.

### 4.3 Quorum

4.3.1 For all the University Committees, a Quorum is a majority of members of a committee, excluding vacancies, provided that in the case of the Council, the perquisites contained in section 34(7) of the Statute are met. The Convocation is an exception and requires 100 members to be present to achieve a quorum with other stipulations contained in section 60 of the Statute.

4.3.2 Some committees may, in addition, require a minimum number of attendees of a particular category, for example, a representative from each Faculty;

4.3.3 When a member is unable to travel to a Council or Council Committee meeting, the member may, in terms of section 34(11) of the Statute, participate electronically and vote by text, direct to the Returning Officer, provided that –

4.3.3.1 every effort is made to use an encrypted software application selected by the Secretariat in consultation with the University communication technology specialist;

4.3.3.2 the Secretariat issues an instruction sheet detailing processes and



connectivity arrangements;

4.3.3.3 arrangements are instigated by the member at least 48 hours before the scheduled commencement time of the meeting;

4.3.3.4 the member has a mobile electronic device with agreed software for texting a vote as required;

4.3.3.5 in the event that the member is unable to be at a venue that is suitable for the connection, the member should record an apology; and

4.3.3.6 the Chairperson is briefed prior to the meeting about the arrangements made.

4.3.4 Should a quorum not be present at the start of the meeting, the Chairperson may, with the consent of those present, proceed with the meeting on the understanding that any decisions reached will be subject to ratification either later when a quorum is present, or at the next meeting at which a quorum is present, or by electronic Round Robin Resolution.

4.3.5 Should members leave while a meeting is in progress and the quorum be lost as a consequence, the procedures outlined in the preceding subsection 4.6.4. apply.

#### 4.4 Confidentiality

4.4.1 Committee members are not to disclose or discuss confidential information about the institution's matters with another person or entity, or use such information for their own purposes, unless express authority has been obtained from the University, on application to the University Registrar.

4.4.2 Members may not make statements to the media or to the public without prior authorisation from the Registrar.

4.4.3 Committee members must keep confidential all information pertaining to matters dealt with by a committee (as explained in Part 2 – General Principles with regard to Committees). This includes committee meeting minutes, agendas, reports to the committee and associated documents; and information contained in those documents.

4.4.4 The obligation to maintain confidentiality continues to apply even after a person ceases to be a member of the Committee.

4.4.5 If a request is made for access to one or more committee papers, the University Registrar may on a case-by-case basis resolve to provide access to the document/s. In considering this request, the University Registrar will take into consideration:

4.4.5.1 the importance of maintaining confidentiality to facilitate effective committee meetings;



4.4.5.2 the importance of complying with the law – including personal privacy and access to information laws - and recognising that the law from time to time, creates duties to disclose or protect information;

4.4.5.3 whether the person requesting the document is a member, and the important role of members in holding the committee accountable; and

4.4.5.4 the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

4.4.6 Any person who is not a member of the committee, but is duly authorised to be present at a committee meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.

#### **4.5 Conflicts of interest**

The provisions relating to conflicts of interest, as provided for in section 27(7) to 27(7D) of the Act apply, with any appropriate adaptations where necessary, to all University committees. For ease of access, these provisions are included as Appendix C to these Rules.

#### **4.6 Eligibility criteria of members**

4.6.1 Notwithstanding section 27(7) to 27(7D) of the Act –

4.6.1.1 The members of a Committee are persons –

- i) with knowledge and experience in fields relevant to the objects of the Committee and governance of the University and public higher education institutions, in general;
- ii) with credible standing in the community in which the University operates; and
- iii) with adequate capacity to diligently discharge their duties to the committee.

4.6.2 The commissioning body, with due regard to subsection 4.6.1.1, determines the relevant knowledge and experience required of the members to ensure the effective functioning of the committee.

4.6.3 Where a committee member is elected onto a Committee by a constituency, he/she serves in his/her personal capacity to act in the best interests of the University and not as a representative of the constituencies which elected him/her. Each member must voice the concerns or views of the constituency he or she represents. When casting a vote each member holds the best interest of the institution as the paramount consideration.



4.6.4 In the case of the Institutional Forum the constituent members speak on behalf of a specific sector. The collective advice given to Council must endeavour to reflect the consensus derived as well as any variances that need to be put to Council.

4.6.5 Any external person appointed as a member of a committee must, before he or she assumes office, declare –

- 4.6.5.1 any business, commercial or financial activities undertaken for financial gain that may cause a conflict or possible conflict of interest with the University;
- 4.6.5.2 whether he or she, has in the past, been involved in activities that could call into question his or her own reputation and/or damage the reputation of the University and the committee; and
- 4.6.5.3 he or she has, in terms of current work commitments and/or other commitments, the capacity to diligently discharge his or her duties to the committee.

## 4.7 *Ex Officio* Membership

4.7.1 The Vice-Chancellor, in terms of Section 9(5) of that Statute is –

- 4.7.1.1 an *ex officio* member of Council, Senate, the Executive Committee of Senate, the Institutional Forum and the Convocation;
- 4.7.1.2 an *ex officio* full member of the Executive Committee of Council and all other standing Committees of Council, except for the Human Resources and Remuneration Committee, and the Audit, Risk and Information Technology Committee where the Vice-Chancellor is a member without voting rights and must excuse himself or herself or be recused for matters wherein there is a perceived conflict of interest;
- 4.7.1.3 not a member of the structure that governs residences but the Vice-Chancellor has the *ex officio* right to be in attendance at its meetings;
- 4.7.1.4 an *ex officio* Committee Member of the Executive Committee of Convocation;
- 4.7.1.5 an *ex officio* member of all other standing and joint Committees of Senate.

4.7.2 The Deputy Vice-Chancellors, in terms of section 14(3) of the Statute-

- 4.7.2.1 *ex officio* members of all Senate Committees (unless Council determines otherwise), the Management Executive Committee, and Convocation;
- 4.7.2.2 members of Standing Committees of Council or of Joint Committees where the Charter of such Committee so stipulates;

4.7.3 In accordance with section 27(b) (ii) of the University's Statute, one Deputy Vice-Chancellor nominated by the Management Executive Committee and



appointed by the Council serves as a voting member of Council. The Deputy Vice-Chancellor so nominated may serve for the period in office of the incumbent, or a fixed period, or with the approval of Council, be rotated with another or the other Deputy Vice-Chancellors annually. The other members of the Management Executive Committee are required to attend Council meetings: they are not members of Council and have no voting rights.

## 4.8 Termination of membership

- 4.8.1 A person ceases to be a member of a committee if he or she –
  - 4.8.1.1 resigns by giving written notice to the Chairperson of the Committee;
  - 4.8.1.2 is absent from three consecutive ordinary meetings of the committee without prior apology for absence having been made to the Committee;
  - 4.8.1.3 is declared insolvent by a court of law;
  - 4.8.1.4 is removed from an office of trust by a court of law or is convicted of an offence for which the sentence is imprisonment without the option of a fine;
  - 4.8.1.5 is declared unable to attend to his or her personal affairs by a court of law; or
  - 4.8.1.6 ceases to be a member of the constituency which elected him or her to the committee, provided that the membership of a student ceases automatically when he or she ceases to be a registered Student.
- 4.8.2 A committee may suspend, take disciplinary action or terminate a member's membership in the manner prescribed in the charter of a committee.
- 4.8.3 Vacancies on a Committee as contemplated in sub-sections 4.8.1 and 4.8.2 are filled as prescribed in section 4.6.
- 4.8.4 In the event of a vacancy on Council for any reason, the Secretary to the Council must forthwith notify the constituency or entity that elected the member, requesting the constituency or entity to elect a successor to the Council.

## 4.9 Annual Performance Reviews of Council and other Committees

- 4.9.1 The Department of Higher Education and Training requires the Council to use current, prime governance categories as the basis of annual performance reviews.
- 4.9.2 The annual review must incorporate the following categories of good governance practice:
  - 4.9.2.1 strategic leadership, vision, mission, context, and transformation;
  - 4.9.2.2 governance of core functions of learning and teaching, assessment, research and community engagement;



4.9.2.3 governance of resources: financial, human, equipment and infrastructure, or the voluntary pursuit of best practices of governance identified in the *King IV Report* of the Institute of Directors in Southern Africa including the six capitals, namely –

- i) Financial Capital – aiming for best financial controls and oversight and the creation of at least a minimum ear-marked six-month operational reserve fund;
- ii) Manufactured Capital – capitalising on the development of third-stream income by the entrepreneurial development of concepts generated through applied and other forms of research;
- iii) Intellectual Capital – harnessing the capacities of academics and postgraduate students in the development of cutting edge learning and assessment materials based on policies, procedures, and systems which are underpinned by the University's values;
- iv) Human Resources Capital – expanding, developing and harnessing the combined knowledge of paid and volunteer individuals;
- v) Social and Relationship Capital – networking and relationship nurturing at all levels of governance, management, and broader social engagement;
- vi) Natural (physical) Capital – stimulating research and resulting applications to develop expertise and student commitment to the protection of natural resources and the ecosystem.

4.9.2.4 governance of institutional accountabilities including integrated reporting and appropriate disclosures to the relevant interested constituencies.

4.9.3 The efficacy of Council meetings and the conduct of business oversight through regular surveys of Council meeting by participants to assess the implementation of best meeting practices in face-to-face meetings.

4.9.4 Council must, in a meeting, annually review the overall performance of the Council (including its composition, organization, and execution of responsibilities) and determine action steps to improve its performance.

4.9.5 Council must each year determine which categories of Council membership must be subjected to annual personal assessment. Selected categories may include -

4.9.5.1 each member of Council in her or his personal capacity;

4.9.5.2 the Chairperson and/or Deputy Chairperson;

4.9.5.3 the Vice-Chancellor in respect of his or her success in working with



Council;

4.9.5.4 the Registrar as the Council Secretary in respect of his or her success in working with Council;

4.9.5.5 the extent to which the institutional support capacities required for the efficacy of the Council achieve their purposes;

4.9.5.6 the extent to which the representatives elected or nominated by constituencies as Council members achieve the need to contribute to proceedings in acting in the best interests of the University;

4.9.6 Council must simultaneously, when acting upon section 4.9.5, determine in what form the assessment must occur:

4.9.6.1 a personal, confidential, developmental, self-assessment;

4.9.6.2 a personal, developmental, self-assessment which is shared with the Chairperson or Deputy Chairperson for interactive exploration;

4.9.6.3 averaged personal assessments of each member of Council by all of the Council members, or by a group of Council office-bearers and/or members, who agree on a level of assessment for the identified members, with an agreed feedback process;

4.9.6.4 a summative assessment made by the Chairperson and the Deputy Chairperson and discussed privately with each member; or

4.9.6.5 such other form of assessment as may be determined by Council.

4.9.7 Alternatively Council, when acting upon section 4.9.5, may elect to appoint -

4.9.7.1 one or more task-team/s comprising: a human resources expert (who is a member of Council, or an in attendance human resources professional), and the Chairperson and/or the Deputy Chairperson for conducting annual performance reviews with –

i) each Member of Council

ii) the Vice-Chancellor

iii) the Registrar as Secretary of Council

iv) the Vice-Chancellor focusing on the institutional support capacities provided to Council

4.9.7.2 a separate task-team comprising: a human resources expert (who is a member of Council or an in attendance human resources professional) as the chair, the Vice-Chancellor, and a long-serving member of Council for conducting annual performance reviews with –

i) the Chairperson, and



- ii) the Deputy Chairperson.

## **PART 5 - COUNCIL ELECTIONS, APPOINTMENTS, CO-OPTION AND NOMINATIONS**

### **5.1 Council Members**

#### **5.1.1 Members appointed by the Minister**

- 5.1.1.1. The Registrar must notify the Minister whenever it becomes necessary for the Minister to appoint a member of the Council.
- 5.1.1.2. If a vacancy occurs during a member's term of office, the Registrar must invite the Minister to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

#### **5.1.2 Member nominated by the Eastern Cape Provincial Government**

- 5.1.2.1. The Registrar must notify the Office of the Premier of the Eastern Cape Provincial Government whenever it becomes necessary for the Eastern Cape Provincial Government to appoint a member of the Council.
- 5.1.2.2. If a vacancy occurs during a member's term of office, the Registrar must invite the Eastern Cape Provincial Government to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

#### **5.1.3 Member nominated by the Eastern Cape Provincial Executive Committee of the South African Local Government Association**

- 5.1.3.1. The Registrar must notify the Provincial Executive Officer of South African Local Government Association of the Eastern Cape (SALGA EC) whenever it becomes necessary for the Eastern Cape Provincial Executive Committee of SALGA EC to appoint a member of the Council.
- 5.1.3.2. If a vacancy occurs during a member's term of office, the Registrar must invite the Eastern Cape Provincial Executive Committee of SALGA EC to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

#### **5.1.4 Member of the donor community nominated by the University of Fort Hare Foundation**

- 5.1.4.1. The Registrar must notify the Chairperson of the Board of Trustees and the Director of the University of Fort Hare Foundation whenever it becomes necessary for the University of Fort Hare Foundation Trustees to nominate a member of the donor community to fill the position on the Council.
- 5.1.4.2. If a vacancy occurs during a member's term of office, the Registrar must invite the University of Fort Hare Foundation Trustees to fill the vacancy



from the donor community for the unexpired period of office, if this is longer than three months.

5.1.4.3. When the vacancy occurs because the term of office of the retiring member is nearing completion, nominations must be called for in writing and must be received by the Director of the University of Fort Hare Foundation by the date he or she specifies in the notice.

5.1.4.4. Two donors or two trustees must sign a nomination.

5.1.4.5. Each nomination must be accompanied by the written confirmation by the nominee that he or she accepts nomination, confirmation by the nominee that he or she will be able to attend meetings in Alice or East London, and a statement by him or her not exceeding two hundred words, summarising his or her curriculum vitae and candidature.

5.1.4.6. The Board of Trustees of the Fort Hare Foundation must consider the nominations received. If the Board receives only one eligible nomination, the Board declares the nominated person to be duly elected. If the Board receives more than one eligible nomination the Director must hold a ballot of the donors after publishing the statements of the candidates, the method of taking the ballot to be determined by the Council from time to time.

5.1.4.7. A retiring member is eligible for re-election.

#### **5.1.5 Student members elected by the Student Representative Council (SRC)**

5.1.5.1. The two members of Council elected by the SRC are determined in compliance with section 27(1)(b)(vi) and 29(3) of the Statute and in accordance with the constitution of the SRC.

5.1.5.2. The Registrar must notify the President of the SRC whenever it becomes necessary for the SRC to elect a member of the Council.

5.1.5.3. If a vacancy occurs during a member's term of office, the Registrar must invite the SRC to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

#### **5.1.6 Collective Competencies and Capacities for Council**

The following personal competency framework for council members must guide the appointments made in terms of section 5.1.7. Council members must collectively represent the following set of governance competencies. At least two to three council members should be able to demonstrate this competency at high levels of governance effectiveness. The majority of council members must collectively possess the majority of these competencies and capacities:



- a) A sound understanding of the higher education environment;
- b) Demonstrable ability to exercise fiduciary responsibilities without any self-interest;
- c) Commitment to the institution and its well-being;
- d) Solid grasp of strategic and other forms of institutional planning;
- e) Understanding of the funding environment of universities;
- f) Ability to analyse and interpret budgets and financial statements;
- g) Ability to re-prioritise institutional goals and targets in the light of changed circumstances;
- h) Understanding of the audit and risk context within which universities function;
- i) Grasp of the legislative and regulatory environment and general legal processes within which universities operate;
- j) Sound understanding of human resource systems and processes;
- k) Understanding of the role IT plays in all institutional facets;
- l) Experience in multiple project management;
- m) Ability to interpret changing social situations impacting on the University;
- n) Clear understanding of the distinction between governance and management in large institutions;
- o) Strong commitment to the development of young people;
- p) Commitment to contribute to and invest in public good;
- q) Grasp of facilities management and the broader building construction environment.
- r) Ability to function constructively in a collective environment;
- s) Ability to resolve conflicts and differences of opinions;
- t) Appreciation of, and commitment to, democratic processes;
- u) Track record in advancing public accountability.

#### 5.1.7 Members appointed by the Council

5.1.7.1. Based on the processes described in section 29 of the Statute and after consultation with the Institutional Forum, the Nominations and Governance Committee of Council must make recommendations to an ordinary meeting of the Council, and thereafter at its next ordinary meeting, or at an extraordinary meeting of Council, the Council must decide whether or not to appoint any person or persons so recommended.

5.1.7.2. If a vacancy occurs during a member's term of office, the



Nominations and Governance Committee of Council must, after consultation with the Institutional Forum, make a recommendation to an ordinary meeting of the Council, and the Council must decide whether or not to appoint any person so recommended to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

#### **5.1.8 Members co-opted by Council onto Council Committees**

5.1.8.1. If, in the opinion of the Council, the work delegated to any of its standing committees by the Council would be facilitated by the co-option of additional members as provided in Section 26(6) of the Statute, the Committee or the Chairperson of Council must make recommendations to an ordinary meeting of the Council, and at its next ordinary meeting the Council must decide whether or not to co-opt any person or persons so recommended who receive voting rights.

5.1.8.2. The term of office of co-opted committee members is determined by the Council at the time of election but may not exceed four years. A co-opted member may serve more than one term of office as a co-opted member.

### **5.2 Standing Committees of Council and Joint Committees of Senate and Council established in terms of Section 29 of the Act and section 24 of the Statute**

5.2.1 The Council may delegate or assign any of its powers and functions to –

- a committee of the Council;
- a member of the Council; or
- any officer of the University;

except that the Council may not delegate or assign any of the following powers and functions –

5.2.1.1 the appointment or reappointment of the Vice-Chancellor or of any Deputy Vice-Chancellor, the Registrar or any executive member of staff;

5.2.1.2 the approval of the annual operating and capital expenditure budgets;

5.2.1.3 the adoption of the annual financial statements and annual report;

5.2.1.4 the determination of the fees to be paid by students;

5.2.1.5 the making or approval of the Statute and Institutional Rules;

5.2.1.6 the approval of a loan or an overdraft;

5.2.1.7 the decision to embark on the construction of a permanent building or other immovable infrastructural development;



5.2.1.8 the purchase of immovable property, or entering into a long-term lease of immovable property; or

5.2.1.9 the establishment or disestablishment of faculties or departments, or comparable entities.

The Council remains responsible for the exercise and performance of any function so delegated or assigned.

### **5.2.1 Appointment of Standing Committee Members**

At the final ordinary meeting of each year, the recommendations of the Nomination and Governance Committee for membership of the Council standing committees, and for the appointees of Council on Joint Committees of Senate and Council, for the ensuing year, serve before Council for the Council to decide whether or not to appoint those so nominated as members.

### **5.2.2 Standing Committees**

The Statute requires Council, in section 36, to establish the following Standing Committees:

**5.2.2.1. an Executive Committee** which:

- i) acts for the Council whenever instructed to do so by Council;
- ii) in terms of Section 26(7) of the Statute, the Council may delegate selected functions or powers to the Executive Committee of the Council, the Vice-Chancellor or any employee, the Management Executive Committee or any structure of the University. All Council delegated functions and responsibilities that devolve to the Executive Committee must be reflected in the Delegation of Authority Framework, which Council reviews, and amends if necessary, on an annual basis, but at least every two years;
- iii) subject to section 5.2.1 of the Institutional Rules above, which delineates the non-delegable responsibilities of Council, the Executive Committee acts on behalf of Council in an emergency or in instances of major urgency;
- iv) appoints acting executive office-bearers when the staff member in question is absent for periods defined in the Statute.

**5.2.2.2. an Audit, Risk and Information Technology Committee;**

The functions of the Audit, Risk and Information Technology (IT) Committee are set out in detail in its charter. The primary functions are to ensure:

- i) good governance;



- ii) proper procedures and control for the safeguarding of assets and information;
- iii) good systems of internal control;
- iv) effective financial management and control of the finances of the University;
- v) effective management of operating systems, provision for IT continuity, and implementation of comprehensive data and IT risk management processes;
- vi) implementation of comprehensive risk identification and risk amelioration strategies across the University;
- vii) any delegated functions and responsibilities that the Committee devolves must be reflected in the Delegation of Authority Framework.

#### **5.2.2.3. a Finance and Procurement Committee;**

The functions of the Finance and Procurement Committee are set out in detail in its charter. The primary functions are to ensure that:

- i) finance and investment policies, and procurement policy, principles and procedures, laid down by Council, are ethically and efficaciously implemented;
- ii) to advise the Council on all financial matters;
- iii) procurement processes are meticulously fair, equitable, legally compliant and beyond reproach;
- iv) the Procurement Office or Division annually reviews the Declaration Forms and lists those entities (companies, closed corporations, trusts, partnerships, foundations, boards, governing bodies) in which a staff member or a Council or Committee member has an interest, and makes this list available.
- v) any delegated functions and responsibilities that the Committee devolves must be reflected in the Delegation of Authority Framework.

#### **5.2.2.4. a Human Resources and Remuneration Committee;**

The functions of the Human Resources and Remuneration Committee are set out in detail in its charter. The primary functions are to ensure:

- i) the appropriate implementation and management of Human Resources policies, principles and agreed best practices for the wellness and benefit of University employees, and that this occurs within a framework of legal compliance;



- ii) good governance as regards remuneration practices including the approval of mandates for remuneration increases; and
- iii) the development and annual review of appropriate remuneration packages for senior and executive management;
- iv) In terms of section 26(9) of the Statute, Council must adopt a framework governing taxable fees for external members of Council to prepare for, and attend, Council and Council Committee meetings or engagements, or for service as a Council representative on Senate or other University Committees. These fees must take into account that the University is a not for profit entity and receives no subsidy for such services. The submission of proposals regarding such fees are the responsibility of the Remuneration Committee and must be submitted annually to Council for approval;
- v) any delegated functions and responsibilities that the Committee devolves must be reflected in the Delegation of Authority Framework.

5.2.2.5. **a Strategic Planning and Resource Committee**, a joint committee of Council and Senate. The functions of the Strategic Planning and Resource Committee are set out in detail in its charter. The primary functions are to:

- i) serve as the primary source of advice to (i) the Council and (ii) the Vice-Chancellor on matters relating to the development and allocation of the resources of the University;
- ii) in consultation with the Senate and the Faculties, develop for endorsement by the Council, an annual planning, budgeting, performance evaluation and accountability cycle for the University;
- iii) serve as the primary source of advice to the Council on strategic planning issues, ensuring that the Council retains a current understanding of the strategic opportunities, priorities and risks confronting the University;
- iv) develop and maintain the University's Strategic Plan for endorsement and regular review by the Council;
- v) as part of the annual planning cycle, recommend to the Council draft operational priorities translating longer-term strategic planning into annual planning goals, targets and performance measures;
- vi) develop, for recommendation to the Council through its Finance and Procurement Committee, a draft annual University Budget based on the



- operational priorities endorsed by the Council;
- vii) provide the Council with a detailed annual assessment of the financial, educational, research and social engagement performance of the University against agreed goals and targets;
- viii) ensure that any delegated functions and responsibilities that the Committee devolves are reflected in the Delegation of Authority Framework.

#### 5.2.2.6. a Nomination and Governance Committee

The functions of the Nomination and Governance Committee are set out in detail in its charter. The primary functions are to ensure:

- i) that the nominations submitted to Council and Senate for appointment to their Standing Committees, Joint Committees and *Ad Hoc* Committees are made by applying the following criteria:
  - (a) retaining a balance between experienced members and the need for renewal within the membership by applying section 4.6.1 of these Institutional Rules;
  - (b) managing continuity of capacity by taking account of the membership competencies and capacities defined in each Committee's Charter;
  - (c) seeking to effect a gender balance in all committees;
  - (d) striving for equitable demographic representation in all committees.
- ii) The Committee must meet timeously each year after consulting with each Chairperson regarding the contributions of existing members and any membership imbalances.
- iii) The submissions must serve before the Council and Senate by their final meeting of each year.

5.2.2.7. as well as any other *ad hoc committee* which the Council deems necessary.

#### 5.2.3 Member Competencies and Capacities for Council Committees

5.2.3.1. Each committee established by Council requires a charter which has the status and force of the Institutional Rules.

5.2.3.2. Included in each charter must be the collective competencies and capacities needed for the particular committee to function effectively. The list of competencies and capacities may be selected from those defined for Council in section 5.1.6 and where appropriate augmented. As each committee of



Council performs fewer functions and duties than the Council, a Committee's collective set of competencies and capacities are normally more circumscribed.

#### 5.2.4 Joint committees

- 5.2.4.1. The Council and the Senate may, by resolution of each body concerned, establish joint committees, and appoint people to be members of them.
- 5.2.4.2. In addition to their members the Council and the Senate, may each agree to appoint any other person to a joint committee
- 5.2.4.3. Any joint committee may be disestablished by the Council and the membership of any person appointed to a joint committee may be terminated by the body which appointed him or her.
- 5.2.4.4. The Council may delegate or assign to a joint committee any of its powers and functions, other than those specified in section 5.2 above, but remains responsible for the performance of those powers and functions.
- 5.2.4.5. The Senate may delegate or assign to a joint committee any of its functions, but remains responsible for the performance of those functions.
- 5.2.4.6. The Institutional Forum may delegate or assign to a joint committee of Senate and Council, or of the Management Executive Committee and Senate any such of its advisory functions as are approved by both of the joint committee's commissioning bodies, but remains responsible for the performance of those advisory functions.
- 5.2.4.7. Any delegated functions and responsibilities that such a Joint Committee devolves must be reflected in the Delegation of Authority Framework.



## PART 6 - THE COUNCIL CODE OF CONDUCT

### 6.1 PREAMBLE:

A university's reputation matters, a great deal. It is an intangible precious asset that may take many years to build, but can be significantly damaged or even destroyed in a short period of time. A university's strong academic reputation makes it competitive in the global war for academic talent, attracting and retaining good academic staff and students. Highly skilled and strong managers and professional staff are attracted to an institution with a strong reputation. Publicly funded institutions, like the University of Fort Hare ("the University"), cannot only depend on Government funding to achieve their strategic objectives, but they need to attract support from other sources. An institution needs to establish strategic partnerships with other higher education institutions locally and globally, as well as organisations both in the public and private sectors.

A sine qua non for any institution to be successful in pursuing some of these strategies, is that it should enjoy a reputation for being a well-governed and a well-managed university. Graduates of an institution with a poor reputation in its governance, struggle to be competitive in the workplace; potential employers might have nagging doubts about the currency of the degrees awarded by such an institution.

The Council of the University of Fort Hare ("the Council") thus has a critical role to play in protecting and enhancing the reputation of the University; in the manner in which it discharges its legal and statutory responsibilities and in the manner in which the Council members conduct themselves in fulfilling their obligations. Potential benefactors of the University will be hesitant in investing and supporting an institution that is (even perceived as) unstable, indecisive, ungovernable and afflicted with perennial conflicts.

### 6.2 CODE OF CONDUCT:

The Council of the University of Fort Hare is constituted in terms of paragraph 27(4) of the Higher Education Act, No. 101 of 1997 as amended ("the Act"). Its membership is drawn from a diversity of constituencies as spelt out in Section 27 of Chapter 4 of the Statute of the University of Fort Hare ("the University Statute"), promulgated in terms of the Act and approved by the Minister of Higher Education, and Science and Technology and published in the Government Gazette No 43288 of 8 May 2020. The diversity of its membership should be one of its key strengths. Some of the members of Council may have years



of experience in serving on Boards of companies or University Councils while others may be new to serving on any governance structure. The cultures of private or commercial companies may differ significantly from those of universities. Staff and students at universities cherish, amongst other things, academic freedom and tend to challenge hierarchical top-down authority.

The Code of Conduct establishes a standard by which the Council members, collectively and individually, perform their roles and conduct themselves towards others. Its aim is to inspire Council members to aspire to the highest standards of professional and ethical conduct since the University staff, students and stakeholders and the wider community, both locally and elsewhere, expect the Council and its members to be above reproach and to adhere to high standards in performing their functions and discharging their responsibilities.

### 6.3 Responsibilities of Council

6.3.1 The Council of the University of Fort Hare's mandate is set out in Section 32 of the Act.

It is spelt out further under Section 26 of Chapter 4 of the University Statute. It is the governing body of the University, is responsible for ensuring that the University meets and fulfils all its legal and statutory obligations and has overall responsibility for all the affairs of the University. The Council recognises that, as a public higher education institution, in terms of Section 26(2) of the Act, the University has structures and offices like the senate, vice-chancellor, student representative council, institutional forum with their own legal and statutory functions and mandates. Although it is ultimately responsible for good governance and administration of the university, in fulfilling those duties and responsibilities, the Council recognises that academic decisions will be taken in consultation with (or with the concurrence of) the University Senate. The Institutional Forum advises Council on matters stipulated under Section 31(1)(a) of the Act and paragraph 49(1) of the Statute and where such advice is not accepted, Council is obliged to provide reasons in writing for not accepting the advice. Council determines the nature and scope of the University's social responsibilities and protects the institutional autonomy of the university; it upholds the academic freedom of the University and all the members of its community and it establishes an environment in which freedom of expression flourishes and debate and critical engagement are promoted.



6.3.2 In performing these tasks, the Council commits itself to:

- a) good governance, which includes transparency, responsiveness and accountability;
- b) the vision, mission and stated values of the University;
- c) governing in such a way as to enable the members of the University community to realise their full potential as academics, researchers, support staff and students;
- d) ensuring that all members of the University community are accorded their human dignity and are treated respectfully, fairly and that no group or individual's rights are placed above or below those of others.

## 6.4 Responsibilities of Council Members

6.4.1 The Code of Conduct applies to all members of Council and its Committees, including those that may be co-opted or may, from time to time, be invited to attend meetings of these structures. It covers their conduct at all times whilst acting in their official capacity while representing or speaking on behalf of the University of Fort Hare. It also covers improper conduct in their private capacity that may undermine, or perceived to be undermining, public confidence in the good name, the reputation or the integrity of the University. It does not apply to conduct that would ordinarily be considered to be of a purely private nature or which does not constitute an impediment to a Council member's ability to undertake their role as members of Council.

6.4.2 A Council member must act in compliance with his or her fiduciary duties and the duties of care, diligence and skill. There are four fundamental fiduciary duties:

- A. A member must not exceed the powers and authority vested in him or her by the law and the University's founding documents.
- B. A member may not exercise his or her powers and authority for a collateral or improper purpose.
- C. A member must exercise independent and unfettered discretion. This requires him or her to bring his own mind to bear on any issue using those skills and judgement he or she may possess.
- D. A member must declare and avoid conflicts of interest and avoid placing personal interests in conflict with the best interests of the University. A member must also account to the Council for any profits he or she may have earned due to his or her position on Council.

**\*Members are required to submit an annual conflict of interest**



**declaration to the Secretary of Council as set out in Appendix C.**

6.4.3 Specifically a member of Council must:

- a) act in the best interests of the University. This obligation must be observed over any duty a member may owe to those electing or appointing him or her.
- b) participate in the deliberations and decisions of Council with the object of promoting the best interests of the University, drawing on his or her knowledge and experience.
- c) act in good faith, honestly and for a proper purpose.
- d) exercise appropriate care and diligence in decision-making.
- e) preserve the dignity of Council and respect and abide by Council decisions.
- f) maintain confidentiality of Council deliberations.
- g) act in a financially responsible manner.
- h) ensure compliance with all matters prescribed by law.

6.4.4 When acting on behalf of the Council in either informal or formal activities, each Council member should adhere to the Council Code of Conduct. Council members shall, individually or collectively:

- a) spend as much time as is required to perform their duties (this will normally mean devoting more time over and above that required for attending Council meetings).
- b) attend and contribute to Council meetings, briefing sessions and planning sessions unless with good and compelling reason not to do so, and then by apology to the Secretary of Council.
- c) participate, when called on to serve on structures internally, and/or engage in discussions with external structures.
- d) prepare appropriately for all meetings of Council and those of Council Committees on which they serve. He/she shall critically read all agenda documents and proposals prior to each meeting.
- e) take collective responsibility for the efficient and effective use of Council time by, for example, contributing to debate freely and with confidence, but speaking concisely and forbearing to speak when they have no new or significant point to add.
- f) be respectful to each other's views, listening, assessing and evaluating them without prejudice.
- g) in their communication with other members of Council, be open and transparent and inclusive of all members.
- h) abide by the decisions of Council and support its policies once adopted by



Council irrespective of their own preferences or, where they have principled objections to such decisions or policies, to resign from Council.

- i) take advantage of the opportunities provided for induction; developing and maintaining a clear understanding of the role and purpose of the Council within the context of the changing nature of the University activities and an understanding of the political and social environment within which the University and its Council operates.
- j) participate in assessment exercises on the performance of the Council or that of any Committee of Council of which they are a member and undergo any further training recommended by the Chairperson of Council after such assessments.
- k) observe distinction e the between governance and management and should be careful not stray into areas and management issues which are rightfully reserved to the Vice-Chancellor and his/her Management Executive Committee.
- l) to request, through the Office of the Registrar, any University information they may need to fulfill their responsibilities or discharge their obligations.
- m) not improperly use their position as Council member to gain advantage for themselves or someone else or any other organisation or structure both within and external to the University.
- n) maintain confidentiality of Council deliberations, and all proprietary, strategic, sensitive and valuable information of the University entrusted to them, except when disclosure is authorized or legally mandated.

## 6.5 Freedom of Expression:

Section 15 of the Constitution of the Republic of South Africa states that “Everyone has the right to freedom of conscience, religion, thought, belief and opinion”. However, this right comes with the responsibility to respect the rights and reputations of others. Members of Council will, from time to time, contribute to public debate on political and social issues. However, where individuals express opinions that are not made in their capacity as members of the Council, they must not identify themselves in association with the University, the Council or an entity controlled by the University unless authorised to do so. Council members commenting publicly in a professional or expert capacity may identify themselves using their association with the University if authorised to do so, but must not represent their opinions as those of the Council, the University or an entity controlled by the University. Members may not use information or data that they have had access to as



members of Council, but which is not in the public domain, to make public statements that may damage the reputation of the University.

## 6.6 Breaches of the Code of Conduct

- 6.6.1 Breaches to the Code of Conduct are reported to the Nominations and Governance Committee of the Council which reports to the Council on the alleged breaches and recommends sanctions, if any, to be imposed by Council.
- 6.6.2 The Nominations and Governance Committee determines the procedure to investigate and consider alleged breaches of the Code of Conduct, which procedure must result in decisions which are lawful, reasonable and procedurally fair.
- 6.6.3 The Nominations and Governance Committee retain the right to consider breaches of the Code of Conduct in respect of the conduct of a member of Council at the time of his/her membership of Council but whose membership of Council may have consequently terminated.
- 6.6.4 Where a member of Council is an employee or student of the University, the normal student and staff disciplinary measures remain applicable in the event that their conduct also amounts to transgressions in terms of student or staff codes of conduct.
- 6.6.5 Where a contravention of the Code of Conduct has been established by due process, Council may issue a sanction in the form of a written or verbal warning by the Chairperson of the Council, a suspension from attending Council or Committee meetings, or make a recommendation to the relevant structure which nominated/elected the member that he/she be disqualified as a member of Council or a member of a Committee of Council. If an office bearer of the Council has been found guilty of the contravention of the Code of Conduct, they will be expected to resign their position and may be recommended for disqualification as a member of Council.



## PART 7 - SENATE

### 7.1. Deputy Chairperson of Senate

7.1.1. The Deputy Chairperson of Senate is elected from the ranks of the academic employees on Senate in accordance with the processes as set out in the Senate Charter and this Rule. When a vacancy occurs for a Deputy Chairperson of Senate, an election must be conducted at the commencement of the next Senate meeting, due notice having been included as an agenda item. Acting in terms of section 11.1 of these Rules, the Registrar in the capacity of Returning Officer calls for nominations from academic members of Senate, and announces that the election is to occur at the commencement of the next ordinary meeting of the Senate, preferably electronically or manually.

7.1.2. If there is only one eligible nominee, the Chairperson of Senate announces the name of the Deputy Chairperson.

7.1.3. The period of office is four years unless, the elected person's membership of Senate ceases prior to the end of that period.

7.1.4. A ballot paper or e-ballot is distributed listing all the eligible nominees.

7.1.5. The candidates excuse themselves from the meeting once they have cast their own votes.

7.1.6. If there are more than two candidates, the names of the two receiving the most number of votes are considered by applying the tie-resolution section 11.1.39. below.

7.1.7. In the event of a tie between three or more candidates, all of those names will be subjected to the single draw used in the tie-resolution process.

### 7.2. Members on Leave

Members of Senate on official travel, research or sabbatical leave of absence retain their membership of Senate, but do not attend meetings. Their membership is not counted, when calculating the required Senate quorum, for the duration of the leave. All heads of departments retain membership of faculty boards while on official travel, research or sabbatical leave of absence, but do not attend meetings. Their membership is discounted when calculating a quorum for board meetings. However, any person appointed to act in such a member's stead assumes membership of the committee.

### 7.3. Meetings

#### Statutory Meetings



- 7.3.1. In keeping with section 45(1) of the Statute, at least two ordinary meetings of the Senate must be held in each half of the academic year.
- 7.3.2. Ordinary meetings of Senate are on dates published in the University Calendar.
- 7.3.3. A written notice must be issued by the Registrar to each member at least seven days before any ordinary meeting, setting forth the time of the meeting and the matters to be considered.

### **Extraordinary, Special or Emergency Meetings**

- 7.3.4. An extraordinary, special or emergency meeting may be called by the Chairperson at any time, and must be called by him or her at the request in writing of at least five members of the Senate, the object of the meeting being stated in the requisition.
- 7.3.5. Not less than twenty-four hours' notice must normally be given of such a meeting.
- 7.3.6. Subject to any exceptions approved by the meeting, no matter other than that of which notice has been given shall be considered at such a meeting.

### **Order of Proceedings**

At ordinary meetings of Senate, the business must, unless Senate resolves to the contrary, be taken in the following order:

- 7.3.7. leave of absence from the meeting;
- 7.3.8. confirmation of minutes of the last ordinary meeting and of any extraordinary, special or emergency meeting subsequent thereto;
- 7.3.9. notice of any exceptional item of business not included on the written notice of the meeting and confirmation of the agenda;
- 7.3.10. matters arising out of the previous minutes;
- 7.3.11. Vice-Chancellor's written report on strategic and academic matters;
- 7.3.12. report of decisions of Council which affect the Senate;
- 7.3.13. reports of Senate committees;
- 7.3.14. motions of which notice has been given;
- 7.3.15. such additional items agreed in terms of sub-section 7.4.3.
- 7.3.16. adjournment or closure

### **7.4. Executive Committee of Senate**

- 7.4.1. The composition, term of office of elected members of Senate and statutory functions are contained in section 47 of the Statute.
- 7.4.2. The Executive Committee of Senate must act for Senate in those



matters delegated to it by Senate.

- 7.4.3. The Executive Committee of Senate must initiate business for the consideration of Senate and make recommendations thereon to Senate.
- 7.4.4. The Executive Committee of Senate must act in an advisory capacity to Senate.

## 7.5. Committees of Senate

### Rules of Order

- 7.5.1 The Vice-Chancellor and the Deputy Vice-Chancellors are *ex officio* members of all Senate Standing Committees, and have the power to nominate a person to represent them. Attendance at meetings will be at their own discretion.
- 7.5.2 The Registrar may be in attendance at any committee of Senate or of the Joint Committees of Senate and Council.
- 7.5.3 A Head of Department who is an *ex officio* member of a committee may nominate an alternate to represent him or her on that committee.
- 7.5.4 In cases where a Chairperson is not designated, the Vice-Chancellor may designate a member of the committee as Chairperson.
- 7.5.5 The Chairperson of a Senate-appointed committee shall, wherever possible, be a member of Senate, and thus in a position to present any committee report or proposal to Senate.
- 7.5.6 All Standing Committees of Senate have the power to co-opt additional members according to their needs.
- 7.5.7 In the event of a vacancy occurring in any Senate committee, the Senate may at its next meeting elect a member to fill it.
- 7.5.8 The Senate may appoint ad hoc committees for any purpose and the members thereof may be elected at any Senate meeting.
- 7.5.9 Unless specified otherwise, three members shall constitute a quorum for any committee of Senate.
- 7.5.10 In conducting their business, committees of Senate must, in the event of any dispute or disagreement, apply *mutatis mutandis*, the rules for meeting procedures set out in these institutional rules (see Part 10 – Meeting Procedures below).
- 7.5.11 Any delegated functions and responsibilities that any such Committee devolves must be reflected in the Delegation of Authority Framework.

### Faculty Boards

- 7.5.12 The Faculty Board of every Faculty is a standing committee of the Senate and is established in terms of the provisions contained in section 48 of the Statute,



and in the Senate endorsed and Council approved Charter, which has the status of Institutional Rules, for each Faculty Board.

7.5.13 The composition of each faculty board is as decided by the Senate from time to time, but in each faculty the composition of the faculty board must include –

- 7.5.13.1 the professors in the faculty;
- 7.5.13.2 the heads of departments in the faculty;
- 7.5.13.3 the permanent full-time associate professors, senior lecturers, lecturers and assistant lecturers in the faculty;
- 7.5.13.4 student representatives; and
- 7.5.13.5 in all instances where a home discipline from another Faculty does service-teaching for part of a qualification offered by that Faculty, the Dean of the service-rendering Faculty, or that Dean's nominee, is *ex officio* a member of the Faculty Board of the other Faculty

7.5.14 The dean of the faculty is the chairperson of his or her faculty board and presides at all meetings of the faculty board at which he or she is present.

7.5.15 In the absence of the dean, the acting dean presides, and in the absence of both, the faculty board must elect a member to preside at that meeting.

7.5.16 The faculty board -

- 7.5.16.1 is responsible to the Senate for organizing and controlling the learning and teaching, curricula, syllabuses, developmental and summative assessments, and research of the faculty;
- 7.5.16.2 to determine all matters pertaining to departmental substantive assessment requirements and to the finalization of all examination results provided that the results of doctoral examinations and the appointment of doctoral examiners continue to be subject to the approval of Senate;
- 7.5.16.3 must make proposals to the Senate for rules prescribing the requirements for each degree, diploma and certificate offered in the faculty, including the requirements for admission and readmission;
- 7.5.16.4 must advise the dean of the faculty on policy for resource allocation in the faculty;
- 7.5.16.5 must carry out such functions as the Senate delegates or assigns to it;
- 7.5.16.6 is accountable to the Senate for its work;
- 7.5.16.7 may by resolution establish sub-committees of the faculty, and may appoint as members of such sub-committees any people whether they are members of the faculty board or not; and



7.5.16.8 any delegated functions and responsibilities devolved to any such sub-committee must be reflected in the Delegation of Authority Framework.

7.5.17 The procedures at meetings of faculty boards are as decided by the Senate from time to time.

7.5.18 The quorum of a faculty board is as decided by senate from time to time but may not be less than one third of the total membership of the faculty board where the total membership is reduced by –

7.5.19 the number of those who are on approved leave at the date of the meeting; and

7.5.20 the number of those who have missed the last three ordinary meetings of the Board prior to the meeting in question.

7.5.21 Ordinary meetings are held on the dates decided by the Senate.

7.5.22 Special meetings must be held -

7.5.22.1 when called by the dean; or

7.5.22.2 when a written request for a special meeting, stating the object of the meeting, is received by the dean from at least 10 members of the faculty board.

7.5.23 The ruling of the chairperson on any question of order or procedure or information is binding unless immediately challenged by a member, in which case the chairperson must submit his or her ruling without discussion to the meeting, which decision is then final and binding.

7.5.24 If a faculty board wishes to conduct its own affairs in terms of its own rules, this requires that any amendment to or addition to the University general rules of proceeding or to that faculty board's own rules must continue to be presented to, and be approved, by Senate;

7.5.25 The faculty board determines which of its students, if any, should be excluded in terms of Rules of progression, provided that any student so excluded has the right of appeal to the Dean in the first instance, and subsequently to other office bearers or structures as laid down by the Senate and Council.

7.5.26 The Dean of the Faculty is empowered to resolve, in terms of that Faculty's rules, all matters already delegated to him or her by Senate, provided that the registration of students for a doctorate continues to be subject to the approval of Senate.

### **Powers of the Deans**

7.5.27 Inter alia, the Dean of a Faculty is empowered to take action in respect of the following:

7.5.27.1 approval of, and changes in, students' curricula;



- 7.5.27.2 credits from other universities and from other Faculties of the University;
- 7.5.27.3 extension of the validity of Due Performance certificates;
- 7.5.27.4 student admissions other than for doctoral candidates;
- 7.5.27.5 approval of examination results during university vacations;
- 7.5.27.6 approval of conditions of academic probation;
- 7.5.27.7 approval of award of aegrotat, supplementary or special examinations.

#### **Standing Committees of Senate**

- 7.5.28 Senate is entitled to set up Standing Committees, as provided for in Sections 46(1) and 46(2) of the University of Fort Hare Statute, each with its own charter approved by Council on the recommendation of Senate. Such charters become part of the Institutional Rules.
- 7.5.29 Senate may approve the creation of standing **Joint Committees of Senate and Council** in consultation with Council. Each such committee has its own charter that is agreed and approved by both Council and Senate. Such charters become part of the Institutional Rules.
- 7.5.30 Senate may also approve the establishment of **ad hoc committees**, or task teams, or project teams when required. Their composition and Terms of Reference must be determined from the outset, as must be their expected period of operation.

#### **Appointment to Standing Committees**

- 7.5.31 At the final ordinary meeting of each year, the recommendations of the Nomination and Governance Committee for membership of the Senate standing committees, and for the appointees of Senate on Joint Committees of Senate and Council, for the ensuing year, serve before Senate for the Senate to decide whether or not to appoint those so nominated as members.



## PART 8 - MANAGEMENT EXECUTIVE COMMITTEE

- 8.1. The Management Executive Committee (MEC) is established and composed in terms Section 21 of the Statute.
- 8.2. In terms of sections 24 and 25 of the Statute –
  - 8.2.1 the MEC may establish subcommittees to perform any of its functions.
  - 8.2.2 the MEC may, after consultation with the Senate, establish joint committees to perform functions that are common to the MEC and the Senate.
- 8.3 The composition, functions, meetings procedure and dissolution of a committee contemplated in subsections above will be detailed in each subcommittee's charter..
- 8.4 Such charters become part of the Institutional Rules. Any delegated functions and responsibilities that any such joint committee devolves must be reflected in the Delegation of Authority Framework.



## PART 9 – INSTITUTIONAL FORUM

The Statute provides detailed prerequisites regarding the structure, advisory purpose, operational processes, roles and responsibilities of office-bearers, and procedures in Sections 49 to 57. In addition, Sections 56(1) and 56(2) of the Statute provide for the establishment of committees by the Institutional Forum (IF) –

- 9.1. Should the IF deem it necessary to establish a committee, each such committee must have its own charter approved by Council on the recommendation of the IF. The charter must comply with sections 4.1, 4.2, and 4.4 of these Institutional Rules and its related provisions. Such a charter becomes part of the Institutional Rules once approved by Council.
- 9.2. Delegated functions and responsibilities, if any, that such a committee devolves must be reflected in the Delegation of Authority Framework.



## PART 10 - MEETING PROCEDURES

These procedures apply to the council, the senate, the institutional forum, convocation and all university committees.

### 10.1 Confirmation of minutes

The first action of each ordinary meeting, after being constituted, is to confirm, by the signature of the Chairperson, the minutes of the last preceding ordinary meeting, and of any extraordinary, special or emergency meetings held subsequently.

### 10.2 Objections or amendments to the minutes

Objections or amendments must be raised and decided before such confirmation. No motion or discussion must be allowed upon minutes, except as to their accuracy.

### 10.3 Speaking to motions

Without the permission of the Chairperson, a member may not speak more than once on any motion or proposed amendment to a motion, but the mover of the motion or amendment may reply as needed.

### 10.4 Withdrawal of motion

A motion or amendment must be seconded, and, if so directed by the Chairperson, be in writing, and no motion or amendment may be withdrawn without the consent of the proposer, the seconder and the meeting.

### 10.5 Motions to rescind or amend resolutions

Notice of any motion to make, amend or rescind a Statute or Rule, or to amend or rescind a previous resolution of the meeting, must be given at the meeting previous to that at which it is to be moved: provided that in the case of Senate, no such notice is required if the proposal to make, amend or rescind a previous resolution of the Senate, has been made by a Senate committee, and provided further that the relevant excerpt of the minutes of that meeting of the committee, at which the proposal was adopted, have been issued in time to have been received by the members of Senate, at least two days before the meeting at which the matter is to be discussed.

### 10.6 Voting

- 10.6.1 Subject to any provisions in these Rules to the contrary, all questions must be decided by the majority of votes of the members present and voting.
- 10.6.2 On every question the Chairperson has a deliberative vote, and in the case of an equality in the number of votes, also a casting vote.



10.6.3 The number of members voting for or against any motion shall be recorded in the minutes, if so decided by the meeting, and, at the request of any member, the Chairperson shall direct that the vote of such member be likewise recorded.

## 10.7 RULINGS OF CHAIRPERSON

The ruling of the Chairperson on any question of order or procedure or point of information is binding unless immediately challenged by a member, in which case the ruling is submitted without discussion to the meeting, whose decision is final.

## 10.8 Undisclosed business

10.8.1 When an item of business, not disclosed on the written notice of an ordinary meeting, is introduced, voting on such item may only take place at least one hour after its introduction, unless the meeting agrees by recorded vote to the contrary.

10.8.2 At an extraordinary, special or emergency meeting, no business other than that of which notice has been given is transacted, unless agreed to by the meeting.

## 10.9 Waiver of rules

The meeting may, by a vote of two-thirds of the members present at any duly constituted meeting, approve of an exception to any of the rules pertaining to meeting procedures.

## 10.10 Confidentiality

Minutes may contain restricted sections in which confidential resolutions, such as those relating to individual students or employees, are recorded. This Rule must be read in conjunction with Rule 10.11.8 below.

## 10.11 Conduct of meetings

10.11.1. Any member may bring any matter before a meeting by submitting a written motion to the Registrar at least seven days before the meeting at which it is to be discussed.

10.11.2. Whenever an amendment is duly moved and seconded, that amendment, or the latest (if several amendments are moved and seconded) must first be voted on. If there is a majority in favour of the amendment, the original motion is lost. The amendment then becomes the substantive motion. An amendment to this amended version of the original (now the substantive motion) may be moved. Any amendment to the original motion not yet voted on which can, with the necessary changes, be treated as an amendment to the now substantive motion is voted on in order of priority, the later preceding the earlier. When no further amendment is offered to an amended motion, the amended motion, which has become the



substantive motion, is voted on as the substantive motion in order to discover whether a majority prefer it to the *status quo*.

- 10.11.3. Voting shall take place by a show of hands, unless a member requests, or the Chairperson directs, that a ballot shall be taken.
- 10.11.4. Members must address the Chairperson and, in the case of Senate, remain standing while speaking, and may not, without the permission of the Chairperson, speak for more than seven consecutive minutes.
- 10.11.5. If two or more members simultaneously address the Chairperson, the Chairperson shall decide the order of precedence.
- 10.11.6. All questions put to the meeting by members of the meeting must be put through the Chairperson who may decline to put any questions.
- 10.11.7. No decision of a meeting shall be debated within six months of such decision being taken, except with the permission of two-thirds of the members of the meeting present at the time of voting, or the majority of the total membership of the body, whichever is the greater.
- 10.11.8. It shall be open for any member of a meeting to move that the subject under discussion shall be dealt with in-camera, and, if seconded, such motion shall be put without further discussion. If the matter is dealt with in-camera, the provisions of Rule 10.3 above shall not apply. In-camera discussions should be limited to confidential matters. The need for confidentiality may arise from legal requirements under privacy or other legislation. It may result from the need to protect the legitimate business interests of the University. This Rule must be read in conjunction with Rule 10.10 above.
- 10.11.9. Whenever in the opinion of any member a matter has been sufficiently discussed that member may:
  - 10.11.9.1. move that the question be now put; or
  - 10.11.9.2. move that the Senate proceed to the next item of business on the agenda.
  - 10.11.9.3. either motion, if seconded, shall be put to the vote without further discussion or amendment.
  - 10.11.9.4. if the latter motion is carried, the matter under discussion shall not be further discussed at that meeting, and may not be raised again at any subsequent meeting except by way of a fresh notice of motion.





## PART 11 - ELECTION AND RESOLUTION VOTING PROCEDURES

The provisions listed in this section apply to all Committees, unless specified otherwise in these Rules.

### 11.1. ELECTION PROCEDURES

#### Returning Officer

11.1.1. an election referred to in section 11 of these Rules is to be conducted by the University Registrar, who is to be the Returning Officer for the election.

11.1.2. The Returning Officer may appoint a Deputy Returning Officer and delegate to the Deputy Returning Officer any one or more of the Returning Officer's powers and functions under these rules.

11.1.3. References to the Returning Officer will include the Deputy Returning Officer exercising the relevant powers or functions under delegation.

11.1.4. The Returning Officer may prescribe any necessary procedures or forms for the conduct of the election, provided they do not contradict these election procedures or any other instruments under which the election is conducted.

11.1.5. The Returning Officer's decision is final on all matters affecting the eligibility of candidates, the conduct and results of an election and such other matters as may from time to time affect the conduct of an election.

#### Eligibility

11.1.6. Notwithstanding sections 11.1.1 to 11.1.5, the eligibility criteria to stand for election and vote in an election must be as prescribed in any applicable rule or resolution of the Council, Senate, the Institutional Forum and/or the Convocation.

#### Timing of Elections

11.1.7. Elections to appoint members of committees, except for the SRC, are to be held at times as specified in these rules.

11.1.8. The election process will be conducted within the timeframes set out in the table below:

Body/Structure	Council and Senate	Institutional Forum and all other Committees



Event	Minimum number of working Days prior to Close of Ballot	
<b>Issue of Notice of Election and Call for Nominations</b>	35	15
<b>Closing Date for Nomination of Candidates</b>	21	5
<b>Notification by email (pursuant to section 11.1.30) to eligible Voters of Ballot details</b>	14	2
<b>Duration of Ballot (12:00-23:00)</b>		

## Notice of Elections

11.1.9. The Returning Officer must issue a notice. The notice must be:

- 11.1.9.1. published on the University website, and
- 11.1.9.2. published in such other places as the Returning Officer may determine.

11.1.10. The notice must –

- 11.1.10.1. state that an election is to be held to fill the position or positions concerned;
- 11.1.10.2. specify the time and date appointed for the conduct of the election;
- 11.1.10.3. invite eligible persons to be nominated to be a candidate for the election;
- 11.1.10.4. specify the way in which nominations are to be made;
- 11.1.10.5. specify the date and time by which nominations must reach the Returning Officer as set out in section 11.1.8 of these rules;
- 11.1.10.6. state how voters may cast a vote;
- 11.1.10.7. give details of the number of positions to be filled and of their respective terms, and
- 11.1.10.8. contain such other information relating to the election as the Returning Officer may determine.

## Nominations

11.1.11 Nominations are made by sending or delivering a nomination in the form prescribed to the Returning Officer no later than the time and date specified in the notice.

11.1.12. A nomination will not be valid unless it is received by the Returning Officer on or before the close of nominations.

11.1.13. A candidate must include with the nomination, a statement of not more than 150 words containing information that he or she wishes to supply regarding his



or her candidature ("Candidate Statement") and may include a recent photograph.

11.1.14. The Returning Officer may issue guidelines that regulate the conduct of candidates during an election period (being the period from the close of nominations to the close of ballot).

11.1.15. Each candidate must comply with any guidelines which are issued by the Returning Officer from time to time.

11.1.16. The Returning Officer may edit any Candidate Statement for the purpose of correcting obvious errors or to ensure that a Candidate Statement contains no more than 150 words.

11.1.17. The Returning Officer is to reject a nomination if satisfied that:

- 11.1.18.1. the nomination is not made in accordance with these rules; or
- 11.1.18.2. the person nominated is not eligible to be elected.

11.1.18. Prior to the expiration of the time for receiving nominations the Returning Officer must keep confidential information concerning particular nominations, but nothing in this section will prevent the Returning Officer from disclosing to the presiding member or officer of the relevant body whether sufficient nominations have been received.

11.1.19. A person may withdraw their nomination at any time prior to the date on which a notice under section 11.1.21.1 of these Rules is published.

### **Notification of Candidates**

11.1.20. As soon as feasible after the close of nominations, in such places and manner as the Returning Officer determines:

- 11.1.21.1. the Returning Officer will publish by notice a list of the candidates;
- 11.1.21.2. where the number of candidates in any electorate is the same as the number of vacancies, the Returning Officer will publish by notice a declaration that the candidates are duly elected;
- 11.1.21.3. where the number of candidates in any electorate exceeds the number of vacancies in that electorate, the Returning Officer will publish by notice the date upon which an election will be held.
- 11.1.21.4. where the number of candidates in any electorate is equal to or less than the number of vacancies, the Returning Officer will:
  - 11.1.21.4.1. publish by notice a declaration that all of the candidates are duly elected, and
  - 11.1.21.4.2. at the same time or after the publication of the notice referred to in the preceding section, publish by notice a declaration that the



persons appointed in accordance with rule are deemed to be duly elected.

- 11.1.21.5. where no, or insufficient, nominations are received in respect of an electorate, the Returning Officer must recommence with the process until such time as all the vacancies have been filled.
- 11.1.22. Where an election is required to be held, the Returning Officer will, in such manner as the Returning Officer determines:
  - 11.1.22.1. prepare a roll of eligible voters, for each relevant electorate, as at the close of nominations; and
  - 11.1.22.2. provide a list of the names on the relevant roll available for inspection by any person eligible to vote in the election during the period from the issuing of the notice until one day prior to the commencement of the ballot.
- 11.1.23. Notices –
  - 11.1.23.1. required under section 11.1.21.1 candidates may be published by way of e-mail notification.
  - 11.1.23.2. must specify the date of any election to be held.
  - 11.1.23.3. at the same time or after the publication of the notice referred to in section 11.1.21.1, publish by notice a declaration that the persons appointed in accordance with Rule 11.1.21.4. are deemed to be duly elected.

- 11.1.24. where no, or insufficient, nominations are received in respect of an electorate, the Returning Officer must recommence with the process until such time as all the vacancies have been filled.

### **Ballots**

- 11.1.25. Ballots are to be conducted manually or by way of an electronic voting platform, which has been approved for use by the Returning Officer, as stipulated below.
- 11.1.26. In these Rules, a reference to “Ballot Paper” includes, where the context requires, a document upon or through the medium of which a person may cast a vote.
- 11.1.27. The Returning Officer may approve the use of an electronic voting platform when he or she has received independent assurance from an appropriately qualified person that the platform:
  - 11.1.27.1. will provide a voter with instructions on how to vote;
  - 11.1.27.2. will allow a voter to indicate his or her choice of candidate(s);
  - 11.1.27.3. gives a voter an opportunity to correct any mistakes before submitting his or her vote;



- 11.1.27.4. will not allow a voter to make a vote other than on the formal ballot form;
- 11.1.27.5. will not allow any unauthorised person to find out how a particular voter cast his or her vote;
- 11.1.27.6. will not allow a voter to vote more than once for any ballot;
- 11.1.27.7. will only allow a voter to vote in an election for which he or she is eligible to vote, and
- 11.1.27.8. is designed to give the same result as would be obtained if the ballot were conducted by post or by personal voting.
- 11.1.28. The Returning Officer may from time to time commission a security and integrity review of an approved electronic voting platform
- 11.1.29. The order of candidates on the ballot paper is to be published in alphabetical order according to surname.
- 11.1.30. For an electronic ballot:
  - 11.1.30.1. each voter is to be emailed (in accordance with the provisions of section 11.1.21 of these rules) a notice detailing the nature of the election, a list of the candidates, and setting out instructions on how to access the electronic voting platform, as well as the closing date and time by which a vote may be submitted.
  - 11.1.30.2. the fact that a person whose name is on the relevant roll of the University did not receive the e-mail notice described in section 11.1.9 and 11.1.21.1. does not invalidate an election.
  - 11.1.30.3. each candidate statement, and a copy of any photograph supplied, must be published online and made accessible by means of a link included in the e-mail sent to each voter in accordance with section 11.1.21.1.
  - 11.1.30.4. the voter is to submit his or her vote in accordance with the instructions provided in the electronic voting platform.
- 11.1.31. All formal ballot papers received by the Returning Officer before the close of ballot are to be counted in the ballot.
- 11.1.32. No voter may vote more than once in any election.
- 11.1.33. No ballot paper will be issued or accepted after the close of ballot.

### **Procedure on close of Ballot**

- 11.1.34. As soon as feasible after the close of ballot, the Returning Officer is to count the votes and ascertain the results of the ballot in the manner set out below – for



an electronic ballot, the counting of votes may include the receipt of a report whereby the votes are calculated by electronic means

- 11.1.35. The Returning Officer is to reject and count as spoilt any form of ballot other than those cast using the official ballot paper, and votes on the official ballot paper will be counted.
- 11.1.36. a ballot paper will also be counted as a spoilt vote if:
  - 11.1.36.1. marked other than in accordance with the voting instructions accompanying the ballot paper;
  - 11.1.36.2. no vote for any candidate on the ballot paper has been indicated;
  - 11.1.36.3. votes for more candidates than are to be elected are indicated on the ballot paper.
- 11.1.37. The Returning Officer is to count the number of votes for each candidate.
- 11.1.38. The candidate(s) with the highest number of votes, being a number of candidate(s) equal to the number of positions to be filled, will be declared duly elected.
- 11.1.39. If an equity of votes between two or more candidates prevents the declaration of elected candidates, the Returning Officer must proceed as follows to bring to a closure the vote count:
  - 11.1.39.1. the names of those candidates who received an equal number of votes will be written on separate and similar slips of paper,
  - 11.1.39.2. to prevent identification the slips must be folded, mixed and drawn at random,
  - 11.1.39.3. the candidate whose name is drawn first will be declared duly elected, and
  - 11.1.39.4. this process is to continue until all remaining positions are filled.
- 11.1.40. The Returning Officer will announce the names of the successful candidate(s) to the University community.
- 11.1.41. The Returning Officer may, upon written request from a person standing for election and at her or his absolute discretion, provide written details of the outcome of the most recent vote.
- 11.1.42. The result of the count must, however, remain confidential until the declaration of the result of the ballot by the Returning Officer. The Returning Officer must not in any way disclose or aid in disclosing the manner in which any voter has voted.

## 11.2. Resolution voting procedures

### Voting on resolutions during meetings



## 11.2.1. In the event of a vote –

- 11.2.1.1. no member who has a conflict of interest in respect of the matter being voted upon, may take part in the vote, but must excuse himself or herself from the discussion of, and vote on, the matter, or be recused.
- 11.2.1.2. all members of a Committee with voting rights have a deliberative vote.
- 11.2.1.3. voting shall normally be by show of hands, and will only be a counted vote if it is not possible to judge whether there is a clear majority in favour of or opposed to a proposal or resolution; or, where the meeting venue is equipped with electronic voting equipment, voting proceeds electronically;
- 11.2.1.4. in exceptional circumstance, with the agreement of those present, voting may take place by secret written ballot;
- 11.2.1.5. changes to the charter of any committee requires a two-third majority of the relevant committee to make the recommendation to the next higher committee;
- 11.2.1.6. in all other cases unless explicitly provided for to the contrary, a simple majority of those present and voting must vote in favour of the proposal or resolution for it to be carried; and
- 11.2.1.7. the Chairperson shall have both a deliberative and a casting vote –;
  - i) in the event of a tie and the Chairperson has not yet cast his or her deliberative vote and then casts his or her vote, this vote will be a deliberative vote and not a casting vote.
  - ii) a casting vote may only be used by the Chairperson in the event of a tie and once the deliberative vote has been exercised.
  - iii) should the chairperson choose to exercise a casting vote, he or she must have used the deliberative vote at the same time that each committee member votes.

## 11.2.2. Proxy votes are not permitted.

## 11.2.3. Electronic Round Robin Resolutions –

- 11.2.3.1. may be used in order to ratify a decision made by an inquorate meeting of a committee, or to deal with proposals of an exceptional nature that cannot wait until the next meeting of a committee;
- 11.2.3.2. must be reported and recorded in minutes at the next meeting of the committee;



- 11.2.3.3. the Chairperson may direct that a matter be dealt with by Round Robin Resolution which occurs without discussion; however, should 20% of the members object to such a procedure, the Chairperson must call a special meeting;
- 11.2.3.4. in the case of Round Robin Resolution, failure to cast a vote within the given deadline will be recorded as an abstention; and
- 11.2.3.5. a simple majority of those voting in a Round Robin Resolution must vote in favour of the proposal or resolution for it to be carried.



## PART 12 – DELEGATION OF AUTHORITY FRAMEWORK

- The Council delegates the functions prescribed in the Delegations of Authority Framework, other than the non-delegable powers of Council and Council Committees, to the stipulated entities, committees, office-bearers, and employees by reference to their position descriptions.
- Learning, teaching, assessment, and research conducted under the University banner are governed, overseen or managed by Senate as part of the academic governance of the University.
- University entities, committees, officer-bearers and employees may engage in activities which are not covered by the Delegation of Authority Framework, if it is reasonable for them to infer that the University authorizes them to engage in those activities (for example, from statutory provisions, position descriptions, Terms of Reference, rules, policies, procedures, or guidelines).

### 12.1. Delegation

- 12.1.1. An act of delegation ordinarily relates to the office, or position, not to the individual in that position. Similarly, where a delegation is to an entity, by reference to the title of that body, it relates to the entity acting as a body, not to individual members within it.
- 12.1.2. A person duly appointed as a temporary or acting occupant of an office has the authority delegated to the position in which she or he is acting, unless otherwise specified in the Delegation of Authority Framework.
- 12.1.3. A delegation to a position or to an entity, if the position or the entity is abolished, has a change in name or a change in structure, is to be regarded as referring to the successor to the functions of that position or entity.
- 12.1.4. Unless the context requires otherwise or unless otherwise specified:
  - 12.1.4.1. a delegation applies only to the accountability area of the recipient of the delegation; and
  - 12.1.4.2. the power to approve includes the power to rescind, vary or terminate a delegation.
- 12.1.5. A specific or particular delegation prevails over a general delegation.
- 12.1.6. If the exercise of a function requires the exercise of some preliminary, incidental or ancillary administrative function, then the delegated authority extends to the exercise of that function.



- 12.1.7. In the event of any inconsistency between a policy approved by Council or a resolution of Council which predates the contents of the Delegation of Authority Framework, the latter prevails to the extent of the inconsistency.
- 12.1.8. A recipient of a delegation, who is ultimately subject to the direction and supervision of the Vice-Chancellor through established lines of accountability, is, in the exercise of delegations, also subject to the direction and supervision of those more senior than the recipient of that delegation in the lines of accountability.
- 12.1.9. Those more senior in the lines of accountability to the recipient of a delegation named in the Delegation of Authority Framework may also exercise that delegation, but only in accordance with its terms.
- 12.1.10. In exercising a function, the recipient of the delegation may seek appropriate advice in order to be properly informed. However, when exercising the delegated function, the recipient of the delegation must do so without any undue influence by any other entity, committee, officer or employee.
- 12.1.11. Delegating a function does not absolve the delegator from ultimate accountability for the function. Where the DOAF has made an office-bearer or a committee responsible for a function, the function may be performed on behalf of the officer or entity in question by a subordinate or assigned to an office, but the office-bearer or committee remains accountable. The recipient of a delegated responsibility may not, however, further delegate that responsibility.

## 12.2. Signing of documents

- 12.2.1. A delegate may sign any document, which is necessary to give effect to her or his function or authority, including a legally-binding agreement (other than deeds of rights, or those relating to property acquisitions or transfers or disposal as these are reserved powers of Council, in consultation with the Minister), except where the authority to execute is specifically delegated to others in the Delegation of Authority Framework, or where the type of agreement has also been otherwise circumscribed. If a recipient of delegation is a committee or other entity and the body has authority to execute a document, the document may be executed by:
  - 12.2.1.1. the chairperson or his or her nominee; or
  - 12.2.1.2. if there is no chairperson, a person whom the body resolves may execute the contract on behalf of the entity.
- 12.2.2. Notwithstanding the above, only employees and officers appointed under a formal Power of Attorney may execute deeds.

## 12.3. Calculating cost of a transaction



- 12.3.1. When exercising a delegated power, the financial limits imposed on the approval must not be exceeded.
- 12.3.2. In exercising a delegation with respect to a transaction, the delegate must estimate the cost of the transaction as a whole, over the term of the transaction. For the purpose of making this calculation, the following principles apply:
  - 12.3.2.1. a transaction must not be assessed in components or parts, such as instalments, tranches, or the cost of individual items;
  - 12.3.2.2. the total gross cost of the transaction (including all taxes and duties, or possible penalties and/or interest associated with processes) must be estimated; and
  - 12.3.2.3. no reduction may be made in respect of any set-off, trade-in or the like.

#### **12.4. Agents**

- 12.4.1. A delegate is permitted to authorise another officer or employee of the University to exercise his or her function as an agent for or on his or her behalf if it is impracticable for the recipient of the delegation to act otherwise than through others, subject to the following:
  - 12.4.1.1. the authorisation may be general or limited;
  - 12.4.1.2. the authority must be given in writing signed by the delegate and may be revoked in whole or in part in writing signed by the delegate;
  - 12.4.1.3. the agent must exercise the authority in accordance with any requirements stated in the Delegation of Authority Framework;
  - 12.4.1.4. the agent may, in exercise of that function, exercise any other administrative function that is preliminary, incidental or ancillary to the authorised function;
  - 12.4.1.5. the delegate remains responsible for ensuring that the authority is exercised properly by the agent;
  - 12.4.1.6. a function duly exercised by an agent is deemed to have been exercised by the delegate;
  - 12.4.1.7. if a particular officer or the holder of a particular office is authorised to perform the function:
    - i) the authorisation does not cease to have effect merely because the person who was the particular officer or the holder of a particular office when he or she was authorised to perform the function ceases to be that officer or hold that office; and
    - ii) the person for the time being occupying or acting in the office



concerned is taken to be the agent; and

- iii) the delegate may still perform a function even if he or she has appointed an agent to do so.

### **12.5. Conflict of interest**

- 12.5.1. A delegation or authority cannot be exercised where the delegate or agent has a conflict of interest. This includes, in particular, where the delegate or agent would obtain a personal benefit of some material kind.
- 12.5.2. In particular, delegates and agents must not approve matters including their own appointment, remuneration, payment or reimbursement, promotion, transfer or secondment, travel, absence or termination.
- 12.5.3. Further, delegates and agents must not approve matters relating to family members and/or others with whom they have a close personal relationship.
- 12.5.4. In the circumstances outlined in 12.5.1. to 12.5.3 the conflicted delegate or agent must refer the decision to his or her supervisor, and must not exercise the delegation or authority without the instruction and approval of his or her supervisor or line manager.

### **12.6. Reporting the Exercise of Delegations**

- 12.6.1 Committees of Council and Senate must report the exercise of delegated authorities to the next following Council meeting.
- 12.6.2 The Vice-Chancellor must periodically report to Council the exercise of at least the following delegations:
  - 12.6.2.1 application of University Policies;
  - 12.6.2.2 use of Power of Attorney (which may be limited by Council to certain delegations);
  - 12.6.2.3 participation or proposed participation by the University as a shareholder or member in any incorporated entity;
  - 12.6.2.4 authorised or intended acquisition and disposal of University property;
  - 12.6.2.5 significant actions taken under any other delegations; and
  - 12.6.2.6 the exercise of any authorities specified by Council.

### **12.7 Review of the Delegation of Authority Framework**

- 12.7.1 Every two years (in compliance with Section 26(7) of the Statute), or more frequently if required, Council must receive a final detailed review report and, where updated in terms of the review, an updated Delegation of Authority Framework, to be submitted through the Audit, Risk and Information Technology Committee, for approval.



### 12.7.2 Amendments to the Delegation of Authority Framework

12.7.2.1 Amendments to the Delegation of Authority Framework that are required within the two-year review period and which change the scope, intent or application of delegated functions must be referred to the Audit, Risk and Information Technology Committee or the Finance and Facilities Committee for recommendation to Council for its approval. Examples of such amendments include:

- i) new delegated functions;
- ii) changes to delegated functions; or
- iii) changes to financial delegation limits.

12.7.2.2 The Vice-Chancellor is authorised to approve minor amendments to the Delegation of Authority Framework arising from an approved management action: provided that these do not represent a substantive change to a delegation. Any such amendments must be reported to the Audit, Risk and Information Technology Committee. Examples of such amendments include:

- i) insertion of details of authorised agents in the relevant place/s in the Delegation of Authority Framework and changes to those details;
- ii) changes to the name of an office, faculty or unit; or
- iii) minor typographic corrections.

### 12.7.3 The Delegation of Authority Amendment Procedures

12.7.3.1 Delegation of Authority Amendment Procedures must outline the process for submitting proposals for amendments.

12.7.3.2 The Vice-Chancellor is authorised to approve the Delegation of Authority Amendment Procedures.

### 12.7.4 Maintenance and Version Control

12.7.4.1 The Registrar in consultation with legal compliance and finance officials must:

- i) maintain the Delegation of Authority Framework in an open access digital environment;
- ii) ensure the Delegation of Authority Framework is updated and contains appropriate version identification; and
- iii) maintain an amendment history of the Delegation of Authority Framework.



## PART 13 – APPOINTMENT, TERMINATION AND EXTENSION OF TERM OF OFFICE OF EXECUTIVE PERSONNEL

### 13.1. Appointment of the Vice-Chancellor

- 13.1.1. The appointment of a Vice-Chancellor occurs in compliance with the *Procedure for the Appointment of Vice Chancellor* as revised by the division of Human Resources from time to time and, with advice regarding its contents from the Institutional Forum, approved by the Council. This document has the status of Institutional Rules.
- 13.1.2. The Vice-Chancellor is appointed *inter alia* in terms of the Conditions of Service, policies, procedures, codes and rules of conduct and ethics, and is subject to the University's disciplinary procedures and any other proceedings (civil or criminal) as appropriate.

### 13.2. Appointment of the Deputy Vice-Chancellors, Registrar and Executive Directors

- 13.2.1. The appointment of these executive personnel occurs in compliance with the *Procedure for the Appointment of Executive Employees* as revised by the division of Human Resources from time to time and, with advice regarding its contents from the Institutional Forum, approved by the Council. This document has the status of Institutional Rules.
- 13.2.2. These employees are appointed *inter alia* in terms of the Conditions of Service, policies, procedures, codes and rules of conduct and ethics, and are subject to the University's disciplinary procedures and any other proceedings (civil or criminal) as appropriate.

### 13.3 Termination of office of the Vice-Chancellor

- 13.3.1 The Vice-Chancellor holds office for such period and upon such terms as the Council decides, subject to the maximum five-year limitation imposed by section 11(1) of the Statute, and any subsequent additional term of office.
- 13.3.2 The appointment may be terminated during the period of office by six months' notice on either side.
- 13.3.3 Any resolution of the Council to give notice must be taken at a quorate meeting of the Council and by a majority consisting of not less than 60% of all the members of the Council (excluding any vacancies on Council that may exist).

### 13.4 Discharge of a person employed in terms of sections 13.1 and 13.2 above

- 13.4.1 The Council may, after following due process as set out in the Institutional Rules, discharge an employee holding an executive position from office, at a



meeting or virtual meeting, by a vote with the support of 60% of all the members of the Council (excluding any vacancies on Council that may exist) on the following grounds:

- 13.4.1.1 operational requirements;
- 13.4.1.2 serious misconduct;
- 13.4.1.3 incapacity; or
- 13.4.1.4 persistent poor performance.

### **13.5 Additional term of office for executive personnel**

- 13.5.1 In terms of section 11(2) of the Statute, the Vice-Chancellor may be considered for a further term of office of up to five years.
- 13.5.2 If the incumbent was initially appointed for a five-year period, in terms of section 11(1), and the additional term of office is also for five years, then the total period in office amounts to the prescribed maximum total period of office of ten years. Should the initial period in office have been fewer than five years, a maximum further period in office would result in a total period in office of less than ten years.
- 13.5.3 In the case of Deputy Vice-Chancellors, the Registrar, and the Executive Directors, the additional term or terms in office combined with the initial contract period must not cumulatively exceed ten years.

#### **13.5.4 Steps in the reappointment procedure**

##### **13.5.4.1 Reappointment procedure: Vice-Chancellor**

- i) In the case of a possible reappointment of a Vice-Chancellor, unless Council decides otherwise beforehand, a shortened procedure may be followed, but only once.
- ii) The Chairperson of Council approaches the Vice-Chancellor twelve (12) months before the expiry of the term of the incumbent and asks if he or she wants to continue for a second term.
- iii) If the Vice-Chancellor wants to continue for a second term, he or she must submit the following documents to the Chairperson of Council:
  - i) a report pertaining to performance achieved during his/her current term.
  - ii) a vision statement for a possible second term.
  - iii) an updated detailed curriculum vitae.
- iv) The Chairperson of Council must submit all of the annual performance management summary reports held by the Chairperson with the Vice-Chancellor together with the documents



mentioned in sub-section 12.2.1., via the Human Resources and Remuneration Committee of Council for its recommendation, to Council for decision-making on whether the short procedure, or the standard procedure (as set out in the University of Fort Hare *Procedure for the Appointment of Vice Chancellor*) must be followed.

13.5.4.2 If Council decides on the short procedure, the following applies:

- i) The above mentioned documents must be presented by the Chairperson of Council (or her or his delegate) to the Senate and the Institutional Forum to vote on the reappointment of the incumbent.
- ii) The results of the votes are presented to Council.
- iii) If the candidate, with due allowance for the voting in Senate and the Institutional Forum, obtains a majority of members of Council present and voting, he or she is appointed for a further term, with a duration as decided by Council.
- iv) The Chairperson of Council informs the incumbent of the final decision.

13.5.4.3 Reappointment procedure: Deputy Vice-Chancellors, Registrar, and Executive Directors

- i) All of the steps outlined in section 13.5.4 are followed by the Vice-Chancellor in performing those steps assigned therein to the Chairperson of Council, in respect of the executives who all report direct to the Vice-Chancellor.
- ii) Where an Executive Director reports to another office bearer, the onus will be on that officer to request the Vice-Chancellor to implement the process accordingly for that incumbent.
- iii) The Chairperson of Council informs the incumbent of the final decision.



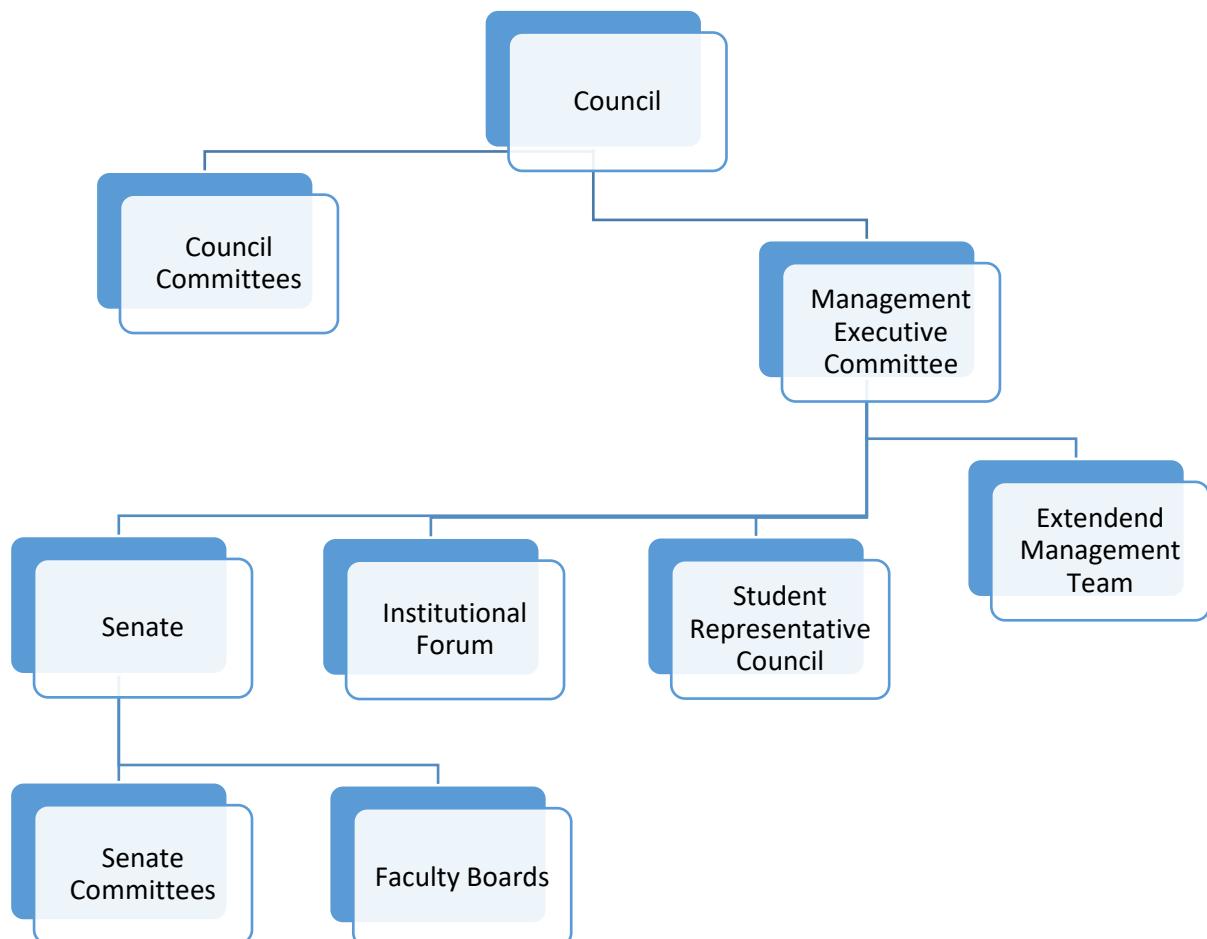
**APPENDIX A**

**GOVERNANCE FRAMEWORK**

**UNIVERSITY OF FORT HARE INSTITUTIONAL GOVERNANCE  
FRAMEWORK**

The governance of the University is regulated by the Higher Education Act, 1997 (as amended) and the Amended Institutional Statute 2020. The Act constitutes the principal legal framework for higher education institutions in South Africa and provides for the establishment of the governance structures; among other offices and structures and as set out hereinafter, each with distinctive roles. The Institutional Statute is the governance instrument used to interpret the higher education policy into the governance practices of the University and gives effect to the Act.





Governance Structure	Role and Accountability
<b>Council</b>	Governs the University subject to the Act and Institutional Statute and has the final authority.
<b>Council Committees</b>	Function as delegated by the Institutional Statute and Council and are accountable to Council.
<b>MEC</b>	Assists the VC in the management and administration of the University and is accountable to the VC and Council.



<b>EMT</b>	Assists the MEC in the management and administration of the University and is accountable to the MEC and Council.
<b>Senate</b>	Regulates all learning, teaching, assessment, research and academic functions and is accountable to Council.
<b>IF</b>	Advises Council on certain issues affecting the Institution and is accountable to Council.
<b>SRC</b>	Represents students in all aspects of student life and is accountable to the student body, the VC and Council.
<b>Senate Committees</b>	Function as delegated by Senate and are accountable to Senate.
<b>Faculty Boards</b>	Responsible for the monitoring and the oversight of teaching, learning, research, community engagement and are accountable to Senate.

- The full details of the roles, functions and powers of each of the structures in this document are available in the UFH Amended Institutional Statute 2020, the Institutional Rules, and the respective Charters (including the SRC Constitution).
- In the event of conflict between this document, any document referred to above and the Institutional Statute, the Institutional Statute takes precedence; provided that where there is a dispute as to whether there is indeed a conflict, whether due to interpretation or otherwise, Council shall make the final determination and take such steps as required.



**APPENDIX B****Excerpt from the Higher Education Act (No. 101 of 1997) as amended****CONFLICT AND DECLARATION OF INTEREST**

In terms of section 27(7)(a) to (e) and 27(7A) to (D) of the Higher Education Act, 1997 (Act No. 101 of 1997), a member of the Council who has a possible personal conflict of interest in respect to a matter on the agenda must disclose the nature of the interest to the Chairperson. The disclosure must be made immediately prior to the discussion of the relevant agenda item and must be recorded in the minutes of the meeting. The provisions of the Act read as follow –

27 (7) A member of a Council or a member of a committee of a Council -

- (a) must be a person with knowledge and experience relevant to the objects and governance of the public higher education institution concerned;
- (b) must participate in the deliberations of the Council in the best interests of the public higher education institution concerned;
- (c) must, before he or she assumes office, declare any business, commercial or financial activities undertaken for financial gain that may raise a conflict or a possible conflict of interest with the public higher education institution concerned;
- (d) may not place himself or herself under any financial or other obligation to any individual or organisation that might seek to influence the performance of any function of the Council; and
- (e)
  - (i) may not have a conflict of interest with the public higher education institution concerned;
  - (ii) may not have a direct or indirect financial, personal or other interest in any matter to be discussed at a meeting and which entails or may entail a conflict or possible conflict of interest with the public higher education institution concerned;
  - (iii) must, before the meeting and in writing, inform the Chairperson of that meeting of that conflict or possible conflict of interest.

(7A) Any person may, in writing, inform the Chairperson of a meeting, before the meeting, of a conflict or possible conflict of interest of a member of the



council with the public higher education institution concerned of which such person may be aware.

- (7B) A member referred to in subsections (7)(e) and (7A) is obliged to recuse himself or herself from the meeting during the discussion of the matter and the voting thereon.
- (7C) A committee of the Council with delegated functions in terms of section 68(2) may not take a decision on a matter considered by it if any member of the committee has a conflict of interest contemplated in this section.
- (7D) A member of the council or a member of a committee of the Council who contravenes subsection (7)(c), (d) or (e), (7A) or (7B), after Council has followed a due process, maybe –
  - (a) suspended from attending a meeting; or
  - (b) disqualified as a member of the Council or a member of a committee of the Council.



**APPENDIX C**

**Council Annual Conflicts of Interest Declaration Document**

**ANNUAL DISCLOSURE – MEMBERS OF COUNCIL**

**\*This form must be completed, signed and returned to the Secretary of Council in the manner  
prescribed by the Secretary**

- A.** The disclosures sought are in respect of the rules as set out in the Higher Education Act, 1997 as amended, the UFH Statute 2020, as amended, and the Council Code of Conduct 2020 (“the Rules”), pertaining to conflict of interest.
  
- B.** The Rules require that each member of Council must before he/she assumes office or at the first meeting of Council attended by him/her in each year of his/her period of tenure, submit to the Secretary of Council a declaration, for the information of Council, in which he/she declares any business, commercial or financial activities undertaken for financial gain that may raise a conflict or a possible conflict of interest on his/her part in the course of his/her participation in any activities of Council/University or associated with Council/University.

Pursuant to the Rules, which I acknowledge as having received and read,

I, \_\_\_\_\_ hereby declare the under-mentioned interests.

In each instance, the declaration concerns an interest which relates to a person or organisation (company, business, professional practice, firm, partnership, or the like) which is or may potentially, as far as I am aware of, become engaged in a business or professional relationship or transaction with the University.



**BUSINESS INTERESTS**

Name of Company	Type of business and nature of interest (e.g. director/sole owner or spouse of director/sole owner)	Date of registration with the company/acquisition or date of acceptance of office	Other information

**SHARES AND OTHER FINANCIAL INTERESTS**

Name of shares / other financial interests	Nature of shares/financial interests	Name of Company

**DIRECTORSHIPS AND PARTNERSHIPS, BOARD MEMBERSHIP/TRUSTEE**

Directorship/partnership, Board/close corporation membership/trustee	Type of business	Fiduciary capacity



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## CONSULTANCIES

Name	Type of business

## SPONSORSHIP

Name	Type of business

## BENEFITS

Source	Description

## FINANCIAL INTERESTS AND FIDUCIARY ROLES – MEMBERS OF YOUR IMMEDIATE FAMILY

Directorship/partnership, Board/close corporation membership/trustee	Type of financial interest/business	Fiduciary capacity

I hereby confirm that I have declared all interests whatsoever and that the above-mentioned is the true factual position at date of submission of this form. I also undertake to inform the University of any change in these interests at the earliest possible opportunity.

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_.

Signature \_\_\_\_\_



## APPENDIX D

### Rules and Standard Operating Procedures for Committees of Council and Senate

#### 1. COMMITTEE CHARTER

1.1 Each committee shall have a Charter, which specifies the name, purpose, structure, authority and operation of the committee, as follows:

##### 1.1.1 Constitution of the committee

- The overall purpose of the committee (terms of reference)
- Its status including what delegated authority it has and to which committee(s) it receives and refers recommendations
- Composition
- Election procedures and terms of office, if needed
- Quorum
- Minimum number/frequency of meetings

##### 1.1.2 Operation of the committee

- Processes and timeframes for the compilation and distribution of agendas and minutes
- Additional meetings
- Functions or agenda items to be considered at specific meetings
- Other relevant meeting procedures

1.2 The Charter of a committee shall be approved: Constitution – by its parent body; Operation – by the committee.

1.3 If a matter is not specifically included in the Charter, these general rules and operating procedures shall apply.

1.4 The Charter of each committee shall be reviewed every 3 years.

#### 2. QUORUM

2.1 For all university committees, a quorum is a majority of members of the committee, excluding vacancies. This is different to, and should not be stated as, 50%+1.

2.2 Some committees may, in addition, require a minimum number of attendees of a particular category, for example, a representative from each Faculty.



2.3 Should a quorum not be present at the start of the meeting the Chair may<sup>2</sup>, with the consent of those present, proceed with the meeting on the understanding that any decisions reached will be subject to ratification when a quorum is present, or at the next meeting at which a quorum is present, or by round robin.

2.4 Should members leave while a meeting is in progress and quorum be lost, the procedure outlined in 2.3 shall apply, unless attendance becomes, in the opinion of Chair, unreasonably low, in which case the meeting may not proceed.

### 3. VOTING

3.1 Decision making is based on the principle of sufficient consensus.

3.2 In the event of a vote:

- voting shall normally be by show of hands, and will only be a counted vote if it is not possible to judge whether there are more in favour of or opposed to a proposal;
- in exceptional circumstance, with the agreement of those present, voting may take place by secret ballot;
- changes in constitution of a committee require a  $\frac{2}{3}$  majority of the committee itself for recommendation to the next higher committee;
- in all other cases unless explicitly provided for to the contrary, a simple majority of those voting must vote in favour of the proposal/resolution for it to be carried;
- the Chair shall have both a deliberative and a casting vote.

3.3 Proxy votes are not permitted

3.4 Round robin voting may be used in order to ratify a decision made by an inquorate committee, or to deal with items of an exceptional nature that cannot wait until the next meeting of a committee. In such a case this must be reported for inclusion in the minutes at the next meeting of the committee. In cases where a round robin was not agreed at a constituted meeting, the Chair is required to establish agreement from the committee that the matter can be dealt with by round robin. All objections must be substantiated to the Chair, who will make the final decision on whether the round robin will proceed or a special meeting will be called. In the case of round robin voting, non-participation is recorded as an abstention.

### 4. MEMBERSHIP

4.1 The membership of each committee is defined in its Charter.

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<sup>2</sup> A Lewin, The Law Procedure and Conduct of Meetings in South Africa (5th edition)



4.2 The term of office of elected representatives shall be 3 years, unless otherwise specified in the committee Charter.

4.3 Those who are members of a committee by virtue of their position (*ex officio*), shall remain full members for as long as they are in office.

4.4 A designated alternate member should be elected for the representatives of a given constituency. The alternate member will receive the minutes of meetings, but will only attend the meeting in the event that a sitting representative is unable to attend. It is the responsibility of the sitting member to inform the alternate, timeously, if they are unable to attend, and to forward the agenda papers. Normally, the alternate will be the person carrying the next highest number of votes. In the event that a sitting member resigns during their term of office, s/he will automatically be replaced by the alternate, and a new alternate will be determined.

4.5 The Chair of Council is a member, *ex officio*, of all committees of Council except the Audit & Risk committee, and has exactly the same rights and privileges as other members of these committees.

4.6 The Vice-Chancellor is a member, *ex officio*, of all committees of Council and Senate, and has exactly the same rights and privileges as other members of these committees.

4.7 The Deputy Vice-Chancellor and Head of College is a member, *ex officio*, of the Boards of the constituent Faculties, and has exactly the same rights and privileges as other members of these Boards.

4.8 Where the constitution of a body makes provision for attendance of officers *ex officio*, and unless explicitly listed as a member of the committee in its Charter, an *ex officio* member is not counted in determining the quorum of the committee.

4.9 Where the Charter of a committee provides for members to be co-opted, the co-option of a member will be for a specified period which shall not exceed 3 years. Co-opted members shall have exactly the same rights and privileges as other members of the committee, and shall be counted in determining the quorum.

4.10 The Chair may invite persons who are not members to attend meetings, on the condition that they may participate in discussions but may not participate in decision making.

4.11 Members who miss two consecutive meetings shall be cautioned by the Chair, and the membership of those members who miss three consecutive meetings, without the sanction of the Chair, shall be investigated and reviewed by the Chair.



## 5. AGENDAS

- 5.1 For statutory committees and committees of Council & Senate<sup>3</sup>, the call for items for the agenda and for a report on the status of matters arising/pending, shall go out 3 weeks before the meeting.
- 5.2 Items for the agenda must be received 2 weeks prior to the meeting, with all associated documentation received 10 calendar days prior to the meeting. All documents should be submitted electronically to the committee officer, with a hard copy in addition if needed for purposes of reproduction.
- 5.3 The draft agenda will be sent to the Chair (or nominee) for approval before finalisation.
- 5.4 The agenda will be distributed to reach members 5-7 calendar days before the meeting.
- 5.5 Each document for the agenda must be prefaced with the approved cover page that indicates the route the document has taken and is expected to take, with dates and any key recommendations about the matter. The cover page must also indicate what decision is required of this committee, ie for noting; for consideration and recommendation to the next committee; for consideration and approval; for information; for ratification.
- 5.6 The agenda item must reflect the decision required and who will speak to the matter.
- 5.7 With the permission of the Chair, urgent items, which are not policy items, may be added to the agenda up to 72 hours before the meeting. Such items will be included in a supplementary agenda which is distributed electronically.
- 5.8 Agenda papers will consist of:
  - 5.8.1 The committee Charter and a list of the current members, followed by any documents required for the agenda.
  - 5.8.2 Agendas will normally be structured as follows:
    1. Opening and Welcome
    2. Attendance
    3. Confirmation of agenda
    4. Declaration of Interest
    5. Confirmation of minutes of previous meeting
    6. Chair's report (if applicable)
    7. Matters Arising from previous meetings
      - Action list – status of items
      - Pending list – status of items
      - *<list of any substantive matters arising from previous meetings>*

<sup>3</sup> Council has different timelines



8. Reports of subcommittees (if applicable)
9. New matters
10. Matters for routine approval or noting: Chair's circular
11. Date of next meeting

5.9 All agenda items that have served on previous agendas will include reference to the date/item of that agenda, and if appropriate, a brief chronology of the key elements of earlier discussions.

5.10A Chair's Circular may be distributed electronically 1 week prior to the meeting. This contains items for approval, ratification or noting such as confirmed minutes of meetings of subcommittees, routine items for approval that are likely to require no discussion together with a clear recommendation by the Chair, decisions made by subcommittees where such authority has been duly delegated, and matter of information. Should a member request that an item on the Chair's Circular be discussed by the full meeting, this must be conveyed to the Chair and Committee Officer, in writing, at least 48 hours prior to the meeting. The Committee Officer will inform the members.

## 6. ADDITIONAL MEETINGS

Three types of additional meetings are recognised:

### 6.1 Additional ordinary meetings

These meetings are held by agreement of the committee to conclude outstanding business or to deal with the volume of matters not dealt with at the scheduled meetings.

### 6.2 Special meetings

Special meetings are called to deal with urgent business and no business other than that for which the special meeting was called may be transacted at such meeting. They may be called at any time by the Chair, or at the request in writing of at least five members. The objective of the special meeting must be clearly stated in the request and at least 7 calendar days' notice must be given.

### 6.3 Emergency meetings

Emergency meetings are restricted to bodies responsible for specific operational decisions in times of crisis. The reason for an emergency meeting must be stated to members and no business other than that stated may be transacted at such meeting. An emergency meeting may be called by the Chair, or in his or her absence, by the Vice-Chancellor at any time, provided that members are given at least 24 hours' notice of such meeting. Notice of an emergency meeting may be given in any manner convenient under the circumstances.



## 7. RECORD OF THE MEETING

- 7.1 Minutes shall record a summary of events rather than a detailed record of every contribution. In particular, they must record all agreements and resolutions, with a clear statement of action to be taken where relevant, together with the person responsible and a timeframe for completion.
- 7.2 The arrival and departure of members of the committee shall be recorded in the minutes.
- 7.3 All meetings shall be recorded electronically.
- 7.4 Minutes shall be sent to the Chair (or nominee) for review within 5 working days of the meeting.
- 7.5 Minutes shall be distributed to members of the committee and others as specified in the Charter, within 10 working days of the meeting.
- 7.6 Action lists shall be distributed within 2 working days of the meeting.
- 7.7 Feedback on decisions taken at the meeting will be distributed to the relevant persons or bodies by the Committee Officer, within 10 calendar days of the meeting.
- 7.8 Confirmed minutes of meetings of Senate and its sub-committees will be posted on the innerweb, after personal references, where necessary, have been removed as directed by the Chair.

## 8. RESPONSIBILITIES OF THE CHAIR

- 8.1 The Chair shall conduct the meeting with the appropriate degree of formality: greater formality is needed with statutory and major committees, or where there is a large membership.
- 8.2 The role of the Chair is to manage the debate and not to overly influence the outcome.
- 8.3 At the end of each item, the Chair shall summarise what has been agreed, the wording of any resolutions and decisions taken, and who is responsible for any actions required, to ensure that all are in agreement.
- 8.4 Should the Chair have a conflict or personal interest in a matter being discussed, the chair should be relinquished to a member of the committee for the duration of that item.
- 8.5 The Chair shall review the draft agenda and return it, with amendments as appropriate, to the committee officer within 24 hours of the receipt of the agenda.
- 8.6 The Chair shall review the draft minutes and return them, with amendments as appropriate, to the committee officer within 3 working days of the receipt of the minutes.
- 8.7 The Chair, in conjunction with the Committee Officer, shall ensure that personal references, where necessary, are removed from approved minutes before their publication to the inner web.



## 9. RESPONSIBILITIES OF MEMBERS

- 9.1 Members are expected to conduct themselves in accordance with the University Committee Members Code of Conduct.
- 9.2 Apologies shall be submitted in writing, to the Chair and Committee Officer, tendering reasons for non-attendance.
- 9.3 Members are expected to prepare themselves thoroughly for the meeting, having read all documentation as agenda papers will be taken as read.
- 9.4 Members are expected to participate actively in the deliberations of the committee.
- 9.5 Members who represent constituencies on a committee should make every attempt to canvas the views of the constituency, where appropriate and with due regard to items of a sensitive nature, before the meeting. Likewise, such members should report back committee decisions to their constituency.

## 10. PROCEDURE OF MEETINGS

- 10.1 The composition, manner of election, functions, procedure at the meetings must be specified in the charter, and in the absence of such specification, the rules of procedure which govern Council (section 16 of the Statute) must apply *mutatis mutandis*.



## ACKNOWLEDGEMENTS

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