



## REFERENCES

- Britzius, O. 1991. *A Practical Guide to Meetings*. Durban: Butterworths.
- Hocking, D.R. 1999. *Understanding Meetings*. donaldh@ozemail.com.au.
- Ingram, R.T. 1995. *Effective Trusteeship: A Guide for Board members of Public Colleges and Universities*. Association of Governing Boards.
- Pearsall, J. (ed.). 2001. *Concise Oxford Dictionary*. Oxford: Oxford University Press.
- Sonnenfeld, J.A. 2002 'What Makes Great Boards Great'. Harvard Business Review, September 2002.
- King Report on Corporate Governance for South Africa – 2002. Institute of Directors in Southern Africa.
- Motivational Marketing Associates (1996). 'Meetings Guide'. www.mmaweb.com.
- National Center for Nonprofit Boards. 2001. *The Board Meeting Rescue Kit: 20 Ideas for Jumpstarting Your Board Meetings*.
- Technikon Free State. 2002. 'Concise Guide to Effective Meetings'.
- Technikon Witwatersrand. 'Committee Proceedings'.
- University of Pretoria. 'Manual for Meetings'.

## APPENDIX 1

### Council

The following is an extract from the Standard Institutional Statute, March 2002.

#### | Functions of Council

8. (1) Subject to the Act and this Statute the council governs the institution.
- (2) Without derogating from the generality of subparagraph (1), the council:
  - (a) makes rules for the institution;
  - (b) establishes the council committees and determines the composition and functions of each committee;
  - (c) establishes, in consultation with the senate, joint committees of the council and the senate to perform functions which are common to the council and the senate;
  - (d) appoints all employees of the institution, but, in the case of academic employees of the institution, it may do so only after consultation with the senate;
  - (e) determines the student admission policy of the institution, after consultation with the senate;

- (f) determines, with the approval of the senate, the entrance requirements in respect of particular higher education programmes, the number of students who may be admitted for a particular higher education programme and the manner of their selection, and the minimum requirements for readmission to study at the institution;
  - (g) may, with the approval of the senate, refuse readmission to a student who fails to satisfy the minimum requirements for readmission; and
  - (h) determines and provides student support services after consultation with the SRC.
- (3) Without derogating from the generality of subparagraph (1), the council:
- (a) makes the institutional Statute and any amendments thereto;
  - (b) appoints the senior management, as defined, of the institution;
  - (c) determines conditions of service, the disciplinary provisions and the privileges and functions of its employees, and may, in the manner set out in the disciplinary rules, suspend or dismiss any employee of the institution;
  - (d) may order an employee whom it has suspended to refrain from being on any premises under the control of the institution and to refrain from participating in any of the institution's activities or issue such other conditions as it may deem necessary;
  - (e) determines the language policy of the institution, after consultation with the senate;
  - (f) determines, after consultation with the senate, which academic structures are required and the functions of each structure, in order to ensure efficient governance;
  - (g) determines tuition fees, accommodation fees and

- any other fees payable by students as well as accommodation fees payable by employees;
- (h) approves the annual budget of the institution;
  - (i) may conclude a loan or overdraft agreement, subject to the proviso that the approval of the Minister is required whenever the aggregate of existing borrowings plus the new contemplated borrowing exceeds five per cent of the average income of the institution received during the two years immediately preceding such agreement; and
  - (j) may enter into an agreement for the construction of a permanent building or other immovable infra-structural development, the purchasing of immovable property or the long-term lease of immovable property, subject to the proviso that the approval of the Minister is required if the value of such development or property exceeds five per cent of the average income of the institution received during the two years immediately preceding the agreement.
- (4) Subject to Section 68 of the Act, the council may delegate any of the functions referred to in subparagraph (2), but the council may not delegate any of the functions referred to in subparagraph (3).
- (5) The council is not divested of responsibility for the performance of any function delegated or assigned under subparagraph (4).

## **| Composition of Council**

9. (1) The council, as contemplated in section 27 of the Act, consists of:
- (a) the principal;
  - (b) not more than two vice-principals;
  - (c) five persons appointed by the Minister;

- (d) two members of the senate elected by the senate;
  - (e) two academic employees of the institution elected by the academics
  - (f) two students, elected by the SRC;
  - (g) two non-academic employees elected by the non-academic employees;
  - (h) three members of the convocation elected by the convocation;
  - (i) ten members with a broad spectrum of competencies in the fields of education, business, finance, law, marketing, information technology and human-resource management appointed by the interim council; and
  - (j) such members as co-opted by the council.
- (2) At least 60 per cent of the members of the council must be persons who are not employed by, or students of, the institution and regard must be given to racial and gender representation on the council.
- (3) The council members must have knowledge and experience relevant to the objects and governance of the institution.
- (4) Except as provided in subparagraphs (1)(a), (b), (d), (e), (f) and (g):
- (a) no student or employee of the institution and no other person in receipt of regular remuneration from the institution is eligible for appointment or nomination for election or election as a member of the council; and
  - (b) a member of the council who becomes a student or an employee of the institution or who enters into a contract with the institution in terms of which he or she is to receive regular remuneration from the institution must forthwith vacate his or her seat on the council.

## **| Election of Council Members**

10. (1) Members of the council are elected in the manner determined by the interim council.
- (2) If the council resigns as contemplated in paragraph 12(3), all members of council are elected in the manner determined by the administrator referred to in Section 41A of the Act.

## **| Term of Office of Members of Council**

11. (1) Student members of the council remain members of the council for the term of office determined by the SRC when they are elected, provided that membership ceases automatically when a student member ceases to be a registered student or a member of the SRC.
- (2) The term of office of members of the council who are not students or employees of the institution is four years.
- (3) Notwithstanding subparagraph (2), at the first meeting of the council it must be decided by lot which eight of the members of the council who are not students or employees of the institution hold office for a period of three years.
- (4) The term of office of members of the council who are employees of the institution, except that of the principal and the vice-principals, is three years.
- (5) Notwithstanding subparagraph (4), at the first meeting of the council it must be decided by lot which eight of the members of the council who are employees of the institution, except the principal and the vice-principals, hold office for a period of two years.

A member may serve more than one term of office as a council member.

## **| Termination of Membership and Filling of Vacancies**

12. (1) A member of the council's term of office terminates if:
  - (a) he or she tenders a written resignation;
  - (b) the Minister, or entity who appointed or elected the member to the council terminates the membership in writing, at any time before the expiry of the member's term of office;
  - (c) he or she is absent from three consecutive meetings without leave of the council;
  - (d) he or she is declared insolvent and the majority of council members disapproves the member's continuation;
  - (e) he or she 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; or
  - (f) he or she, in the majority opinion of the council, is seen to be incapacitated.
- (2) The council has power to suspend, take disciplinary action or terminate a member's membership.
- (3) If 75 per cent or more of the members of the council resign, the council is deemed to have resigned as contemplated in section 27(8) of the Act.

If the council resigns as contemplated in subparagraph (3) a new council must be constituted in terms of this Statute.

## **| Election of Chairperson and Vice-Chairperson of Council and Term of Office**

13. (1) The chairperson and the vice-chairperson of the council must not be elected from members contemplated in paragraph 9(1)(a), (b), (d), (e), (f), and (g).

- (2) The chairperson and the vice-chairperson of the council are elected for a period of two years.
- (3) The chairperson and the vice-chairperson are eligible for re-election.
- (4) Nominations for the office of the chairperson and the vice-chairperson of the council must be in writing and be directed to the secretary to the council.
- (5) If more than one candidate is nominated, voting is by secret ballot.
- (6) Each member of the council has only one vote during a ballot and no proxy is allowed.
- (7) A majority of all members present elects the chairperson and the vice-chairperson.
- (8) Whenever a vacancy occurs in the office of the chairperson or the vice-chairperson, the provisions of subparagraphs (4) to (7) apply with the necessary changes to the filling of such vacancy.
- (9) A person who fills a vacancy in terms of subparagraph (8) holds office until the end of the predecessor's term.

## **| Secretary to Council**

14. (1) The secretary to the council is the registrar as contemplated in section 26(4)(b) of the Act.
- (2) The secretary acts as an electoral officer.
- (3) The secretary attends all meetings and keeps all relevant documents of the council.

## **| Meetings of Council**

15. (1) The council has at least four ordinary meetings during each academic year.
- (2) Notice for any motion for consideration at the next

ordinary meeting must be in writing and must be lodged with the secretary at least 21 days before the date determined by the council for such meeting, provided that any matter of an urgent nature may, without prior notice, by consent of the chairperson and a majority of the members present, be considered at such meeting.

- (3) At least 14 days prior to the date of an ordinary meeting, the secretary gives due notice to each member of all the matters to be dealt with at such meetings and states the time and place of such meeting.
- (4) A special meeting may be called at any time by the chairperson.
- (5) A special meeting must be called by the chairperson at the request in writing of at least five members, the objective of such meeting clearly stated in the request, provided that at least seven days' notice of a special meeting is given.
- (6) No other business other than that for which the special meeting was called may be transacted at such meeting.
- (7) An emergency meeting may be called by the chairperson or, in his or her absence, by the principal at any time, provided that members are given at least 24 hours' notice of such meeting.
- (8) Notice of an emergency meeting may be given in any manner convenient under the circumstances.
- (9) The object of an emergency meeting must be stated to members and no business other than that stated may be transacted at such meeting.

## **| Council Meeting Procedures**

16. (1) The council members must participate in the deliberations of the council in the best interests of the institution.
- (2) Except where otherwise provided in this Statute, all acts or matters authorised or required to be done or decided

by the council or its committees and all questions that may come before it are done or decided by the majority of the members present at any meeting, provided that the number present at any meeting is at least one half plus one of the total number of members of the council or its committees holding office on the date of such meeting.

- (3) In the absence of the chairperson and the vice-chairperson of the council, the members present elect one member to preside at such meeting.
- (4) The first act of an ordinary meeting, after being constituted, is to read and confirm by the signature of the chairperson the minutes of the last preceding ordinary meeting and of any special meeting subsequently held, provided that the meeting may consider the minutes as read if a copy thereof was previously sent to every member of the council, provided further that objections to the minutes of a meeting are raised and decided before the confirmation of the minutes.
- (5) A member of the council may not, without the consent of the meeting, speak more than once to a motion or to any amendment and the mover of any motion or any amendment has the right of reply.
- (6) Every motion or amendment must be seconded and, if so directed by the chairperson, must be in writing.
- (7) A motion or an amendment seconded, as contemplated in subparagraph (6), may not be withdrawn except with the consent of the meeting.
- (8) The chairperson has, on any matter, a deliberative vote and, in the event of an equality of votes, also a casting vote.
- (9) If so decided by the meeting, the number of members voting for or against any motion must be recorded in the minutes, and at the request of any member the chairperson must direct that the vote of such member be likewise recorded.

- (10) When a majority of members of the council reaches agreement on a matter referred to them by letter or electronic means by the chairperson, without convening a meeting, and conveys such resolution by letter or by electronic means, such resolution is equivalent to a resolution of the council and must be recorded in the minutes of the next succeeding ordinary meeting.
- (11) The views of a member of the council who is unable to attend a meeting may be submitted to the meeting in writing but may not count as a vote of such member.
- (12) The ruling of the chairperson on a point of order or procedure is binding unless immediately challenged by a member, in which event such ruling must be submitted without discussion to the meeting whose decision is final.

## **| Conflict of Interest of Council Members**

- 17. (1) A member of council may not have a conflict of interest with the institution.
- (2) A member of council who has 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 must, before or during such meeting, declare the interest.
- (3) Any person may, in writing, inform the chairperson of a meeting, before a meeting, of a conflict or possible conflict of interest of a council member of which such person may be aware.
- (4) The member is obliged to excuse himself or herself from the meeting during the discussion of the matter and the voting thereon.

## **| Minutes of Council and Committee Meetings**

19. (1) The secretary to the council keeps the minutes of each meeting of the council and includes such minutes in the agenda of the next council meeting when the agenda is sent out in terms of paragraph 15(3).
- (2) The minutes of all committee meetings must be included in the agenda of the next ordinary meeting of the council following the respective committee meetings.

## **| Drafting, Amending or Rescinding Statute**

20. (1) No motion to draft, amend or rescind a statute or a rule is of force and effect unless adopted by at least 75 per cent of all members present at the meeting, provided that such meeting is constituted by at least one half plus one of the total number of members.
- (2) Any motion to draft, amend or rescind a statute or a rule must be in accordance with the provisions of section 32(2) of the Act.



## APPENDIX 2

### Draft Code of Conduct for Council Members

1. The following applies to all members of council in relation to any activity of council or in their capacity as representatives of council:
  - (a) Members must abide by the rules of procedure as determined by council.
  - (b) The authority of the office-bearers of council must be respected in so far as they are in accordance with their powers and functions, and council's rules of procedure.
  - (c) Members' conduct and mode of address must be such as to show respect for every other person's character, gender, cultural background, faith, spiritual convictions and opinions expressed.
  - (d) No member will enjoy any privilege exonerating such member from defamation or any other form of damage to a person's character and good name caused by the member in the course of the member's duties as a council member.
  - (e) Members must respect the right of privacy of any person affected by a discussion or decision of council.
  - (f) Members must maintain confidentiality on matters not finalised by council but recommended to another university body for final decision-making. No member will be allowed to reveal a recommendation by council

until a decision has been publicly announced. Senate and other stakeholder representatives on council are permitted to report to their constituencies on relevant matters discussed in council without compromising the principles governing confidentiality, privacy and defamatory conduct.

- (g) Members are collectively responsible for council's decisions, and must abide by a council decision and not undermine it in another university body. A member representing council in another university body must represent council's decisions in that body in the best possible manner.
  - (h) Members of council must declare beforehand any personal interest in matters presented to council for consideration.
  - (i) After a member has declared an interest in a matter presented to council, or when it is brought to the attention of council that a member has an interest in a matter, council determines whether such member must recuse herself/himself from the proceedings, and such member may only remain present in the meeting with the express permission of council. The member, however, may not form part of the quorum or vote on the matter.
  - (j) Members of council may not use privileged information presented to council for personal financial gain or to their advantage over other members of the university/technikon community.
  - (k) Members must attend all council meetings or tender, in advance, a written (including e-mailed) apology with adequate reasons for their absence. Meetings should be attended until their closure unless prior notification with adequate reasons has been given to the chairperson. The abandoning of meetings in session will be regarded as a breach of this Code. The chairperson has discretion to determine the adequacy and reasonableness of the reasons for absence.
2. The enforcement of the Code referred to in rule (1) is governed by the following:

- (a) The chairperson of council and chairpersons of council committees are responsible for the enforcement of this Code in the course of meetings they chair. If a chairperson is of the opinion that a member has contravened this Code, or if any order motion has been adopted by the meeting in this respect, the member should be granted the opportunity to withdraw the remark and apologise to the meeting, or to withdraw the remarks in writing after the meeting and apologise to the meeting. If the member in question refuses to comply with the chairperson's ruling, it will be referred to the office-bearers of council in accordance with subrule (b). The option of an apology is not available in matters that could result in a disciplinary hearing.
- (b) If a member of council is suspected of having contravened any provision of this Code in the course of such member's duties as a council member and has refused to apologise, any other council member may refer the matter to the office-bearers of council for a recommendation to council, for its consideration and final decision.
- (c) Should one or more of the council office-bearers be suspected of misconduct in terms of this Code, they must recuse themselves from the investigation or, alternatively, council should elect a committee of three persons from its members to deal with the matter.
- (d) Misconduct by a council member in terms of the university's disciplinary code of conduct will be treated as a disciplinary matter and not as a matter for this Code.
- (e) If council's decision is that it has prima facie reason to believe that a member may be guilty of misconduct, it may refer the matter to the vice-chancellor for an investigation under the Disciplinary Code of Conduct.
- (f) Should a provision in this Code overlap or conflict with a provision in the Disciplinary Code of Conduct, the Disciplinary Code of Conduct prevails.

## | General

Council may by unanimous decision during any meeting dispense with a procedural provision of these rules if council is of the opinion that sufficient justification for such action exists. A decision under this rule must be properly minuted.

## | Annual Disclosure Form for Council Members

Please note: This form should be completed and signed and returned to the registrar in the envelope provided.

Each member of council shall, before or at the first meeting of council attended by him or her in each year of the period of tenure of such member, submit to the registrar, for the information of council, a list of all interests and relationships, on the part of himself or herself or any member of his or her inner family circle, which may potentially result in a conflict of interest on his or her part in the course or as a result of proceedings of the council or its committees.

I, \_\_\_\_\_, hereby declare  
(FULL NAME)

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, become engaged in a business or professional relationship or transaction with the university/technikon.

1. My own substantial, direct, beneficial and personal or financial interests in persons or organisations as aforesaid.

*Please list all your interests of this kind here. (The holding of shares in a listed company does not need to be recorded if this constitutes less than five per cent of the issued shares of the company.)*

---

---

---

---

2. My own fiduciary responsibilities towards a person or organisation as aforesaid.

*Please list all persons and organisations as aforesaid to which you have a fiduciary responsibility, by reason of being a director or trustee and/or by being employed or engaged by him, her or it in some executive capacity.*

<b>NAME OF ORGANISATION</b>	<b>YOUR FIDUCIARY CAPACITY</b>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>

3. Substantial, direct, beneficial and personal or financial interests held on the part of members of my immediate family circle in a person or organisation as aforesaid.

*Please list all such interests of members of your immediate family circle (i.e. parents, siblings, children, and any other relative living in your household).*

---

---

---

---

4. Any other interest or relationship which may potentially result in a conflict of interests as contemplated.

This could, where applicable, include the receipt of financial or other material benefits – gifts, loans, pensions or the like – of a substantial nature from a person or organisation as aforesaid.