



**A GUIDE TO MEETING
PROCEDURES FOR UNIVERSITY
AND TECHNIKON COUNCILS**

© 2003 Centre for Higher Education Transformation (CHET)

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Foreword

A University or Technikon Council is the highest governing body of the institution. The composition, responsibilities and duties of councils are governed by the Higher Education Act.

Given the fact that the council members are selected from different sectors of civil society and that many of them may have different views and experiences with meeting procedures, it was felt that a publication specifically designed for the purpose of providing guidelines for council meeting procedures and hints for conducting meetings effectively would be useful. This is of particular importance given that most of their governance role is conducted through the mechanism of council meetings.

In researching and writing this publication, numerous Higher Education Institutions were visited and consulted. They generously and honestly shared both information and documentation with CHET. This has resulted in a publication that is based on both current local best practice and local and international research.

The Guide to Council Meeting Procedures aims to be of particular use to, besides council members in general, the chairperson and secretary of council and the vice-chancellor of the institution. Care has been taken to try to distinguish the three roles and functions with regard to council meetings.

This guide provides some pertinent background information on councils and thereafter proceeds to offer detailed advice from the planning of council meetings through to post-meeting procedures and evaluations.

A useful and practical set of appendices also include a draft code of

conduct for council members, amongst other useful items.

The CHET/DoE Governance Project hopes the council members will find this a useful and practical guide and of use in their valuable work in governing the Higher Education Institutions.



About the Effective Governance Project

The Higher Education Act 101 of 1997 puts forward co-operative governance as a new model for governing higher education. Whilst providing guidelines with regards to the functioning of councils, institutional forums and student representative councils, the Act leaves much scope for individual institutions with regards to interpretation and implementation. A key function of the Higher Education Branch of the Department of Education is capacity building. During 1999 the Constituency Affairs Division of the Department of Education (DoE), in collaboration with the United States Agency for International Development (USAID) as the funding agency and the Centre for Higher Education Transformation (CHET) as the implementation agency, started a three-year project to assist institutions in making institutional governance more effective.

The Effective Governance project focuses on three governance structures: councils, institutional forums and student leadership. The methods of capacity building are through the development of generic guidebooks and facilitator manuals, the training of facilitators for capacity development, conducting research on co-operative governance in key areas and the provision of focused support to a limited number of institutions.

The following individuals serve on the Advisory Committee for this project:

Professor Connie Mogale, Vice-Chancellor Technikon Witwatersrand; Professor Dan Ncayiyana, Deputy Vice-Chancellor University of Cape Town; Professor Stuart Saunders, former Vice-Chancellor of University of Cape Town; Mr Khaya Matiso, Dean of Students

University of Port Elizabeth; Ms Mel Hagen, Dean Cape Technikon; Ms. Phindi Mabena, Equity Director South African Institute of Chartered Accountants; Ms. Linda Vilakazi-Tselane, Human Resources Director Council for Scientific and Industrial Research; Mr. Zola Saphetha, Secretary-General South African Technikons Student Union; Mr. Ms Nandipha Zonela, Secretary-General South African Union of Student Representative Councils, CHET and DoE representatives.



ONE Introduction

The council of a university or technikon is established as the highest governing body of the institution in terms of Section 27 of the Higher Education Act of 1997. The Act also determines the composition of council and certain fundamental duties. These provisions are made in the expectation that a council will always act in the best interests of the institution it serves. Further to the Act, most councils have drawn up their own institutional statutes which usually expand on the roles and functions of council, specify the additional members and their manner of election as provided for in the Act, and determine the meeting procedures to be followed by council. In the event that an institution has not promulgated its own institutional statute, it is governed by the provisions of the Standard Institutional Statute of March 2002 which makes provision for meetings and meeting procedures. (The relevant sections of the Standard Institutional Statute can be found in Appendix 1.)

Despite these formal provisions, the reality is that many members of councils are relatively unfamiliar with meeting procedures, and, given the range of interests and perspectives represented on the councils of higher education institutions, it is only too easy for time to be wasted in fruitless or aimless discussion. The challenges facing most councils relate to achieving a balance in stakeholder representation, accommodating a large number of representatives, and focusing discussion to enable the council to arrive at constructive decisions.

A brief definition, as a first step, assists in understanding the importance of a meeting as a problem-solving, goal-setting and collective decision-making forum.

| What is a Meeting?

According to the *Concise Oxford Dictionary* (Pearsall, 2001) a meeting is:

An assembly of people for a particular purpose, especially for formal discussion.

It goes without saying that a meeting can only take place when more than one person is present and the dictionary definition places emphasis on meeting for a particular purpose. Another definition cited in the Technikon Free State 'Concise Guide to Effective Meetings' describes a meeting as:

A team activity where a select group of people gathers to pursue a specific objective in an effort to solve or investigate a problem.

Donald Hocking (1999) defines a meeting as:

A gathering of two or more people at the same place, each being aware that the purpose of such meeting may include the receiving of information and/or the making of a collective decision.

From the above definitions it is clear that a meeting should have a purpose and/or an objective and should involve more than one person. By the end of the meeting it should be possible for participants to arrive at decisions and resolutions. To achieve this outcome, the key role-players in a meeting should possess:

- a knowledge of meeting procedures, and
- an ability to conceptualise and clearly articulate ideas in a public forum.

The regular, formal meetings of council need to be well structured and planned. In this sense, a council meeting should not be confused with a brainstorming session which has a loose and open format. Such a strategy may be used effectively by a council from time to time but, for this purpose, a special meeting should be called, or the formal meeting extended.

This guidebook offers some basic pointers for making meetings more effective and ensuring that the time committed by members is profitably spent. It draws on the experiences of the chairpersons of

various councils, on contributions from registrars, on observations drawn from workshops with councils¹, and on a review of relevant literature.

NOTES

1. Workshops have been held with various councils of higher education institutions around the country as part of the Department of Education (DoE) / Centre for Higher Education Transformation (CHET) Governance Project.



TWO The Role of Council

The fundamental role of council is to govern the higher education institution. Within that general role, there are a number of specific functions that a council must perform and others that it may perform. While it is permitted to delegate to others the authority to perform functions, it is nonetheless ultimately responsible for their performance.

These functions are set out in the Higher Education Act of 1997 and subsequent amendments, and in the Standard Institutional Statute or the individual statutes of institutions. All members of council should be provided with copies of these documents and should be fully conversant with their contents, especially with those sections that are directly pertinent to council. While the role and functions of council are not the immediate focus of this document, it may be helpful to offer a summary of these roles as drawn up by the Council of the University of Cape Town²:

The Council is enjoined to govern the University, and has recorded that, in governing, its key functions and responsibilities are: to decide policy; to influence the affairs of the University; to make key appointments; to make all financial appropriations and decide fees to be charged; to report to the State; and to require the Vice Chancellor (and the Executive) and the Senate to account to the Council for their responsibilities. (University of Cape Town, 1998)

| The Purpose of Council Meetings

To be effective, council meetings should serve a number of purposes of which the following are identified as being the most important:

- for information;
- for notification;
- for approval;
- for control; and
- for compliance.

Information consists of supplying council with information on the institutional environment and actions taken or not taken with regard to specific university business.

Notification relates to the institution's executive management's noting specific action taken by council committees and other structures in the execution of their delegated work.

Approval is needed from council in relation to specific items that are beyond the designated authority of committees of council and executive management.

Control is the follow-up on cost and capital budgets, as well as on specific objectives where report-back was required by council.

Compliance is another fiduciary responsibility in the execution of which council ensures that all policies, processes and decisions are in accordance with legislation and the institution's own regulations, that financial management is sound, and that the institution is effectively run.

Council's role is one of 'governing' rather than 'managing' the institution and this is a vital distinction. At times councils fall into the trap of micromanaging institutions but this confusion of roles can be avoided if a clear focus is kept on the wider policy-setting role of council. Defining the overall strategic direction for the institution is probably one of the most important functions for council to perform, and in this context it needs to be well informed in order to reflect on current and future challenges, set appropriate policy, and make wise decisions. Councillors should deliberate on issues, paying attention to the interests of the institution and not to their individual interests

or the interests of their constituencies. Furthermore, any decision taken during a meeting becomes binding on all members. Even if, individually, they or their constituencies hold contrary views.

What this means is that in order for council to perform its role effectively, members should, well in advance of the meeting, have the requisite information upon which decisions will be based and should have a clear sense of the prioritisation of business in the meeting. The responsibility for this largely devolves upon the secretary to council who must be a skilled manager of information and must, in consultation with the chairperson and the vice-chancellor, decide what is to be sent out to council members, and how to shape the agenda. Many council members complain about the manner in which council documents are presented³, and because this is critical to the success of meetings, the role of the secretary is expanded upon in the following section.

DO'S AND DON'T'S OF SENDING OUT INFORMATION BEFORE MEETINGS

DO

- Send information well in advance (the length of time depends on the institutional rule, but may be anything from seven to 14 days).
- Classify information according to the urgency of the matter to enable members to make important and informed decisions.

DON'T

- Send more information than is necessary.

NOTES

2. This statement is printed on all notices of meeting of council as a reminder of its central functions and responsibilities.
3. This emerged strongly in many of the DoE/CHET workshops held with the councils of a range of higher education institutions.



THREE

Procedures Before, During and After Meetings

During a meeting, a number of different roles can be distinguished, including those of the chairperson of council, the vice-chancellor, the non-executive council members and the secretary to council. This chapter deals primarily with those of the chairperson and the secretary. Other members of council also have important roles which are best played when all members observe an adopted code of ethics or conduct, so that all participation is premised on showing respect for others and making contributions to the meeting through the chairperson.

| The Role of the Chairperson

The chairperson presides over and guides the meeting. The main responsibility of the chair is to ensure order and purpose. Therefore, an effective chairperson is the key to achieving an effective and productive meeting.

Before the meeting

The chairperson has a major role to play before the meeting in discussing the agenda with the vice-chancellor and the secretary to council, and should be informed of any matters of significance to the institution that need to be brought to her/his attention. Immediately prior to the meeting, some chairpersons meet with the executive

committee of council to peruse the documentation for the meeting and prioritise the matters for discussion. The chairperson should also establish with the secretary how many members of council have confirmed their attendance at the meeting to ascertain whether a quorum will be formed.

BASIC MEETING ETIQUETTE

Although the chair is responsible for facilitating the meeting, the other members are also responsible for determining the outcomes of the meeting. There are standards that have to be observed for a meeting to be successful. The following offer a useful guideline:

- arrive on time and stay until the end;
- come prepared;
- don't make judgemental statements;
- talk about issues and not about people;
- listen to others and speak one at a time;
- refrain from criticising absent members;
- don't monopolise discussions;
- ask questions;
- observe confidentiality; and
- disclose conflicts of interest.

(Adapted from National Centre for Nonprofit Boards, 2001)

During the meeting

The chairperson plays a pivotal role during the meeting as she/he is responsible for the overall control and conduct of the meeting. The chairperson has to ensure that the meeting is properly constituted, that is, he/she must ascertain whether sufficient notice was given and whether a quorum has been formed. The chairperson is also responsible for emphasising the purpose of the meeting. Another critical duty is to facilitate a positive working relationship among the members of the council. If there is an accepted code of conduct, this assists the chairperson in maintaining order.

At the start of the meeting, once minutes of the previous meeting have been approved, the chairperson should sign these.

During the course of the meeting, the chairperson should play the role of a neutral facilitator by:

- receiving motions and submitting them to the meeting for discussion;
- encouraging discussion;
- summarising and formulating the stated arguments for and against a motion; and
- reiterating resolutions.

As a general rule, the chairperson has a deliberative vote on any matter, and in the event of an equality of votes or a hung decision, the chairperson may also exercise a casting vote. Provisions for the chairperson's vote are made in either the institutional statute or the Standard Institutional Statute. The chairperson announces the resolutions and ensures that these are recorded in the minutes of the meeting and entered into the book of resolutions. The chairperson declares the meeting closed once all matters on the agenda have been attended to satisfactorily.

TIPS AND TRAPS FOR CHAIRPERSONS

TIPS

- A chairperson is a facilitator and should not dominate discussions, but steer them towards a resolution.
- Humour from the chair makes the meeting less boring.
- The chairperson should determine the length of the meeting.
- The chairperson should ensure that members agree to and adopt a code of conduct.

TRAPS

- Allowing an argument to develop and get out of control.
- Letting a few individuals dominate discussions.
- Allowing irrelevant or tangential discussions to continue.
- Abusing power.
- Allowing hidden agendas or lobbies to influence the decisions of the meeting.

After the meeting

Ideally, the chairperson should go through the first draft of the minutes with the secretary after the meeting. This may not always be practical because of the chairperson's other responsibilities, but it is an important task as the chairperson is ultimately accountable for resolutions and decisions made in meetings.

| The Role of the Secretary

According to the Standard Institutional Statute (2002), the position of secretary to council is taken by the registrar as specified in the Higher Education Act (as amended by Act 63 of 2002). The fundamental functions or duties performed by the secretary are to act as an electoral officer to council, to attend all meetings and to keep all relevant documents of council (Department of Education, 2002).

TIPS AND TRAPS FOR SECRETARIES

TIPS

- In compiling the documents, remember that the volume of information should be manageable and well presented.
- Items on the agenda should be prioritised in consultation with the chairperson and vice-chancellor.
- It is advisable for the secretary to have extra copies of documents for those members who might have forgotten to bring their documents.

TRAPS

- A secretary who divulges information can cause damage to an institution (the code of conduct should be explicit about issues of confidentiality for all members of council).
- Poor information management can adversely affect the running of a meeting.

Before the meeting

The secretary is one of the key role-players before meetings are held. The importance of this role is highlighted in the truism that while ‘a bad chairperson can ruin a meeting, a bad secretary can ruin an organisation’. To play their role well, secretaries require excellent planning skills, which will be discussed in greater detail in succeeding chapters. For the moment, a brief description of the responsibilities of the secretary are given.

Planning the logistics

The secretary is responsible for planning the logistics of, and making arrangements for, the meeting. These include, among other things:

- sending out notices for the meeting within the time period stipulated by the institutional (or Standard) statute;
- arranging a venue and necessary equipment for the meeting;
- making travel arrangements for the members;
- compiling the agenda in consultation with the chairperson and the vice-chancellor;
- compiling a package of documents for the meeting. Items that are confidential should be clearly marked as such and should not be discussed outside of council. Some institutions use colour-coding of documents to distinguish those that are confidential from the rest;
- distributing the documentation to all the members well in advance of the meeting;
- taking responsibility for all administrative functions related to the meeting; and
- arranging refreshments.

Note: It is a good idea for the secretary to send reminders closer to the date of the meeting.

During the meeting

During the course of the meeting the secretary should demonstrate the ability to:

- listen;
- comprehend;
- record accurately;
- summarise; and
- behave with neutrality, integrity and confidentiality.

The ability to communicate clearly and accurately both in writing and in speech is the most essential attribute of a good secretary, but it is important to remember that the term 'secretary' is derived from the word 'secrecy', which highlights the upholding of confidentiality regarding the information entrusted to a secretary.

The main responsibilities of the secretary during meetings relate to:

- assisting the chairperson in determining whether a quorum of members is present;
- circulating the attendance register;
- announcing apologies;
- taking minutes;
- ratifying the previous minutes;
- amending the minutes where corrections have been made;
- making sure the chairperson signs the approved minutes of the previous meeting;
- highlighting decisions and resolutions in a book of resolutions; and
- acting as a compliance officer in instances where the meeting is deemed to be in contravention of legislation or institutional regulations or policies.

Of these, the most important responsibility is that of taking down the minutes. Minutes are a record of proceedings. They are binding on the members present, and can be used as admissible evidence in a court of law. A good set of minutes is not a narrative of who said what

during the meeting. Instead, minutes should highlight the decisions and the resolutions taken. The record should clearly detail what actions need to be taken in relation to these decisions, by what date, by whom and with what resources. Without such a record it is not possible to hold people accountable for the responsibilities delegated to them. Attempts to record debates, on the other hand, run the risk of detracting from proposals according to Hocking (1999), and creating confusion. Nonetheless, the brevity of minutes should not mean that a person who was not present at the meeting would be unable to understand what took place.

A secretary should be sufficiently knowledgeable to ensure that the meeting's resolutions are compliant with the institution's policies, procedures and regulations, as well as with the relevant legislation.

Note: The secretary does not possess any voting powers and may not participate in making decisions.

After the meeting

The secretary should transcribe the notes immediately after the meeting while the information is still fresh in his/her mind. The book of resolutions should be updated and the secretary should consult with the chairperson once the first draft of the minutes has been produced.



FOUR **Planning for the Meeting**

The previous section gave a broad overview of the roles of the chairperson and the secretary in meetings of council. This section goes into more depth about planning for the meeting and the vital roles and responsibilities of the secretary in this phase. The various actions that should be taken in planning for a meeting are discussed below.

In planning a meeting the following questions should be addressed:

- What is the purpose of the meeting?
- What is the meeting trying to accomplish?
- What is the message that needs to be communicated?
- Is the meeting going to be worth the members' time?

| Notice of Meeting

Councils hold at least four ordinary meetings in the course of the academic year. The dates for these meetings are usually decided upon well in advance (towards the end of the previous year) by the chairperson and vice-chancellor, and published in the calendar for the institution by the registrar. At the same time it is useful to draw up an annual plan of issues to be covered in the meetings for the year. Institutional statutes and the Standard Institutional Statute also make provision for the holding of special and emergency meetings and the circumstances under which these may be called. The secretary has the task of giving due notice of any meeting – either

ordinary meetings already decided upon or special or emergency meetings on instruction from the chairperson. (The secretary has the authority neither to issue a notice of a meeting nor to convene a meeting on her/his own initiative.) The chairperson should be assured that the notice contains the correct information and notices should bear the signature of the issuing officer and the date.

Prior to the issuing of the formal notice of the meeting, however, the secretary should call on all members of council to submit written items for inclusion on the agenda. This would include any motion for consideration at the next meeting. Dates for submissions for the agenda (at least 21 days in advance of the meeting) are usually set in the institutional calendar in relation to the dates set for ordinary meetings.

Notices of meetings should contain, at a minimum, information about:

- the date on which the meeting will take place;
- the time at which it will start; and
- the place where it will be held.

Notices of meetings are also required to give information about all the matters to be dealt with at the meeting. In order to meet this requirement, notices are distributed along with the agenda, the minutes of the previous meeting and any other necessary documentation, bearing in mind that any confidential issues should be clearly designated as such.

| The Agenda

The word 'agenda' is a Latin word meaning 'the things to be done'. The agenda is a list of items or activities that have to be addressed in a specific sequence at a meeting. According to Britzius (1991) it is virtually impossible to conduct a meeting without an agenda unless it is a special meeting that has been called to deal with a single issue. In a special meeting all the participants know the nature of the business to be addressed. For ordinary meetings, however, an agenda should be circulated to all the attendees of the meeting to give them an opportunity to think about and prepare for the subjects to be discussed.

A good agenda always prioritises the business of the meeting. Provisional time allocations should be made for each item, and there should be clarity on whether specific items are for information, decision-making, approval or notification.

TIPS AND TRAPS OF DEVELOPING AN AGENDA

TIPS

An agenda should be:

- brief;
- clear;
- specific; and
- unambiguous.

It should take the following into consideration:

- decisions to be reviewed from the previous meeting;
- matters arising from the previous meeting;
- new matters; and
- submissions from members.

TRAPS

- A long agenda that may discourage members from attending (only relevant issues should be included on the agenda);
- failure to have the agenda ratified by the chair and vice-chancellor; and
- a secretary who is not skilled at drawing up an agenda.

In general, the agenda should follow the sequence specified below:

- Opening
- Welcome
- Attendance register and apologies
- Approval of the minutes of the previous meeting
- Matters arising from the minutes of the previous meeting
- New matters
 - X

- Y
- Z
- Any other business
- Date of next meeting
- Closure

At the meeting, it is assumed that members have read the minutes of the previous meeting and are in a position to correct any inaccuracies or respond to matters arising from the minutes. Under 'General', important matters that arise after the agenda has been circulated may be discussed with the consent of the chairperson and the majority of members. Extra sets of documentation should be available since there may be one or two members who have forgotten to bring along their meeting package.

| Venue

The acceptability and comfort of a meeting venue is very important, although this does not mean it has to be a five-star facility. Most institutions have council chambers specifically designed for the purpose of holding council meetings. In the event that another venue has to be used, important issues for consideration are that:

- all the participants should have clear directions to the venue in order to arrive on time for the start of the meeting;
- the venue should be free from noise;
- ample lighting is necessary;
- there should be no distractions;
- the temperature should be just right (you do not want to have members either sweating or shivering);
- if required, the public-address system should be working well.
- recording equipment should be available;
- seating arrangements should be such that all the members are able to see one another; and

- a notice should be put up to indicate that there is a meeting in progress.

All these arrangements should be taken care of by the secretary.

Good planning for the meeting should ensure that the meeting is held in a suitable location, at an appropriate time, and that members are provided with the necessary documentation in good time in order to arrive both informed and prepared.



FIVE

Managing the Meeting

Managing the meeting is the prime responsibility of the chairperson. In order to do this well, a number of factors should be taken into consideration.

| Time Management

Good time management is essential for a meeting to be effective. Meetings that drag on or go round in circles run the risk of losing the necessary quorum because people leave if they feel their time is being wasted. According to Allan Shaw, registrar at the University of Fort Hare,

Meetings always seem to run over time and chairpersons have to be ruthless in their control of time allocations, otherwise important issues get skimmed over or hasty and unwise decisions are made.

The chairperson of Technikon Pretoria Council believes that any council meeting that goes beyond two-and-a-half hours has lost touch with the key issues and could easily border on micromanagement instead of performing the governance role it is supposed to play. To streamline council meetings at Technikon Northern Gauteng, the executive committee (of council) meets just before the main council meeting in order to go through the whole agenda and the business of the meeting.

The chairperson of the Interim Council of the Durban Institute of Technology suggests that the following factors contribute to time being squandered in meetings:

The size of council and range of representation

The national policy of co-operative governance demands high levels of representivity on governance structures such as councils. On the other hand, the sheer size of councils can make them unwieldy, especially if all members feel they should participate in every discussion. Therefore councils should think very carefully about the issue of size when drawing up their own institutional statutes and determining the composition of council. For the same reason, they should also be cautious about exercising their right to co-opt additional members on to council. In addition, without curbing free and open discussion, the chairperson should exhort members to use their speaking rights only when they have something substantial to contribute and not for the mere expression of opinion.

Too many meetings

If too many meetings are held that are seen as unnecessary it becomes difficult to establish a quorum of members. Those who do attend under these circumstances may feel doubly robbed of their time, as all substantive decisions have to be delayed until the next quorate meeting.

Too many items on the agenda

If there are too many items on the agenda, and there is no realistic possibility of concluding business in the allocated time, many members excuse themselves from attending the meeting.

Hidden agendas

The Higher Education Act (1997) states that 'the members of a council must be persons with knowledge and experience relevant to the objects and governance of the public higher education institution concerned'. The Act and much of the literature on good governance

emphasise the importance of always acting in good faith while serving the best interests of the institution. People with narrow or sectarian interests do not make good members of council and may waste the time of others by pursuing agendas that are not in the broad interests of the institution.

Poor preparation by members

Some people who serve on councils have a multiplicity of other commitments and obligations, which may mean that they are not always fully prepared for meetings. Others do not prepare before the meeting because they receive voluminous documentation at short notice. Poor preparation on the part of members means time will inevitably be wasted in additional explanations and clarification.

As mentioned above, a successful meeting depends on a skilled chairperson. The more questions and answers that can be dealt with before the meeting commences, the better the flow of business through the meeting. A good chairperson should have the ability to listen carefully and intervene clearly and decisively where necessary.

| Procedures to be Followed at the Start of the Meeting

Lack of punctuality at the start of meetings is a constant irritant which must be handled with tact. There are two issues here. One is that members arriving late may delay the start of the meeting as a meeting cannot formally be convened without a quorum of members. The second issue is that the chairperson may be forced to cancel or postpone the meeting if it appears that a quorum will not be formed at all. A meeting will have no legal standing without a quorum, so although discussion may take place among those who are present, no decisions can be taken. The code of conduct should specify how much time should lapse before the chairperson calls the meeting off if no quorum is formed. If lack of punctuality is a recurring problem, an examination of the causes and of the level of commitment of members is warranted.

Before starting the business of the meeting there should be agreement or consensus as to how the meeting should be handled

and what procedures have to be followed to ensure that the meeting is conducted in an acceptable manner that is respectful to all the members and meets the specified purpose and objectives. Ensuring how members will work well together can be embodied either in ground rules or in a code of conduct. These rules should be written and should supplement the written rules of the institutional (or Standard) statute. The actions that will be taken against those who do not comply should be clearly spelt out. The institutional statute also indicates the action to be taken in the case of members who are repeatedly absent without the consent of council.

At the beginning of the meeting the outcomes that have to be achieved should be defined clearly to avoid a lengthy meeting and unfocused discussions. When the members have convened, the secretary circulates the attendance register to determine whether a quorum is formed and, if it is, she/he notifies the chairperson. When a quorum has been established, the chairperson thanks the secretary and formally opens the meeting. Once the meeting has officially been opened the recording of the proceedings begins. After the welcoming remarks and opening, the secretary should notify the chairperson of any apologies made and bring to the attention of the chairperson announcements that have to be made pertaining to any of the members.

Once all the opening formalities and announcements have been completed, the next step is to review the minutes of the previous meeting to establish whether they correctly reflect the proceedings and that there are no typographical or spelling mistakes. A malpractice here would be for a chairperson to assume the minutes can be taken as read and to fail to go through the minutes during the meeting. If the minutes are an accurate record of the previous meeting, even members who were not present at the previous meeting should be able to understand what happened and should participate in the review of the minutes.

A member who was present at the previous meeting moves a motion for the adoption of the minutes once corrections have been noted. The chairperson asks for a member to second the motion after which the minutes are adopted. It is important to note at this stage that the use of the word 'confirm' does not mean that the minutes have been approved or adopted. The words to use are either 'adoption' or 'approval' of the minutes. The minutes are then signed by the chairperson. The next step is to deal with matters that arise from the

minutes of the previous meeting. As far as possible, such matters should be dealt with amicably and decisions taken, so that the same matters do not arise on a recurring basis in following meetings. In the agenda of the meeting there will be those matters that are standing items, of which the council will not want to lose sight. These could be matters that relate to issues of the performance, strategy and survival of the institution. These are the building blocks that have to be monitored constantly by council.

| General Meeting Procedures

The chairperson is responsible for maintaining order during the meeting and ensuring that all discussions are focused on serving the purpose and achieving the objectives of the meeting. Every member who wishes to make a contribution to the meeting has to do so through the chairperson who has the responsibility of regulating discussion and establishing the sequence of speakers. No private discussions should be tolerated. Neither should extended arguments and debates be allowed if the meeting is to arrive at decisions or resolutions in relation to the matter under discussion. It is critical for the chairperson to be impartial during discussions and to refrain from speaking for or against controversial matters. The discussion stage requires the chairperson to exercise the skills of active listening and facilitation of the discussion.

Motions and voting procedures

Where a matter requires the adoption of a resolution, a motion may be proposed by a member of council and will be accepted by the chairperson if seconded by another member. The chairperson may also require that the motion be in writing. Any counter-proposals or amendments to the original motion also have to be seconded. Other members of council may not speak more than once to the motion (without the consent of the meeting) and the mover has the right of reply. After these deliberations the chairperson then puts the matter to the vote (unless there is clear consensus). There should be absolute clarity about who has voting rights on council and who does not. In circumstances where more than one proposal has been made, the order in which motions are put to the meeting for voting

is the following: first, the counter-proposal (or motion) is voted upon, and if this secures a majority of votes, all other motions fall away. If this is not accepted by the meeting, the chairperson puts any amendment to the original proposal to the vote. If the amendment is not supported by the meeting, the chairperson puts the original motion to the vote. Once a motion has been accepted by a majority of members of council, it becomes a resolution of the council that is binding on all members and should be recorded in a book of resolutions for ease of reference.

Voting by proxy (on behalf of an absent member) should be discouraged, and many institutions do not permit this practice in the provisions of their institutional statutes. Most issues require a simple majority of votes, but the institutional statute may specify some issues that require more than this. For example, the Standard Institutional Statute (2002) states that changes to a statute or rule require the support of 75% of members present at the meeting.

The chairperson has the power to make an emergency adjournment as a result of unruly behaviour or if the dignity of members is being violated. A speaker can be interrupted by the chairperson if she/he:

- speaks beyond the terms of the matter under discussion;
- uses words not conducive to good order and conduct;
- makes statements of a defamatory nature;
- breaches the law of the land; and
- does not raise points through the chairperson.

If such behaviour persists, the chairperson has the right to ask the offender to leave the meeting.

There are a number of other formal motions that may be put forward in the course of a meeting that do not necessarily result in a resolution of the council but are used to shape or clarify debate. These are:

A point of order

A point of order is not only called by the chairperson. Other members can put this motion to the meeting if the speaker on the floor uses undignified, abusive, blasphemous or unacceptable language.

A point of information

This is raised when clarity is sought on what is being presented. The chairperson must ensure, however, that the point is raised in good faith and will not unnecessarily derail the meeting.

Closure

The motion for closure is sometimes referred to as ‘the gag’. This is a motion to ask for closure on a discussion which seems to go around in circles and is unfruitful. The chairperson has the discretionary power to either allow the motion or let the discussion continue. The chairperson should not abuse his/her power and must always act in the best interests of the meeting and the institution.

The previous question

This motion is usually moved in the form: ‘That the question be not now put’.

The use of this motion is to pre-empt a decision from being taken on a matter. This motion is used when controversial matters that result in heated debates are under discussion. The matter could be postponed for discussion at a subsequent meeting when feelings have cooled off.

To proceed to the next business

This is similar to the closure motion as the intent is to steer the meeting towards expeditious discussion of the meeting’s business.

To adjourn the debate

A motion to adjourn a debate is put when the meeting feels there is insufficient information or evidence to make an informed decision. This happens when members feel the matter will not be dealt with satisfactorily if a decision is made at that time.

To adjourn the meeting

This is a motion for the temporary stoppage of the meeting. A meeting is adjourned when the business for which it has been convened has not been completed. An adjourned meeting is continued at a later stage and, when reconvened, the meeting will deal only with the remaining matters on the agenda. Reasons for adjournment could be the time factor, or disruption resulting from a disorderly meeting. The chairperson cannot unilaterally decide to adjourn a meeting but is required to get consensus on the matter.

In all the above motions the chairperson has the final say as to whether to grant the motion or not. This discretionary power should not be used to support the chairperson's individual preference but should always be used in the best interests of the meeting.

The secretary becomes an important ally to the chairperson in these instances, especially in matters relating to complying with the law. It is crucial that the point-of-order rule not be abused as too many such interruptions will inevitably lead to a non-productive meeting. The chairperson should guard against the same people monopolising discussions and all members should be given a fair chance to make their contributions.

Delegated authority

Councils have the right to delegate some of their functions to committees or subcommittees and to the executive managers of the institution. (There are some functions that it may not delegate, however.) It should be noted that delegation of authority does not absolve council of responsibility and accountability. Committees acting on behalf of council should have clearly specified terms of reference. A crucial matter to note is that committees do not have decision-making powers, but can simply make recommendations to the full council for decisions to be taken. Council should be assured that matters sent to committees and returned to council in the form of recommendations have been handled with diligence and skill. If recommendations presented by a committee are ambiguous, a motion should be moved to refer the matter back to the committee.

While the meeting is proceeding, both the chairperson and the secretary need to be alert. While the chairperson has the task of maintaining order, the secretary should be recording the

proceedings of the meeting. The secretary is therefore regarded as the 'pen' of the meeting. Electronic recording equipment may be used during the meeting as this will act as a back-up for the secretary and could also be used as evidence if conflict arises regarding the record or interpretation of proceedings at the meeting. It should be borne in mind, however, that electronic recording of the meeting can inhibit open discussion and debate.

Minutes

Minutes differ from a report because they do not record what was said during debate but focus on the decisions that have been taken. In other words, minutes are not a verbatim account of the meeting, and the arguments that preceded the passing of a resolution are not recorded. It is permissible, however, for the objection of a particular member to be recorded, if that member so requests.

In writing the minutes, the following should be taken as guidelines:

- The minutes should be transcribed immediately after the meeting while the facts are still fresh.
- A person who was absent from the meeting should be able to understand the minutes with ease.
- The sequence of the minutes should follow the structure of the meeting, which will have been determined largely by the agenda.
- Minutes are normally written in the past tense.
- Decisions should be recorded in a clear and unambiguous manner.
- A decision should be followed by a list of actions to be carried out, the party responsible for taking the actions, and the time-frame within which they should be completed. This will assist in following up on matters before and during the next meeting.

The minutes are normally recorded under the following headings:

- Name of institution
- Type of meeting
- Location, date and time of meeting

- Name of chairperson
- Members present
- Apologies
- Minutes of previous meeting
- Matters arising
- Reports
- New matters
- General business
- Date of next meeting
- Closure

Closure

Once all the agenda items have been handled satisfactorily, the chairperson attends to the matters that have been included under 'General' in the agenda. When all matters have been dealt with, the chairperson thanks the members for their attendance and participation and declares the meeting officially closed.

Since council meetings are held relatively infrequently, and there is little time for council members to socialise, it is a good idea to combine the meeting with an informal lunch or dinner to give members time to interact at a personal level.



SIX After the Meeting

The person who plays the most important role after the meeting is the secretary. The secretary should transcribe the minutes immediately after the meeting, when everything is still fresh in memory. To test whether the minutes make sense, even for someone who was not present in the meeting, the secretary could ask someone who did not attend the meeting to read the minutes to ensure that the right meanings are conveyed. Sentences should be short and clear and simple language should be used. Once the minutes have been written up, the secretary should forward these to the chairperson for her/his approval. The minutes should then be sent forward to the members within two weeks of the meeting to enable members to carry out delegated actions or assignments promptly.

Circulating minutes early helps members to prepare for the next meeting, as they will have enough time to study the resolutions of the previous meeting in detail.

| Evaluation

Where possible, members should be given the opportunity to evaluate the effectiveness of the meeting and to make suggestions for continual improvement. This could be done through the development of a questionnaire aimed at assessing the following:

- logistical arrangements;
- clarity of purpose;

- contribution and participation;
- secretary's planning for the meeting;
- chairperson's role in facilitating the meeting;
- achievement of objectives;
- value for time committed; and
- management of time.

Although evaluation is itself a time-consuming exercise, it is an important part of good governance, as emphasised by the King 2 Report. It forces members of council to assess their own performance, individually and collectively, and to become more sharply aware of factors that detract from the effectiveness of meetings. In the USA, the Association of Governing Boards actually runs programmes to assist university and college boards in evaluating their performance. Where serious shortcomings are identified in the performance of a council, it should consider using the strategy of team-building exercises to enable members to work together more effectively.



SEVEN Conclusion

An effective council meeting depends on good planning and organisation on the part of the secretary, good facilitation and conduct of the meeting by the chairperson, and members who are committed to the well-being of the institution and who have its interests at heart.

The Council of Technikon Pretoria finds that fruitful and effective meetings largely depend on the following:

- Fundamental support structures:
 - a dedicated full-time executive secretary supporting the registrar and the vice-chancellor;
 - well-established communication structures (postal and printing sections);
 - a well-equipped council chamber (professional recording system, audio-visual equipment);
 - clear rules of order and knowledge of meeting procedures; and
 - a strong legal section to ensure compliance with legislation.
- Structured meetings:
 - a well planned agenda;
 - agenda circulated in advance;
 - accurate and well written minutes;

- breaks during meetings;
- refreshments; and
- impartial but firm chairing.
- Planning for meetings:
 - a well-structured matrix of standing items for council which coincides with the business cycle;
 - a well-structured agenda (such as a fold-out agenda) giving easy access to references and numbered documentation; and
 - an addendum of pending matters and standing items that will serve at the next meeting.
- Appropriate seating arrangements
- Access to documentation

Councils bear the ultimate responsibility for the good governance of higher education institutions. It may appear that the technicalities of meeting procedures are relatively unimportant, but this is not so. It is through their meetings that councils discharge a grave responsibility, and therefore every effort should be made to ensure that they work well. If councils get this right, it provides the foundation that enables them to apply their collective minds to serving the best interests of the institutions in relation to the larger interests of society.



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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.

NAME OF ORGANISATION	YOUR FIDUCIARY CAPACITY
<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.

(a) In my own case:

(b) In the case of members of my inner family circle:

5. I hereby certify that the foregoing information is true and complete to the best of my knowledge, and I confirm that, notwithstanding this general notification, I am required to make immediate and full disclosure of any actual or perceived conflict of interest (including any of those referred to above) on any occasion where such may arise in the course of performance of my duties to the university/technikon.

NAME: _____ DATE: _____
(PLEASE PRINT)

SIGNATURE: _____ DATE: _____

(Adapted from the University of Cape Town's 'Principles and Policy' and 'Rules on Conflict of Interest', and the University of South Africa's 'Draft Code of Conduct'.)



APPENDIX 3

Glossary⁴

acclamation	the audible assent given to a motion so that no dissenting voice is accommodated
adjournment	postponement of a meeting to a later time/date
affiliate	to be accepted as a member of a branch, or to become closely connected with, or to associate with
agenda	'things to be done', following up of instructions, order of business
amendment	alteration made, or proposed to be made
attendance register	list of members present
ballot	a system of secret voting, usually by means of a mark on a prepared paper
by-laws	regulation dealing with the internal affairs of an organisation
casting vote	a second vote given to the chairperson of a meeting for the purpose of avoiding the deadlock which would otherwise ensue when the number of persons voting on either side of a motion is exactly equal

chairperson	anyone who has been chosen to preside over a meeting; she/he occupies the chair of authority during meetings
closure	closing of the debate on a point being discussed a motion proposed to close the meeting
committee	a body to whom others have committed or delegated a particular duty, or who has taken it upon itself to perform this duty
co-opt	add members without holding an election – a committee’s right, in terms of its constitution
constitution	rules and regulations that govern an institution’s activities
dissenting vote	a vote against a specific motion
draft	a document that is still open for amendments
dropped motion	a motion that lapses in the event of it not being seconded
due notice	a written notification dispatched by post to the last registered address of the person concerned upon commencement of the required period of notice
interim report	a report that has not been finalised
minutes	a record of the things done and the decisions reached at a meeting; they are not intended to be a verbatim account of the proceedings, and are only prima facie evidence of what was resolved or what transpired
motion	a proposal accepted at a meeting, which when seconded and approved becomes a resolution
next business	a motion to terminate a discussion without reaching consensus or a decision

point of order	an appeal to the chairperson for her/his ruling on a matter concerning the proceedings of a meeting
postponement	a deferment of a meeting and/or a discussion in a meeting
proxy	a document authorising one to vote on another's behalf, if permitted by the committee's constitution
round robin resolution	a written resolution signed by members of EXCO of an organisation/council and pasted into the minute book
resolution	a formal decision taken at a meeting
special business	any business in a meeting that is not ordinary business
special notice	a notice of special business
substantive motion	an accepted amendment
suspension of membership	temporary or permanent termination/suspension of membership of a committee
unanimous	all of one mind, agreeing in opinion
without prejudice	terminology used in a correspondence to prevent such correspondence being used as evidence


| Some Latin Terminology Used at Meetings

addendum (<i>plural: addenda</i>)	appendix; addition
ad hoc	arranged for this purpose; in view hereof appointed for a specific purpose
bona fides	honest intention; sincerity; integrity
contradictio in terminis	contradiction in terms; contradictory decision; inherent contradiction

ex officio	by virtue of one's office/portfolio/position in an organisation
in camera	private; closed
intra vires	within a person's powers and rights
ipso facto	by the mere fact of it; automatically
mutatis mutandis	after making the necessary changes
nem. con.	abbreviation for nemine contradicente, e.g. 'the motion has been carried nem. con.' – i.e. nobody voted against the motion, although some members may have abstained from voting
nem. dis.	abbreviation for nemine dissentiente, e.g. 'the motion has been carried unanimously or nem. dis.' – i.e. everybody voted and voted in favour of the motion; there was no dissenting vote
per pro	by delegated authority
poll	a ballot
quorum	smallest number of members who must be present at a meeting to enable proceedings to be valid
sine die	without a date, e.g. 'a meeting is adjourned sine die' – i.e. no date is fixed for another ensuing meeting
status quo	unchanged position; the existing circumstances are maintained
ultra vires	beyond a person's powers or rights
verbatim	word for word

NOTES

- Adapted from the University of the Free State's 'Concise Guide to Effective Meetings' and Britzius's *A Practical Guide to Meetings*.



APPENDIX 4

Key Relationships for the Vice-Chancellor

| The Vice-Chancellor and the Chairperson of Council

One of the most important ingredients for the successful functioning of a council is a good working relationship between the vice-chancellor and the chairperson of council. There are, however, a number of inherent tensions in the relationship which need to be carefully managed by the incumbents.

Unless newly appointed, the vice-chancellor usually knows far more about the institution than does the chairperson, and has a 'hands-on' feel for the way the institution operates as it is part of her/his daily work environment. The chairperson, on the other hand, is responsible for providing leadership to the council to which the vice-chancellor is accountable. In order to fulfil this leadership role, however, the chairperson is to some extent dependent on the vice-chancellor for providing information about and insight into the institution.

The chairperson and the vice-chancellor should have a clear sense of their respective roles and appropriate forms of interaction. They should always work together with the secretary to council on the agenda for council meetings and neither should spring any 'surprises' on the other. It is of the utmost importance that they work to establish a relationship of mutual respect and trust and the foundation for this lies in full disclosure of any important information.

Should tensions arise between these two key role-players in the institution, they should attempt to resolve the difficulty openly and honestly and, if necessary, with the help of a third party.

| The Vice-Chancellor and the Council

As a general rule of thumb, councils are expected to govern institutions and vice-chancellors to manage them. This means council provides guidance to management and should not be involved in the day-to-day affairs of running the institution. Confusion and tension can arise when this rule is implemented in practice because the distinction between management and governance is not absolute. In order for this rule to work effectively, each party in this relationship needs to understand its own responsibilities and those that fall in the other's purview, and the way in which council and the vice-chancellor conduct their business needs to reflect this understanding. Clear expectations for council and the vice-chancellor need to be established and maintained, because a council that is overly active in management can inhibit the institution's effectiveness.

Ultimately, the ideas and actions of the vice-chancellor, perhaps more than the will of council, will influence the nature of the dynamic that characterises this important relationship. It falls to the vice-chancellor to help determine which issues council will address and to assemble the information that shapes the discussion. Therefore, this individual can guide council towards a true governance role. The following are three specific methods the vice-chancellor can use to help council govern more and manage less:

1. Use a comprehensive strategic plan that has been developed in conjunction with council, and supplement it with regular progress reports. This can be a useful tool for council as it develops its own annual work plans, and will keep council's sights focused on the long-term goals and mission of the institution. Regular reports based on this plan will keep council members apprised of progress toward institutional goals.
2. Provide council with relevant materials before meetings, and explain why the materials are coming to the attention of council. Let council members know how specific agenda

items relate to the institution's larger mission, and what kind of action or discussion is desired of the council on each item.

3. Facilitate council and council committee discussions so that council stays focused on the larger issues. Refer to set policies that define the limits of council's decision-making power, and strive to engage council members in a dialogue among themselves that leads to consensus-building.

(Adapted from the National Centre for Nonprofit Boards, US, 2001.)