



**MARONDERA UNIVERSITY OF AGRICULTURAL SCIENCES AND
TECHNOLOGY COUNCIL CHARTER**

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| TITLE | CHARTER OF THE COUNCIL |
| MANAGEMENT POLICY NO. | |
| COMPILED BY | REGISTRAR |
| APPROVED BY | COUNCIL |

1.0 Introduction

1.1 Preamble and Purpose of the Charter of the Council

Marondera University of Agricultural Sciences and Technology is a wholly owned state institution established through an Act of Parliament, the Marondera University of Agricultural Sciences and Technology Act (Chapter 25:29). It is a body corporate with perpetual succession and is capable of suing and being sued in its corporate name. Subject to the Act and any general directions as to any policy given by the responsible Minister, the Government and the execution authority of the University shall be vested in the University Council.

1.2. Authority

1.2.1. Council is the governing body of the Marondera University of Agricultural Sciences and Technology and is responsible for the strategic direction, general oversight and performance of the University and the attainment of its objectives.

1.2.2. The Council's powers, authorities, duties and responsibilities as the University governing body are derived from the Marondera University of Agricultural Sciences and Technology Act [Chapter 25:29].

1.3. **Compliance**

1.3.1. The Council shall at all the times comply with the requirements which establish the legal and regulatory basis for the governing and managing the University.

These include:

1.3.1.1 Marondera University of Agricultural Sciences and Technology Act
[Chapter 25:29]

1.3.1.2 Labour Relations Act [Chapter 28:01]

1.3.1.3 Public Entities Corporate Governance Act [Chapter 10:31]

1.3.1.4 Statutes and by-laws made in pursuit of the above Acts.

1.4. The Council is committed to ensuring that the highest standards of governance are maintained at all times. The Charter outlines the legislative framework under which the Council operates and the processes the Council has developed to help discharge its responsibilities.

1.5 **Responsibilities of the Council**

Subject to the Marondera University of Agricultural Sciences and Technology Act and the Statutes, the Council shall:

- (a) With the approval of the Minister, appoint the Vice-Chancellor, Pro-Vice Chancellors and the Registrar;
- (b) Appoint the Bursar, the Librarian and other staff of the University: Provided that the Council may delegate its duties under this paragraph to such committee as may be prescribed in the Statutes;
- (c) On the recommendation of the Senate, institute professorships and other academic offices, and abolish or hold in abeyance any such offices;
- (d) Receive and, if the Council considers it proper to do so, give effect to reports and recommendations from the Senate on those matters upon which Senate is authorised or required by this Act or the Statutes to make reports and recommendations;

- (e) Cause to be prepared annually a statement of the income and expenditure of the University during the previous financial year, and of the assets and liabilities of the University on the last day of such year;
- (f) Submit statements of income and expenditure referred to in paragraph (e) to audit by an auditor appointed by the Council, and publish such statements and the auditor's reports thereon;
- (g) Cause to be prepared annually estimates of income and expenditure for the following financial year;
- (h) Cause to be prepared and made available to the public a report on the activities of the University during each year;
- (i) Prepare and refer to the Senate any proposed amendment, repeal or replacement of the Statutes.

1.6 Council Powers

Without limitation on any other powers conferred on the Council by this Act, the Council shall have the following powers:

- (a) To receive recommendations from the Senate for conferment, withdrawal or restoration of degrees, including honorary degrees, and diplomas, certificates and other awards and distinctions of the University and, if approved, to submit them to the Chancellor;
- (b) To amend, repeal or replace the Statutes;
- (c) To administer the property of the University and control its affairs and functions;
- (d) To delegate its functions to the Executive Committee or any other committee or officer of the University, provided that the delegation of any such function shall not prevent the Council from exercising that function;
- (e) To do such other acts as it considers to be necessary for the proper administration of the University and the achievement of its objects.

1.7 Council Fees

The remuneration of Council members should be fair in order to enhance their motivation, reliability, commitments and effectiveness.

1.8 Chairperson's Role

The Chairperson is nominated by Council for a term of three years on terms and conditions fixed by the Chancellor and is eligible for re-appointment.

- (a) The Chairman's role includes the following responsibilities:
 - (i) To act as the Chair of all Council Meetings and ensure that the time devoted to the meetings is used productively;
 - (ii) Responsible for ensuring the effective operation of the Council and in accordance with good contemporary governance practices;
 - (iii) To ensure that there is an annual schedule of topics that require attention of the Council, including, the University's strategy and performance, budget, capital infrastructure plan, financial statements, reports on risk management and work health and safety,
 - (iv) To ensure that there is evaluation of Council and committee performance;
 - (v) To chair the Executive Committee of Council,
 - (vi) To chair the appointment committees for the appointment of the Vice Chancellor, Pro-Vice-Chancellor, Registrar, Librarian and Bursar,
 - (vii) To work closely with the Vice-Chancellor to achieve the objectives of the University,
 - (viii) To work with the Vice-Chancellor to build and develop local and international relationships;
 - (ix) To be responsible for ensuring an effective and supportive relationship between the Council, the Vice-Chancellor and the senior executive management of the University,
 - (x) To ensure that Council performance is reviewed at least every second year;
 - (xi) To represent the University regularly at functions and events and in the wider community, and to be responsible for various ceremonial functions, including graduation ceremonies.
 - (xii) The Chairperson of the Council should:
 - (a) not be a member of the audit committee or its chairperson;

- (b) not chair the risk or the remuneration committee but may be a member of it;
- (c) be a member of and may chair the nomination committee;
- (d) provide leadership to the Council but without adversely affecting the collective responsibility of the Council and the individual duties of its members;
- (e) set the ethical tone of the Council;
- (f) identify and participate in the selection of Council members with the assistance of a nomination committee and oversee the formal succession plan of council members, vice-chancellor and other senior management officers;
- (g) formulate together with the vice-chancellor and the Registrar, the annual plan of the Council on the basis of agreed objectives and play an active part in setting the agenda of Council meetings so as to have a clear understanding of the objectives of the meetings;
- (h) encourage collegiality among Council members but without inhibiting candid debate and creative tension in Council meetings;

1.9 Chairperson's Expectations

- (a) Effectively manage conflicts of interest of Council members in ways which ensure that Councilors concerned recuse themselves from participating in discussions and decisions in which they are conflicted unless they are required to provide specific input during any such discussions;
- (b) Ensure that the information in the Council pack is couched in simple and understandable language
- (c) Act as the link between the Council and management, and particularly between the Council and the Vice-Chancellor;
- (d) Carry on friendly relations with councilors and management while at the same time maintaining an arm's length relationship with them;

- (e) Ensure that complete, timely, relevant, accurate, honest and accessible information is placed before the Council to enable the Council to make informed decisions;
- (f) Monitor how the members of the Council work together and how individual councilors perform and interact at meetings;
- (g) Know the strengths and weaknesses of each Councilor and take appropriate measures to address any weaknesses without losing sight of human frailties;
- (h) Develop the skills and enhance the confidence of Councilors by encouraging them to speak and actively contribute at Council meetings;
- (i) Build and maintain the trust and confidence of stakeholders in the University;
- (j) Uphold rigorous procedures in preparing for meetings by studying and discussing with the Vice-Chancellor the information packs distributed to participants and providing appropriate input.
- (k) To further refer to Section 120 of the Schedule of the PECGA where more responsibilities of the Chairperson are provided.

1.10 Vice-Chancellor's Role

- (a) The Vice-Chancellor is an *ex-officio* member of the Council and the principal academic and Chief Executive Officer of the University, responsible to the Council for the academic standards and management of the University.
- (b) The collective responsibility of management is vested in the Vice-Chancellor who bears the ultimate responsibility for all decisions and management functions.
- (c) The Vice-Chancellor, by powers delegated to him or her, advises Council on, and exercises the general management over the affairs of the University.
- (d) The Vice-Chancellor's role includes the key responsibilities to:
 - (i) work with Council to develop, implement and update the Vision, Mission and Strategic Plan for the University so that the University can deliver on its objectives;

- (ii) assist Council to provide a clear strategic direction for the University and in building a productive and ethical work culture that can readily adapt to rapid economic, social and political change;
- (iii) lead and drive a robust change agenda, whilst efficiently managing the multidimensional operations of the University and ensuring quality outcomes;
- (iv) apply a highly engaged, broad and strategic understanding of the nature and context of the challenges for the higher education sector and to respond to key issues in Higher Education policy and funding, both nationally and globally;
- (v) encourage, promote and facilitate the very best academic and organisational performance across the whole University and strengthen the reputation and visibility of the University through the pursuit of quality and high standards;
- (vi) secure and continue the growth of the University's financial base, ensuring the University acquires the necessary public and private resources to underpin the successful achievement of the University's goals and objectives;
- (vii) take principal role in the University's fundraising and development of strategic partnerships as well as strengthening and expanding ties and involvement with alumni throughout the world;
- (viii) ensure the University's approach to learning and teaching and all aspects of the broader experience of students are relevant and of consistently high quality across all of its locations in Zimbabwe and beyond, and in the University's virtual and physical presences;
- (ix) build a strong and united senior executive team and management culture that fosters both internal and external innovation and collaboration;
- (x) maintain the position of educational innovation, discovery, and progress through a continued commitment to incorporating technology and entrepreneurial thinking into teaching, learning, and research;
- (xi) expand the external profile and focus of the University, nationally, regionally and internationally;

- (xii) provide leadership to best position the University with government, industry and the community, and to respond to strategic opportunities and effectively influence decisions that impact upon the University;
 - (xiii) embed modern and fit-for-purpose governance and structures to ensure Council and the University fulfil their compliance, oversight and reporting obligations;
 - (xiv) Ensure the promotion and provision of a safe working environment for students, staff and visitors with attention to the requirements of the Work Health and Safety, and all Zimbabwe legislation.
- (e) The Vice-Chancellor or members of senior management must not chair the boards of subsidiary entities but may be non-executive members thereof.
- The Vice-Chancellor and the senior managers should ensure that:
- (i) the day to day business of the University is properly managed within the approved framework of delegated authority, university strategies, policies, budgets and that business plans are timeously developed and presented to the Council for consideration and approval and Council decisions are effectively implemented;
 - (ii) the University has a corporate culture that promotes sustainable ethical practices, encourages individual integrity and fulfils the social responsibility objectives and imperatives of the institution;
 - (iii) the University complies with all relevant law;
 - (iv) the University applies all recommended best practice standards, failing which they must explain the failure to the Council and stakeholders of the University.
- (f) The Vice-Chancellor should:
- (i) serve as the chief representative of the University and its business;
 - (ii) recommend or appoint the executive team and ensure proper succession planning;
 - (iii) develop and recommend to the Council yearly plans business plans and budgets that support the University's long term strategies;

- (iv) monitor and report to the Council on the performance of the University and its conformance with compliance imperatives;
- (v) establish an organizational structure appropriate to the achievement of the University's strategies;
- (vi) set the tone, provide ethical leadership and create a good ethical environment for management and the general workforce.
- (g) The Vice-Chancellor may delegate any of his/ her powers, duties or responsibilities to:
 - (i) Any member of the senior executive as approved by Council from time to time;
 - (ii) Such other officers and in respect of such matters as the Council may authorize.

1.11 Role of Council Members

- (a) Each Council member has an overarching duty to act reasonably to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently.
- (b) When acting in their capacity as a Council member, Council members must:
 - (i) act in good faith, honestly and for purposes consistent with the objects and interests of the University;
 - (ii) Exercise reasonable skill, appropriate care and diligence;
 - (iii) Take reasonable steps to avoid all conflicts of interest unless they are declared and managed in accordance with the requirements of the Marondera University of Agricultural Sciences and Technology Act and the Public Entities Corporate Governance Act;
- (c) A Council member must not make improper use of his or her position as a Council member, or of information acquired because of his or her position as a member, to gain, directly or indirectly, an advantage for the member or for another person.
- (d) Unless otherwise approved by the Council, all Council members must keep confidential all information obtained from or in relation to the University

which has not, and all discussions, deliberations and decisions of the Council which have not, been publicly disclosed by the University.

(e) Council members must not speak publicly on behalf of the Council or the University unless approved by the Council.

(f) With the prior approval of the Ministry of Higher and Tertiary Education, Innovation, Science and Technology Development, a Council member may seek independent

professional advice, at the University's expense, on any matter connected with the performance of the member's duties as a Council member. Where the parent ministry approves a request for independent professional advice to be obtained, the Ministry will facilitate obtaining such advice. Copies of any such professional advice must be made available to, and for the benefit of, all Council members, unless the Ministry agrees otherwise.

(g) The University will provide information about its operations as may reasonably be requested by Council members. Requests should be made to the Vice-chancellor either directly or via the Council Secretary. The Vice-Chancellor shall ensure that information provided is current, complete and clearly explained, e.g. the basis for any calculations will be set out. Responses shall be provided within five working days unless there are complicating circumstances e.g. information must be retrieved from the archives or benchmarked against other organisations. Unless otherwise agreed with the member, Council Secretary shall circulate the

Vice-Chancellor's response to any request to all members of the Council. This shall ensure that all members are able to consider the same information.

(h) Outside of Council meetings, Council members shall be expected to support the letter and spirit of all Council resolutions.

1.12 Secretary of the Council's Role

(a) The Secretary of the Council is responsible for all matters relating to the administration of the Council and its standing committees, including:

(i) the preparation of agenda, minutes and papers;

(ii) maintaining a record of all committees and boards of associated entities on which potential members and member's skills register;

(iii) the provision of advice, and the development, analysis and interpretation of the legislation and procedures by which the operations of the Council are regulated:

(iv) Performance of other duties as assigned to her or him by the Chairperson, the Vice-Chancellor and Council.

(v) Assisting in the proper induction, orientation, ongoing training and education of councilors and assessing their individual training needs and those of executive managers in their fiduciary and other governance responsibilities.

(vi) Assisting and guiding councilors in appreciating their role, responsibilities and duties, and discharging them in the best interests of the University.

(vii) Providing a central source of advice to the Council and within the University on matters of corporate governance, law and any developments or changes thereto.

(viii) Having a direct channel of communication with the Chairperson and being available to provide comprehensive practical support and advice to chairpersons of the Council and council committees.

(ix) Ensuring that:

(a) The charter of the University and terms of reference of the Council and its committees are kept up to date;

(b) Sitzings of the Council and Council Committees are properly recorded and that minutes are circulated with the approval of the relevant chairperson;

(c) Council resolutions are implemented timeously and effectively;

(d) Council members are collectively and individually evaluated annually;

(e) His or her role, functions and duties are assessed by the Council annually and any amendments thereto are effected.

(x) Being responsible for the proper compilation and timely Council packs.

- (xi) Assisting the chairpersons of the Council and Council Committees in drafting yearly work plans.
- (xii) Obtaining appropriate responses to or feedback on specific agenda items and matters arising from meetings of the Council Meetings.
- (xiii) Raising any matters that warrant the attention of the Council.

2. Membership of the Council

Membership to the Council shall be as contained in the Marondera University of Agricultural Sciences and Technology Act 25:29 section 10 (1). Subject to this Act and any general directions as to policy given by the Minister, the government and executive authority of the University shall be vested in the Council.

3. Disqualification for Appointment as Council Member

The Minister shall not appoint a person as a member of the Council and no person shall be qualified to hold office as a member of the Council who;

- (a) Is not a citizen of Zimbabwe or permanently resident in Zimbabwe; or
- (b) Has, in terms of any law in force in any country;
 - (i) Been adjudged or otherwise declared insolvent or bankrupt and has not been rehabilitated or discharged; or
 - (ii) Made an assignment to, or arrangement or composition with, his or her creditors which has not been rescinded or set aside; **or**
- (c) has, within the period of five years immediately preceding the date of his or her proposed appointment, been sentenced to a term of imprisonment of or exceeding six months, whether or not any portion has been suspended, imposed without the option of a fine in any country, and has not received a free pardon; **or** (d) Is a Member of Parliament of Zimbabwe; **or** (e) Is of unsound mind.

3.1 Vacation of Office by Council Members

A member of the Council shall vacate office and his or her office shall become vacant:

- (a) after giving the Minister such period of notice of his or her intention to resign as may be fixed in his or her conditions of appointment or, if no such period has been fixed, after the expiry of one month or after the expiry of such other period of notice as he or she and the Minister may agree; or

- (b) on the date he or she begins to serve a sentence of imprisonment, the term of which is not less than six months, whether or not any portion has been suspended, imposed without the option of a fine in any country; or
- (c) If he or she becomes disqualified in terms of paragraph (a) or (b) above or;
- (d) If he/ she is absent without the permission of the Council for three consecutive meetings of the Council.

3.2. Chairperson and Vice Chairperson of Council

- (1) The Council shall elect a chairperson from amongst its members to hold office for such period and subject to such terms and conditions as are prescribed in the Statutes.
- (2) At all meetings of Council at which the Chancellor is not present, the chairperson of Council or, in his or her absence the vice-chairperson shall preside.
- (3) If at any meeting of the Council the Chancellor and the Chairperson and the Vice Chairperson of the Council are all absent, the members of the Council who are present shall elect a person from amongst their number to preside at the meeting.

3.3. Length of Appointment of Members of Council

- 3.3.1 Members of the Council, other than *ex officio* members, shall hold office for three years, and shall be eligible for re-appointment or re-election, as the case may.
- 3.3.2 Any member of Council, other than an *ex officio* member, may resign his or her membership at any time by notice in writing addressed to the Registrar.
- 3.3.3 Any casual vacancy occurring among the appointed or elected members of the Council shall be filled as soon as possible by the person or body which appointed or elected the member whose place has become vacant, and the person so appointed or elected shall hold office for the remainder of the period for which the person whose place he or she fills was appointed or elected to.

3.4 Meetings and Quorum of Council

- 3.4.1 The Council shall meet at least three times a year.
- 3.4.2 The quorum of the Council shall be one-half of the members holding office at the time of the meeting.

3.5. Resolutions by Circulation among members of Council

A resolution proposed by the Executive Committee of the Council, other than for the purpose of making a Statute, which is on its authority circulated by the Registrar to all members of the Council and which receives the written agreement of not less than two thirds of such members shall, upon receipt of such agreement by the Registrar, have the same force and effect as a resolution passed at a meeting of the Council.

3.6. Procedure Generally

- (1) Except as otherwise specifically provided by the University Act or its Statutes, in the absence of the Chairperson or Vice-Chairperson at a meeting of a board or committee, the members present shall elect from those present, a Chairperson to preside over that meeting.
- (2) Except as otherwise specifically provided by the University Act or the Statutes, the quorum at any meeting of Council or committee shall be as fixed by the person or authority that appointed the Council or committee.
- (3) Except as otherwise specifically provided by the Act or these Statutes, each board or committee shall determine and may make rules for the time, place and procedure of its meetings.
- (4) The minutes of a meeting of a board or committee shall be laid on the table at the next following meeting of the body that appointed it.
- (5) At a meeting of board or committee, in the event of an equality of votes on any matter, the person presiding shall have a casting vote in addition to his deliberative vote.

3.7 Validity of Decisions of Council, Senate, Convocation and Boards and Committees

In terms of section 33 of the University Act, no decision or act of the Council, Senate, Convocation or any Board or Committee established by or in terms of the Act shall be invalid solely on the ground that:

- a) The Council, Senate, Convocation or any Board or Committee, as the case may be, consisted of fewer than the number for which provision is made by or in terms of the University Act; or
- b) A disqualified person acted as a member of Council, Senate, and Convocation or any board or committee, as the case may be;

if duly qualified members who took the decision or did or authorized the act constituted a quorum of the membership of the Council, Senate, Convocation or any board or Committee.

3.8 University Seal

- (1) There shall be a seal of the University, of such design as may be approved by the Council.
- (2) The seal of the University shall be kept in the custody of the Registrar and, subject to the directions of the Council, shall be affixed to:
 - (a) Certificates, degrees and diplomas conferred by the University; and
 - (b) Any documents attested by the signature of the Vice-Chancellor and the Registrar.

3.9 Ordinances

- (1) The Council may, with the approval of the Minister, make ordinances providing for any matter referred to in paragraphs (a) to (p) of subsection (3) of section 31 of the University Act.
- (2) The Registrar shall publish any ordinance made in terms of subsection (1) in such manner which the Council considers will best make the ordinance known to the persons whom it applies.

4. Committees of Council

In accordance with its authority, the Council has established a number of Committees which contribute to the effective governance of the University and to the effective review of the University activities. Each Committee has terms of reference which set out the committee's mandate and powers. The current Committees are:

- 4.1. Executive Committee of the University Council
- 4.2. Finance Committee
- 4.3. Infrastructure and Campus Development
- 4.4. Human Resources Committee
- 4.5. Academic Staff Promotions Committee
- 4.6. Non-Academic Staff Promotions Committee
- 4.7. Academic Appointments Board
- 4.8. **Audit and Risk Management Committee**
- 4.9. Remuneration Committee

4.10 Honorary and Distinctions Committee

4.11 Business Development and Resource Mobilization Committee

Sub Committees may be formed under main Committees.

5. Interpretation

The interpretation of this Charter of the Council rests with Council.

6. Effective Date

The Charter shall take effect on the date it is signed by the Chairperson of the Council.

7. Review of the Charter

This Charter shall be reviewed every three years and as and when the need arises.

8. Indemnity

The University maintains a director's and officer's liability insurance policy that offers coverage in relation to claims made against Council members which arise in connection with the performance of their duties.

Contact Details:

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CODE OF CONDUCT: MEMBERS OF COUNCIL

1. PREAMBLE

The University is committed to complying with its values of professionalism, accountability, transparency, diversity and social and environmental responsibility and the ethical intent reflected in the principles of corporate citizenship as enunciated in the Public Entities Corporate Governance Act [Chapter 10:31] (PECOGO). The University strives to live the highest ethical values, shall make every effort to fight corruption and shall put in place measures to ensure this. The University therefore strives to be an exemplar for a corruption-free society. The purpose and intention of this Code of Conduct is to demonstrate this commitment and to, *inter alia*, comply with the Public Entities Corporate Governance Act [Chapter 10:31] and the Marondera University of Agricultural Sciences and Technology Act [Chapter 25:29]. The PECOGO was introduced by the government to ensure good governance at Council and Council Committee meetings, with specific reference to the issues that deal with transparency, effective corporate governance of public entities and declaration of interests.

2. THE COUNCIL

2.1 The Council governs the University and must ensure effective institutional governance.

2.2 The Council is constituted and mandated by the Marondera University of Agricultural Sciences and Technology Act [Chapter 25:29].

2.3 Subject to Senate's academic authority, the Council has responsibility for the affairs of the University.

2.4 The Council also determines the nature and scope of the University's social responsibilities, protects the institutional autonomy of the University, upholds the academic freedom of its members and deliberates on the nature and role of the University.

3. CODE OF CONDUCT

3.1 A member of Council;

3.1.1 Is a person who reflects specialized knowledge and experience relevant to the core business and/or the governance of the University.

3.1.2 Is appointed by the Minister of Higher and Tertiary Education, Science and Technology Development (hereinafter referred to as the "Ministry"), elected by

- the constituency concerned, or duly appointed by Council (as recommended by the Executive Committee of Council) in accordance with the MUASt Statute.
- 3.1.3 Acquaints her/himself with the mission, vision, values and strategic thrusts of the University, as well as the relevant governance structures, charters, mandate of the Council and the Council Committees (and delegation of authority if applicable).
- 3.1.4 Declares in writing (on the annual declaration form provided by the Registrar) before he/she assumes office, any business, fiduciary roles (including but not limited to memberships, directorships of companies, trusteeships), commercial or financial activities undertaken for financial gain that may raise a conflict or a possible conflict of interest with the University, for uptake in the annual *Council Register of Interests*.
- 3.1.5 Declares in writing (on the annual declaration form provided by the Registrar) any financial interest and fiduciary roles of the members of her/his immediate family, life partner or close friend).
- 3.1.6 Declares in writing (on the annual declaration form provided by the Registrar) any family relationship with a registered student at the University and/or permanent full time or fixed-term contract employee.
- 3.1.7 Must inform the Chairperson of a meeting, before commencement of the meeting, of a conflict or possible conflict of interest of a member of the Council or Council Committee, of which such person may be aware.
- 3.1.8 Shall not place her/himself under any financial or other obligation to any individual or organization that might seek to influence the performance or any function of the Council **and**:
- i) Must not have a conflict of interest with the University;
 - ii) Declares in writing (on the agenda-based declaration form provided by the University Secretariat) a direct or indirect financial, personal or other interest in any matter reflected on the agenda of a particular meeting;
 - iii) Is obliged to recuse her/himself from the meeting during deliberation and decision-making related to the agenda item.
- 3.1.9 Participates in the deliberations of the Council in the best interest of the University, with due regard to the principles of public accountability.
- 3.1.10 Submits an apology if he/she cannot attend a meeting, to the University Secretariat, preferably at least 72 hours before commencement of the meeting concerned (emergencies excluded).
- 3.1.11 Shall not use the position, or privileges of the position, or information acquired as a result of the position or privileges, to improperly benefit another person(s).
- 3.1.12 Strives to live the highest ethical values and be an exemplar of a corruption-free society.
- 3.1.13 Updates her/his qualifications and skills on the form circulated by the Registrar (at the first meeting of the academic year) for uptake in the annual *Council Register of Qualifications and Skills* and reflected in the MUASt Annual Report.
- 3.1.14 Performs her/his duties and responsibilities in good faith, with due regard to at least the following:
- i) Duty of care and skill;
 - ii) Fiduciary duty;
 - iii) Duty to act within powers of authority.

4. Statements by Council members and social media

4.1 This section of the Code is intended to assist Council members to make informed and appropriate decisions regarding the use of social media platforms such as blogs, wikis, social networking websites, podcasts, forms, message boards or comments on web-articles such as Twitter, Facebook, Facebook Messenger, WhatsApp, YouTube, Instagram and LinkedIn, and includes multi-media and business oriented social networking websites and all other internet usage. The absence of explicit reference to specific social media does not limit the extent of the application of this Code.

4.2 Council acknowledges that social media is a powerful communication tool that has significant impact on institutional and professional reputations. Given that it may blur the line between personal and institutional voice, Council deems it necessary and appropriate to provide a guideline on how best to enhance and protect institutional and personal reputation when participating on social media platforms.

4.3 Council trusts and reasonably expects Council members to exercise personal responsibility whenever they use social media platforms, which includes not violating the provisions of this Code or the trust of those with whom they are engaging.

4.4 Council members are responsible for ensuring that their online activities do not interfere with the reputation of MUASt or their ability to fulfill their obligations to Council.

4.5 Since reputations are built on trust, Council members are urged to disclose their identity and affiliation to Council whenever discussing Council or MUASt related topics via social media channels, whilst safeguarding their rights of freedom of expression.

4.6 Council members should be aware of their relationship to Council in all social media statements, communications and disclosures.

4.7 In the interest of transparency and honesty, Council members are encouraged to use their real names in social media communications, and in cases where they have disclosed their relationship to Council and LSU, the use of pseudonyms and aliases is discouraged.

4.8 If a Council member comments on, or shares an opinion regarding Council of MUASt matters on social media platforms, this shall be accompanied by a disclaimer acknowledging their relationship to Council and stating that they speak, opine or comment in their personal capacity; are not authorized to speak on behalf of Council and do not do so; and that their personal opinion does not necessarily reflect the opinion of Council.

4.9 Council members should be respectful of every individual's right to express their opinions, whether those opinions are complimentary or critical of Council and MUASt.

4.10 Council members are encouraged to represent the core values of Council whenever they make social media disclosures about Council and MUASt related topics.

4.11 Council members should strive to add value to online conversations by advancing the dialogue in a constructive and meaningful way.

4.12 Hate speech, harassment, threats, intimidation, ethnic slurs, personal insults, obscenity, sexist, racial or religious intolerance and any other form of behavior that is prohibited in the LSU workplace is also prohibited on social media platforms.

- 4.13 Council members who choose to make social media comments and disclosures about topics relevant to Council are reminded that their comments and disclosures are neither private nor temporary. Social media disclosures live online indefinitely, and members should be aware that they are visible to a broad audience and are susceptible to being read out of context.

5. Governance at meetings

- 5.1 The chairperson concerned, in consultation with the Registrar, ensures that meetings of Council and Council Committees are constituted (with due regard to the quorum requirements) in accordance with the legal and governance framework and the MUASt Act concerned.
- 5.2 The chairperson concerned, in consultation with the Registrar, ensures compliance with governance requirements and that the meeting is quorate.
- 5.3 The Chairperson of Council and the chairpersons of Council Committees ensure compliance with the governance requirements related to meetings (refer to the charter).
- 5.4 A Council Committee with *delegated functions* shall not take a decision on a matter considered by it if any member of this committee has declared a conflict of interest, unless that member is recused and the committee concerned remains quorate. If the Committee is inquorate, the matter is referred to the next Executive Committee of Council, or to the next Council meeting, for consideration.
- 5.5 When applicable, and in accordance with the principles of good governance and corporate citizenship, the Chairperson or Registrar shall require members to sign a statement of confidentiality.
- 5.6 A report on decisions taken via electronic round-robin electronic circulation, shall be presented at the next meeting of the Council or Council Committee concerned for ratification.
- 5.7 The Registrar reflects the attendance report (accumulated) in the agenda of each Council and Council Committee meeting.
- 5.8 The Chairperson of Council is responsible for addressing poor performance of Council as a collective and of individual members of Council when applicable.
- 5.9 An annual performance review of Council and each Council Committee is conducted in accordance with the MUASt Performance Review System and instruments for all governance structures.
- 5.10 The performance review results serve at the first meetings of each Council Committee and at Council for deliberation and action taken when applicable, and are reflected in the MUASt Compliance Report accordingly.

6. Performance review for individual members of Council

- 6.1 Individual performance reviews of members of Council are conducted as follows:
- i) A self-evaluation performed by the individual member of Council at the last Council meeting of the year;
 - ii) The results of the self-evaluations are considered by the members of Council Executive Committee (EXCO) at its next meeting in

accordance with the principles of performance management consistency justification;

iii) In the case of members of EXCO, the self-evaluation results are considered by the Chairperson of Council and the individual EXCO member concerned;

iv) In the case of the Chairperson of Council, the self-evaluation results are considered at a consistency meeting with the Vice-Chairperson of Council and two other external members of the EXCO.

6.2 Consideration of a second or further term of office of a member of Council (excluding ministerial appointees) is in accordance with the criteria determined and approved by Council.

6.3 Termination of membership is managed in accordance with section 14 of the MUA ST Statute.

7. Contravention of the Code

Where a contravention of the Code has been established by due process (to be determined by Council upon receipt of a written complaint), Council may issue a sanction in the form of a written or verbal, a suspension from attending Council or Committee meetings, or make a recommendation to the relevant institution governance structure and that the Council member concerned be disqualified as a member of Council or a member of a Committee of Council.

Subscribed to by(name)

Signature.....

Date