



# COUNCIL CHARTER

THE RULES OF PROCEDURE FOR THE  
UNIVERSITY COUNCIL AND ITS COMMITTEES

SEPTEMBER 2021





## **MBARARA UNIVERSITY OF SCIENCE AND TECHNOLOGY**

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# **COUNCIL CHARTER**

## **THE RULES OF PROCEDURE FOR THE UNIVERSITY COUNCIL AND ITS COMMITTEES**



Approval Date: 24<sup>th</sup> September, 2021

# THE 7<sup>TH</sup> COUNCIL THAT PASSED THE CHARTER



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## HEAD OF COMMITTEES



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Chairperson Appointments Board



**Mr. Ogal Moses Opio**  
Chairperson, Finance, Planning and  
Developments Committee



**Dr. Kisaka Steven**  
Chairperson Legal Rules and  
Privileges Committee



**Eng. Frank Kagoro**  
Chairperson, Estates and Works  
Committee



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**Ms. Clare Nduhura**  
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# 1.0 CHAPTER ONE

## PRELIMINARY

### 1.1 CITATION

This Charter may be cited as the “Mbarara University of Science and Technology Council Charter (MUST), 2021”. It amends the previous MUST Council Charter, 2019.

### 1.2 DEFINITIONS

In this Charter, unless the context otherwise requires:-

Academic cycle	One academic year
Act	The University and Other Tertiary Institutions Act (UOTIA), 2001 (as amended 2003 and 2006) or any other modification thereof for the time being in force.
Chairperson	A member of the Council presiding over a meeting.
Conflict of Interest	A situation in which a member of Council or a person participating in a Council meeting has a personal interest sufficient to appear to influence the objective exercise of his or her official duties, or has competing interests or loyalties that either is or potentially can be, at odds with each other or is in a position to derive personal benefit from actions or decisions made in their official capacity.
Council	The Mbarara University of Science and Technology Council.
Council Appointee	A member of the Council appointed to a Committee.
Council Committee	A Committee established by resolution of, and responsible to Council under this Charter.
Day	Calendar day
Management	The Top Management Committee of MUST;
Meeting	A duly constituted meeting of the University Council or any of its Committees.
Minister	The Minister responsible for the Ministry of Education.
MUST	Mbarara University of Science and Technology.
Staff	The staff of the University as described in the Act.
Staff Tribunal	A body set up by Council to handle Appeals from its decisions as defined in the Act.
University	Mbarara University of Science and Technology
University Secretary	The Secretary to Council.



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## 2.0 CHAPTER TWO

# ESTABLISHMENT, GOVERNANCE, VISION, MISSION, AND FUNCTIONS OF THE UNIVERSITY

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### 2.1 ESTABLISHMENT

Mbarara University of Science and Technology (MUST) was established in 1989 by the Mbarara University of Science and Technology Statute 1989 as a body corporate and is currently governed by the Universities and Other Tertiary Institutions Act (UOTIA), 2001 as amended.

The Universities and Other Tertiary Institutions Act, 2001 (as amended) in Section 38 and section 40 (1) states that the University Council is the supreme organ of a Public University and as such responsible for the overall administration of the objects and functions of a University. Section 72 of the Act also empowers the University Council to make Statutes consistent with the Act to govern its membership, functions, privileges, and procedures.

This MUST Council Charter, therefore, sets out the standards, procedures, and guidelines under which the University Council and its Committees shall perform its duties. The Charter is established to guide the conduct of activities and processes of the Council to enable effective discharge of its responsibilities.

### 2.2 GOVERNANCE


MUST is governed under the following legal frameworks:

- a) The Constitution of the Republic of Uganda 1995 as amended;
- b) The Universities and Other Tertiary Institutions Act of 2001 as amended and regulations therein;
- c) The Public Service Act of 2008;
- d) All Statutes, Policies and Guidelines approved by the University Council and
- e) Any other relevant Laws of Uganda.

### 2.3 GOVERNANCE STRUCTURE

The governance structure of MUST is specified as follows:

- i) The Visitor: The Visitor for MUST is the President of the Republic of Uganda as provided for in Section 26 of the Act of 2001 as amended.
- ii) The Chancellor: The Chancellor of MUST is appointed by the President on the recommendation of the University Council. The appointment, role, and powers of the Chancellor are specified in Section 30, 31(2), 32(1) and 55(b) of the Act.
- iii) The University Council: This is the supreme governing organ of MUST. The composition, powers, and functions of the Council are specified in Sections 38 to 41 of the Act.
- iv) The Top Management Committee (TMC): This is the Top Management Committee headed by the Vice-Chancellor which develops and proposes to Council policies and management strategies



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for approval. Upon approval by Council, the TMC under the stewardship of the Vice-Chancellor implements the agreed policies and management strategies.

- v) The University Senate: This is the top academic organ of MUST. The composition, powers, and functions of the University Senate are specified in Sections 44 to 46 of the Act.
- vi) Officers of the University are specified in Sections 30-37 of the Act.
- vii) Academic Staff, Administrative Staff and Support Staff: As provided for in Section 51 of the Act.

## **2.4 VISION**

“To be a center of academic and professional excellence in Science and Technology”

## **2.5 MISSION**

“To provide quality and relevant education at national and international level with particular emphasis on Science and Technology and its application to community development”

## **2.6 FUNCTIONS OF THE UNIVERSITY**

The functions of the University shall include:

- (a) The provision of higher education, promotion of research and advancement of learning;
- (b) Dissemination of knowledge and giving opportunity of acquiring higher education to all persons including persons with disabilities wishing to do so regardless of race, political opinion, color, creed, or sex;
- (c) The provision of accessible physical facilities to the users of the Public University.

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## 3.0 CHAPTER THREE

# THE UNIVERSITY COUNCIL

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### 3.1 COMPOSITION OF THE UNIVERSITY COUNCIL

The University Council, as set out in Section 38 of the Universities and Other Tertiary Institutions Act 2001 (as amended), shall consist of the following members:

- (a) The Chairperson of the University Council;
- (b) The Vice-Chairperson of the University Council;
- (c) The Vice-Chancellor;
- (d) The Deputy Vice-Chancellors;
- (e) A representative of a sector relevant to the University as appointed by the relevant body in that sector;
- (f) One member of the District Council elected by the District Council in the jurisdiction of the University;
- (g) A member of the Convocation elected by the Convocation;
- (h) Two members of the University Senate elected by the Senate;
- (i) Two members of the Academic staff elected by the Academic Staff Association of MUST;
- (j) A senior member of the Administrative Staff elected by Senior Administrative Staff;
- (l) A member of the National Union of Education Institutions; Support Staff elected by the MUST branch of the Union;
- (m) Two students of the University, one of whom shall be a woman appointed by the MUST Students Union;
- (n) Three members appointed by the Minister of Education from the public;
- (o) Three members appointed by the University Council from the public;
- (p) A representative of the Ministry responsible for Finance;
- (q) A representative of the Ministry responsible for Higher Education;
- (r) Two representatives of the constituent colleges, schools and institutes elected by the Chairpersons of the governing Councils from among themselves;
- (s) Two representatives of persons with disabilities, one elected by the members of staff who are persons with disabilities and another by National Organizations of persons with disabilities.

### 3.2 APPOINTMENT OF COUNCIL MEMBERS

- a) A Council Member shall be appointed by the relevant appointing authority as provided for in Section 38 of the Act;
- b) The University Secretary shall notify the relevant appointing authority to appoint its representatives 60 days prior to the expiry of the term of the respective member;

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- c) Members of Council appointed by the Minister from the public shall be drawn from a variety of public sectors, including farmers, industry, commerce, and other professionals and the notice will be issued by the University Secretary;
- d) Members of Council appointed by the University Council from the public shall be drawn from a variety of public sectors, including Farmers, Industry, Commerce and other professionals as shall be determined by Council;
- e) Members of the Council who have already been appointed by the relevant appointing authorities shall, at the Inaugural Council meeting, appoint its Council appointees from the Public to the Council. The Inaugural Council meeting shall be presided over by the Vice Chancellor until an Interim Chairperson is appointed.
- f) At the Commencement of the inaugural Council meeting, Council members shall:-
- i) be sworn in by a Judicial Officer or a Commissioner for Oaths;
- ii) take and subscribe to the Oath of Allegiance specified in the Schedule to this Charter in Annexure “A” and the Oath of Secrecy as specified in the Schedule to this Charter in Annexure “B”;
- iii) elect an Interim Chairperson as per Section 39 (3) of the Act, who shall preside over the rest of the proceedings;
- g) The process of election of the Interim Chairperson shall be as follows:
- i) The members of Council present shall nominate a person from among themselves who is not an employee or student of the University or Public Service or member of the District Council or Parliament in accordance with section 39(3) of the Act;
- ii) The nominated persons shall be seconded by another member of Council;
- iii) The nomination process shall close if there is no other nomination and a proposal to close nominations has been received, seconded and approved by the Council;
- iv) If there is only one (1) nominated candidate, he/she will be declared the Interim Chairperson unopposed;
- v) In the event that there is more than one (1) duly nominated and seconded candidate, there shall be an election presided over by the University Secretary as Returning Officer;
- vi) The election shall be by secret ballot and each member shall cast one vote writing a name of the candidate they prefer on the ballot paper distributed to them by the Returning Officer and all ballots will be counted publicly and the winner declared in line with Section 42(4) of the Act.
- h) The Interim Chairperson will then preside over the election process of the University Council appointees from the Public as follows;
- i) Members of Council present shall nominate competent persons from the public competent in fields/ areas that Council deems necessary.
- ii) Council Members shall vote by secret ballot and the University Secretary will act as Returning Officer for the election process where all ballots will be counted publicly and the winners declared.
- iii) In case of a tie in the election, the interim Chairperson at the time will have a casting vote to determine the winner.
- iv) Before any business can be transacted at the next meeting of Council, the elected Council appointees from the public shall take and subscribe to the Oath of Allegiance specified in the Schedule to this

Charter in Annexure “A” and the Oath of Secrecy as specified in the Schedule to this Charter in Annexure “B”.

### **3.3 ELECTION OF CHAIRPERSON AND VICE CHAIRPERSON**

The fully constituted University Council shall elect a Chairperson and Vice-Chairperson who meet the criteria specified in Section 39 (1) of the Act, and the elections for each of the two positions shall be conducted separately, but the same procedures shall be followed as set forth below;

- i) The members of Council present shall nominate a person from among themselves who is not an employee or student of the University or Public Service or member of the District Council or Parliament in accordance with section 39(3) of the Act;
- ii) The member nominated should accept the nomination or another is nominated if the same is declined;
- iii) The nominated members shall be seconded by another member of Council;
- iv) The nomination process shall close if there is no other nomination and a proposal to close nominations has been received, seconded and approved by the Council;
- v) If there is only one (1) nominated candidate, he/she will be declared the Chairperson or Vice Chairperson unopposed;
- vi) In the event that there is more than one (1) duly nominated and seconded candidate, there will be an election presided by the Vice Chancellor and facilitated by the University Secretary acting as Returning Officer;
- vii) The election shall be by secret ballot and each member shall cast one vote writing a name of the candidate they prefer on the ballot paper distributed to them and all ballots will be counted publicly and the winner declared in line with S.42(4) of the Act;
- viii) In case of a tie in the election, the Interim or substantive Chairperson at the time will have a casting vote to determine the winner;
- ix) The newly elected Chairperson and Vice-Chairperson of Council will then take the Oath of Office and preside over the meeting;
- x) The Tenure of the Chairperson and Vice-Chairperson of Council shall be for a period of 4 years and eligible for re-appointment for one more term;
- xi) Whenever the office of the Chairperson is vacant or the chairperson is absent for any cause, the Vice Chairperson shall discharge the functions of the chairperson. In the absence of both the Chairperson and Vice Chairperson, such other member elected by the University Council, not being an employee or student of the university, public service employee or member of the district Council or Parliament, shall discharge the functions of chairperson.

### **3.4 TERM OF OFFICE FOR COUNCIL MEMBERS**

- a) All elected and appointed members of Council other than the representative of the students shall hold office for a period of four years and shall be eligible for re-election.
- b) The students’ representatives on the University Council shall hold office for one year and shall be eligible for re-election so long as they are still students of the University.
- c) A Council Member who is appointed or elected to replace another member who has resigned or

ceased to be a member for whatever cause, shall serve the remaining part of the term of the member he/she has replaced.

- d) In the event the term of Council has expired, the Vice-Chancellor shall preside over the Council meeting at which the interim Chairperson is elected, who will then serve until a Substantive Chairperson is elected.
- e) The Chairperson, Vice Chairperson, and chairpersons of all Council Committees will prepare handover reports for the incoming officers twenty-one (21) days before their term expires.

### 3.5 VACANCY

3.5.1 The office of a member of the Council shall fall vacant upon:

- i) the death of a member;
- ii) ceasing to be a representative of the office or body by which that person became a member of the Council;
- iii) resignation of a member;
- iv) being adjudged bankrupt or of unsound mind;
- v) non-attendance of four (4) consecutive regular main Council sittings without justified notification to the Council Chairperson through the Secretary to Council;
- vi) On conviction of an offence of a capital nature;
- vii) disqualification or suspension as a professional from practicing the profession by a competent authority and ceases to be a member of the profession;
- viii) Upon being removed by Council.

The Secretary to Council shall notify the Council and the appropriate appointing authority of the vacancy. The appointing authority shall appoint another person who shall hold office for the unexpired period of the term of office of the person being replaced. Such person shall be eligible for re-appointment.

3.5.2 The office of the Chairperson or Vice Chairperson shall fall vacant upon:

- i) Occurrence of any of the events mentioned in 3.5.1
- ii) The Chairperson or Vice Chairperson becoming a member of the staff or student of the University, gets employed by the Public Service or becomes a member of the District Council or a Member of Parliament.

3.5.3 Appointment Process

- i) Upon the office of Chairperson or Vice Chairperson falling vacant, members of Council present shall nominate a person(s) from among themselves who is not an employee or student of the University or Public Service or member of the District Council or Parliament in accordance with section 39(3) of the Act;
- ii) The nominated members shall be seconded by another member of Council;
- iii) The nomination process shall close if there is no other nomination and a proposal to close nominations has been received, seconded and approved by the Council;
- iv) If there is only one (1) nominated candidate, he/she will be declared the Chairperson or Vice Chairperson unopposed;
- v) In the event that there is more than one (1) duly nominated and seconded candidate, there will be an election presided by the Chairperson or Vice Chairperson and facilitated by the University Secretary acting as Returning Officer;

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- vi) The election shall be by secret ballot and each member shall cast one vote by writing the name of the candidate they prefer on the ballot paper distributed to them by the returning officer and all ballots will be counted publicly and the winner declared as Chairperson or Vice Chairperson.

### **3.6 RESIGNATION OF A MEMBER OF COUNCIL FROM OFFICE**

- a) A Council member may resign from office by putting the same in writing addressed to the Secretary to Council copied to the appointing authority and Chairperson Council and where possible give reasons.
- b) The member of Council who intends to resign, shall within one (1) month prior to their resignation submit a handover report for which they are holding office or handling any duties assigned to them by Council.
- c) The resignation shall take effect upon acceptance by the Chairperson of Council.
- d) Secretary to Council shall notify the Council and the appropriate appointing authority of the resignation. The appointing authority shall appoint another person and the person so appointed shall hold office for the unexpired period of the term of office of the person being replaced. Such person shall be eligible for re-appointment.

### **3.7 SUSPENSION AND REMOVAL FROM OFFICE OF A MEMBER OF COUNCIL**

#### **3.7.1 Suspension from office**

A member of Council may be suspended from office by Council under the following circumstances:

- a) When Council decides that a member is in breach of the Charter rules or;
- b) When their actions are deemed by Council to be intentionally ultra vires and in contradiction to the mandate of the University Council;
- c) In situations mentioned in (a) and (b) above, Council may suspend a member from Council after a Unanimous decision or vote Council and notify the appointing authority and the Council member in writing. Council shall determine the period of suspension based on the circumstances.

#### **3.7.2 Removal from office**

A member of Council may be removed from office by Council under the following circumstances;

- a) Inability to perform his or her duties arising from infirmity of body or mind;
- b) Gross Misbehaviour or misconduct;
- c) Incompetence;
- d) non-attendance of four (4) consecutive regular main Council sittings without justifiable cause;
- e) On conviction of an offence of a capital nature or on being adjudged bankrupt, Council shall remove a member from Council after a unanimous decision or two thirds vote and notify the appointing authority and the Council member in writing.

### **3.8 REMOVAL OF CHAIRPERSON AND VICE CHAIRPERSON**

The Chairperson and Vice Chairperson shall be removed on the following grounds:

- i) Being adjudged bankrupt or of unsound mind.
- ii) Conviction for a criminal offence of a capital nature.

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- iii) Non-attendance of four (4) consecutive regular Main Council sittings without justified reason and notification to members through the Secretariat.
  - iv) Behaving in a manner that puts the office of the Chairperson or Vice -Chairperson, the University and University Council into disrepute.
  - v) Abuse of the authority entrusted to the office of Chairperson or Vice Chairperson by Council, in particular, acting ultra vires.
  - vi) Any other form of misconduct as prescribed in the Leadership Code Act, 2002.

#### 3.8.1 Process of removal

- i) If a Member of Council or of the public believes that the Chairperson or Vice Chairperson is liable for any of the grounds in 3.7 (i-vi) above, the aggrieved party shall lodge a petition with Council, through the Secretary to Council, clearly stating the alleged form of breach or misconduct. The petition shall be seconded and signed by at least three other members of Council. The timeframe from the date of receipt of the petition by Council until its final determination shall not exceed three (3) months.
- ii) Upon receipt of the petition, the Secretary to Council shall notify the member who is the subject of the petition, with a copy to all Members of Council. The Chairperson or Vice Chairperson in question shall prepare a response which he/she shall present at a special session of Council convened after the expiry of twenty-one (21) days from the date of receipt of the petition by the affected person.
- iii) Where the Chairperson is the subject of the petition, the Vice Chairperson shall chair the meeting. Where both the Chairperson and Vice Chairperson are the subject of the petition(s), Council shall elect an acting Chairperson to chair that special session in accordance with Section 39(3) of the Act.
- iv) Council shall constitute a five (5) Member panel to hear the matter. The hearing shall be completed within fourteen (14) days.
- v) The petitioner shall attend and present the petition in person and the person who is the subject of the petition shall be given a fair hearing in accordance with the rules of natural justice, including the right to legal representation.
- vi) The panel shall present a report to Council with recommendations. If the panel recommends the removal of the Chairperson or Vice Chairperson, the report shall be discussed and a vote conducted. If two-thirds majority of the members vote in favour of removal, the affected person shall immediately cease to hold office of Chairperson or Vice Chairperson of Council.
- vii) The vacuum created shall be filled immediately in accordance with 3.5.2 and Section 39 of the Act.
- viii) If the person who is the subject of the petition is aggrieved by the decision to be removed from office, he/she will have a right of appeal to the High Court within fourteen (14) days from the date of the decision.



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# 4.0 CHAPTER FOUR

## FUNCTIONS, POWERS AND DUTIES OF COUNCIL

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### 4.1 FUNCTIONS OF THE UNIVERSITY COUNCIL

The Council is the supreme organ of the University and shall be responsible for the overall administration of the objects and functions of the University as spelt out in Section 40 of the Act. The University Council shall:

- a) Be responsible for the direction of the administrative, financial and academic affairs of the University;
- b) Formulate the general policy of the University;
- c) Give general guidelines to the administration and academic staff of the University on matters relating to the operations of the University;
- d) Take any other necessary decision (s) conducive to the fulfilment of the objects and functions of the University.

### 4.2 POWERS OF THE UNIVERSITY COUNCIL

Council in relation to its functions shall have powers to but not limited to :

- a) Represent the University in all legal suits by and against the University;
- b) Receive gifts, donations, grants or other monies and make disbursements as may be required, on behalf of the University;
- c) Fix scales of fees and boarding charges;
- d) Make statutes under the Act;
- e) Establish faculties, departments, boards, and courses of study and approve proposals for the creation or establishment of constituent colleges;
- f) Provide for the welfare and discipline of the students;
- g) Approve the University budget proposals and the final accounts submitted by the management;
- h) Approve the appointment of Deans, Deputy Deans of faculties, Directors and Deputy Directors of Institutes;
- i) Shall be responsible for the appointment of members of staff as provided for by Sections 31 to 37 of the Act with exception of the provisions of Sections 50 (3) and 52 of the Act that bestows the mandate on the Appointments Board;
- j) Review the Management of the University and its performance through a functioning recruitment, appraisal, evaluation, promotional and termination system well streamlined in the Human Resource Manual and this Charter.
- k) Access any information needed for the execution of their duties;
- l) Investigate and scrutinize matters within its mandate and
- m) Handle any matter as Council shall deem necessary.

### 4.3 DUTIES OF MEMBERS OF COUNCIL

The primary duty of Council members is to act as fiduciaries on behalf of the University through the strategic direction and control of the University and its controlled entities. Each Council member shall have the duty to act reasonably to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently.

The Council shall exercise prudent leadership, innovative enterprise and good judgment in directing the University and shall always Charter in the best interest of the University. Council members are responsible for:

- a) Attending all Council meetings and meetings of Council Committees on which they serve;
- b) Nominating members to and serving on Committees of the Council for which they are eligible;
- c) Keeping themselves informed on matters affecting the higher education sector and the governance of the University;
- d) Complying with the relevant laws, the Charter, University Rules and Regulations, Policies, and Procedures;
- e) Complying with all directives and resolutions of Council;
- f) Keeping confidential all information, discussions, deliberations, and decisions of the Council which have not been publicly disclosed by the university;
- g) Contributing to the Council's business in an effective, open and transparent manner and taking collective responsibility for its decisions;
- h) Participating in the Council's self-evaluation process and the evaluation of senior management;
- i) Exercising reasonable skill, appropriate care, and diligence in the discharge of duties;
- j) Acting in good faith, honesty, in line with the objects and interests of the university;
- k) Not speaking on behalf of Council or the university unless approved by Council;
- l) Not Using improperly information obtained through the position of Council member;
- m) Promoting and protecting the image of the university.
- n) Avoiding conflicts between interest and duty and therefore act in good faith in the best interests of the University;
- o) Participating in training which enhances Members' contributions to the Council.
- p) Where possible, attend ceremonial and social University events of the University to gain an understanding and appreciation of the work of the University and meet students and staff.

### 4.4 RIGHTS OF MEMBERS OF COUNCIL

- a) Timely receipt of agenda and supporting documents;
- b) Propose agenda items and;
- c) Receiving legal and other types of advice while discharging duties.

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# 5.0 CHAPTER FIVE

## STANDING COUNCIL COMMITTEES

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### 5.1 COMMITTEES OF COUNCIL

5.1.1 The Council in line with section 43 of the Act shall establish Boards and Committees of Council. The Committees constituted include but shall not be limited to the following:

- a) Appointments Board;
- b) Finance, Planning and Development Committee;
- c) Students' Welfare and Disciplinary Committee;
- d) Audit and Risk Management Committee;
- e) Estates and Works Committee and;
- f) Legal, Rules and Privileges Committee.

The above Committees shall assist the Council in discharging its duties and responsibilities.

5.1.2 Each Committee of Council shall have Terms of Reference and adopt its rules of procedure inclusive of those spelled out in this charter. The Terms of Reference of the Council Committees shall form part of this charter.

5.1.3 Council shall have the powers to:

- a) determine the number of Committees;
- b) determine the members of a Committee;
- c) restructure or rename Committees;
- d) amend the terms of reference of Committees as it may deem appropriate;
- e) transfer, recall and reassign members to and from Committee;
- f) co-opt a member to a Committee for a specific assignment and upon completion cease to be a member;
- g) authorise any of its Committees to act with any other Committee appointed by the University Senate.

5.1.4 Committees of Council may set up sub Committees with the approval of Council.

5.1.5 The Council may set up Ad hoc Committees as and when deemed necessary to address business of an ad hoc nature.

5.1.6 Membership to Committees of Council

Council shall deliberate and allocate Members and Chairpersons to be appointed to Council Committees in line with the proposed membership criteria. The following principles shall guide the appointment of members to the Committees;

- i) Area of competence, experience and or interest;
- ii) Constituency represented;
- iii) A Chairperson of a Committee shall not be a member of staff or a student;

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- iv) The number of members on the Committees, except for the Appointments Board, will be determined by Council but shall be representative of relevant stakeholders;
  - v) The Chairman of Council shall be an ex-officio member of all Council Committees;
  - vi) The Vice Chancellor shall be an ex-official member to any Committee where he or she is not a member;
  - vii) Conflict of Interest of a member of Council to a Committee shall be considered as paramount in choice of Committee one is sent to; and
  - viii) A member who is a member of an Internal Disciplinary Committee of Staff and Students shall not be a member of the Students Welfare Committee or the Appointments board respectively.

#### 5.1.7 Role of Committees of Council

The primary role of Council Committees is to advise Council on matters referred by the Council.

#### 5.1.8 Tenure of office of Committee Members

- a) Members of a Committee shall serve for a period of four years and are eligible for re-appointment.
- b) Students' representatives shall serve on a Committee for one academic cycle.

## 5.2 APPOINTMENTS BOARD

### 5.2.1 Functions of the Appointments Board

The Appointments Board shall be composed of nine (9) members in accordance with Section 50 (2) of the Act and perform the following functions;

- a) Be responsible to the Council for the appointment, promotion, removal from service and discipline of staff of the University;
- b) Advise Council on the organization and staffing levels of the University;
- c) Advise Council on staff development;
- d) Make recommendations to the Council concerning terms and conditions of service of staff;
- e) Develop and review policies, rules of procedure governing Appointments board and;
- f) Consider and handle any other matters referred to it by Council.

### 5.2.2 Membership

The Appointments Board shall be composed of nine (9) Council appointees one of whom shall have a background in law.

Ex-officio members:

- a) Chairperson of the Council;
- b) Deputy Vice-Chancellor (Finance and Administration)

Secretariat:

- a) University Secretary
- b) Director Human Resources
- c) Head of University legal services.

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### 5.2.3 Specific Rules of the Appointments Board

The following rules shall apply in the interest of natural justice and to avoid bias in the proceedings of the Board Committee and shall automatically form part of the rules of procedure adopted by that Committee:

- a) Members of the Internal Staff Disciplinary Committee shall not participate in disciplinary hearings of the Board, having participated in the previous hearing.
- b) In case there is an issue of lack of quorum to handle Board matters, any ex officio member of the Appointments Board may be called upon to make numbers or the activity adjourned until quorum is able to be attained.
- c) Interviews for members of staff for promotion or for any other position shall be handled strictly by external members of the Board, save for the Vice-Chancellor and the Secretariat. If for any reason it is envisaged that the business will be affected by this, the Board may suspend this rule but the candidate being interviewed shall be given opportunity to raise concerns, if any, about being interviewed by a fellow member of staff.
- d) In all disciplinary hearings, the rules of natural justice shall prevail and these shall include but not be restricted to full disclosure of all charges and evidence to be used in the hearing, sufficient time to respond to the same, right to Counsel unless excluded by operation of statute and the right to cross-examine must be accorded.

## 5.3 FINANCE, PLANNING AND DEVELOPMENT COMMITTEE

### 5.3.1 Functions of the Finance, Planning and Development Committee

The Finance, Planning and Development Committee shall perform the following functions;

- a) Advise Council on financial, planning, strategic direction and development matters of the University;
- b) Consider and present the Annual and Supplementary budget estimates to the Council for approval;
- c) Consider proposals for revenue generation and investments;
- d) Ensure that the University keeps proper books of accounts;
- e) Monitor budget performance through quarterly financial reports against the budget and work plan;
- f) Receive and consider requests for re-allocation of funds in the approved annual budgets;
- g) Periodically review the status of the assets of the University;
- h) Monitor progress in the implementation of the university's strategy against performance indicators and report to Council annually;
- i) Oversee the procurement of works, goods and services in the university;
- j) Develop and review policies, and rules of procedure under the Finance, Planning and Development Committee and;
- k) Consider and handle any other matters referred to it by Council.

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### 5.3.2 Membership

The Finance, Planning and Development Committee shall have members as determined by Council, at least one of whom shall have a background in accounting and / or finance.

Ex-officio members:

- a) Chairperson of the Council
- b) Deputy Vice-Chancellor (Finance and Administration)

Secretariat:

- a) University Secretary
- b) University Bursar
- c) Head of University legal services.

## 5.4 STUDENTS WELFARE AND DISCIPLINARY COMMITTEE

### 5.4.1 Functions of the Students Welfare and Disciplinary Committee

The Students Welfare and Disciplinary Committee shall perform the following functions:

- a) Advise on matters concerning the welfare of students;
- b) Handle Students disciplinary cases and appeals referred or brought to it;
- c) Advise Council on the establishment, organization, control of the University halls of residence/ hostels and standards governing external students' accommodation;
- d) Oversee and advise on the Counselling and Guidance services of students;
- e) Advise, Promote and oversee the development of Games, Sports, other forms of recreation and entertainment;
- f) Handle other matters related to students' welfare, enhancement of student facilities and student services and affairs;
- g) Oversee the implementation of key policies on sexual harassment, HIV/AIDS, special needs, religious worship and Gender;
- h) Report periodically to Council about the Committee activities, issues, and related recommendations;
- i) Develop and review policies, and rules of procedure under the Students Welfare and Disciplinary Committee; and
- j) Perform any other duties that the Council may determine.

### 5.4.2 Membership

The Students Welfare and Disciplinary Committee shall comprise of the students' representatives and Council appointees.

Ex-officio members:

- a) Chairperson of the Council

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Secretariat:

- a) University Secretary
- b) Dean of Students
- c) Head of University legal services.

## **5.5 AUDIT AND RISK MANAGEMENT COMMITTEE**

### **5.5.1 Functions of the Audit and Risk Committee**

The Audit and Risk Management Committee shall perform the following functions:

- a) Oversee the internal auditing function of the University;
- b) Review the effectiveness of internal control systems of the University, including information security and control;
- c) Follow up on the implementation of management's planned actions in internal and external audit reports;
- d) Review and ensure implementation of the Audit Charter, audit plans and internal audit activities;
- e) Review the findings of any examinations by regulatory agencies;
- f) Review of the risk register and risk management systems for identifying, measuring, monitoring and controlling risks
- g) Report periodically to the Council about the Committee activities, issues, and related recommendations;
- h) Conduct or authorize investigations into any matters within its scope of responsibility.
- i) To consider all issues related to the Intellectual Property of the University and make recommendations to Council;
- j) Develop and review policies, and rules of procedure under the Audit and Risk Committee and;
- k) To consider and handle any other duties that the Council may determine.

### **5.5.2 Membership**

The Audit and Risk Management Committee shall comprise of Council appointees, at least one of whom shall have a background in finance and / or accounting.

Ex-official members:

Chairperson of the Council

Secretariat:

- a) University Secretary
- b) Internal Auditor
- c) Head of University legal services.

## 5.6 ESTATES AND WORKS COMMITTEE

### 5.6.1 Functions of the Estates and Works Committee

The Estates and Works Committee shall perform the following functions;

- a) Advise on the management and utilization of MUST property and assets;
- b) Advise on the acquisition, disposal, and lease of university property and other assets in accordance with MUST's development and master plans;
- c) Recommend University works, their location and sequence of their execution;
- d) Ensure that approved works are executed on and within MUST's property and in line with the law;
- e) Ensure security of university property;
- f) Formulate policies and practices that will safeguard university property and works;
- g) Develop and periodically review the planned maintenance procedure, standards for buildings, other physical structures, grounds maintenance, sewerage, and garbage disposal;
- h) Report periodically to the Council about the Committee activities, issues, and related recommendations;
- i) Periodically inspect the existing property and ongoing works to ensure professional and other standards and update Council on likely changes and the financial implications;
- j) Periodically check and ensure that the Assets register is accurate and up to date;
- k) Ensure that all University properties have certificates of titles and are legally perfected;
- l) Develop and review policies, and rules of procedure under the Estates and Works Committee and;
- m) Consider and handle any other duties as the Council may direct.

### 5.6.2 Membership

The Estates and Works Committee shall comprise of Council appointees, at least one of whom shall have a background in engineering.

Ex-officio members:

- a) Chairperson of Council
- b) Deputy Vice Chancellor (Finance & Administration)

Secretariat:

- a) University Secretary
- b) Head of Estates Department
- c) Head of University legal services.



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## 5.7 LEGAL, RULES AND PRIVILEGES COMMITTEE

### 5.7.1 Functions of the Legal, Rules and Privileges Committee

The Legal, Rules and Privileges Committee shall perform the following functions;

- a) Review University policies and statutes to ensure that they are in conformity with national laws and practices governing higher education;
- b) Advise Council on enforcement and compliance of governing statutes, rules and policies by students, staff and council;
- c) Review the Council Charter and other related regulations from time to time;
- d) Propose the methods and tools for evaluating the performance of Council;
- e) Analyze legal matters, disputes and litigation for and against the University and recommend to Council on their resolution;
- f) Review and harmonize the privileges of university staff and Council members;
- g) Consider any matter of Council discipline referred to it by the Council and to report its findings to the Council;
- h) Consider and perform any other duties and responsibilities that the Council may determine.

### 5.7.2 Membership

The Legal, Rules and Privileges Committee shall comprise of Council appointees, at least one of whom shall have a background in law.

Ex- officio:

- a) Chairperson of Council
- b) Vice Chancellor

Secretariat:

- a) University Secretary
- b) Head of Legal Department

## 5.8 RESPONSIBILITIES OF CHAIRPERSONS OF COMMITTEE

Chairpersons of Committees shall be responsible for:

- a) Providing leadership to the Committee;
- b) Approval of meetings agenda, draft minutes and ensuring the Committee receives proper information;
- c) Assuring that the agenda is consistent with the Terms of Reference for the Committee and with Council's priorities;
- d) Ensuring that meetings are conducted in a professional manner and that decisions and recommendations are clear at the meeting and that the minutes are the accurate reflection of the meeting;
- e) Engaging the Committee in assessing and improving its performance;
- f) Presentation of the Committee Report to Council.

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## 5.9 REMOVAL AND TRANSFER OF COMMITTEE CHAIRPERSONS OR MEMBERS

### 5.9.1 Removal of Committee Chairperson

A Committee Chairperson may be removed or transferred under the below circumstances;

- a) Recalled by Council from the Committee;
- b) Reassigned by Council to another Committee or office;
- c) Where two thirds of members of the Committee consider a Committee chairperson liable for misconduct, absenteeism, failure to steer and or manage Committee affairs or any other action or omission that puts the Committee or Council in disrepute. The Committee chairperson shall be given a fair hearing at the next Council meeting and after the hearing, a decision shall be taken by Council to withdraw or retain the chairperson. The said decision shall be by consensus and where there are dissenting views it shall be by voting.

### 5.9.2 Removal of Committee member

A Committee member may be removed or transferred under the below circumstances;

- a) Recalled by Council from the Committee;
- b) Reassigned by Council to another Committee or office;
- c) Failure to attend three consecutive Committee meetings without reasonable cause;
- d) Where two thirds of members of the Committee consider a Committee chairperson liable for misconduct, absenteeism, failure to steer and or manage Committee affairs or any other action or omission that puts the Committee or Council in disrepute. The member will be given an opportunity to defend themselves before the Committee. The Committee will discuss the matter and reach a decision by consensus. A decision shall be taken by Council to withdraw or retain the member. The said decision shall be by consensus and where there are dissenting views it shall be by voting.

## 5.10 PROCEDURE OF COMMITTEES

- a) The Chairperson of a Committee shall preside at all meetings of the Committee, and in the absence of the Chairperson, members present may appoint a member from among themselves to preside at the meeting, except that the person appointed to preside shall not be a member of staff or a student of the University.
- b) Committees of Council shall hold meetings following the same procedure as the University Council as set out in this Charter or as may be approved by Council depending on the mandate of each Committee.

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# 6.0 CHAPTER SIX

## MEETINGS OF COUNCIL AND ITS COMMITTEES

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### 6.1 MEETINGS OF COUNCIL

- a) The Council shall meet at times and at places that it may determine for the transaction of its business but not less than three times in each calendar year.
- b) The meetings of Council shall be physical, virtual or by other means as shall be approved by Council. Where physical meetings are not possible due to any justifiable circumstances, the Council through the Chairperson and Secretariat may opt for virtual meetings, which will be conducted in accordance with the Council's approved procedures.
- c) Council may deliberate online and a decision agreed upon by consensus. The secretariat shall extract the online deliberations into minutes and resolutions, which shall be adopted as part of the record of council.
- d) The Chairperson may at any time call a meeting of Council or if requested for in writing by at least one-third of all the members of Council.
- e) Any matter for decision by Council shall be determined by consensus or by a majority vote of members present; and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.
- f) In any meeting where the Chairperson is being elected or where an annual budget is being approved the decision shall be determined by a majority of two-thirds of the members.
- g) The validity of the proceedings, actions or decisions of Council shall not be affected by any vacancy in the membership of Council or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings.
- h) The University Secretary shall take necessary steps to ensure that persons with disabilities are facilitated in their participation in the proceedings of Council.

### 6.2 SCHEDULE OF COUNCIL MEETINGS

- a) The University Secretary shall propose a calendar for meetings of Council and its Committees in each year for the approval of Council.
- b) The proposed calendar for meetings shall guide the holding of meetings of Council and its Committees.
- c) The approved calendar may be varied whenever it becomes necessary as provided for in these Rules.

### 6.3 ATTENDANCE OF MEETINGS

- a) Every member and invited officers attending a meeting shall sign his/her name in the attendance book.
- b) A member shall not sign the attendance book on behalf of another member.

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- c) Attendance of Council or Committee meetings by technical officers of the university or other invited persons shall be determined by the business to be considered by Council or the Committee.
  - d) The University Secretary shall in consultation with the Chairperson or Vice Chairperson where applicable invite such technical officers of the university or otherwise to attend the Council or Committee meeting.

## 6.4 TYPES OF MEETINGS

### 6.4.1 Regular meetings

- a) The regular meetings of Council and its Committees shall be held as approved in the calendar of meetings to handle ordinary business of council;
- b) The nature of business and special circumstances may lead to rescheduling of such meetings;
- c) Where rescheduling a meeting becomes necessary, the Secretary to Council shall agree on this matter with the Vice-Chancellor and then seek the approval of the Chairperson of Council and the relevant Chairperson of the Committee concerned.
- d) Upon approval of the rescheduling of a meeting, the Secretary to Council shall notify all members concerned.

### 6.4.2 Special meetings of Council

- a) The Chairperson of Council may, at his or her discretion or as requested in writing by at least one-third of all members of Council or upon the advice of the Vice-Chancellor, call a Special Meeting to address a specific issue or development that is of significance to the University which may not be able to wait until the next regular meeting of Council.
- b) A Special Meeting shall address only one issue for which it is called.

### 6.4.3 Emergency meetings of Council

Emergency meetings shall be called to address unforeseen circumstances which require immediate attention and / or of an emergency nature or a crisis.

## 6.5 ADJOURNMENT OF MEETINGS

- a) A meeting will last for a maximum of four (4) hours unless the Council members deem it necessary to extend. Punctuality is key and starting times should be adhered to enable timely completion of meetings.
- b) A meeting may be adjourned to continue another day if it becomes difficult to complete the business presented in the agenda. At the adjourned meeting, only the unfinished business for which the original meeting was called shall be handled.

## 6.6 NOTICE FOR MEETINGS

- a) The notice of Council meetings shall be communicated by the secretary to Council on approval of the chairperson of Council and chairperson of the Committee for Committee meetings.
- b) Notices for meetings of Council and its Committees shall indicate the date, time, place and draft agenda. Notices shall be accompanied by the relevant Council working papers.
- c) Members shall have three calendar days from the date of the notice within which to formally propose

agenda items they may wish the Council to consider and communicate accordingly to the Secretary to Council. Agenda items proposed by a member will not be considered in the absence of the proposer unless the Council members present by consensus consider it of vital importance to do so.

- d) In handling the different types of meetings, the Secretariat shall follow the following timelines:
- i) Notice for regular meetings shall be given at least fourteen (14) days before the scheduled date of the meetings;
  - ii) Notice for special meetings of Council shall be given at least seven (7) days before the scheduled date of the meetings.
  - iii) Notice for emergency meetings of Council shall be given at least three (3) days before the scheduled date of the meetings.
- e) Notices and meeting documents shall be delivered;
- i) physically, to the last known physical address provided by the member;
  - ii) by electronic mail to the address provided by the member; or
  - iii) using any other means of transmission as shall be determined by Council.

## **6.7 DOCUMENTS FOR MEETINGS**

- a) A proposed agenda shall be circulated to members by the Secretary to Council together with the notice for the regular meetings.
- b) Council meeting papers for regular meetings shall be sent out to members at least seven (7) days before the scheduled date of the meeting to enable members read and prepare for the meeting.
- c) For special meetings, the documents will be sent out to members in not less than five (5) calendar days before the date of the scheduled meeting.
- d) Documents for emergency meetings may be presented and circulated to members in the meeting
- e) Failure to comply with the timelines specified in this rule shall not render the meetings invalid.

## **6.8 QUORUM FOR COUNCIL AND COMMITTEE MEETINGS**

- a) The quorum for Council meetings shall comprise half of the members of Council, including at least five who shall not be staff or students of the University as stated in the Act.
- b) The quorum for Council Committee meetings shall comprise half of the members of the committee including at least three who shall not be staff or students of the University as stated in the Act.
- c) No Council business will be transacted in the absence of a quorum. If after 30 minutes, it is not possible to realize a quorum, members present shall agree on another date, time and place at which the meeting shall be reconvened.
- d) A member who is unable to attend meetings of Council, as scheduled shall inform the Secretary to Council, who shall report to Council accordingly.
- e) If a member is absent from three consecutive meetings without sound reason, such a member will be required to consider the option of resigning from the Council.

## 6.9 CONFIDENTIALITY

Council business is mostly confidential, and the following guidelines shall apply:-

- a) With the agreement of the Chairperson, certain items of business may be declared to be “Confidential”. Such items and any accompanying papers shall be so indicated on the agenda and shall not be made available to anyone other than members of the Council either before or after the meeting at which they are considered;
- b) Other documents submitted to any meeting of the Council shall not be divulged or disclosed to anyone who is not a member of the Council;
- c) At the end of each meeting, the Council should determine general discussion points of items that Members can freely discuss with their constituencies, and which items should remain confidential and
- d) If the consent to disclose is felt to be urgent, permission should be sought from the Chair of the meeting and a decision will be made on the disclosure.

## 6.10 MINUTES

- a) Records of all Council proceedings shall be by the Secretary to Council who shall take or cause to be taken, process and properly keep minutes of the Council and its Committees,
- b) Draft minutes of Council meetings shall be circulated to members for review within 7 days from the date of the meeting.
- c) For ordinary meetings of Council, the minutes of the previous meeting shall be circulated along with other documents at least seven calendar days to the meeting.
- d) Members of the Council shall be expected to come with copies of the minutes and other circulated documents at the meetings.
- e) Minutes of Council meeting shall be confirmed at the next regular meeting. After the confirmation of the Minutes, corrected where necessary, the minutes shall be signed by the Chairperson and Secretary and shall henceforth be the official record of the Council meeting in question.
- f) All Committee reports shall be shared with the chairperson for review before presentation.
- g) All proceedings of Council and its Committees shall be minuted and permanently recorded in the minute book.
- h) The Secretary to Council shall have the mandate and responsibility to:
- i) Where decisions must be communicated in writing by the Chairperson or the Vice-Chancellor, prepare the required letters for signature;
  - ii) Timely Disseminate Council decisions;
  - iii) Monitor the implementation of Council decisions by the concerned officers and
  - iv) Prepare reports back to the Council for matters arising.

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## 6.11 CHAIRING OF COUNCIL MEETINGS

- a) The Chairperson shall preside at all meetings of the Council whether regular, special or emergency; and in his or her absence or inability to act, the Vice-Chairperson shall discharge the functions of the Chairperson.
- b) In the absence of the Chairperson and Vice-Chairperson such other member elected by the Council, not being an employee or student of the university, Public Service, Employee or member of the District Council or Parliament, shall discharge the functions of the Chairperson.
- c) The Chairperson shall preserve order and decorum in the meetings and shall decide questions of order and practice.
- d) In deciding on the point of order or practice, the Chairperson shall state the reasons for the decision.
- e) The Chairperson shall, with the consent of the members, determine all questions of procedure not expressly provided for in this Charter.

## 6.12 DELIBERATIONS IN COUNCIL

Proceedings and debates of the Council shall be in English and shall follow the procedure specified in this Rule:-

- a) The direction of the meeting shall be provided by the Chairperson;
- b) Members in meetings of Council shall at all times address the Chairperson;
- c) A member desiring to speak shall raise his or her hand and only speak after being chosen by the Chairperson;
- d) A member may not speak on any matter on which a final decision has been made by the Council during the meeting unless the Chairperson feels their input will be beneficial to the Council;
- e) Persons in attendance or Secretariat Members may speak in accordance with these rules of procedure, but they may not move or second a motion or amendment or vote on any matter before or during the meeting;
- f) Members shall not use offensive, insulting, abusive, blasphemous or unbecoming language during Council deliberations;
- g) In case a member would like to table a document that was not part of the agenda permission will be sought from the Chairperson and if the reason is thought to be sufficient the same will be added to the agenda and the agenda amended;
- h) The Chairperson will decide that an agenda item has been exhaustively discussed and with the consent of members instruct the meeting to move on to the next agenda item.
- i) At the end of each Council meeting, Resolutions will be agreed to and the same will be signed by the Chairperson of Council and the Secretary and shared with the public within 2 working days;
- j) In case it's brought to the attention of Council that a decision was taken by any of the Committees or even the Council in contravention of the Charter rules, the same decision will be deliberated by Council and Council will pronounce itself on the same either to have it amended, canceled or approved;

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- k) Reference shall not be made to a matter that is sub-judice which in the opinion of the Chairperson may prejudice the interest of any person in a matter before court;
    - l) Debates may be interrupted by:
      - i) a point of order being raised;
      - ii) a point of information or clarification arising;
      - iii) a point of procedure.

### **6.13 DISORDERLY CONDUCT**

- i) The Council business shall be conducted in an orderly manner.
- ii) Where a member may be seen to divert from expected professional etiquette meeting behavior the following guidelines shall apply;
  - (a) A member shall be deemed to engage in disorderly conduct if he or she persistently disregards the ruling of the Chairperson or behaves irregularly, or improperly, or offensively or willfully obstructs the business of the meeting;
  - (b) In the case of disorderly conduct, a member may move that the errant member either no longer be given an opportunity to speak further or that he/she leaves the meeting;
  - (c) A member who is called to order must be seated and silent unless permitted by the Chairperson to explain his or her conduct;
  - (d) Should the disorderly conduct be such as to render the continuation of the business impossible, the Chairperson may adjourn the meeting temporarily to have the errant member exit the meeting and then the meeting will resume;
  - (e) In the event a member is stopped from participating in a meeting due to consistent errant behavior the Council will deliberate on a future punishment for such a member which can include suspension from a number of Council meetings, a fine to be paid by the member to the Council for any disruption caused which money will be used for any activity the Council agrees to and finally a verbal or written warning.

### **6.14 DECLARATION OF CONFLICT OF INTEREST**

For any Council or Committee of Council meeting, where a member considers that a matter appearing on the agenda is likely to lead to a conflict of interest on his or her part, the following guidelines shall apply;

- a) Any member of the Council has a clear and substantial interest in a matter under discussion shall declare that interest. The declaration shall make clear the interest and whether it carries either direct or indirect interest to the member;
- b) Where the interest constitutes a direct interest, the member involved shall withdraw from the meeting and shall not influence any decision taken by the Council relating to the matter under discussion;
- c) Where a member does not declare the conflict of interest but any other member has information to the effect of the member's interest in an agenda item, they may raise the same through the Chairperson at this stage and the same will be deliberated and if conflict is agreed to the same procedure in (a) and (b) above will follow.



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- d) In case the conflict of interest above by a member is seen to be in conflict with the University Council's mandate or the Council directives and resolutions in 6.16(c) or as pointed out in 4.3 (e) above, they will be found in contempt of Council directives and will after a vote in favor of the same or in case of a unanimous decision by the Council be indefinitely suspended from Council and sent back to their constituency or area line ministry or from where they emanate pending Council's final decision on the same. This communication will be passed to the member in writing from the Secretary's office.
  - e) In case the conflict of Interest is raised by or found to be by the Secretary, Chairperson or Vice Chairperson the same will declare the same and step out while the matter in which they have an interest is being deliberated and an interim person will act in his or her stead
  - f) Any such declaration of interest shall be recorded in the minutes.

## **6.15 LIABILITY OF MEMBERS OF COUNCIL**

A Council member shall not be liable for any act done in good faith while carrying out their duties and responsibilities of the University. However, this limitation of liability shall not apply to negligence or breach of the member's duty of care to the University or its stakeholders, or for acts or omissions not done in good faith, or which involve intentional misconduct or violation of the law.

## **6.16 DECISIONS OF COUNCIL**

The following guidelines shall guide decision making by the Council and Council Committees-

- (a) The Council shall seek to decide on issues under deliberation through consensus. However, when a matter proves to be controversial or where a matter is specified in the Act, Council shall decide such matters through a vote in a manner stipulated in Section 42 (4) of the Act and the mode of voting shall be determined by Council;
- (b) In situations of emergencies, the Chairperson of Council may, in consultation with the Chairperson of the relevant Committee and the Vice-Chancellor or his deputies, take a decision pending formal ratification by the full Council;
- (c) Council decisions once arrived at, shall be collectively binding to all members of Council;
- (d) In case a member is not in agreement with the position taken by Council he or she will be allowed to go on record if they so please recording their dissenting position but will be bound by the unanimous decision taken by the Council regardless.
- (e) In accordance with Section 42(5) of the Act, the validity of the proceedings, action or decision of Council shall not be affected by any vacancy in the membership of Council or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings.
- (f) The University Secretary shall be responsible for ensuring that Council decisions are communicated in a timely manner.
- (g) The Vice Chancellor shall be responsible for implementing the decisions of Council as duly communicated.

## 6.17 DUTIES OF CHAIRPERSON

The Chairperson shall ensure that the Council is effective in exercising its responsibility and authority for setting the University's direction and strategy and overseeing its implementation by management.

The main responsibility of the Chairperson is to provide leadership to the Council, including:

- (a) Convening meetings of Council in liaison with the Secretary to Council;
- (b) Ensuring that there is quorum for Council meetings;
- (c) Chairing meetings of the Council;
- (d) Ensuring that Council members receive accurate, timely and clear information;
- (e) Taking decisions as may be required and ensuring that such decisions are ratified by Council;
- (f) Taking decisions as delegated by Council and ensuring the Council focuses on its key tasks;
- (g) Ensuring an appropriate separation of governance and management responsibilities;
- (h) Directing discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed;
- (i) Controlling the meeting without dominating the debate itself;
- (j) Allocating a requisite amount of time to each item, and ensuring that any violations from the order of the agenda are explained at the start;
- (k) Directing the meeting in a way which stimulates open debate on each of the issues on the agenda;
- (l) Ensuring that meetings neither get distracted by intricate arguments nor leap to hasty conclusions without due consideration;
- (m) Advising and supporting members in the performance of their responsibilities;
- (n) Keeping track of the contribution of individual members and ensuring that they are all involved in discussions and decision making;
- (o) Consulting Council members in determining the appropriate agenda items;
- (p) Ensuring that all Council members comply with the rules of procedure, other relevant laws and ethical standards;
- (q) Ensuring that there are processes and procedures in place to evaluate the performance of the Council, its Committees and individual members;
- (r) Playing a leading role in determining the composition of Committees to achieve harmony and effectiveness;
- (s) Executing his or her responsibilities according to lawful and ethical standards;
- (t) Informing the Chancellor about the general conduct of the affairs of the university and furnishing the Chancellor with such information as he or she may require on any matter relating to the affairs of the university;
- (u) Performing any other functions necessary for effective delivery of the Council mandate.

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## 6.18 DUTIES OF UNIVERSITY SECRETARY

The University Secretary is the Secretary to the Council and shall be responsible for:

- (a) Monitoring and ensuring that this Charter is duly followed and adhered to;
- (b) Coordinating the timely completion and dispatch of Council and Council Committee agenda and briefing materials;
- (c) Ensuring that there is quorum for Council meetings;
- (d) Ensuring that all statutory and regulatory requirements are properly complied with;
- (e) Ensuring that all decisions of the Council are accurately communicated to the responsible persons within the University for implementation;
- (f) Implementation of Induction and training of Council members;
- (g) Advising the Council on the business of Council and ethics of members including dress code and proper conduct in meetings;
- (h) Providing support and guidance to the Council in discharging its duties;
- (i) Providing members with updates on new laws, statutes, rules, regulations, business risks and fundamental changes in the University operations;
- (j) Providing secretarial services to Council and all its Committees;
- (k) Making sure that all matters before the Council for deliberation have been taken through the right procedures and structures of the University and then the various Committees for Council, before presentation to Council or they are scrapped off the agenda except in exceptional circumstances permitted by Council;
- (l) Ensuring timely remuneration and facilitation for Council members;
- (m) Any other duties as may be assigned by council.

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# 7.0 CHAPTER SEVEN

## COUNCIL FACILITATION AND PRIVILEGES

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### 7.1 FACILITATION OF COUNCIL MEMBERS

7.1.1 Members of Council shall be:

- a) paid such allowances as shall be approved by the Council considering other allowances in the public sector;
- b) facilitated to attend each Council meeting;
- c) Facilitated whenever they are required to perform other official duties of the university;
- d) catered for and remunerated for any travel abroad for university business at rates determined by the Council from time to time; and
- e) Provided with the necessary facilitation for effective communication and conduct of university business.

7.1.2 The Chairperson, the Vice-Chairperson and Chairpersons of Committees of Council shall be paid a monthly retainer fee as shall be determined by Council.

7.1.3 Persons co-opted by Council shall be facilitated to attend each Council meeting in accordance with the rates approved by Council.

7.1.4 The facilitation of Council members shall be reviewed periodically by Council.

### 7.2 INDUCTION OF NEW MEMBERS

7.2.1 All new members of the Council shall receive an induction briefing within the first month of appointment. The briefing will emphasize the primary responsibilities of members and their duties as prescribed in legislation and the Council Charter. The Induction process shall cover:

- a) Roles, duties and responsibilities of Council members;
- b) Functions, roles, powers of Council;
- c) Information about the University: organisation, location and size, strategic plan, financial situation, current issues, major projects and the University's place in the higher education sector;
- d) The University's financials and governance systems;
- e) Corporate governance and Council procedures;
- f) Legal matters and risks associated with the University;
- g) A tour of the University campus or campuses; and
- h) Any other matters of interest to council.

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## 7.3 MANDATORY DOCUMENTATION AND SUPPORT

All new members of the Council shall be given:

- a) Copies of all relevant documents, including the Annual Reports of the University for the past three (03) years; The Universities and Other Tertiary Institutions Act, 2001 (as amended); The Council Charter; Human Resource Manual; Universities Strategic Plan; Policies and any other documents that Council may deem necessary;
- b) A mentor to assist them in their ongoing Council activities, if they express need.

## 7.4 TRAINING AND PROFESSIONAL DEVELOPMENT

### 7.4.1 Training

Council members shall receive formal training corporate governance to assist members effectively carry out their responsibilities in accordance with best-practice governance in a University.

### 7.4.2 Formal professional development opportunities

- a) Members of the Council shall be invited to participate in at least one formal professional development opportunity each year. They shall be required to identify the area they would like to develop through the University Secretary.
- b) Members are able to select from the catalogue of delivered programs and study tours sourced by the Council Secretary as well as make an application to attend an activity not contained in the catalogue.

### 7.4.3 Informal professional development activities

Members shall receive informal professional development in the course of Council business through such activities as:

- a) Annual in house training programs, seminars and conferences, among others;
- b) Participation in Council and Committees meetings, and other engagements;
- c) Periodic briefings on major developments within the University;
- d) Reports from University Management;
- e) Invitations to University functions.

## 7.5 TECHNICAL ADVICE / CONSULTATION

- a) The Council and its Committees may in the discharge of its duties invite or seek technical advice from any person technically competent from within or without of the University who will add value to it and while seeking external advice keeping in mind avoidance of duplication of technical competence already possessed in the University.
- b) Non-members of Council may by invitation attend Council or its Committees to respond and clarify to issues and reports before Council.

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# 8.0 CHAPTER EIGHT

## EVALUATION OF PERFORMANCE

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### 8.1 EVALUATION OF PERFORMANCE

In keeping with best corporate governance practices, Council shall carry out Annual Performance Evaluations for itself, the Vice-Chancellor, the Deputy Vice-Chancellors and university officers using tools approved by Council for that purpose.

### 8.2 EVALUATION OF COUNCIL

The Council shall evaluate itself annually on the key areas and functions as stated in the Act. The end of term evaluation will take place two (2) months before the end of term of Council.

### 8.3 EVALUATION OF THE VICE CHANCELLOR

- a) The Vice-Chancellor shall be appraised annually two months after end of the year by the Chairperson of Council in consultation with the Chairpersons of Council Committees.
- b) The appraisal shall be on key deliverables of management, finance and academics and then the appraisal report shall be presented to the University Council for ratification.
- c) The University Council will thereafter forward its recommendations to the Chancellor.

### 8.4 EVALUATION OF THE DEPUTY VICE-CHANCELLORS

The Deputy Vice-Chancellors shall be appraised annually on key deliverables by the Vice-Chancellor, as the immediate supervisor, in consultation with the Chair Council, and a report presented to Council, which will discuss and forward the same to the Chancellor with their recommendations.

### 8.5 EVALUATION OF THE UNIVERSITY SECRETARY

The University Secretary shall be appraised by the Vice Chancellor annually on key deliverables in consultation with the Chair of Council, and a report with recommendations presented to Council for ratification.

### 8.6 EVALUATION OF OTHER UNIVERSITY OFFICERS

The Academic Registrar, University Bursar, University Librarian, Dean of Students, Director Human Resource, University Engineer and any other University officers at the salary scale of M3, shall be appraised annually by their respective immediate Supervisors, in consultation with the Vice Chancellor and a report with recommendations submitted to Council for ratification through the Appointments Board.

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# 9.0 CHAPTER 9

## APPOINTMENTS OF UNIVERSITY OFFICERS

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### 9.1 APPOINTMENT OF THE CHANCELLOR

In line with Section 30 of the Act, the Council shall identify and recommend suitable candidates to the President for appointment as Chancellor of the University. Council shall follow the procedure below while selecting candidates for recommendation to the President:

- i) A Search Committee of five (5) Council members shall be formed by Council to conduct a search for the University Chancellor.
- ii) The Committee shall be given terms of reference by the Council, including the desired qualifications of the suitable candidate for the position.
- iii) The Search Committee's secretarial services shall be provided by the University Secretary.
- iv) The candidates for the position shall be identified either through public advertisement or head-hunting, or both.
- v) The Committee shall submit to Council a report containing a list and corresponding recommendations of utmost three (3) candidates.
- vi) The report by the Search Committee's shall be discussed by Council and utmost two (2) candidates shall be recommended to the President for consideration.
- vii) The search process shall be repeated if the search Committee's recommendations are not acceptable.
- viii) The Chancellor shall be appointed on terms and conditions as may be specified by the appointing authority and Council.

### 9.2 APPOINTMENT OF THE VICE-CHANCELLOR AND DEPUTY VICE-CHANCELLORS

The Vice-Chancellor and Deputy Vice- Chancellors shall be appointed by the Chancellor on the recommendation of the University Council from among three candidates recommended by Senate. Council shall follow the procedure below while selecting candidates for recommendation to the Chancellor:

- a) Council shall appoint a Search Committee composed of two external members of Council and three members of the Senate to search and identify suitable candidates for the posts of Vice-Chancellor and Vice- Chancellors.
- b) The Search Committee shall develop a search criterion complete with relevant tools and present them to Council for approval before commencing the search process.
- c) The candidates shall be identified either through a public advertisement or through head-hunting or both.
- d) The Committee shall submit suitable short-listed candidates to Senate for consideration.
- e) Senate shall nominate three candidates for the recommendation to Council.

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- f) Council shall choose a suitable candidate and submit that candidate to the Chancellor with recommendations.
  - g) If no suitable candidate is found, the process shall be repeated.

### **9.3 APPOINTMENT OF OTHER UNIVERSITY OFFICERS**

- 9.3.1 The Academic Registrar, University Bursar, University Librarian, Dean of Students, Director Human Resource, University Engineer and any other University officers at the salary scale of M3 shall be appointed by the University Council, on the recommendation of the Appointments Board, on such terms and conditions plus procedures as the University Council may determine.
- 9.3.2 Appointments Board shall, on approval by Council, cause employment opportunity advertisements to be developed and run in appropriate media with the view of attracting suitable candidates who shall be shortlisted and interviewed by the Board. The report of the Board and its recommendations shall be presented to Council for consideration and ultimate Appointment.

### **9.4 APPOINTMENT OF THE UNIVERSITY STAFF APPEALS TRIBUNAL**

- 9.4.1 As per Section 56 of the Act, there shall be a University Staff Tribunal chaired by a person who is qualified to be a High Court Judge, appointed by the Chancellor and consisting of:
  - a) Council a person representing the University Council elected from among themselves;
  - b) a person representing the Senate elected from among themselves;
  - c) a person nominated by the Ministry of Public Service and appointed by the Vice-Chancellor;
  - d) two persons nominated by the Academic Staff Association of the University one of whom shall be a woman;
  - e) two persons from the senior members of the administrative staff elected from among them.
- 9.4.2 The Chairperson of Council, Vice Chancellor and one member of Council shall identify utmost two (2) suitable candidates for appointment as Chairperson of the University Staff Tribunal. The recommendations shall be presented to Council for consideration and one name shall be chosen and forwarded to the Chancellor for appointment.
- 9.4.3 The names of other members appointed to the Tribunal shall be forwarded to the Chancellor for noting.
- 9.4.4 The representative of Council to the Staff Tribunal shall be elected by members of Council from amongst themselves.
- 9.4.5 The Members and Chairperson of the Staff Tribunal shall serve a four-year term and shall be eligible for re-appointment.
- 9.4.6 In the event any of the Members or the Chairperson do not wish to be re-appointed, they shall notify the Chairperson Council through the Vice Chancellor not less than twenty (20) days before their term of office expires, and the Chairperson Council shall notify the Council of the same. Arrangements to replace the member shall then commence according to the Act and this Charter.
- 9.4.7 Should there be a vacancy in the membership of the Staff Tribunal for some reason; the University Secretary shall notify the affected constituency to provide a replacement as soon as possible. The



replacement members shall serve the remainder of the previous member's term of office but shall be qualified for reappointment by their constituency

## **9.5 RE-APPOINTMENTS OF UNIVERSITY OFFICERS**

### **9.5.1 Re-appointment of the Chancellor, Vice-Chancellor and Deputy Vice Chancellors**

Council shall follow the process below in the re-appointment of the Vice- Chancellor and the Deputy Vice-Chancellors:

- a) The University secretary shall in the final year, and specifically the last 8 months to the end of term of office of the Vice-Chancellor and Deputy Vice Chancellors, write inviting them to express interest in a second term of office.
- b) The response shall be channelled through their respective immediate supervisors and addressed to the Chairperson Council. The request for re-appointment shall be presented to Council for consideration.
- c) A Committee comprising of the Council Chairperson, any two Chairpersons of the Council Committees and an external member of Senate, shall consider the annual appraisal reports for term served as the basis for Council's recommendation to the Chancellor for his / her decision.
- d) The Committee shall submit a report to Council for consideration. The decision of Council to recommend shall be by consensus.
- e) In the event that the Vice-Chancellor or the Deputy Vice-Chancellors do not express interest in a second term or Council does not recommend re-appointment or that the position should fall vacant for one reason or another, the University Council shall have the matter tabled before it and appoint a Search Committee to find a replacement in line with the Act in Sections 30 and 31, respectively and the procedure specified in this Charter.

### **9.5.2 Re- appointment of University Officers**

Council shall follow the process below in the reappointment of University officers:

- a) The University Secretary shall in the final year and specifically the last 5 months to the end term of office of a university officer, write inviting them to express interest in a second term of office, all this shall be in line with the provisions of the Human Resource manual on this item.
- b) The response shall be channelled through their respective immediate supervisors and addressed to the Appointments Board. The request for re-appointment shall be presented to Appointments Board for consideration and recommendation to the University Council.
- c) In event that the University officer do not express interest in a second term, or that the position should fall vacant for one reason or another, the University Council shall have the matter tabled before it and the position advertised as advised by Council.

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# 10.0 CHAPTER TEN

## GENERAL PROVISIONS

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### 10.1 DELEGATION OF POWERS

10.1.1 Council may delegate its powers subject to limitations that it may deem fit to:

- i) Any Committee of Council;
- ii) The Chairperson to act on its behalf on urgent matters and between meetings on matters of routine business;
- iii) An appropriately qualified member of the Council.

10.1.2 The delegated person or entity shall make a formal report to Council for any action taken on its behalf in the next meeting detailing the actions for ratification by Council and in all cases the Council shall be ultimately accountable and shall accept corporate responsibility for the actions taken.

10.1.3 The Council shall not delegate its powers to approve the budget or the final accounts of the university as stipulated in Section 43 (2) of the Act;

### 10.2 POLICY PROPOSALS

10.2.1 Management or Council may identify a need for initiation of a policy or amendment of an existing policy.

10.2.2 All policy proposals shall be approved by the relevant University structures before submission to Council.

10.2.3 Council shall refer the policy proposal to the appropriate Committee(s) who will study the proposal, consult and report to Council with recommendations.

10.2.4 Council shall consider the policy accordingly.

### 10.3 RELATIONSHIP BETWEEN COUNCIL AND UNIVERSITY MANAGEMENT

10.3.1 The University Council shall execute its mandate in a manner that ensures mutual trust and respect between Council and management with due regard to the principles of good governance.

10.3.2 The Council shall be responsible for policy, strategy and management oversight while university management shall be responsible for the administration and implementation of university Council policies.

10.3.3 The Council shall provide clear and distinct lines of responsibility and accountability and shall maintain effective channels of communication.

10.3.4 Members of management and /or staff may be invited to attend University Council meetings as and when deemed necessary by Council.

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## 10.4 COMMUNICATION AND ENGAGEMENTS

- 10.4.1 The Chairperson of the University Council shall be the official spokesperson of the Council, unless he / she delegates this role to any other Council member.
- 10.4.2 The Vice Chancellor and / or the Secretary may be present with the Council chairperson for engagements that involve the public, media, students and staff.
- 10.4.3 Council members may formally contact members of top management, staff and students during the conduct of official business.
- 10.4.4 The University's communication policy shall be followed in the execution of Council business.

## 10.5 IMPLEMENTATION OF COUNCIL AND COMMITTEE DECISIONS

- 10.5.1 The Vice Chancellor shall be responsible for the implementation of the decisions of Council. The Vice Chancellor may delegate some of these responsibilities to other members of management.
- 10.5.2 The Secretary to Council shall be responsible for communicating Council decisions and reporting on the status of their implementation

## 10.6 COOLING-OFF PERIOD

- 10.6.1 No member of the University exercising any function for and or on behalf of the University shall be eligible for nomination, appointment and or secondment whether by the University or any other person or body stated under Section 38 (1) of the Act, to the University Council before the lapse of a period of three years from the date when such member ceased either by retirement or by honorable resignation to be a member of the University.
- 10.6.2 Members of the University who cease to exercise functions for and or on behalf of the University by reason of dismissal or dishonorable resignation shall not be eligible for nomination, appointment, recommendation and or secondment by the University.

## 10.7 SUSPENSION OF THE CHARTER RULES

- 10.7.1 Any of these Rules may be suspended at any meeting of Council after a motion to that effect has been approved by Council.
- 10.7.2 Such suspension shall be for a specified item of business only and it shall lapse when that item is concluded.

## 10.8 FORCE MAJEURE

In no event shall the University Council or Management be responsible or liable for any failure or delay in performing its obligations hereunder resulting from or caused by forces beyond its control, including, without limitation, strikes, work stoppages, accidents, acts of war or terrorism, civil or military disturbances, nuclear or natural disasters or catastrophes or acts of God, and interruptions, loss or malfunctions of utilities, communications or computer (software and hardware) services; it being understood that the University Council or Management shall use reasonable efforts which are consistent with accepted practices especially in the Education industry to resume performance as soon as practicable under the circumstances.

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## 10.9 REVIEW AND AMENDMENT OF THE CHARTER

10.9.1 This Charter may be reviewed, varied, amended or revoked by Council as the need arises.

10.9.2 Any amendments shall require the approval of at least two-thirds of the members of Council.

## 10.10 Repeal of Charter rules

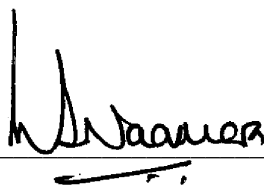
Repealing the rules in this Charter shall require the approval of Council constituting two-thirds of Council members and will have to be for a justified reason and well documented with a roadmap on what will guide them in their absence and when substantive rules will be put in place.

We the undersigned being Chairperson and Secretary of the MUST University Council do hereby sign and acknowledge this document as a true copy of the MUST University Council Charter.

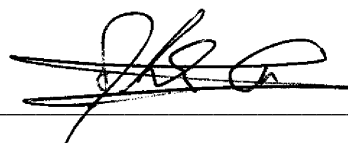
Signed at:

Mbarara University of Science and Technology on the 24<sup>th</sup> day

of September 2021



CHAIRPERSON, MUST COUNCIL



SECRETARY, MUST COUNCIL

Drawn and Filed by:

Legal Department,

Mbarara University of Science and Technology,

P.O.BOX 1410, Mbarara.

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# ANNEXURE A

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## OATH OF ALLEGIANCE

I, \_\_\_\_\_, the Chairperson / a Member of the University Council of Mbarara University of Science and Technology, do solemnly swear in the Name of the Almighty God / Allah and affirm that I will be faithful and bear true allegiance to the Republic of Uganda and Mbarara University of Science and Technology. And that I will preserve, protect and defend the Constitution of the Republic of Uganda and all policies, rules, and regulations of Mbarara University of Science and Technology as by law established.

So help Me God.

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DECLARANT  
(Name in own handwriting)

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Signature

SWORN before me at this 24<sup>th</sup> day of September, 2021

Before me:

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JUDGE / REGISTRAR / MAGISTRATE

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# ANNEXURE B

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## OATH OF SECRECY

I, \_\_\_\_\_, the Chairperson / a Member of the University Council of Mbarara University of Science and Technology, do solemnly swear that I will not directly or indirectly communicate or reveal any matter to any person, which shall be brought under my consideration or shall come to my knowledge in the discharge of my official duties as the Chairperson / Member of the University Council except as may be required for the discharge of my official duties or as may be specially permitted by the Minister responsible for Education.

So help me God / Allah.

---

DECLARANT  
(Name in own handwriting)

---

Signature

SWORN before me at this 24<sup>th</sup> day of September, 2021

Before me:

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JUDGE / REGISTRAR / MAGISTRATE



