



COUNCIL HUMAN RESOURCES COMMITTEE CHARTER

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1. Introduction

Council has resolved to establish a Committee to be known as the Council Human Resources Committee (CHRC). This Charter sets forth the purpose, composition, responsibilities and authority of the CHRC.

2. Interpretation

In this Charter:

“Act” shall mean the Botswana Open University Act no 13 of 2017;

“BOU” shall mean Botswana Open University;

“Chairperson” shall mean the person appointed by Council to be the Chairperson of the Council Human Resources Committee;

“The CHRC” shall mean the Council Human Resources Committee established under Statute 6.3.3;

“Member” shall mean the CHRC Member;

“Management” shall mean the Executive Management Team of the University;

“Secretary” shall mean the Secretary to Council appointed in accordance with Section 20 of the Act;

“Statutes” are legislative instruments of the University made by Council under Section 32 of the Act;

“University” shall mean Botswana Open University.

3. Authority

3.1 The Committee has authority to conduct or direct investigations into any matters within its Terms of Reference. The Committee has the right to seek independent professional advice at the expense of the University on any matter connected with the discharge of their responsibilities.

3.2 The Committee shall have unrestricted access to Management. The Committee shall also have the right to seek explanations and additional information from Management.

3.3 The Committee has authority to invite anybody from inside or outside the University who might bring clarity on any matter being discussed/considered as it deems fit.

4 Compliance

4.1 The Committee must at all times comply with the requirements which establish the legal and regulatory basis for governing and managing the University. These include:

- 4.1.1 The Act;
- 4.1.2 Statutes and any regulations or by-laws made pursuant to the Act;
- 4.1.3 BOU Conditions of Service
- 4.1.4 Any other applicable legislation, regulations and standards including corporate governance codes of best practice.

5 Composition of the CHRC

5.1 The CHRC as provided for under Statute 6.3.3 of the BOU Statutes comprises the following:

- 5.1.1 Three (3) external members of Council nominated by Council based on appropriateness of their skills, competencies and experience, and at least one of whom has recognised professional human resources qualifications and experience. One of the members shall be appointed by Council as the Chairperson of the Committee;
- 5.1.2 One non-Council member (not a current University staff member) who is a reputable practising professional HR expert nominated by the Council Chairperson and approved by Council;
- 5.1.3 Vice Chancellor;
- 5.1.4 Deputy Vice Chancellor - Corporate Services;
- 5.1.5 Deputy Vice Chancellor - Academic Services.

6 Functions of the CHRC

6.1 The primary purpose of the Council Human Resources Committee shall be to ensure that Council meets its obligations pertaining HR strategy and policies, terms and conditions of services, recruitment,

compensation and performance management and, in so doing, shall exercise powers and functions delegated by Council including to:

- 6.1.1 Establish, maintain and review competitive market-related compensation policies;
 - 6.1.2 Review safety, health and environment policies;
 - 6.1.3 Establish, maintain and review HR strategy and long-term needs of the University, including executive succession plan;
 - 6.1.4 Establish, maintain and review conditions of service to ensure that they attract, motivate and retain talent;
 - 6.1.5 Produce and submit regular annual reports on human resources needs of the University;
 - 6.1.6 review other relevant matters identified from time to time, or requested by Council.
- 6.2 The CHRC is further responsible for:
- 6.2.1 Diversity and to ensure that it is a key component of the Human Resources strategy;
 - 6.2.2 Leadership Development by overseeing the establishment of programs for the induction and on-going leadership and capability development of Executives and key senior management (and potential senior management, as identified through the talent management and succession planning processes);
 - 6.2.3 overseeing the University's recruitment, retention and termination policies and procedures for Senior Management and Executives in order to ensure a market-aligned approach.
 - 6.2.4 review regularly and recommend to Council for approval the remuneration philosophy, principles, policies, strategy and framework of the University, including the applicable short and long term incentive arrangements (including robust performance measures and targets) as well as monitor the effectiveness of the University's overall remuneration framework in achieving its objectives;
 - 6.2.5 review and assess risks arising from the remuneration policies and practices for its employees and whether any

such risks are reasonably likely to have a material adverse effect on BOU. The Committee shall also review such other risks related to the employees;

- 6.2.6 any other responsibilities which may be assigned from time to time by Council.

7 Skills, Qualities and Experience of Members

- 7.1 Members are expected to be up to date with developments in order to be able to address issues adequately as they arise. The CHRC will review its skills profile to identify gaps and also use it as part of its regular performance review.
- 7.2 The University shall train members as need arise, however, members are also expected to go on personal training to keep abreast with current trends.

8 Standards of behaviour

- 8.1 The CHRC members are required to behave ethically and must act honestly in the best interests of the University, at all times preferring the University's benefit to:
- 8.1.1 personal advantage, whether financial or otherwise; or
 - 8.1.2 the advantage of any other person or organisation.
- 8.2 Members are expected to act in accordance with the Council **Code of Conduct** and to inter alia:
- 8.2.1 exercise due care, skill and diligence;
 - 8.2.2 act honestly and with integrity;
 - 8.2.3 maintain confidentiality and use information properly;
 - 8.2.4 avoid conflict of interest;
 - 8.2.5 be financially responsible;
 - 8.2.6 act within the powers and functions prescribed;
 - 8.2.7 act collegially and in a mutually respectful manner;
 - 8.2.8 support the letter and spirit of the CHRC decisions;

8.2.9 demonstrate leadership and stewardship, promoting and supporting the University's values; and

8.2.10 act respectfully.

8.3 Conflict of Interest

8.3.1 Conflicts are managed in terms of the **Conflict of Interest Policy**. If a conflict exists, it must be declared and managed in the best interests of the University. An interest in relation to any matter on the agenda must be formally declared at the meeting. Declared interests are recorded in the minutes of the CHRC meeting, together with details of how the CHRC dealt with the conflict.

8.3.2 Members must complete a Declaration of Interests form at each meeting. The Secretary maintains a Register of Interests.

9 Confidentiality

9.1 Members shall maintain confidentiality in accordance with Section 17 of the Act. The existence and details of any management information, data, materials, discussions and decisions that are not publicly released are confidential information of the University.

9.2 All confidential information acquired by a member while performing his or her duties must be kept confidential. A member must not disclose the CHRC related information to a third party unless he/she is required to do so in terms of any written law or for purposes of any judicial proceedings.

10 Meetings of the CHRC: Operating Procedures

10.1 The CHRC shall regulate its own meetings. The general operating procedures are as set out under Statute 7.2 and are elaborated below:

10.1.1 The Chairperson shall preside over meetings of the CHRC. However, in the absence of the Chairperson, the members present shall elect one of the present members, not being an employee of the University, to preside over the meeting.

10.2 Frequency of meetings

- 10.2.1 The CHRC shall meet at least three (3) times in a year and may convene other meetings as necessary to transact its business.

10.3 Notice of the meetings

Notice shall be circulated by the Secretary at least fourteen (14) days before the meeting. A Special Meeting may be called giving a shorter notice.

10.4 Meeting documents

10.4.1 Meeting Agenda

- 10.4.1.1 In establishing the meeting agenda, the Chairperson shall in consultation with the Vice Chancellor determine which matters require the CHRC's attention and/or decision. Members can also suggest to the Secretary items for inclusion in the agenda. The final agenda is approved by the Chairperson.

- 10.4.1.2 The Agenda shall be timed in order to keep the meeting to the point and the Secretary shall keep the Chairperson alert to time during deliberations.

10.4.2 Agenda papers

- 10.4.2.1 Documents shall be availed to members at least seven (7) days before the date of the scheduled meeting. Documents shall be concise and provide information that the CHRC requires to fully understand the issues being raised and to make an appropriately informed decision that meets the needs of the University. The CHRC will request for further information where greater detail may be required.

- 10.4.2.2 No documents requiring consideration or decision will be tabled at a meeting without prior notice except with the approval of those members present at the meeting.

10.5 Quorum

- 10.5.1 The quorum is 50% of the members. If there is no quorum, the meeting shall be postponed to another date.
- 10.5.2 In the event that there is lack of a quorum later during the course of the meeting, the meeting shall be adjourned and re-convened at a mutually agreed time.
- 10.5.3 A re-convened meeting shall not be adjourned for lack of a quorum, provided that it only deals with matters on the original agenda that were not dealt with in the adjourned meeting.
- 10.5.4 Where attendance is deemed beneficial to the business of the CHRC, the Chairperson of the CHRC may allow non-members to attend the CHRC meeting for the consideration of a specific agenda item, but that person has no voting right.

10.6 Voting procedure

- 10.6.1 Decisions by the CHRC shall be made by consensus or by casting a vote as the CHRC may direct. All recommendations shall be decided by the majority of votes of members present.
- 10.6.2 The voting procedures during the CHRC meetings shall be conducted as follows:
 - 10.6.2.1 Decisions made through voting must be arrived at by a simple majority of the CHRC members present;
 - 10.6.2.2 Each member has one (1) vote, except the Chairperson who has an ordinary vote and a casting vote;
 - 10.6.2.3 The CHRC decides by a majority of members present when a secret ballot must be conducted and, in any vote where there is a tie, the Chairperson has the casting vote in addition to his/her ordinary vote;
 - 10.6.2.4 Where no less than seventy-five percent (75%) of members agree on a matter referred to them by Chairperson by post mail, letter, telefax or electronic mail, without a meeting having been

convened, and have conveyed the resolution by post mail, letter, telefax or electronic mail, such resolution is deemed to be a resolution of the CHRC and must be recorded in the minutes of the next ordinary meeting;

- 10.6.2.5 Proxy voting is not allowed, but a member who is unable to attend a meeting may communicate his/her views on any agenda item to the Secretary but shall not be counted as a vote by such a member.

10.7 Attendance and apologies

- 10.7.1 Members shall attend all meetings of the CHRC and its Committees, from the beginning to the end, as shall be called from time to time and shall not absent themselves from such meetings except for good cause.
- 10.7.2 A member who is unable to attend a meeting of the CHRC shall inform the Secretary of his/her inability to attend well in advance of the meeting, not less than 48 hours before the meeting.
- 10.7.3 Any member who absents himself/herself from a meeting without informing the Secretary shall be reflected in the minutes as "absent without apology".
- 10.7.4 Where a member misses three of the scheduled meetings consecutively, the Chairperson shall cause their membership to be reviewed and a recommendation shall be made to Council.

10.8 The Secretary

- 10.8.1 The Secretary to Council shall be the Secretary of the CHRC and shall attend all of its meetings and prepare and circulate to members, and invitees as appropriate, all information in a timely manner to enable them to give full and proper consideration to the issues.
- 10.8.2 The Secretary has no voting right.

10.9 Minutes of meetings

- 10.9.1 The Secretary shall record minutes of the CHRC.

10.9.2 The minutes shall be approved and signed at the next ordinary meeting.

10.9.3 The signed minutes shall be kept by the Secretary.

10.10 General

Meetings are conducted so that matters are debated openly and constructively. The CHRC members are committed to collective decision-making, but have a duty to bring an independent judgement to bear in decision-making. Individual CHRC members must utilise their particular skills, experience and knowledge when discussing matters at the CHRC meetings. The CHRC members commit to the consensus view once a decision is made.

11 Maintaining Effectiveness

11.1 Evaluation of the CHRC

The Committee shall assess its effectiveness annually with a view to ensuring that the performance of the Committee accords with best practices and applicable law.

12. Reporting

The Committee shall report to Council at the Council meeting following each ordinary Committee meeting, on all matters that should be brought to the attention of Council and any recommendations requiring Council's approval and/or action.

13. Review

This Charter shall be reviewed every three years or earlier as necessary.