



THE ADVISORY BOARD CHARTER

College of Open Schooling

Approving Authority	EMT
Date of Approval	28/02/2022
Version #	1
Effective Date	April 2022
Date last reviewed
Revision date(s)	Feb 2025
Responsible Officer	Vice Chancellor...
Document URL

THE ADVISORY BOARD CHARTER

1. INTRODUCTION

The Advisory Board is an advisory arm of the College of Open Schooling, a subsidiary of the Botswana Open University.

2. DEFINITIONS OF TERMS

“Act” means the Botswana Open University Act;

“BEC” shall mean the Botswana Examinations Council

“Board” shall mean the College of Open Schooling Advisory Board;

“BOU” shall mean Botswana Open University;

“Chairperson” shall mean a person appointed by the Vice Chancellor or a delegate presiding over meeting(s) of the Board;

“Charter” shall mean the College of Open Schooling Board Charter;

“COS” shall mean the College of Open Schooling;

“Council” shall mean the University’s Governing Body;

“Executive Management Team (EMT)” shall mean the Vice Chancellor and the Deputy Vice Chancellors in accordance with section 8(5) of the Act;

“Member” shall mean a Member of the Board;

“MoESD” shall mean the Ministry of Education and Skills Development;

“MYSC” shall mean the Ministry of Youth, Gender, Sport and Culture Development;

“OS” shall mean Open Schooling;

“Principal” shall mean the Principal of the COS.

3. AUTHORITY

- 3.1 The Advisory Board is responsible for providing technical expertise and advice on the strategic direction of the College of Open Schooling to the Vice Chancellor and the Executive Management Team.

4. COMPLIANCE

- 4.1 The Board must at all times comply with the requirements which establish the legal and regulatory basis for governing and managing the College. These include:
 - 4.1.1 The Act;
 - 4.1.2 The Statutes and any regulations made pursuant to the Act;
 - 4.1.3 Any other applicable legislation, regulations and standards including corporate governance codes of best practise.

5. GOVERNANCE STRUCTURE

- 5.1 The governance arrangements for the College involve three key governance structures that have roles and responsibilities with complementary dimensions and that operate in partnership:
 - 5.2.1 The Board
 - 5.2.2 The Executive Management Team
 - 5.2.3 Council

6. PURPOSE OF THE ADVISORY BOARD

- 6.1 The purpose of the Board is to provide advice and support on matters of the College and to assist the College to execute its mandate effectively and efficiently.

7. ROLES AND RESPONSIBILITIES

- 7.1 The primary function of the Board is to provide advise and also assist the College of Open Schooling in achieving its mandate, mission and vision. The specific functions are to:
 - 7.1.1 Advise the College on issues of strategic importance using their experience and expertise;

- 7.1.2 Ensure compliance with policies and procedures for Open Schooling;
- 7.1.3 Govern the College in a way that supports the establishment of a good ethical culture;
- 7.1.4 Ensure accountability on the performance of the College through reporting;
- 7.1.5 Make recommendations to the Vice Chancellor and to the EMT as necessary;
- 7.1.6 Provide input on the Open Schooling annual budgets.

8. MEMBERSHIP AND COMPOSITION

- 8.1 The Board shall consist of 11 members. Positions and vacancies shall be filled as the Board requires, specifically if there are specific areas of expertise required to meet its objectives. There shall always be at least one person on the Board representing Regional Campuses.
- 8.2 The Board shall reflect diversity in experience. The Individuals who shall constitute the Board are people whose philosophy, experiences and skills, talents and background would make significant difference in the operation of Open Schooling and contribute meaningfully towards the ultimate achievement of the College of Open Schooling objectives.
- 8.3 In order to strengthen the collaborative process, the Board shall maintain a membership drawn from diverse backgrounds. The Board shall comprise of the following:
 - 8.3.1 The Chairperson appointed by the Vice Chancellor;
 - 8.3.2 The Principal by virtue of Office;
 - 8.3.3 One (1) OS Subject Specialist Representative elected by the Open Schooling Staff;
 - 8.3.4 One (1) OS Manager Representative elected by the OS Student Services Staff;
 - 8.3.5 One (1) Academic Staff Representative elected by Academic Staff;

- 8.3.6 One (1) Regional Director elected by Regional Directors;
- 8.3.7 One (1) Student Representative elected by the SRC;
- 8.3.8 MoESD Representative (DPS – Curriculum Development or Basic Education) appointed by MoESD;
- 8.3.9 BEC Representative (Director – Examinations Admin) appointed by BEC;
- 8.3.10 An external ODL expert appointed by the Vice Chancellor; and
- 8.3.11 MYSC Representative (Policy Specialist -Youth) appointed by MYSC.

9. MEMBERSHIP TERM

- 9.1 The term of office shall be three years. A member is eligible for re-appointment for two more terms.

10. THE CHAIRPERSON OF THE BOARD

- 10.1 The Chairperson of the Board shall be appointed by the Vice Chancellor and shall be responsible for:
 - 10.1.1 Leadership of the Board in performing its strategic and stewardship roles;
 - 10.1.2 Efficient organisation and conduct of Board's functions and meetings;
 - 10.1.3 Facilitating the effective contribution and communication with members of the Board;
 - 10.1.4 Promoting a positive culture for the Board and between the Board and the Executive Management Team;
 - 10.1.5 Promoting constructive relations between the position and the Principal including the provision of mentoring and advice;

11. RESPONSIBILITIES OF BOARD MEMBERS

11.1 Board Members have a responsibility to:

- 11.1.1 Attend all meetings, each meeting to the end, and contribute meaningfully;
- 11.1.2 Read all agenda documents before each meeting;
- 11.1.3 Ensure critical review of all proposals put to the Board;
- 11.1.4 Maintain confidentiality;
- 11.1.5 Maintain unity of the Board even where a dissent is recorded;
- 11.1.6 Act in a financially responsible manner;
- 11.1.7 Ensure compliance with all relevant legislation, policies and codes of practise including the Council's Code of Conduct; and
- 11.1.8 Act with due care, skill and diligence, in good faith and to undertake decisions with due deliberation.
- 11.1.9 A Board Member is responsible and accountable to the Board rather than to any constituent body by which they are appointed and the Board must act in the way it considers will best advance the interests of the College and the University.

12. RIGHTS OF BOARD MEMBERS

12.1 The rights of Board Members shall include but are not limited to the following:

- 12.1.1 An initial induction, training and development during their term of office;
- 12.1.2 Adequate levels of insurance cover to indemnify each Board Member against any action, liability or claim arising from actions done in good faith, in connection with the performance of their duties;
- 12.1.3 Access to complete and accurate information, in sufficient time, in respect of all matters to be considered by the Board to allow for proper consideration;
- 12.1.4 Legal or financial advice that may be necessary to enable members to discharge their duties;

- 12.1.5 Any other administrative assistance that may be required from time to time to assist members in carrying out their Board functions;
- 12.1.6 Access to all Regional Campuses of the University; and
- 12.1.7 To seek independent professional advice in relation to matters of the Board, at the expense of the College.
- 12.1.8 To sitting allowance as per Minister's direction on sitting allowance.

13. COMMITTEES OF THE BOARD

- 13.1 The Board may appoint Committees as it deems fit, consisting of its members or other suitably qualified persons outside of the Board. Each Board Committee shall have its own Terms of Reference which set out the Committee's mandate.

14. THE SECRETARY

- 14.1 The Secretary of the Board shall be appointed by the COS Advisory Board on the recommendation of the Principal.
- 14.2 The Principal shall be responsible for the supervision and management of the Secretary. The Secretary has no voting right.
- 14.3 Responsibilities of the Secretary include:
 - 14.3.1 Provision secretarial services to the Board and its Committees;
 - 14.3.2 Facilitating the College's corporate governance processes; carry out the instructions of the Board and give practical effect to the decisions of the Board;
 - 14.3.3 Providing independent advisory services at the request of the Board;
 - 14.3.4 Facilitating the induction and training of members;
 - 14.3.5 Developing and maintaining information systems and processes, appropriate for the Board to fulfil its role; and
 - 14.1.6 Acting as a key point of contact for Board members on Board matters.

15. STANDARDS OF BEHAVIOUR FOR THE BOARD

15.1 Board Members are required to behave ethically and act honestly in the best interests of the College and University at all times and avoid:

15.1.1 Personal advantage, whether financial or otherwise; or

15.1.2 The advantage of any other person or organisation.

15.2 Members are expected to:

15.2.1 Exercise due care, skill and diligence;

15.2.2 Avoid conflict of interest;

15.2.3 Act honestly and with integrity;

15.2.4 Maintain confidentiality and use information properly;

15.2.5 Be financially responsible;

15.2.6 Act within the powers and functions prescribed;

15.2.7 Act collegially and in a mutually respectful manner;

15.2.8 Support the letter and spirit of the Board decisions;

15.2.9 Demonstrate leadership and stewardship, promoting and supporting the University's values; and

15.2.10 Act respectfully.

15.3 Conflict of Interest

15.3.1 Conflicts of interest are managed in terms of the **Conflict of Interest Policy**. 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 Board meeting, together with details of how the Board dealt with the conflict.

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

16. CONFIDENTIALITY

16.1 Members shall maintain confidentiality at all times. The existence and details of any management information, data, materials, discussions, and decisions that are not publicly released are confidential information of the College and the University.

- 16.2 All confidential information acquired by a member while performing his or her duties must be kept confidential. A Member shall not disclose any Board 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.

17. MEETINGS: OPERATING PROCEDURES

- 17.1 The Board shall regulate its own meetings.

17.1.1 The Chairperson shall preside over meetings of the Board. However, in the absence of the Chairperson, the Members present shall elect one of the present members, to preside over the meeting.

17.1.2 Frequency of meetings

17.1.3 The Board shall meet three (3) times a year.

17.1.4 Special Meetings of the Board shall be held whenever called by the Chairperson of the Board to attend to urgent matters

17.2 Notice of the meeting

17.2.1 Notice for scheduled Board meetings shall be circulated by the Secretariat within 14 working days while Special Special shall be 5 days before the date of the meeting.

17.3 Meeting documents

17.3.1 Meeting Agenda

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

17.3.1.2 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.

17.3.2 Agenda papers/ Meeting Pack

17.3.2.1 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 Board requires to fully understand the issues being raised and to make an appropriately informed decision that meets the needs of the College. The Board may request for further information where greater detail may be required.

- 17.3.2.2 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.

17.4 Quorum

- 17.4.1 The quorum is 50% of the Members. If there is no quorum, the meeting shall be postponed to another date.
- 17.4.2 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.
- 17.4.3 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.
- 17.4.4 Where attendance is deemed beneficial to the business of the Board, the Chairperson of the Board may allow non-members to attend the Board meeting for the consideration of a specific agenda item, but that person has no voting right.

17.5 Voting procedure

- 17.5.1 Decisions by the Board shall be made by consensus or by casting a vote as the Board may direct. All recommendations shall be decided by the majority of votes of Members present.
- 17.5.2 The voting procedures during the Board meetings shall be conducted as follows:
 - 17.5.2.1 Decisions made through voting must be arrived at by a simple majority of the Board Members present;
 - 17.5.2.2 Each Member has one (1) vote, except the Chairperson who has, in addition to the ordinary vote, a casting vote;
 - 17.5.2.3 The Board 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;

17.5.2.4 The Board may make decisions by round robin provided adequate information is provided to enable such decision making. A resolution of the Board made by round robin must be recorded in the minutes of the next ordinary meeting;

17.5.2.5 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. This shall not be counted as a vote by such a member.

17.6 Attendance and apologies

17.6.1 Members shall attend all meetings of the Board 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.

17.6.2 A Member who is unable to attend a meeting of the Board shall inform the Secretary of his/her inability to attend well in advance of the meeting, not less than 48 hours before the meeting.

17.6.3 Any member who absents himself/herself from a meeting without informing the Secretary shall be reflected in the minutes as "absent without apology". Where a Member misses three consecutive meetings, the Chairperson shall cause their membership to be reviewed and a recommendation shall be made to the Board accordingly.

17.7 General

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

18. RECOMMENDATIONS AND REPORTS

18.1 The Chairperson shall submit Board recommendations and reports to the EMT and/or Council as appropriate.

19. RESIGNATION

19.1 A Board Member may resign at anytime by giving three (3) months written notice to the Chairperson.

20. REVIEW

20.1 This Charter shall be reviewed every three (3) years or earlier as necessary.