



## Botswana Open University

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## COUNCIL CHARTER POLICY

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## 1. Introduction

The Council of the Botswana Open University is committed to good governance. The purpose of this Charter is therefore to document the objectives, responsibilities and management of Council to reflect its legal, governance and other obligations as the governing body of the University.

The document summarises the legislative framework and processes under which Council operates. It is adopted by Council to assist Council with implementation of the intentions of the Botswana Open University Act of 2017. The Charter, in places, paraphrases, elaborates or interprets sections of the Act and the Statutes. It sets out the responsibilities of Council and outlines how Council shall ensure effective corporate governance practices are in place to discharge those responsibilities.

In carrying out its responsibilities and powers, Council shall at all times recognise its overriding responsibility to act ethically, with integrity, diligently and in accordance with the law.

## 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 in accordance with Section 9(1) of the Act who presides over meetings or occupies a position of leadership and shall be understood to be gender neutral;

“**Council**” shall mean the Governing Body of Botswana Open University established under Section 10 of the Act;

“**Customers**” shall mean the persons, actual and potential, who purchase or may purchase the services/products provided by the University;

“**Deputy Vice-Chancellor**” means a person appointed in terms of section 8(3) of the Act;

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

“**Internal Auditor**” shall mean the head of internal audit function or the person

exercising the functions of the Internal Auditor in the absence of the substantive internal auditor.

**“Member”** shall mean a Council Member of Botswana Open University;

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

**“Minister”** shall mean Minister of Tertiary Education, Research, Science and Technology;

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

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

**“University”** shall mean Botswana Open University;

**“Vice Chancellor”** shall mean a person appointed pursuant to Section 8 (1) of the Act or any person acting in that capacity.

### 3. Authority

Council is the governing body of the Botswana Open University and as such is responsible for the strategic direction, general oversight and performance of the University and the attainment of its objectives.

### 4. Compliance

4.1 Council 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 Any other applicable legislation, regulations and standards including corporate governance codes of best practise.

## 5. Governance Structure

- 5.1 The operation of the University involves many people who interact both in networks and in more formal organisational structures. While students and academics rightly focus on research, teaching and learning activities, to operate effectively a university must have sound and effective governance arrangements.
- 5.2 The governance arrangements for the University involve three key 'governing entities' that have roles and responsibilities with complementary dimensions and that operate in partnership:
  - 5.2.1 Council
  - 5.2.2 Executive Management
  - 5.2.3 Senate

## 6. Governance Role of Council

- 6.1 The University Council is responsible for the governance of the University. It does this by exercising ethical and effective leadership to achieve four governance outcomes, namely good ethical culture, good performance, effective control and legitimacy. Ethical leadership is exemplified by integrity, competence, responsibility, accountability, fairness and transparency. Effective leadership is results driven and focuses on achieving strategic objectives and positive outcomes.
- 6.2 The key governance roles of Council include:
  - 6.2.1 to drive performance of the University by setting and steering strategic direction;
  - 6.2.2 to approve policy and planning to give effect to the strategy;
  - 6.2.3 to oversee and monitor implementation by management; and
  - 6.2.4 to provide accountability on organisational performance through reporting and disclosure.
- 6.3 In order to achieve its governance role, Council will implement the following corporate governance principles:
  - 6.3.1 Lead ethically and effectively;
  - 6.3.2 Govern the ethics of the University in a way that supports the establishment of a good ethical culture including:

- 6.3.2.1 Establishing and modelling the University's culture, values and principles;
  - 6.3.2.2 Acting to protect and enhance the University's reputation and corporate integrity; and
  - 6.3.2.3 Actively promoting ethical and responsible decision-making and monitoring the system of accountability.
- 6.3.3 Ensure that the University is and is seen to be a responsible corporate citizen;
  - 6.3.4 Appreciate and ensure that the University's core purpose, risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process;
  - 6.3.5 Ensure that reports issued by the University enable stakeholders to make informed assessments of the University's performance and its short, medium and long term prospects;
  - 6.3.6 Serve as the focal point and custodian of corporate governance in the University;
  - 6.3.7 Ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and effective discharge of its duties;
  - 6.3.8 Ensure Committees comprise of appropriate balance of knowledge, skill, experience, diversity and independence for them to discharge their governance roles and responsibilities objectively and effectively;
  - 6.3.9 Ensure that evaluation of its own performance and that of its committees, chairperson and individual members support continued improvement in its performance and effectiveness;
  - 6.3.10 Ensure that the appointment of, and delegation to Executive Management contributes to role clarity and the effective exercise of authority and responsibility;
  - 6.3.11 Govern risk in a way that supports the organisation in setting and achieving its strategic objectives;
  - 6.3.12 Govern Information and Communication Technology in a way that supports the University for it to achieve its strategic objectives;

- 6.3.13 Govern compliance with applicable laws, regulations, codes and standards in a way that supports the University being ethical;
- 6.3.14 Ensure that the University remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term;
- 6.3.15 Ensure that quality assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision making and of the University's external reports;
- 6.3.16 In the execution of its governance role and responsibilities, Council should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the University.

## **7. Composition of Council**

- 7.1 Council as provided for under Section 10(2) of the Act comprises of the following:
  - 7.1.1 The Vice Chancellor;
  - 7.1.2 Chairperson
  - 7.1.3 A Deputy Vice Chancellor appointed by Council;
  - 7.1.4 Three (3) persons who are public officers, appointed by the Minister;
  - 7.1.5 Four (4) persons nominated by the Chancellor, one (1) of whom shall be a representative of civil society and three (3) of whom shall be representatives of the private sector;
  - 7.1.6 One (1) person who is not a resident of Botswana appointed by the Minister by reason of his/her special knowledge and competence in tertiary education or distance and open learning;
  - 7.1.7 One (1) former graduate of the University or the legacy institution, who is not a serving member of staff of the University, elected by former students of the University;

- 7.1.8 Two (2) members of Senate elected by Senate, one of whom shall be a Professor and the other a Dean of a School of the University;
- 7.1.9 One (1) non-Senate member of the academic staff elected by members of the academic staff;
- 7.1.10 One (1) member of the support staff elected by the support staff of the University;
- 7.2 A member shall hold office for a period not exceeding three years as may be specified in the letter of appointment and shall be eligible for reappointment for two further terms

## **8. Chairperson of Council**

- 8.1 The Chairperson is appointed in terms of Section 9 of the Act by the President for a term of 3 years, and is eligible for re-appointment for two more terms. The general responsibilities of Chairperson are provided for under Statute 2.2.
- 8.2 Specifically, the Chairperson utilises experience, skills and leadership abilities to facilitate governance processes and is responsible for:
  - 8.2.1 Leadership of the University Council in performing its strategic and stewardship roles;
  - 8.2.2 Efficient organisation and conduct of Council's functions and meetings;
  - 8.2.3 Facilitating the effective contribution and communication with members of Council;
  - 8.2.4 Promoting a positive culture for Council and between Council and Executive Management;
  - 8.2.5 Promoting constructive relations between the position and Vice-Chancellor including the provision of mentoring and advice;
  - 8.2.6 Representing Council to the community as the official spokesperson for the University Council; and
  - 8.2.7 Reviewing corporate governance matters with the Secretary and reporting on those matters to Council.



## 9. Vice-Chancellor

- 9.1 The Minister appoints the Vice-Chancellor as the chief academic and executive officer of the University and fixes the terms and conditions of that appointment in accordance with Section 8 (1) of the Act.
- 9.2 The Vice-Chancellor is specially charged with the duty of promoting the interests and furthering the development of the University.
- 9.3 The general responsibilities of the Vice-Chancellor are provided under Statute 2.3 and are elaborated below. The Vice-Chancellor is responsible for:
  - 9.3.1 the on-going review and implementation of the University's strategic planning to secure the University's future success;
  - 9.3.2 providing strategic advice to Council;
  - 9.3.3 managing the operation of the University consistently with Council approved principles and plans to achieve strategic and operational objectives;
  - 9.3.4 developing multi-year plans and performance measures for critical activities such as teaching and learning and research and development;
  - 9.3.5 managing the delivery of research, teaching and learning within the University;
  - 9.3.6 leadership in the development and performance of the University's academic functions and related student activities;
  - 9.3.7 establishing and implementing operational policies;
  - 9.3.8 establishing management processes and monitoring systems which lead to the successful management of risk and which ensure legislative compliance;
  - 9.3.9 leadership in the external relations of the University at local, regional, national and international levels;
  - 9.3.10 promoting high levels of staff performance and fostering a positive organisational culture; and
  - 9.3.11 the administration of the laws, statutes, regulations and ordinances of the University.

- 9.4 The Vice-Chancellor is a Member of Council and of every committee or advisory body that is created under the University's internal legislation or policies except that he/she shall not be a member of a Committee established to advise on his/her appointment or removal or a Council committee responsible for Audit
- 9.5 Council delegates to the Vice-Chancellor authority to act within the principles, policies and plans approved by Council and to do such other acts as Council may determine.

## 10. Functions of Council

- 10.1 In accordance with Section 11 of the Act, Council is responsible for the general control of the University and its affairs.
- 10.2 Without prejudice to 10.1 above, Council is responsible for-
  - 10.2.1 setting the strategic directions of the University by overseeing the development and adoption of the mission and strategic plans of the University;
  - 10.2.2 approving major policies, capital plans, and the annual planning and budget report;
  - 10.2.3 monitoring and reviewing the overall performance of the University in relation to plans, policies, values, academic standards, financial management, and buildings and estates management;
  - 10.2.4 approving the annual report and annual statement of accounts of the University;
  - 10.2.5 ensuring the strategic leadership of the University;
  - 10.2.6 enhancing the engagement between the University and the community;
  - 10.2.7 approving the institutional plan of the University; and
  - 10.2.8 maintaining, through Senate, high levels of academic standards.

## 11. Powers of Council

- 11.1 Section 12(1) of the Act gives Council the power to do all things necessary or convenient to be done for or in connection with the

performance of its function as the University's governing authority.

This includes the power to:

- 11.1.1 determine persons who are authorised to sign contracts, cheques and other documents on behalf of the University, and otherwise regulate procedure in relation to transactions entered into by the University;
- 11.1.2 Provide for the safe custody and proper use of the seal of the University;
- 11.1.3 Approve terms and conditions of service for employees of the University;
- 11.1.4 Prohibit where necessary or desirable, the admission of a person as a student of the University;
- 11.1.5 Exercise the powers under 11.1.4 notwithstanding the disciplinary powers conferred on the Vice Chancellor;
- 11.1.6 Without prejudice to the powers conferred on any other person under any law, Council shall have the power to, after consultation with the Minister and Senate, declare the University closed for purposes of offering some or all academic programmes and courses and, whenever possible, indicate the period during which the University shall remain closed; and
- 11.1.7 Notwithstanding 11.1.6 above, the Chairperson shall, where there is an emergency, have power to act on behalf on Council and order the University closed.

## **12. Responsibilities of Council Members**

12.1 Members of Council have a responsibility to:

- 12.1.1 attend all meetings, each meeting to the end, and contribute meaningfully;
- 12.1.2 read all agenda documents before each meeting;
- 12.1.3 ensure critical review of all proposals put to Council;
- 12.1.4 maintain confidentiality;
- 12.1.5 maintain Council unity even where a dissent is recorded;
- 12.1.6 act in a financially responsible manner; and
- 12.1.7 ensure compliance with all relevant legislation, policies and codes of practise including the Code of Conduct and the Conflict of Interest Policy.

- 12.2 Members have an obligation to act with due care, skill and diligence and in good faith and to undertake decisions with due deliberation. A decision checklist is attached.
- 12.3 A member of Council is responsible and accountable to Council rather than to any constituent body by which they are appointed and Council must act in the way it considers will best advance the interests of the University.

### **13. Rights of Council Members**

- 13.1 Members' rights include but are not limited to:
  - 13.1.1 an initial induction with follow up sessions, training and development during their term of office;
  - 13.1.2 remuneration in accordance with agreed fees;
  - 13.1.3 adequate levels of insurance cover to indemnify each member of Council against any action, liability or claim arising from actions done in good faith, in connection with the performance of their duties;
  - 13.1.4 access to complete and accurate information, in sufficient time, in respect of all matters to be considered by Council to allow proper consideration;
  - 13.1.5 legal or financial advice that may be necessary to enable members to discharge their duties and access to members of the Executive Management Team;
  - 13.1.6 any other administrative assistance that may be required from time to time to assist members in carrying out their Council functions (including arranging reimbursement of expenses incurred by members, accommodation bookings and transport arrangements); and
  - 13.1.7 access to all Regional Campuses of the University.

### **14. Skills, Qualities and Experience of Members**

Members are expected to be up to date with developments in order to address issues as they arise. A skills matrix indicating the skills, experience, expertise and qualities required of Council is in place. Council will review its skills profile to identify gaps and also use it as part of its regular performance review.

## The Skills Matrix

Skills, experience and expertise	Qualities
Strategic Leadership	Honesty and integrity
Corporate Governance	Create time to undertake the role
Risk management	Ability to listen, analyse, think clearly
Project management	and work in a collegiate and mutually
Research	respectful manner with others
Information and Communication Technology	A willingness to understand and
Business acumen	commit to the highest standards of
Commercial expertise	governance of the University
Financial	An appreciation of the objectives,
Budgeting	values,
Fundraising	functions and activities of the
Audit	University
Higher Education	Independence and academic freedom
Open schooling knowledge	The capacity to appreciate what the
Experience in equity and diversity	University's external community needs
Open and Distance Learning	from it.
Legal	
Marketing and communications	
Stakeholder management	

## 15. Standards of behaviour

- 15.1 Council 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:
- 15.1.1 personal advantage, whether financial or otherwise;
  - 15.1.2 the advantage of any other person or organisation; or
  - 15.1.3 the advantage of person/group qualifying a member for election or appointment to Council.
- 15.2 Members are expected to act in accordance with the **Council Code of Conduct** and to inter alia:
- 15.2.1 exercise due care, skill and diligence;
  - 15.2.2 act honestly and with integrity;
  - 15.2.3 maintain confidentiality and use information properly;
  - 15.2.4 avoid conflict of interest;
  - 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 Council decisions;
  - 15.2.9 demonstrate leadership and stewardship, promoting and supporting the University's values; and
  - 15.2.10 acting respectfully.
- 15.3 Conflict of interest
- 15.3.1 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 Council meeting, together with details of how Council dealt with the conflict.
  - 15.3.2 Members must complete a Declaration of Interests form at each meeting. In addition, Members shall complete an

Annual Declaration of their general Interests. The Council Secretary shall maintain the Register of Interests.

## **16. Confidentiality**

- 16.1 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.
- 16.2 All confidential information acquired by a member while performing his or her duties must be kept confidential. A member must not disclose Council 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 of Council : Operating Procedures**

- 17.1 In accordance with Section 15(1) and Statute 4.2.2.4 Council may regulate its own meetings. The general operating procedures are as set out under Statute 7.2 and are elaborated below:
  - 17.1.1 The Chairperson shall preside over meetings of Council. However, in the absence of the Chairperson, the Vice Chairperson shall preside and, in the absence of both the Chairperson and Vice Chairperson, the members present shall elect one of the present members, not being an employee of the University, to preside over the meeting.
- 17.2 **Frequency of meetings**
  - 17.2.1 Council shall meet at least three (3) times in a year as per the Act and may convene other meetings as necessary to transact its business;
  - 17.2.2 Council may rotate the location of its meetings (e.g. to visit Regional Campuses of the University.)
- 17.3 **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.
- 17.4 **Meeting documents**
  - 17.4.1 Meeting Agenda

17.4.1.1 In establishing the meeting agenda, the Chairperson shall in consultation with the Council Secretary and the Vice Chancellor determine which matters require Council'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.

17.4.1.2 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.

#### 17.4.2 Agenda papers

17.4.2.1 Documents shall be availed to members at least 7 days before the date of the scheduled meeting. Documents shall be concise and provide information that Council requires to fully understand the issues being raised and to make an appropriately informed decision that meets the needs of the University. Council will request management reports from the Vice Chancellor where greater detail may be required.

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

#### 17.5 Quorum

17.5.1 The quorum is one half of the total members, the majority of whom shall be non-executive members. If there is no quorum, the meeting shall be postponed to another date.

17.5.2 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.

17.5.3 A re-convened meeting shall not be adjourned for lack of a quorum, provided it only deals with matters on the original agenda that were not dealt with in the adjourned meeting.



17.5.4 Where attendance is deemed beneficial to the business of Council, the Chairperson of Council may allow non-members of Council to attend a Council meeting for the consideration of a specific agenda item, but that person has no voting right.

## 17.6 Voting procedure

17.6.1 Decisions by Council shall be made by consensus or by casting a vote as Council may direct. All questions shall be decided by the majority of votes of members present.

17.6.2 The voting procedures during Council meetings shall be conducted as follows:-

17.6.2.1 Decisions made through voting must be arrived at by a simple majority of Council members present;

17.6.2.2 Each member has one (1) vote, except the Chairperson who has an ordinary vote and a casting vote;

17.6.2.3 Council 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;

17.6.2.4 The number of those voting for or against or abstaining on any motion must be recorded and the reasons for abstention may be minuted if required by such members;

17.6.2.5 Where no less than fifty (50%) 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 their resolution by post mail, letter, telefax or electronic mail, such resolution is deemed to be a resolution of Council and must be recorded in the minutes of the next ordinary meeting;

17.6.2.6 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;

17.6.2.7 The Secretary shall keep a complete register of Council resolutions and those of its Committees and any interested person or body who submits a request to the Vice Chancellor showing reasonable grounds, may inspect such resolutions.

## **17.7 Attendance and apologies**

17.7.1 Members shall attend all meetings of Council 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.

17.7.2 A member who is unable to attend a meeting of Council or Council Committee shall inform the Secretary of his/her inability to attend well in advance of the meeting, not less than 48 hours before the meeting.

17.7.3 Any member who absents himself/herself from a meeting without informing the Secretary shall be reflected in the minutes as "absent without apology".

17.7.4 Any member who misses three of the scheduled meetings consecutively without reasonable cause shall be requested by Council, after consultation with the appointing authority, to resign from his/her position failing which the authority that appointed him/her shall be requested to remove him/her and appoint a replacement.

17.7.5 Council meetings will be conducted in person or by telephone or video conference provided all Council members have a reasonable opportunity to participate in the meeting.

## **17.8 Minutes of meetings**

17.8.1 The Secretary shall record minutes of Council and committee meetings.

17.8.2 The Secretary shall within a week, promulgate the decisions of the meeting and circulate to members the list of action items arising from the meeting.

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

17.8.4 The signed minutes shall be kept by the Secretary.

### 17.9 **General**

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

## 18. **Committees of Council**

18.1 Council may appoint committees consisting of its members or other suitably qualified persons outside of Council. Committees of Council are as prescribed under Statute 6.3. Each Committee shall have its own Terms of Reference which set out the Committee's mandate. Council may also set up additional committees as it deems fit.

18.2 The current Committees of Council are:

18.2.1 Council Executive Committee (CEC)

18.2.2 Council Planning and Resources Committee (CPRC)

18.2.3 Council Human Resources Committee (CHRC)

18.2.4 Council Finance and Tender Committee (CFTC)

18.2.5 Council Audit, Risk and Compliance Committee (CARCC)

18.2.6 Senior Staff Appointments, Promotions and Review Committee (SSAPRC)

18.2.7 Council Staff Appeals Committee (CSAC)

18.2.8 Joint Committee of Council and Senate (JCCS)

18.2.9 Review Committee of Council and Senate (RCCS)

## 19. **Independent Professional Advice**

Following consultation with the Chairperson, any member of Council may request access to independent professional advice at the expense of the

University on any matter connected with the discharge of their responsibilities. Generally, this advice will be available to all members of Council. Requests shall be made to the Secretary.

## **20. Access to Executive Management**

The members of Council shall have access to Executive Management and are able to request documents and set up meetings with Executive Management in furthering the business of the University.

## **21. Maintaining Effectiveness**

### **21.1 Evaluation of Council**

Council is responsible for its own effectiveness as a governing body. A formal evaluation of Council, its Committees, the Chairperson and the individual directors shall be performed every year and action plans shall be developed as required for improvement. Independent advisory firms with expertise will be engaged to facilitate the process. The Secretary shall also assist in the process. A report for every annual evaluation shall be furnished to the Minister on request.

### **21.2 Vice Chancellor Evaluation**

The Chairperson shall review the performance of the Vice-Chancellor on at least an annual basis and report to Council the findings of those reviews.

## **22. The Secretary**

22.1 In accordance with Section 20 of the Act and Statute 2.8, the Secretary is appointed by Council. The Secretary is accountable to Council on all corporate governance matters.

22.2 Responsibilities of the Secretary include:

22.2.1 facilitating the University's corporate governance processes;

22.2.2 secretarial provision to Council and its committees (meeting documents and minutes);

22.2.3 carrying out the instructions of Council, usually in conjunction with the Vice-Chancellor, giving practical effect to the Council's decisions;

- 22.2.4 retaining independent advisory services at the request of the Council, and in consultation with the Vice Chancellor;
- 22.2.5 facilitating the induction of newly appointed members and professional development programs;
- 22.2.6 developing and maintaining information systems and processes, appropriate for Council to fulfil its role; and
- 22.2.7 acting as a key point of contact for Council members on Council matters.

### **23. The Internal Auditor**

- 23.1 Council shall appoint an Internal Auditor and shall ensure that his/her independence is protected at all times.
- 23.2 Council shall ensure that:
  - 23.2.1 an Internal Audit Charter is in place and periodically reviewed;
  - 23.2.2 the mechanisms are in place to ensure effective reporting and liaison with the internal and external auditors;
  - 23.2.3 the Internal Auditor has unrestricted access to the records and personnel of the University; and
  - 23.2.4 the Internal Auditor is able to openly discuss with the Council Audit, Risk and Compliance Committee or the Chairperson of Council.

### **24. Review**

Council shall review this Charter every three years or earlier as necessary.