



COUNCIL CODE OF CONDUCT

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1. INTRODUCTION

- 1.1. In terms of the obtaining Council Charter, Council and Council Committee Members are expected to act with the highest level of integrity and business standards. A reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as regard for the highest standards of conduct and personal integrity. This Code is anchored on the prescribed principles of the King IV Report on best practice in Corporate Governance as well as the Council Charter which emphasise that Council should lead ethically and effectively, and should also govern ethics of the University in a way that promotes and supports establishment of an ethical culture.
- 1.2. In accordance with the Council Charter, it is a personal responsibility of each member to comply with all applicable laws and regulations and conduct business in accordance all relevant laws; refrain from any illegal, dishonest or unethical conduct; act in a professional manner; and treat others with respect.
- 1.3. Members of Council should read this Code in conjunction with the Council Charter and the King IV Code on Corporate Governance.

2. PURPOSE

- 2.1. This Code is intended to focus Council and each Committee member on areas of ethical risk, provide guidance to members to help them recognise and deal with ethical issues and help foster a culture of honest, integrity and accountability.
- 2.2. The purpose of this Code is to guide Members, uphold the highest legal, ethical and moral standards within BOU.

3. SCOPE

- 3.1. The Code is applicable to all members of Council and Council Committees.
- 3.2. It is binding on all members and members are therefore advised to be familiar with and abide by the Code. Council will not permit any waiver of principles stated herein to any Member.
- 3.3. The Secretary to Council shall be the Compliance Officer for the purpose of this Code.

4. FUNDAMENTAL PRINCIPLES

The following Fundamental Principles set out the obligations of the Members. Members are urged to collectively and individually cultivate the following characteristics and exhibit them in their conduct in dealing with BOU business:

4.1. Integrity and Professionalism

Members shall act honestly in all professional and business relationships. Integrity implies not merely honesty, but fair dealing and truthfulness. Council members shall, with respect to personal integrity and professionalism:

- 4.1.1. promote mutual trust, respect and teamwork;
- 4.1.2. act in good faith, be loyal and act in the best interests of BOU;
- 4.1.3. act ethically beyond mere legal compliance; and
- 4.1.4. set the tone for an ethical organisational culture

4.2. Objectivity

Members shall not allow bias, conflicts of interest or undue influence of others to compromise their professional or business judgement.

4.3. Competence and Due Care

- 4.3.1. Members have a continuing duty to maintain professional knowledge and skill to give competent professional service.
- 4.3.2. Members should take steps to ensure they have sufficient working knowledge of BOU, its industry, the triple context (economic, social and environmental factors) in which it operates, the capitals it uses as well as key laws, codes and standards applicable to the organisation in order to make meaningful contributions and informed decisions.
- 4.3.3. Members shall act with due care, skill and diligence, and take reasonable diligent steps to be informed about matters for decision.
- 4.3.4. Members should continuously develop their competence in order to lead effectively.

4.4. Responsibility

- 4.4.1. Members should assume collective responsibility for steering and setting the direction of BOU, approving policy and planning, overseeing and

monitoring of implementation by Management and ensuring accountability for organisational performance.

4.4.2. Members should exercise courage in taking risks and optimising opportunities, but should do so in a responsible manner and in the best interests of the University.

4.4.3. Members shall take responsibility for anticipating, preventing or ameliorating the negative outcomes of the organisation's activities and outputs on the triple context and that the capitals it uses.

4.4.4. Members should attend meetings and devote sufficient time and effort to prepare for those meetings.

4.5. Accountability

Members should answer for the execution of their responsibilities even where these were delegated.

4.6 Fairness

Members should adopt a stakeholder-inclusive approach in the execution of their governance roles and responsibilities.

4.7 Transparency

Members of Council should be transparent in the manner in which they exercise their roles and responsibilities.

4.8 Confidentiality

4.8.1 Members shall respect the confidentiality of information acquired as a result of their position in BOU, and shall not disclose any such information to third parties without proper and specific authority unless there is a legal duty to disclose.

4.8.2 Similarly, information so gained shall not be used in any way to the personal advantage of members or third parties.

4.9 Protection and Proper Use of BOU's Assets

Members shall protect the assets of BOU and ensure efficient use. A Member's use must be for legitimate business purposes related to BOU.

4.10 Avoid Conflict of Interests.

It is a requirement that all members should declare any conflict of interest that arises in the course of conducting BOU's business. The conflicts will be managed in accordance with the BOU Conflict of Interest Policy.

4.11 Corporate Opportunity

4.11.1 Council Members owe a duty to BOU to advance its interests and not take advantage of its corporate opportunities.

4.11.2 Members are prohibited from:

4.11.2.1 taking for themselves, their employers or related parties, opportunities discovered for BOU;

4.11.2.2 using information gained as a result of their position in BOU for personal or professional gain for themselves, employer or related parties; and

4.11.2.3 competing or helping an employer or related party compete with BOU for business opportunities.

5. ENCOURAGING REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR

5.1.1. Members must practice and promote ethical behaviour. Through the adoption of this code, Council:

5.1.1.1. affirms its expectation that Members should engage the Chairperson or Secretary when in doubt about the best course of action in a particular situation;

5.1.1.2. affirms its expectation that Members report violation of laws, regulations and this Code of Conduct;

5.1.1.3. Confirms that it prohibits retaliation against anyone who makes a report in good faith.

6. COUNCIL ACTIVITIES

6.1. Members shall with respect to Council activities:

- 6.1.1. Dedicate adequate time and effort to matters of Council in order to ensure that the duties and responsibilities owed by them are satisfactorily discharged;
- 6.1.2. Be prepared for and participate in meeting discussions and voting. Once voting is completed, all members shall support Council's decisions.
- 6.1.3. Failure to comply with the Code of Conduct may result in removal of a member from Council. Such removal shall be made in consultation with the Appointing Authority.

7. COMPLIANCE PROCEDURE

Members should communicate any suspected violations promptly. Members should raise any such concerns with Council Chairperson and/or Secretary. In all questions involving ethics and conduct, Council shall make relevant determinations, except that any individual whose conduct is at issue shall not participate in such decisions.

7.1. Annual Compliance

Compliance with this Code by members shall be reviewed on an annual basis and disclosed in the Annual Report.

7.2. Individual Members Commitment to the Code

An appendix is attached for Members to sign.

Appendix

	Name	Signature	Date
1.	Mr Charles I. Coyne		
2.	Ms Festina S. Bakwena		
3.	Dr Daniel Tau		
4.	Mr Kgopotso T. Ramoroka		
8.	MS Masego J. Mooketsi		
9.	Ms Julia Bahuma		
10.	Mr Oupa Masesane		
11.	Professor Frank Youngman		
12.	Ms Naledi T. Ratsoma		
13.	Dr Phuthego Molosiwa		
14.	Ms Tsosetso Magang		
15.	Mr Oankaraba O. Motsumi		
16.	Dr Bogadi Nage-Sibande		
17.	Professor Mpine E. Makoe		

8. REVIEW

The Code shall be reviewed every three years or earlier as necessary.