



UNIVERSITY OF EMBU

**COUNCIL
CHARTER**

UNIVERSITY OF EMBU COUNCIL CHARTER

A. INTRODUCTION

This University of Embu Council Charter (the “Charter”) defines the Council’s roles and responsibilities as well as functions and structures in a way that supports the members in carrying out their strategic oversight function. It provides the Council members with an opportunity to think creatively and critically about how their strategic and operational plans align with the University’s strategic direction and expectations, with respect to governance.

The Charter will help the Council in directing the University to maximize the long term value of services provided for all stakeholders. It is therefore imperative for Council members to understand their individual and collective roles with a view to helping the University fulfill its mandate.

The Charter has been adopted by the University, acting in accordance with *Mwongozo: The Code of Governance for State Corporations* (‘the Code’), and is complementary to the requirements regarding the Council and Council members contained in applicable Kenyan laws and regulations. In particular, the principles and policies contained in the Charter are in addition to and are not intended to change or interpret any statute, law or regulation.

The University of Embu Council will review this Charter at least annually and, if appropriate, revise this Charter from time to time. This Charter is available to all members of the Council for application and is posted on the University’s website for information to stakeholders.

B STATEMENT ON GOOD GOVERNANCE

The University has adopted high standards and applies strict rules of conduct, based on the best corporate practices. As part of this commitment, the Council adheres to good corporate governance by embracing the following principles:

1. To observe high standards of ethical and moral behaviour;
2. To act in the best interests of the University;
3. To remunerate and promote fairly and responsibly;

4. To recognize the legitimate interests of all stakeholders; and
5. To ensure that the University acts as a good corporate citizen.

In general, Council members shall act in the best interest of the University and uphold their fiduciary responsibilities and duty of care. This involves not disclosing confidential information, avoiding real and perceived conflicts of interest, and favouring the interests of the University over all other interests. They will act honestly and in good faith so as to create a culture built on principles of integrity, accountability and transparency.

C. GUIDING PRINCIPLES

In line with Section 3 of the Leadership and Integrity Act No. 19 of 2012 of the Laws of Kenya, the University of Embu Council shall respect the values, principles and the requirements of the Constitution, including:

1. The national values and principles provided for under Article 10 of the Constitution;
2. The rights and fundamental freedoms provided for under Chapter Four of the Constitution;
3. The responsibilities of leadership provided for under Article 73 of the Constitution;
4. The principles governing the conduct of State officers provided for under Article 75 of the Constitution;
5. The educational, ethical and moral requirements in accordance with Article 99 (1) (b) and 193 (1)(b) of the Constitution;
6. The values and principles of Public Service as provided for under Article 232 of the Constitution.

D. THE UNIVERSITY OF EMBU COUNCIL

The University of Embu Council is the body of appointed members who jointly oversee the activities of the University. The Council is expected to provide strategic direction, exercise control and remain accountable through effective leadership, enterprise, integrity and good judgment. It should be diverse in its composition, independent but flexible, pragmatic, objective and focused on balanced and sustainable performance of the University.

1. Size of the Council

The Council shall have a minimum of seven (7) members and a maximum of nine (9) members.

2. Council Composition

The Council should ensure that:

- a) Its composition complies with requirements in the Constitution of Kenya and any applicable legislation;
- b) Its members can act independently;
- c) Each Council member understands the broad outline of the University's policies;
- d) Each Council member is in good standing professionally and has sufficient expertise to perform his or her role as a Council member; and
- e) At least one member is a financial expert, meaning that he or she has expertise in financial management or accounting and is a bona fide member of a professional body regulating the accountancy profession; and in compliance with the requirements thereof.

The Council will, in consultation with the committee responsible for governance, and taking into consideration the nature of the University's mandate, prepare its profile including size, composition and members' expertise for stakeholder information.

3 Appointment of Council Members

- i. The relevant appointing authority shall select and appoint Council members. Every appointment shall be by name and by notice in the Kenya Gazette but such appointment shall cease if the Council member:
 - a) Serves the appointing authority with a written notice of resignation; or
 - b) Is absent, without the permission of the Chairperson, from three consecutive meetings; or
 - c) Is convicted of an offence and sentenced to imprisonment for a term exceeding six months or to a fine exceeding twenty thousand shillings; or both; or
 - d) Is incapacitated by prolonged physical or mental illness from performing his duties as a member of the Council; or

- e) Conducts himself/herself in a manner deemed by the appointing authority to be inconsistent with membership of the Council.
- ii. Any removal of a Council member under (i) above, shall be through formal revocation.
- iii. The Council Secretary will ensure that a record of the appointment letter, gazette notice and written acceptance by the Council member are kept in the personal file of the Council member.

4. Independence of Council Members

All Council members, including those nominated by stakeholders, should recognize that they owe their allegiance to the University and not their nominating stakeholder.

5. Term Limits

Council members shall hold office for a period not exceeding three (3) years, and are eligible for reappointment for one more term not exceeding three (3) years. A Council member may be appointed for a cumulative term not exceeding six (6) years. The renewal of a Council Member's tenure for a second term should be subject to an acceptable evaluation as determined during Council self-appraisal.

The appointing authority shall ensure staggering of Council appointments so that the respective expiry dates of the members terms fall at different time to ensure continuity.

6. Resignation from the Council

A Council member may resign at any time by giving notice, in writing, to the appointing authority, copied to the Chairperson of the Council and the Vice-Chancellor of the University.

The resignation shall take effect upon receipt of notice by the appointing authority or at any later time specified therein; and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

7. Chairperson of the Council

The Chairperson of the Council is primarily responsible for the activities of the Council and its committees. The role of the Chairperson includes approving the agenda for Council meetings, chairing the meetings and ensuring that a record of proceedings of all Council activities is kept. The Chairperson should act as the spokesperson for the Council and is the principal contact for the Vice-Chancellor.

The Chairperson ensures that:

- a) The Council satisfies its duties and responsibilities;
- b) Council members when appointed participate in an induction programme and are thereafter continually developed based on identified development needs;
- c) Council members receive all information required for them to perform their duties;
- d) The Council develops and adheres to an annual work plan;
- e) The Council has sufficient time for consultation and decision-making;
- f) The Council constitutes committees and that the committees function properly;
- g) The performance of the Council, Council members, the Vice-Chancellor and Corporation Secretary is evaluated annually;
- h) Problems relating to the performance of individual Council members are addressed;
- i) Internal disputes and conflicts of interest concerning individual Council members are addressed; and
- j) The Council has appropriate contact with the management.

8. Vice-Chancellor

The Vice-Chancellor is the Chief Executive Officer of the Institution and is an *ex-officio* Council member with no voting rights. The Vice-Chancellor and the Council play separate and distinct roles but work together to achieve the University goals.

The Council is responsible for appointing the Vice-Chancellor, through a competitive process, and for removing the Vice-Chancellor. The Council should also assist the Vice-Chancellor in selecting the management team and put in place a succession plan for both the Vice-Chancellor and the management team.

The Vice-Chancellor is responsible for overseeing the execution of the Council's

directions and policies to ensure desirable outcomes. The Vice-Chancellor therefore serves as the link between the Council and the Management.

The Council should provide the Vice-Chancellor with:

- a) Defined performance goals and authority levels;
- b) An attractive remuneration package;
- c) Regular formal performance review feedback;
- d) Constructive informal feedback on job performance;
- e) Reward for exceptional performance; and
- f) Prompt response to requests for guidance or assistance.

The Vice-Chancellor should:

- a) Demonstrate commitment to the University's vision, mission, core values and mandate;
- b) Achieve set performance objectives and targets;
- c) Put in place effective administrative structures, processes and systems;
- d) Provide regular, thorough and prompt communication to the Council on key technical, financial and administrative matters;
- e) Effectively represent the University to stakeholders and enhance its public image; and
- f) Promptly respond to Council members' requests for information.

9. Corporation Secretary

The Council should be assisted by a suitably qualified, competent and experienced Corporation Secretary. The Corporation Secretary should satisfy the requirements of Chapter Six of the Constitution on leadership and integrity and be a Certified Public Secretary in good professional standing.

The Council should empower the Corporation Secretary to efficiently and effectively execute his or her duties and responsibilities.

The principle duties of the Corporation Secretary are:

- a) Providing guidance to the Council and Council members individually on their duties, responsibilities and powers and how these should be exercised in the best interests of the organization;
- b) Ensuring that Council procedures are followed and reviewed regularly, and that the Council complies with the Law, rules and regulations affecting the University;
- c) Assisting the Chairperson in organizing Council activities, including providing information, preparing agenda, issuing notices and preparing for meetings, Council evaluations and Council development programmes;
- d) Providing secretarial services to the Council including ensuring that the Council work plan is prepared and adhered to, circulating Council papers prior to meetings, keeping a record of attendance at meetings, keeping in safe custody the University seal and a record of its usage, and preparing the Council for annual general meetings where applicable;
- e) Ensuring that the minutes of the Council and Council committees meetings are promptly prepared and circulated;
- f) Keeping the Council abreast of and informed on, current governance thinking and practice; and
- g) Coordinating the governance audit process.

10. Relationship between Council and Management

The Council and Management should execute their mandate in an environment of mutual trust and respect having regard to the principles of good governance. In this regard, the Council shall provide clear and distinct lines of responsibility and accountability, and maintain effective channels of communication.

11. Committees of the Council

To effectively discharge its mandate, the Council shall establish committees with specific terms of reference.

The Council shall appoint to committees, members with requisite skills and competences to discharge allocated responsibilities. In the event that a committee lacks specific skills within its membership, the Council may, with the approval of the

oversight body, co-opt skilled non-Council members to serve in the committee, provided that the chair of a committee shall not be a co-opted member or the Chairperson of the Council. The Council may, from time to time, rotate Council members between the committees.

The Council remains collectively responsible for the decisions and actions taken by any committee. A committee may only perform the tasks delegated to it by the Council and may not exceed the authority or powers of the Council.

The Chairperson of each committee, in consultation with the Council, will determine the frequency of committee meetings as is necessary to fulfill the Committee's functions. The Chairperson of each committee, in consultation with management, will develop the committee's agenda. The Council will however determine the procedure and process within which committees may take independent professional advice at the University's expense.

The committees will promptly report to the Council any actions taken for ratification and any major developments that they become aware of. The Council shall, as set out in the terms of reference of the respective committees, receive a report of the committee's findings and actions.

l) The Council has established four (4) standing committees whose Terms of Reference (ToRs) are as follows:-

a) Finance, Resource Mobilization and General Purpose Committee

- i) To act on behalf of Council except so far as the Council may wish to limit the powers of the Finance, Resource Mobilization and General Purpose Committee in any respect.
- ii) To review, evaluate and recommend for approval the University budget and financial forecasts.
- iii) To review, evaluate and recommend for approval major resource allocations and capital investments.
- iv) To review, evaluate and recommend for approval the operating and financial results and to ensure effective, accurate, timely and transparent disclosure of pertinent information on operations and performance.

- v) To set the strategy for the development of the University and ensure periodic reviews.
- vi) To mobilize resources for the development of the University.
- vii) To prescribe levels of fees and other charges levied by the Council from time to time.
- viii) To review on a quarterly basis the attainment of targets and objectives set out in the agreed performance measurement framework with the Government.
- ix) To review and recommend for approval rules and procedures for control of expenditure and administration of financial matters.
- x) To ensure timely approval of procurement plans and expenditure and disposal plans.
- xi) The Finance, Resource Mobilization and General Purposes Committee shall pay regard to the necessity to refer matters of major importance to the Council for final approval.
- xii) To exercise such other functions as the Council may confer from time to time.
- xiii) To make its recommendations to Council for ratification.

b) Building and Infrastructure Committee

- i) To review, evaluate and recommend for approval proposed development plans of the University.
- ii) To review, evaluate and recommend for approval the construction and/or modification of buildings and other physical facilities.
- iii) To exercise such other functions as the Council may confer from time to time.
- iv) To make its recommendations to Council for ratification.

c) Audit, Risk and Compliance Management Committee

- i) To evaluate adequacy of management procedures with regard to issues relating to risk management, compliance, control and governance.
- ii) To review and make recommendations on the Audit Charter and the Audit Annual Work Plans.

- iii) To review the internal and external audit findings and recommendations and propose corrective and preventative action where necessary.
- iv) To review the established systems and make recommendations to ensure sound public financial management and internal controls, as well as compliance with approved policies, laws, regulations, procedures, plans and ethics.
- v) To initiate special audit/investigation on any allegations, concerns and complaints regarding corruption, lack of accountability and transparency in consultation with the accounting officer/Chief Executive Officer.
- vi) To exercise such other functions as the Council may confer from time to time.
- vii) To make its recommendations to Council for ratification.

d) Human Resource Management Committee

- i) To review, evaluate and make recommendations on the overall organizational structure, staff establishments, remuneration structure, terms and conditions of service and to provide for the welfare of staff as and when necessary or whenever directed to do so by Council from time to time.
- ii) To review, evaluate and make recommendations for approval of policies and other processes of accountability, internal controls and risk management, taking into account sustainability, ethics and compliance with the Constitution, all applicable laws, regulations and standards.
- iii) To review the Code of Conduct and Ethics of the University employees.
- iv) To institute, through a Sub-Committee, regular reviews of individual members of staff grading with a view to determining whether a member of staff should be promoted.
- v) To exercise such other functions as the Council may confer from time to time.
- vi) To make its recommendations to Council for ratification.

II) The Council has also established the following Ad-hoc Committees:

a) Staff Appointments and Promotions Committee

- i) To consider all appointments and promotions for the teaching and Administrative staff, provided always the Vice-Chancellor shall have power to make temporary appointments to such posts for a period not exceeding two (2) years.
- ii) To receive and act on recommendations of the Promotions and Appraisals Committee (PAC) of the University of Embu.
- iii) To exercise such other functions as the Council may confer from time to time.

b) Staff Disciplinary Committee

- i) To hear and determine charges referred to it by the University Management.
- ii) If the Disciplinary Committee is satisfied that the charge has been proved and that a breach of discipline has occurred, it may impose a fine or other penalty, may suspend an employee from the University for a period or may terminate the services of an employee. In the event of loss or damage to property, the Committee may, in addition require that such loss or damage be made good, either in whole or in part.
- iii) To exercise such other functions as the Council may confer from time to time.

c) Staff Appeals Board

- i) It shall be the duty of the Staff Appeals Board to hear and determine appeals made by staff following the decision of the Staff Disciplinary Committee, against a finding and/or sentence.
- ii) The decision of the Staff Appeals Board on the disciplinary issue shall be final.
- iii) To exercise such other functions as the Council may confer from time to time.

d) Sealing Committee

To authorize affixing of the University seal on certificates of graduating students.

e) Honorary Degrees Committee

To consider nominations for the award of Honorary Degrees and to make recommendations to the Senate and the Council, thereon.

E. PRACTICES OF THE COUNCIL

1. Council Responsibilities

The basic responsibility of the Council members is to exercise their best judgment and to act in a manner that they reasonably believe to be in the best interests of the University and its stakeholders. In discharging that obligation, the members should be entitled to rely on the honesty and integrity of the University's Management, Staff and its external professional advisors and auditors.

In furtherance of its responsibilities, the Council will:

- a) Consider and ratify the recommendations of the Council Committees;
- b) Develop and adopt a Charter which should be reviewed periodically;
- c) Develop and implement a Work Plan;
- d) Ensure good corporate governance practices are embedded in the management of the University;
- e) Act always in the best interests of the University;
- f) Ensure the development and implementation of a clear Vision, Mission, Purpose, Core Values, Strategic Objectives and Key Results areas with a view to providing a strategic direction of the University;
- g) Ensure the Strategic Plan, Policies and Practices of the University are aligned with government directives, National policies and National development goals;
- h) Adopt an effective resource mobilization strategy that ensures availability, systematic allocation and application of resources for Institutional sustainability and National development;
- i) Approve policies and other processes of accountability, internal controls and risk management, taking into account sustainability, ethics and compliance with the Constitution, all applicable laws, regulations and standards.
- j) Review periodically the organization's strategic objectives and policies relating to sustainability, social responsibility/investment and to enhance the University's public image and effective engagement with stakeholders;
- k) Receive, evaluate and approve budgets and financial estimates required to carry out the operations of the University;

- l) Ensure timely preparation and submission of financial statements and performance reports to relevant government departments as stipulated by law;
- m) Review, evaluate and approve major resource allocations and capital investments by the University as may be found appropriate from time to time;
- n) Ensure timely approval of procurement plans, procurement expenditure and disposal plans to ensure cost effectiveness and value for money;
- o) Approve University Statutes, alter, amend or revoke existing Statutes;
- p) Approve the Seal, Coat of Arms and Mace of the University;
- q) Sign the annual Performance Contract with government as a sign of commitment to meet or exceed the negotiated targets, and submit periodic reports on implementation;
- r) Review, evaluate and approve the overall organizational structure, staff establishment, remuneration structure and Terms and Conditions of service and provide for the welfare of the University staff;
- s) Adopt, implement and monitor compliance with the University's Code of Conduct and Ethics;
- t) Approve the removal from office and any other disciplinary action over all staff in the University, and consider appeals arising from such disciplinary actions;
- u) Appoint ad-hoc Committees as the need may arise from time to time;
- v) Hold regular meetings at least on a quarterly basis; and
- w) Carry out any other function necessary for the smooth operations of the University and consistent delivery on its mandate.

2. Responsibilities of Individual Council Members

Each Council member shall:

- a) Exercise the highest degree of care, skill and diligence in discharging their duties;
- b) Act in the best interests of the University and not for any other purpose;
- c) Act honestly at all times and not place themselves in a situation where their personal interests conflict with those of the University;
- d) Exercise independent judgement;
- e) Devote sufficient time to carry out their responsibilities, regularly update their

knowledge and enhance their skills;

- f) Promote and protect the image of the University;
- g) Owe their duty to the University and not to the nominating or appointing authority; and
- h) Owe the University the duty to hold in confidence all information available to them by virtue of their position as Council members.

3. Principles of Public Service

The Council, in performing its functions, shall be guided by the principles of Public Service as provided in Chapter Thirteen of the Constitution of Kenya 2010, which include:

- a) High standards of professional ethics;
- b) Efficient, effective and economical use of resources;
- c) Responsive, prompt, effective, impartial and equitable provision of services;
- d) Involvement of stakeholders in policy making;
- e) Accountability for administrative actions;
- f) Transparent and timely provision to the public of accurate information;
- g) Fair competition and merit as the basis of appointments and promotions;
- h) Representation of Kenya's diverse communities; and
- i) Adequate and equal opportunities for appointment, training and advancement, at all levels of public service, of men and women, members of all ethnic groups and persons with disabilities.

4. Council and Committee Meetings

Council meetings will be held at least four (4) times a year, and not more than 4 months shall elapse between the date of one meeting and the date of the next meeting. A schedule of dates of the meetings will be agreed upon by the Council members and set out in the Council Work Plan. Notices of the location and the timing of meetings will be issued prior to the meetings. The Council Work Plan may be adjusted if deemed necessary by the Council.

The quorum for a Council meeting will be five (5) members where the total Council membership is eight to nine and four (4) where the total membership is seven and below.

The quorum for Council committee meetings will not be less than three (3) members. Council members are expected to attend Council meetings and meetings of the committees on which they serve.

The Chairperson, Vice-Chancellor or Committee Chairpersons may from time to time invite senior managers, other employees and advisors to attend Council or Committee meetings whenever deemed appropriate.

The Council should set aside adequate time, annually, to discuss strategy and policy matters.

5. Notice and Agenda for Meetings

Notice and agenda of Council and committee meetings will be issued by the Secretariat as directed by the Chairperson of the Council or relevant committee. Each Council member is free to suggest the inclusion of items on the agenda by providing notice to the Chairperson at least fourteen (14) days' prior to the meeting, to enable preparation. Additional agenda items may be included in the agenda during the meeting subject to approval by the Council or the Committee.

Save for the additional agenda items, the agenda for the meetings will be aligned to the Council's Work Plan which will establish a schedule of agenda subjects to be discussed during the year to the degree this can be foreseen.

Except for urgent cases, as determined by the Chairperson, detailed agenda accompanied by relevant supporting documents and recommendations will be provided to the Council members at least ten (10) days prior to a meeting. Council members should review these materials in advance of the meeting to enhance effectiveness.

6. Venue of Meetings

Council and committee meetings are generally held at the head office of the University but may also take place elsewhere with relevant approvals. The time and venue of the meetings should be clearly communicated in the notice for the meeting.

In addition, meetings of the Council or committees may be held by video or conference call or by any other means of communication approved by the Council,

provided that all members have been given prior notification and they can communicate with each other simultaneously.

7. Attendance of Meetings

The Vice-Chancellor shall attend all Council meetings and, if requested by the Council, other members of the senior management shall also attend a Council meeting in whole or in part.

A Council member who is unable to attend a meeting will explain their absence to the Chairperson and notify the Vice-Chancellor for the purpose of recording the apology.

8. Procedure of Meetings

(a) Chairing of Meetings

Council meetings shall be chaired by the Chairperson of the Council or in the case of a committee meeting, the Chairperson of that committee. In the absence of the Chairperson, one of the Council members designated by the Council members present at the meeting will chair.

(b) Constitution of the Meeting

The Council meeting will be constituted in accordance with constitutive documents of the University and shall include a confirmation that there is quorum for the meeting to proceed and recording of attendance.

(c) Protocol of Council Meetings

The Chairperson, having ensured that the meeting is properly constituted, will also ensure that at an appropriate time during the meeting, the minutes of the previous meeting are confirmed and matters arising therefrom handled.

A special meeting of the Council or Council Committee will not discuss any matter other than that specified in the agenda.

The conduct of Council meetings may also be undertaken through tele/video conferencing, in the case where some of the participants will not be physically present. The following guiding principles shall apply:

1. The Secretary should ensure that the constitutive documents of the University allow for tele/video conferencing;

2. The Secretary shall ensure that the necessary arrangements are in place to facilitate effective and secure communication during the meeting;
3. On sending out the notice of the meeting, the Secretary shall also confirm whether each Council member or participant will attend physically or through tele/video conferencing;
4. At the start of the scheduled meeting and for the purpose of confirming quorum, a record of attendance shall be taken during which each Council member or participant will clearly state, for the record, their full name, location, type of device being used and give confirmation that they can clearly hear the others;
5. All Council members or participants shall identify themselves for the record before speaking and must confirm that they can clearly hear and/or see each other in the course of the meeting;
6. If a statement of a Council member or participant in the meeting via tele/video conferencing is interrupted or garbled, the Chairperson shall request for a repeat or reiteration;
7. The Chairperson should ensure that resolutions are clarified for record purposes; and
8. The Chairperson should ensure that the agenda is suitable for tele/video conferencing.

(d) Decision-Making

The Council members, with the guidance of the Chairperson, should work towards unanimous adoption of resolutions. However, Council members are entitled to voice dissenting opinions and have these recorded in the minutes when unanimity cannot be reached.

Resolutions of the Council will be made at Council meetings or approved in writing by circulation, provided that in respect to the latter the proposed resolution is submitted to all Council members and none of them objects to this form of adoption. Approval of resolutions by circulation shall be effected in writing by all Council members. Objection to this method of adoption or to the proposed resolution should also be in writing.

(e) *Resolutions and Minutes*

Minutes must be drawn up for every Council and committee meeting with resolutions highlighted therein. The minutes should be circulated to the Council members as soon as possible after the meeting. Upon confirmation, the minutes should be signed by the Chairperson and added to the records of the University. Substantial corrections to previous minutes will be recorded in the minutes of the meeting where the corrections are made and adopted by the Council members. Urgent resolutions may be drawn up and signed immediately in the relevant meeting.

(f) *Implementation of Resolutions*

Generally, the Council delegates to the Vice-Chancellor the responsibility to implement the resolutions of the Council. The Vice-Chancellor may delegate some of these responsibilities to senior management. The Council is responsible for monitoring the implementation of the resolutions.

9. Liability of Council Members

A Council member shall not be liable for any act done in good faith in carrying out duties and responsibilities in the University. However, there is no limitation of liability for negligence or breach of the member's duty of care to the University or its stakeholders, or for acts or omissions not in good faith, or which involve intentional misconduct or violation of the law.

10. Conflict of Interest

A conflict of interest may arise where a Council member or close family member such as a spouse, child, parent or sibling has private interests that could improperly influence the performance of the Council member's official duties and responsibilities. Conflict may also arise where a Council member uses their office for personal gain.

Council members are required to avoid conflict of interest and deal at arms-length in any matter that relates to the University. However, a Council member who identifies an area of conflict shall be required to disclose any actual, apparent or potential conflict of interest to the Council. In so reporting, the Council member is required to provide all relevant information, including information which relates to their

immediate family members by blood or marriage which is related to the area of conflict. When declared, the Council member shall abstain from decisions where the conflict exists.

The Secretary should keep a record of conflicts of interest declared, for accountability purposes, and as a rule of good practice on appointment and on regular intervals or at any time when circumstances change, all members shall in good faith disclose to the Council for recording, any other business or interest likely to create a potential conflict of interest.

11. Notice of other Directorships

Council members should carefully consider the number of other boards on which they can serve, consistent with the time and energy necessary to satisfy the requirements of the University provided that a Council member shall not serve in more than three boards of State Corporations concurrently.

In furtherance of these considerations, Council members should notify the appointing authority in a timely fashion before accepting an invitation to serve on the Board of another public or private body. This prior notice is to allow discussion with the Chairperson of the Council and to obtain legal advice on whether such other service will interfere with the Council member's service on the University's Council, impact the Council member's independence, or create an actual or apparent conflict of interest for the Council member.

12. Council Members Access to Employees

Council members should have full and free access to employees of the University but such access should be arranged through the Vice-Chancellor. The Council members will use their judgment to ensure that any such access does not disrupt the operations of the University.

13. Independent Advisors

Council members may individually and collectively seek independent advice in connection with their duties in the University as and when required. Independent

professional advice for the purposes of this Charter shall include legal advice, advice on matters of governance, the advice of accountants and other professional financial advice on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interests of the Council member concerned, such as matters relating to their appointment or disputes with the University.

14. Interaction with Stakeholders

Only designated representatives of the University shall communicate on behalf of the University with the Government, media, stakeholders and the general public.

15. Council Induction and Continuous Skills Development

The Council will provide new Council members with an effective induction programme in order to familiarize them with their responsibilities as Council members, general principles of corporate governance and Council practices. The induction programme will also provide the Council members with an orientation of the University, strategic plans, financial status and policies, risk management, compliance programmes and the Code of Conduct and Ethics.

The Council will ensure that a competence needs assessment is carried out periodically and an annual development plan prepared to address identified gaps. In this regard, Council members will be provided with access to, or notice of, continuing development programmes that are designed to keep members abreast of the latest developments in sector best practice, corporate governance and critical issues relating to the operation of public sector boards.

The Council will satisfy itself that its members are up-to-date with continuous professional development in their respective professional bodies.

16. Council Remuneration

Council members shall be remunerated for their services in accordance with the prevailing relevant legislative provisions and/or guidance from the relevant authority. In line with best practice, the remuneration should include sitting allowances and other applicable allowances as stipulated from time to time.

17. Council Performance

The Council will conduct an annual evaluation to appraise its performance. This evaluation will be carried out in accordance with the Council Evaluation Tool.

The Council evaluation provides an opportunity for Council members to identify strengths, collective skill gaps and individual areas of improvement. The Council will also review the performance of each committee against the agreed Terms of Reference.

The Council will also evaluate the performance of the Vice-Chancellor.

18. Council and Management Succession

The Council will put in place a succession plan for both the Council and Management and review the same regularly.

19. Governance Audit

The Council should ensure that a governance audit of the University is undertaken on an annual basis. The purpose of the governance audit is to ensure that the University conforms to the highest standards of good governance. The governance audit should cover the following parameters among others:

- (a) Leadership and strategic management;
- (b) Transparency and Disclosure;
- (c) Compliance with Laws and Regulations;
- (d) Communication with stakeholders;
- (e) Council independence and governance;
- (f) Council systems and procedures;
- (g) Consistent shareholder and stakeholders' value enhancement; and
- (h) Corporate social responsibility and investment.

This Council Charter is Effective from 6th day of SEPTEMBER 2017

Signed: _____


Chairperson

