



## CHARTER FOR COUNCIL

<b>Charter Owner</b>	Registrar
<b>Division/Unit/Department</b>	University Secretariat
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## CHARTER FOR COUNCIL

### 1. NAME

The Council is the statutory governance structure of the University of Johannesburg and is hereafter referred to as Council.

### 2. STATUS

The Council governs the University in accordance with the provisions of the Higher Education Act, as Amended (Act # 101 of 1997), the Department of Higher Education and Training Guidelines for Good Governance Practice and Governance Indicators for Councils of South African Public Higher Education Institutions (2017) (hereafter Guidelines), and the Statute of the University of Johannesburg; the Council is accountable to the Minister of Higher Education, Science and Innovation.

### 3. FRAMEWORK OF GOVERNING PRINCIPLES

The Council executes its functions in accordance with the Act, the Guidelines, Section 8 of the UJ Statute and in accordance with at least the following:

- 3.1 The Constitution of South Africa, the Act and all other applicable laws.
- 3.2 The directives for the University as approved by the Department of Higher Education and Training.
- 3.3 Generally accepted principles regarding the role of a university and its place in society with particular reference to the principles of academic freedom and institutional autonomy, within the framework of co-operative governance.
- 3.4 Higher Education governance requirements.
- 3.5 National Higher Education imperatives.
- 3.6 The principles of public accountability.
- 3.7 Applicable principles of corporate governance and good governance.

### 4. COMPOSITION

The Council consists of 21 members. At least 60% of the members are not employees or students of the University (external members) in accordance with Section 9 of the UJ Statute and the Higher Education Act, as Amended. The Council is constituted to reflect diversity with due regard to adequate competence and experience relevant to the core business, goals, objectives and governance of the University and consists of the following members (N=21):

#### **External members (N=13)**

- 4.1 Five members appointed by the Minister of Higher Education, Science and Innovation.
- 4.2 Six members appointed by the Council, with a broad spectrum of competencies (knowledge, skills, experience, values and attitudes) in the fields such as, but not

limited to, education, business, finance, law, marketing, information technology and human resource management.

- 4.3 Two members of the Convocation elected by the Convocation, none of whom is an employee or student of the University.
- 4.4 Co-opted members as the Council deems fit, appointed by Council subject to Section 9 (1)(a)(iv) of the UJ Statute and Section 27 (4) of the Act.

**Internal members (N=8)**

- 4.5 The Vice-Chancellor and Principal.
- 4.6 One member of the MEC nominated by the Management Executive Committee of the University and appointed by the Council.
- 4.7 Two members of Senate elected by Senate.
- 4.8 One academic employee (permanent and full time) of the University, who is not otherwise a member of the Senate, elected by the academic employees of the University.
- 4.9 One non-academic employee (permanent full time) of the University, elected by the non-academic employees of the University.
- 4.10 Two students elected by the UJ Student Representative Council.

**General principles related to membership of Council**

- 4.11 Council members, the Chairperson and the Vice-Chairperson are elected and appointed in accordance with the Rules in this regard.
- 4.12 Resignation of members and the termination of membership are managed in accordance with Section 11 of the UJ Statute and Section 41A of the Act.
- 4.13 The Remuneration and Nomination Committee of Council (REMCO) recommends to Council the filling of vacancies related to the broad spectrum of competencies in the stated field of expertise.
- 4.14 Members of Council must be persons with knowledge and experience relevant to the University's objectives and governance.
- 4.15 Members of Council must not be disqualified to act as directors in accordance with the legislation regarding the governance of companies listed on the JSE, and in accordance with the prevailing interpretation of independence.
- 4.16 Members of the Council must comply with the requirements of the UJ Policy on General Standards.
- 4.17 Members of the Council must comply with the UJ Council's Code of Conduct.
- 4.18 A person elected and appointed under sub-sections 4.1 to 4.4 who becomes a student, or an employee forthwith ceases to be a member of Council.

**5. AUTHORITY AND FUNCTIONS**

- 5.1 The Council governs the University in accordance with its scope of authority as provided for in the Act, the Guidelines, and the UJ Statute.
- 5.2 The Council refrains from becoming involved in operational matters as prescribed in the Act and the Guidelines.
- 5.3 Without derogating from the stipulations and generality of Section 8 sub-sections (1), (2), (3), (4), (5), and (6) of the UJ Statute, the Council exercises the functions as reflected in Section 5 of this Charter.
- 5.4 The specific functions of the Council are as follows (where applicable on the recommendation of the relevant Council committee):

**General governance**

- 5.4.1 Establishes Council committees and combined Council and University committees, including the approval of concomitant charters, to perform any of its functions, and may appoint persons who are not members of Council as co-opted

members of its committees as it deems fit. It may delegate the authority to exercise certain of its powers to such committees.

- 5.4.2 The Council constitutes the following committees:
- a) An Executive Committee (ExCo).
  - b) An Audit and Risk Committee (ARCC).
  - c) A Financial Sustainability Committee (FSCC).
  - d) A Human Resources and Social Ethics Committee (HRSEC).
  - e) A Projects and Resourcing Committee (PRCC).
  - f) A Remuneration and Nomination Committee (REMCO).
  - g) Joint Committees of Council and the Senate as agreed upon by the Council and the Senate; and
  - h) Other committees (joint or otherwise) which the Council deems necessary.
- 5.4.3 Eligibility of the Chairperson of a Council Committee is in accordance with Section 9 (1) (a) and Section 9 (3) of the UJ Statute.
- 5.4.4 Except as otherwise provided in the UJ Statute, the composition, election, terms of office, functions and procedures of Council committees are as prescribed in the Rules for Effective Meetings.
- 5.4.5 Appoints the Chancellor.
- 5.4.6 Recommends the UJ Statute for submission to the Department of Higher Education and Training.
- 5.4.7 Ensures good governance and management of the University.
- 5.4.8 Is accountable for financial resources and institutional assets.
- 5.4.9 Monitors the transformation process at the University.
- 5.4.10 Approves the University's strategic plan, vision, mission, strategic goals, key performance indicators and Annual Performance Plan.
- 5.4.11 Approves the Annual Report and Mid-Year Progress Report for submission to the Department of Higher Education.
- 5.4.12 Approves recommendations by the Senate in respect of the strategic academic responsibilities/functions of the University.
- 5.4.13 Approves tuition fees.
- 5.4.14 Approves contracts/agreements in accordance with the Council approved delegation of authority.
- 5.4.15 Approves selected policies as determined by the Act and the UJ Statute (e.g. Language Policy).
- 5.4.16 Monitors progress and compliance in terms of the following seven cross-cutting fiduciary directives: policy, strategy, risks, performance, innovation, sustainability and transformation.

#### **Finance**

- 5.4.17 Protects the financial sustainability of the University.
- 5.4.18 Approves the financial policy, financial strategy and related procedures of the University.
- 5.4.19 Approves the financial delegation of authority of the University.
- 5.4.20 Reviews the financial objectives of the University.
- 5.4.21 Reviews the financial reporting system and process of the University.
- 5.4.22 Approves any borrowings by the University.
- 5.4.23 Approves the annual budget.

#### **Auditing**

- 5.4.24 Monitors compliance with relevant laws, applicable principles of corporate governance, the general principles of good governance and best practice related

- to financial management and Information and Communications Technology (ICT) governance within the University.
- 5.4.25 Reviews and ensures the effectiveness and efficiency of accounting and internal control systems and procedures within the University.
  - 5.4.26 Approves the internal audit strategy of the University.
  - 5.4.27 Approves the audited financial statements and related documents.
  - 5.4.28 Appoints the internal and external auditors.
  - 5.4.29 Approves the purchasing of immovable property or entering into a long-term lease of immovable property.
  - 5.4.30 Approves the University's Risk Management Strategy and monitors the execution thereof.

**Physical assets and related projects**

- 5.4.31 Monitors the adequate governance of the University's physical assets and related projects in accordance with the approved PRCC Charter and the related delegation of authority.
- 5.4.32 Monitors the progress of approved capital expenditure projects.
- 5.4.33 Is responsible for ensuring good order and a safe campus environment.

**Human Resources**

- 5.4.34 Approves policies regarding the recruitment, selection and appointment of executive managers (Executive Leadership Group) within the University.
- 5.4.35 Appoints the Vice-Chancellor and Principal.
- 5.4.36 Appoints the executive managers/leaders (members of the Executive Leadership Group) within the University.
- 5.4.37 Approves the appointment of a further term of office of the members of the Executive Leadership Group.
- 5.4.38 Approves the conditions of service, disciplinary provisions and the privileges and functions of its employees and may suspend or dismiss any employee in accordance with the approved disciplinary rules and procedure.<sup>1</sup>
- 5.4.39 Approves the transformation strategy/employment equity plan.

**Core business and academic support services**

- 5.4.40 Approves the nature and scope of specific academic functions to be exercised on a particular campus under its control.
- 5.4.41 Monitors student access and success.
- 5.4.42 Approves the Constitution and related governance documents of the UJ Student Representative Council.

**Ethics**

- 5.4.43 Council takes a proactive and leading role in setting the direction for how ethics should be approached and addressed by UJ.

**Role of the University**

- 5.4.44 Determines, in consultation with the Vice-Chancellor and Principal, the nature and scope of the University's social responsibilities.
- 5.4.45 Protects the University's institutional autonomy and its employees' academic freedom, and deliberates on the nature and role of the University.

**6. EFFECTIVENESS**

- 6.1 The Council ensures its effective operation by reviewing the functions and efficiency of the Council and its committees and by addressing any deficiencies accordingly.

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<sup>1</sup> The remuneration and other financial benefits for members of the ELG are delegated to REMCO.

- 6.2 The Council remains responsible and accountable for the performance and outcome of any delegated function.
- 6.3 Notwithstanding the Council's general responsibilities, the University's management and functioning are the responsibility of the Vice-Chancellor and Principal and the senior management of the University.

## **7. GENERAL PRINCIPLES OF GOOD GOVERNANCE**

The Council:

- 7.1 Is committed to the general principles of good governance, including transparency, accountability, institutional autonomy, communication, and institutional effectiveness.
- 7.2 Is committed to realising the University's vision by acting in accordance with the University's mission and its core values.
- 7.3 Acknowledges and supports the key roles of the other internal structures of the University.
- 7.4 Commits itself to refrain from acting outside its powers.
- 7.5 Acts in accordance with the fiduciary duty and the duty of care and skill that is owed to the University.

The Council members:

- 7.6 Accept in writing on an annual basis that they submit to the Code of Conduct for Council.

## **8. MEETING PROCEDURE AND REPORTING**

### **Meetings**

- 8.1 The Council meetings and meeting procedures are in accordance with Section 13 of the UJ Statute.
- 8.2 The Council meets at least quarterly (meeting dates are set in advance and contained in the University's Year Programme).
- 8.3 The Secretary administers meetings in accordance with the Rules for Effective Meetings.
- 8.4 The Council determines its procedure for meetings in accordance with the Rules for Effective Meetings in this regard and as reflected in this Charter for Council.
- 8.5 The majority of the members should be present to constitute a quorum.
- 8.6 The Chairperson of Council may call an extraordinary or emergency meeting in accordance with the Rules for Effective Meetings.
- 8.7 The Chairperson, in consultation with the Vice-Chancellor and Principal, may invite persons who are not members to attend meetings if their attendance complies with the Rules for Effective Meetings, provided that they may participate in discussions but may not vote.
- 8.8 The Council deliberates on any matter that, in the opinion of the Chairperson, should serve at the Council in the interest of good governance.
- 8.9 Members are required to, at every in-person meeting, sign a declaration of interest form indicating a material or potential conflict of interest or affirming the absence of such a conflict, in accordance with the principles of good governance in this regard and Section 14 sub-sections (3) (a) (b) and (4) of the UJ Statute. During online meetings, every member declares a possible personal conflict of interest, either verbally or by email to the Secretariat.

### **Resolutions**

- 8.10 Decision-making is primarily based on the principle of consensus, but the Council may decide to determine a particular matter based on sufficient consensus.

- 8.11 If a sufficient degree of consensus cannot be reached, a principle/motion is put to the vote, and it is carried if a simple majority vote of those present at the meeting has been obtained.
- 8.12 The Chairperson has, on any matter, a deliberative vote and, in the event of an equality of votes, also a casting vote.

### **Reporting**

- 8.13 The minutes of each meeting are considered and approved at the next meeting.
- 8.14 A summarised report of each meeting is submitted to the Senate for noting.

### **General**

- 8.15 The nomination/election of Council representatives on Council, the Senate and other statutory committees and structures is in accordance with the principles of good governance.
- 8.16 The Registrar heads the official Secretariat that ensures that the administration of meetings is in accordance with sections 12, 13 and 14 of the UJ Statute, the principles of good governance and the Rules for Effective Meetings in this regard.

## **9. TERMS OF OFFICE**

- 9.1 The term of office of external members of Council is in accordance with Section 10(1) of the UJ Statute.
- 9.2 External Council members may serve a maximum of two consecutive terms as Council members, subject to a performance review.
- 9.3 The Vice-Chancellor and Principal serves by virtue of office.
- 9.4 The term of office of other internal members of Council, excluding the Student Representative Council (elected by the applicable constituency), is five years, subject to a performance review.
- 9.5 No internal member may serve more than two consecutive terms as a member of the Council.
- 9.6 Members elected by the University SRC in terms of Section 4.11 remain members of the Council for the term determined by the SRC when they are elected, provided that no member of the SRC is a member of the Council for a term exceeding three years and that membership ceases automatically when a student member ceases to be a member of the University SRC or a registered student.

## **10. TERMINATION OF MEMBERSHIP AND VACANCIES**

- 10.1 A Council member resigns by giving written notice to the Chairperson of Council.
- 10.2 A member of the Council ceases to be a member of Council and must be informed as such by the Secretariat of the Council, when –
  - 10.2.1 The member is absent from three consecutive meetings without valid reason and without the Chairperson of Council's leave.
  - 10.2.2 The member is convicted of an offence that, in the opinion of the Council, renders such member unfit to be a member.
  - 10.2.3 In the opinion of the Council, the member becomes incapacitated or their membership is deemed improper.
  - 10.2.4 The member becomes disqualified to act as a director in terms of legislation regulating the governance of companies listed on the JSE.
  - 10.2.5 The member did not comply with the requirements of the UJ Policy on General Standards or the UJ Council Code of Conduct.
  - 10.2.6 A member who is not an employee or a student of the University is appointed as an employee or is enrolled as a student of the University.

- 10.3 Members referred to in sections 4.5 – 4.10 cease to be members on resignation or retirement from their permanent position in the University.
- 10.4 The Council is entitled to suspend any member if it deems such suspension appropriate after due processes were followed as per Policy on the General Standards to serve on UJ Structures or Participate in UJ Activities.
- 10.5 Vacancies as a result of death, resignation or other such causes must be filled in the same manner in which they were originally filled according to the Rules in this regard.
- 10.6 The term of office of a person who fills a vacancy is a full term (5 years) and commences:
  - (a) For non-ministerial appointees: at the date of approval by Council.
  - (b) For ministerial appointees: at the date of approval by the Minister.

## **11. OFFICE-BEARERS**

- 11.1 The Council elects a Chairperson and a Vice-Chairperson for a term not exceeding five years from the ranks of its members who are not students or employees of the University.
- 11.2 Eligibility of the Chairperson and Vice-Chairperson of Council is in accordance with section 4.
- 11.3 Subject to the five-year period in 11.1, a Chairperson or Vice-Chairperson holds office only for the duration of their terms of office as a Council member.
- 11.4 A Chairperson or Vice-Chairperson vacates their office at the date of the expiry date of their term, or at the date when she/he ceases to be a member of Council (whichever date comes first).
- 11.5 The Chairperson and the Vice-Chairperson are eligible for re-election for one more term.
- 11.6 In the absence of the Chairperson and the Vice-Chairperson, the Council elects one of its external members as Chairperson of the meeting.
- 11.7 The Registrar is the Secretary, and the electoral and compliance officer of the Council.

## **12. EXECUTIVE COMMITTEE (EXCO)**

- 12.1 The functions of the ExCo are determined by the Council and are reflected in the ExCo Charter.
- 12.1 The ExCo consists of:
  - 12.2.1 The Chairperson of the Council.
  - 12.2.2 The Vice-Chairperson of the Council.
  - 12.2.3 The Chairpersons of the standing committees of Council: ARCC, FSCC, HRSEC, REMCO and PRCC.
  - 12.2.4 The Vice-Chancellor and Principal.
  - 12.2.5 The MEC member as per section 4.6.
  - 12.2.6 The other members of the Management Executive Committee are invitees.
- 12.2 The Chairperson of Council is also the Chairperson of the Executive Committee of Council.

## **12. OTHER COMMITTEES**



- 13.1 The composition, election, terms of office, functions and procedures of Council committees and joint committees are prescribed by the relevant approved charters.
- 13.2 The Chairperson of Council may not be the Chairperson of a committee other than the Executive Committee of Council, unless the Council decides otherwise.
- 13.3 The Chairperson of the Council committee may not be an employee or student of the University.

**14. DISSOLUTION OF COUNCIL**

Council is a statutory structure as per the directives in the Higher Education Act, as Amended (Act # 101 of 1997), and may not be dissolved, unless done so by the Minister of Higher Education and Training.

Approved by Council on 20 September 2007

Approved by Council 17 March 2011, aligned with UJ Statute.

Aligned with the amended UJ Statute of 30 March 2012.

Aligned with Code of Conduct for Council members as approved by Council on 23 November 2012.

Amendments approved by Council on 17 September 2015.

Amended in line with revised UJ Statute of 24 March 2017 – approved by Council on 22 June 2017

Titles aligned after Council meeting of 28 March 2018

Charter served at Council meeting of 19 March 2019. No changes were made.

Amendments approved by Council on 19 March 2020

Amendments approved by Council on 25 March 2021

Amendments approved by Council on 31 March 2022

Amendments approved by Council on 30 March 2023

Amendments approved by Council on 18 March 2024