



MAKERERE UNIVERSITY

UNIVERSITY COUNCIL CHARTER

**MARCH, 2019
(As Amended)**

TABLE OF CONTENTS

1. PREAMBLE:	5
2. CITATION:	5
3. THE CHARTER:	5
4. DEFINITIONS:.....	6
5. GUIDING PRINCIPLES OF COUNCIL AND HER COMMITTEES:.....	6
6. COMPOSITION OF COUNCIL:	6
7. PROCESS OF APPOINTMENT OF COUNCIL MEMBERS:.....	7
8. INAUGURAL MEETING OF COUNCIL:	8
(1) SWEARING IN OF COUNCIL MEMBERS:	8
(2) ELECTION OF AN INTERIM CHAIRPERSON OF COUNCIL:.....	8
(a) Nominations:	8
(b) Elections:.....	8
(3) ELECTION OF COUNCIL APPOINTEES FROM THE PUBLIC:	9
(b) Elections:	10
(4) ELECTION OF CHAIRPERSON AND VICE CHAIRPERSON:	10
(a) Eligibility requirements for Chairperson and Vice Chairperson:	10
(b) Nominations:	10
(c) Elections:	11
10. TENURE OF COUNCIL MEMBERSHIP:	11
11. CHAIRPERSON AND VICE CHAIRPERSON OF COUNCIL:	12
12. DUTIES OF THE CHAIRPERSON AND VICE CHAIRPERSON:.....	12
13. CESSATION OF MEMBERSHIP OF THE UNIVERSITY COUNCIL:	13
14. TERMINATION OF COUNCIL MEMBERSHIP:	14
(1) Resignation from Council:.....	14
(2) Removal from Council:	14
(3) Removal of Chairperson and Vice Chairperson:	15
(4) Process of removal:	15
15. FUNCTIONS OF COUNCIL:.....	16
16. POWERS OF THE UNIVERSITY COUNCIL	17
17. DUTIES OF COUNCIL MEMBERS:.....	17
18. LIABILITY OF COUNCIL MEMBERS:.....	18

19. RECOMMENDATION OF APPOINTMENT OF THE CHANCELLOR:.....	18
20. RECOMMENDATION OF APPOINTMENT OF THE VICE CHANCELLOR AND DEPUTY VICE CHANCELLORS:.....	18
21. PROCESS FOR APPOINTMENT OF CHAIRPERSON OF THE STAFF TRIBUNAL:.....	19
22. PROCESS FOR APPOINTMENT OF COLLEGE PRINCIPALS AND DEPUTY PRINCIPALS:	19
26. SECRETARIAT OF THE UNIVERSITY COUNCIL:	20
27. RELATIONSHIP BETWEEN COUNCIL AND THE UNIVERSITY MANAGEMENT:	21
28. CONTACTS WITH THE MEDIA AND STAKEHOLDERS:.....	21
29. CONTACTS WITH MANAGEMENT AND EMPLOYEES:	22
30. COUNCIL MEETINGS:	22
(1) The University Council shall meet at times and at places that it may determine for the transaction of its businesses but not less than three times in each calendar year.	22
(2) Meetings of the University Council shall be held physically, online or using the blended mode	22
(3) There shall be three types of meetings of the University Council:	22
(i) Regular meetings:	22
These are meetings of the University Council convened to handle the ordinary business of Council and are periodical in nature.	22
31. NOTICE OF COUNCIL MEETINGS:	23
32. DELIVERY OF NOTICES:.....	23
33. NOTICE WAIVER:	24
34. NOTICE FORMAT:	24
35. QUORUM FOR COUNCIL MEETINGS	24
36. DECISIONS DURING MEETINGS OF COUNCIL:.....	24
37. COMMITTEES OF THE UNIVERSITY COUNCIL:.....	25
38. MEMBERSHIP OF COUNCIL COMMITTEES:.....	26
39. MEETINGS OF COUNCIL COMMITTEES:.....	27
40. REMOVAL OF A COMMITTEE CHAIRPERSON AND MEMBER(S):.....	27
41. CONDUCT OF MEETINGS OF THE COUNCIL AND HER COMMITTEES:.....	28
(1) Order and Decorum:	28
(2) Courtesy:	29
42. DECISIONS IN EXTRA ORDINARY CIRCUMSTANCES:	29

43. DURATION OF MEETINGS:	30
44. TECHNICAL ADVICE:	30
45. IMPLEMENTATION OF COUNCIL AND COMMITTEE DECISIONS:.....	30
46. MINUTES OF THE UNIVERSITY COUNCIL AND COUNCIL COMMITTEES:.....	30
47. REMUNERATION OF COUNCIL AND COMMITTEE MEMBERS:	30
48. RULES OF COUNCIL AND COMMITTEE PROCEEDINGS:	31
49. CONFLICT OF INTEREST:	31
50. CONFIDENTIALITY:.....	32
51. REVIEW OF THE PERFORMANCE OF COUNCIL, COMMITTEES AND INDIVIDUAL MEMBERS:	32
52. COUNCIL MEMBERS' CODE OF CONDUCT:	33
53. VARIATION, AMENDMENT OR REVOCATION:.....	34
54. SUSPENSION OF RULES OF PROCEDURE:	34
55. GENERAL:	34
56. COMMENCEMENT DATE:	34

1. PREAMBLE:

Whereas Section 38(1) of the Universities and Other Tertiary Institutions Act (2001) as amended (the Act) establishes the University Council;

And whereas Section 40(1) of the Act empowers the Council to be the supreme organ of a Public University responsible for the overall administration of the objects and functions of the University;

And whereas Section 41(d) of the Act gives the Council powers to make Statutes under the Act;

And whereas Section 42(7) of the Act empowers the University Council to regulate its own procedure and the procedure of any of its Committees;

Recognising that the practice of good governance and the effective execution of Council's mandate requires the existence of clear and well-documented rules of procedure;

Now therefore, the Makerere University Council adopts this Council Charter to provide guidelines for the members of the University Council (the "Council") in the performance of their functions and responsibilities. The Charter in particular, provides a framework through which the University Council and her Committees can properly conduct their affairs in fulfillment of their mandate.

2. CITATION:

This Charter shall be cited as the "Makerere University Council Charter, 2019."

3. THE CHARTER:

Sets out the roles, responsibilities and rules of procedure of the University Council and her Committees. Specifically, the Charter is designed to guide the;

- (1) Making of policies that govern the Council in fulfilling its mandate.
- (2) Council in ensuring the effectiveness and integrity of its processes in decision-making.
- (3) Facilitation of organized, efficient, and cohesive functioning of the Council by having clear rules of procedure that guide Council's processes.

4. DEFINITIONS:

In this Charter, unless the context otherwise requires:

“Act” means the Universities and Other Tertiary Institutions Act, 2001 (as amended) or any other modification thereof for the time being in force.

“Chairperson” means the Chairperson of Council or a member of Council presiding over a Council meeting.

“Charter” means the Makerere University Council Charter, 2019.

“Committee Chairperson” means a person chairing a Council Committee.

“Council” means the Makerere University Council.

“Council Committee” means a committee established by the Act, or resolution of Council, and responsible to Council.

“Blended mode” means a Council meeting or activity that is held with some members attending or participating physically while others are online or virtually.

“Management” means all Officers of the University as listed in Sections 31, 32, 33, 34, 35, 36 and 37 of the Act, College Principals and other Officers designated by Council, headed by the Vice Chancellor.

“Meeting” means a duly constituted meeting of the University Council or any of its Committees.

“Minister” Means the Minister responsible for the Ministry of Education and Sports.

“Secretary” means the Secretary to Council.

5. GUIDING PRINCIPLES OF COUNCIL AND HER COMMITTEES:

In execution of its mandate, the University Council shall be guided by the 1995 Uganda Constitution (as amended), the Universities and other Tertiary Institutions Act, 2001 (as amended), the Leadership Code Act, 2002, and other laws of Uganda.

6. COMPOSITION OF COUNCIL:

The composition of Council shall be in accordance with Section 38(1) of the Act. Accordingly, the membership of the University Council shall be as follows:

- (1) The Chairperson of the University Council;

- (2) The Vice-Chairperson of the University Council;
- (3) The Vice-Chancellor;
- (4) The Deputy Vice-Chancellor, Academic Affairs;
- (5) The Deputy Vice Chancellor, Finance and Administration;
- (6) A representative of a sector relevant to the University as provided in Section 38(1)(e) of the Act, to be determined by the University Council;
- (7) One member of Kampala Capital City Authority elected by the Authority;
- (8) A member of Makerere University Convocation elected by the Convocation;
- (9) Two members of the University Senate elected by Senate;
- (10) Two members of the Academic staff elected by the Academic Staff Association;
- (11) A Senior member of the Administrative Staff elected by Senior Administrative Staff;
- (12) A member of the National Union of Education Institutions who shall be a support Staff elected by the Makerere University branch of the Union;
- (13) Two students of the University, one of whom shall be a woman appointed by Makerere University Students Guild;
- (14) Three members appointed by the Minister responsible for education from the public;
- (15) Three members appointed by the University Council from the public;
- (16) A representative of the Ministry responsible for Finance;
- (17) A representative of the Ministry responsible for Higher Education;
- (18) Two representatives of the constituent Colleges, Schools and Institutes elected by the Chairpersons of the Governing Councils from among themselves.
- (19) Two representatives of persons with disabilities, one elected by members of staff who are persons with disabilities and another by the National Organisation of Persons with Disabilities.

7. PROCESS OF APPOINTMENT OF COUNCIL MEMBERS:

Whereas the Act provides for composition of Council, it does not provide for the process and timelines for appointment of Members. The process of appointment of Council Members, therefore, shall be as follows:

- (1) (i) Sixty (60) days to the end of a term of office of a Member of the University Council, notice shall be issued by the University Secretary to the appointing constituency to appoint its representative(s).
- (ii) The representative(s) in (i) above shall be appointed within twenty-one (21) days to the expiry of the term of the University Council.
- (iii) The notice to the Minister for appointment of members under Section 38(1)(m) shall be issued by the Vice-Chancellor.

(2) Appointment of Council appointees from the public:

Under Section 38(1)(n) of the Act, there shall be three (3) Members appointed by the University Council from the public. In accordance with Section 38(2) of the Act, these Members shall be appointed from the different public sectors including farmers, industry, commerce and other professions. The process of appointment of these Members shall be described in section 8 (3) of the charter.

8. INAUGURAL MEETING OF COUNCIL:

(1) SWEARING IN OF COUNCIL MEMBERS:

At the Commencement of the inaugural meeting, Council members present shall be sworn in by a Judicial Officer or a Commissioner for Oaths.

(2) ELECTION OF AN INTERIM CHAIRPERSON OF COUNCIL:

At the inaugural Council meeting, members shall elect an Interim Chairperson as per Section 39(3) of the Act. The Interim Chairperson shall preside over the election of Council appointees from the public, the substantive Chairperson and Vice Chairperson of Council.

The Interim Chairperson of Council shall:

- (i) Not be a member of staff or student of the University.
- (ii) Not be a person employed by the Public Service or a member of the District Council or Parliament.

The process of election of the Interim Chairperson shall be as follows:

(a) Nominations:

Each candidate shall:

- (i) Be nominated by a Member of Council.
- (ii) Seconded by a Member of Council.
- (iii) Checked for compliance with legal provisions.
- (iv) The nomination process shall close if there is no other nomination and a proposal to close nominations has been received, seconded and approved by the Council.

(b) Elections:

If there is only one (1) nominated candidate, he/she will be declared the Interim Chairperson unopposed. In the event that there is more than one (1) duly nominated candidate, the following procedure shall be followed:

- (i) The University Secretary shall preside over and facilitate the election process.

- (ii) Voting shall be by secret ballot.
- (iii) Every member shall have one vote.
- (iv) Members shall cast their vote by writing the name of one of the duly nominated persons of their choice on the ballot paper provided.
- (v) Tallying of votes shall be done publicly.
- (vi) The person with the highest number of votes shall be declared Interim Chairperson of Council provided he/she has obtained two thirds of the members present as per Section 42(4).
- (vii) Voting by proxy shall not be allowed.

(3) ELECTION OF COUNCIL APPOINTEES FROM THE PUBLIC:

The process of appointment of Council appointees from the Public shall be as follows:

(a) Nominations:

- (i) The nomination and secondment of candidates to be considered for appointment as Council members under Section 38(1)(n) shall be a preserve of individuals who are duly constituted as Council members at the time of the inaugural Council meeting or any other Council meeting when such nomination takes place.
- (ii) The University Secretary shall declare vacancies of Council appointees from the public along with the notice of the inaugural meeting of the Council.
- (iii) Council members who may wish to nominate candidates for consideration shall be required to submit their nominations to the University Secretary not later than two days before the inaugural meeting of the Council.
- (iv) The nomination of candidates shall be in writing and shall state the name of the nominator and seconder who meet the requirements of Section 3(a)(i), the candidate's curriculum vitae and the written consent of the candidate.
- (v) The Secretary to Council shall circulate particulars of nominated candidates and their supporting documents including their consent, to Members of Council at the earliest opportunity and in any case before the commencement of the inaugural meeting of the Council.
- (vi) The Interim Chairperson shall preside over the election of Council appointees during the inaugural meeting using the following procedure:
 - (a) The nominees shall be presented and their nominations confirmed as received by the University Secretary within the prescribed timeframe.

- (b) Each nominee shall be seconded by a Member of Council.
- (c) The nominations shall be checked for compliance with legal provisions.
- (d) The nomination process shall close if there is no other nomination and a proposal to close nominations has been received, seconded and approved by the Council.

If at the time of closure of nominations only three (3) candidates have been duly nominated, the three (3) candidates shall be declared Council appointees from the public, unopposed. If more than three (3) candidates are nominated, then elections will be conducted in accordance with the procedures below:

- (vii) At the said meeting of the University Council, the University Secretary shall present nominations of Council appointees from the public.

(b) Elections:

- (i) Voting shall be by secret ballot.
- (ii) Every member shall have one vote. However, the Acting Chairperson shall have a casting vote.
- (iii) Members shall cast their vote by writing three (3) names of their choice from amongst the duly nominated persons on the ballot paper provided.
- (iv) Voting by proxy shall not be allowed.
- (v) The University Secretary shall provide the secretariat that shall facilitate the election process.
- (vi) Tallying of votes shall be done publicly.
- (vii) The three (3) persons with the highest number of votes shall be declared Council Appointees from the public.
- (viii) The nominated candidates will not be present during the voting process.

(4) ELECTION OF CHAIRPERSON AND VICE CHAIRPERSON:

(a) Eligibility requirements for Chairperson and Vice Chairperson:

Council members who meet the criteria specified in Section 39(1) of the Act shall be eligible for election as Chairperson and Vice Chairperson. The elections for each of the two positions shall be conducted separately, but the same procedures shall be followed as herein below:

(b) Nominations:

Each candidate shall:

- (i) Be nominated by a Member of Council.
- (ii) Seconded by a Member of Council.
- (iii) Checked for compliance with legal provisions.

- (iv) The nomination process shall close if there is no other nomination or a proposal to close nomination has been received, seconded and approved by the Council.
- (v) The nominated candidates shall be invited to personally present their candidature to Council.

(c) Elections:

If there is only one nominated candidate, he/she will be declared the Chairperson or Vice Chairperson unopposed, as the case may be. In the event that there are more than one duly nominated candidate, the following procedures shall be followed:

- (i) The Acting/ Interim Chairperson shall preside over and facilitate the election process.
- (ii) All members of the University Council who are physically present at the Council meeting where the election of Chairperson and Vice-Chairperson is held shall be eligible to vote for the Chairperson and Vice-Chairperson of Council.
- (iii) Voting shall be by secret ballot.
- (iv) Every member shall have one vote. However, the Acting/ Interim Chairperson shall have a casting vote.
- (v) Members shall cast their vote by writing the name of one of the duly nominated persons of their choice on the ballot paper provided.
- (vi) Voting by proxy shall not be allowed.
- (vii) Tallying of votes shall be done publicly.
- (viii) The person with the highest number of votes shall be declared Chairperson or Vice Chairperson of Council, as the case may be, provided he/she has obtained two thirds of the votes of members as per Section 42(4).
- (viii) In the event that no candidate obtains the required majority, the election shall be repeated until one candidate obtains the required majority.

9. ALLEGIANCE OF COUNCIL MEMBERS:

All Council members shall owe their allegiance to Makerere University.

10. TENURE OF COUNCIL MEMBERSHIP:

- (1) The tenure of membership to the University Council shall be in accordance with Sections 38 (3) and (4) of the Act as follows:
 - (i) All appointed and elected members other than the student representatives shall hold office for four years and shall be eligible for re-election or re-appointment;

- (ii) The student representatives shall hold office for one year and shall be eligible for re-election as long as they are still students and meet the student leadership election criteria under the Makerere Students' Guild Constitution.
- (iii) A Council Member who is appointed or elected to replace another member who has died or resigned or ceased to be a member for whatever cause, shall serve the remaining part of the term of the member he/she has replaced.

11. CHAIRPERSON AND VICE CHAIRPERSON OF COUNCIL:

There shall be a Chairperson and Vice Chairperson of the University Council in accordance with Section 39 of the Act. The Chairperson and Vice Chairperson shall be elected in accordance with Section 8(4) of this Charter.

- (1) The Chairperson and Vice-chairperson shall hold office for a period of four years and shall be eligible for re-election.
- (2) Whenever the office of Chairperson is vacant or the Chairperson is absent for any cause or upon delegation by the Chairperson, the Vice-Chairperson shall be in charge of the functions of the Chairperson and in the absence of both the Chairperson and Vice-Chairperson, such other member elected by the University Council, not being an employee or student of the University, Public Service employee or member of the District Council or Parliament, shall discharge the functions of the Chairperson.
- (3) The Chairperson of a University Council in consultation with the Vice - Chancellor shall keep the Chancellor fully informed about the general conduct of the affairs of the University by submitting to him/her quarterly reports. The Chancellor shall also be routinely furnished with such information as he or she may request on any particular matter.

12. DUTIES OF THE CHAIRPERSON AND VICE CHAIRPERSON:

The Chairperson shall ensure that the Council is effective in exercising its mandate and authority. The Vice Chairperson shall perform similar duties like those of the Chairperson. The main responsibility of the Chairperson and Vice Chairperson is to provide leadership to the Council through:

- (1) Convening meetings of Council in liaison with the Secretary to Council;
- (2) Ensuring that there is quorum for Council meetings;
- (3) Chairing meetings of Council and ensuring that the Council focuses on its key tasks and mandate.

- (4) Ensuring that Council members receive accurate, timely and clear information;
- (5) Taking decisions as may be required and ensuring that such decisions are ratified by Council;
- (6) Ensuring an appropriate separation of governance and management responsibilities;
- (7) Keeping track of the contribution of individual members and ensuring that they are all involved in discussions and decision making;
- (8) Directing discussions towards the emergence of a consensus view and summing up discussions so that everyone understands what has been agreed;
- (9) Guiding the meeting without dominating the proceedings;
- (10) Allocating enough time to each item, and ensuring that any variations from the order of the agenda are explained at the start;
- (11) Directing the meeting in a way which stimulates open discussions on each of the items on the agenda;
- (12) Ensuring that meetings neither get distracted by intricate arguments, nor Leap to hasty conclusions without due consideration;
- (13) Advising and supporting members in the performance of their responsibilities;
- (14) Consulting Council members in determining the appropriate agenda items.
- (15) Ensuring that there are processes and procedures in place to evaluate the performance of Council, her Committees and individual members;
- (16) Executing his or her responsibilities in accordance with lawful and ethical standards;
- (17) Ensuring that all Council members comply with the rules of procedure, other relevant laws and ethical standards;
- (18) Representing the Council at internal and external functions.
- (19) Performing any other functions necessary for effective delivery of the council mandate.

13. CESSATION OF MEMBERSHIP OF THE UNIVERSITY COUNCIL:

The office of a member of Council shall become vacant upon:

- (1) Death of a member;
- (2) A member ceasing to be a representative of the particular office or body by virtue of which that person became a member of the University Council;
- (3) Resignation of a member;
- (4) A member being adjudged bankrupt or of unsound mind.
- (5) Conviction for a criminal offence of a capital nature.
- (6) Non-attendance of four (4) consecutive regular Council sittings without permission from the Council Chairperson.
- (7) Being removed as a Member of Council.

14. TERMINATION OF COUNCIL MEMBERSHIP:

(1) Resignation from Council:

- (i) A Council member may resign at any time by giving a notice in writing to the appointing authority copied to the Chairperson of Council, the Vice Chancellor and the Secretary to Council.
- (ii) The resignation shall take effect upon acceptance thereof by the appointing authority.

(2) Removal from Council:

- (i) Where a Member is alleged to have breached this Charter, provisions of the Leadership Code Act 2002, or any other form of misconduct, the aggrieved party shall submit a petition to the Chairperson of Council which shall be lodged with the Secretary to Council.
- (ii) The petition shall be duly signed by the petitioner indicating the petitioner's name, signature, address and identification. The Chairperson of Council shall furnish the Member with a copy of the petition fourteen (14) days prior to a Council meeting where the matter shall be presented for discussion. The petitioner shall be invited to formally present the petition. The member in question shall be given an opportunity to respond to the allegations and defend him/herself before the University Council.
- (iii) Where a Member is found guilty by two-thirds majority of Council, depending on the gravity of the offence, the Council may warn, suspend, or recommend the removal of a Member and refer him/her back to the appointing authority.

(iv) Where a Member of Council commits a criminal offence, the matter shall be referred to the appropriate authority for further management.

(3) Removal of Chairperson and Vice Chairperson:

A Chairperson or Vice Chairperson shall be removed on the following grounds:

- (i) Being adjudged bankrupt or of unsound mind.
- (ii) Conviction for a criminal offence of a capital nature.
- (iii) Non-attendance of four (4) consecutive regular Council sittings.
- (iv) Behaving in a manner that puts the office of the Chairperson or Vice Chairperson, the University and University Council into disrepute.
- (v) Abuse of the authority entrusted to the office of Chairperson or Vice Chairperson by Council, in particular, acting ultra vires.
- (vi) Any other form of misconduct as prescribed in the Leadership Code Act, 2002.

(4) Process of removal:

- (i) If a Member of Council or the public believes that the Chairperson or Vice Chairperson is liable for any of the grounds in 14(3) above, the aggrieved party shall lodge a petition with Council, through the Secretary to Council, clearly stating the alleged form of breach or misconduct.
- (ii) Upon receipt of the petition, the Secretary to Council shall notify the person who is the subject of the petition, with a copy to all Members of Council. The Chairperson or Vice Chairperson in question shall prepare a response which he/she shall present at a special session of Council convened after the expiry of twenty one (21) days from the date of receipt of the petition by the affected person.
- (iii) Where the Chairperson is the subject of the petition, the Vice Chairperson shall chair the meeting. Where both the Chairperson and Vice Chairperson are the subject of the petition(s), Council shall elect an acting Chairperson to chair that special session in accordance with Section 39(3) of the Act.
- (iv) Council shall constitute a five (5) Member panel to hear the matter. The hearing shall be completed within fourteen (14) days.
- (v) The petitioner shall attend and present the petition in person and the person who is the subject of the petition shall be given a fair hearing in accordance with the rules of natural justice, including the right to legal representation.

- (vi) The panel shall present a report to Council with recommendations. If the panel recommends the removal of the Chairperson or Vice Chairperson, the report shall be discussed and a vote conducted. If two-thirds majority of the members vote in favour of removal, the affected person shall immediately cease to hold office of Chairperson or Vice Chairperson of Council.
- (vii) The vacuum created shall be filled immediately in accordance with Section 39 of the Act.
- (viii) If the person who is the subject of the petition is aggrieved by the decision to be removed from office, he/she will have a right of appeal to the High Court within fourteen (14) days from the date of the decision.
- (ix) The timeframe from the date of receipt of the petition until its final determination shall not exceed three (3) months.

15. FUNCTIONS OF COUNCIL:

The functions of the University Council shall be in accordance with Section 40 of the Act and shall include the following:

- (1) Be responsible for the direction of the administrative, financial and academic affairs of the University.
- (2) Formulate the general policy of the University.
- (3) Give general guidelines to the administration and academic staff of the University on matters relating to the operations of the University.
- (4) Do any other thing and take all necessary decisions conducive to the fulfilment of the objects and functions of the University.
- (5) The generality of the foregoing notwithstanding, the Council shall execute the following functions;
 - (i) Ensure the University's long-term prosperity by directing the University's affairs in a manner that maximizes stakeholder value and delivers its mandate.
 - (ii) Set the University's strategic aims and objectives and ensure that the necessary resources are in place for the University to meet its objectives.
 - (iii) Approve the University's budgets and books of accounts in accordance with Section 43(2) of the Act.
 - (iv) Determine the remuneration of Council and her Committee members.

- (v) Determine the level of delegated responsibility to the Chairperson of Council, Council Committees, University Management and Senate.
- (vi) Set the terms and conditions of service of University staff.

16. POWERS OF THE UNIVERSITY COUNCIL

In accordance with Section 41 of the Act, the University Council shall have powers to do the following, among others:

- (1) Represent the University in all legal suits by and against the University;
- (2) Receive gifts, donations, grants or other moneys and make disbursements as may be required, on behalf of the University;
- (3) Fix scales of fees and boarding charges;
- (4) Make Statutes under the Act;
- (5) Establish faculties, departments, boards and courses of study and approve proposals for the creation or establishment of constituent colleges and affiliated institutions;
- (6) Provide for the welfare and discipline of the students;
- (7) Approve the University budget proposals and the final accounts submitted by management;
- (8) Approve the appointment of Deans and Deputy Deans of faculties.

17. DUTIES OF COUNCIL MEMBERS:

The primary duty of Council members is to act as fiduciaries on behalf of the University through the strategic direction and control of the University and its organs. In particular, Council members are responsible for –

- (1) Attending and contributing to all Council meetings and meetings of Council committees on which they serve;
- (2) Nominating Members and serving on committees of Council;
- (3) Keeping informed on matters affecting the higher education sector and the governance of the University;
- (4) Complying with the relevant laws, the Council Charter, University rules and regulations, policies and procedures;
- (5) Keeping themselves informed of their obligations as Members;
- (6) Meeting as frequently as necessary to discharge their responsibilities;
- (7) Reading and understanding the written materials and financial statements distributed to Council;
- (8) Decision and policy making of the University;
- (9) Keeping confidential all information and deliberations of the Council;
- (10) Upholding the principle of collective responsibility with respect to the decisions of Council;
- (11) Participating in the Council's self-evaluation process.

18. LIABILITY OF COUNCIL MEMBERS:

A Council member shall not be liable for any act done in good faith while carrying out duties and responsibilities of the University. However, this limitation of liability shall not apply to negligence or breach of the member's duty of care to the University or its stakeholders, or for acts or omissions not done in good faith, or which involve intentional misconduct or violation of the law.

19. RECOMMENDATION OF APPOINTMENT OF THE CHANCELLOR:

As per Section 30 of the Act, Council shall recommend to the President suitable candidates for appointment as Chancellor of the University. Council shall follow the following procedure in the selection of candidates for recommendation to the President:

- (1) Council will form a Search Committee of five (5) Members to conduct a search for the University Chancellor. Council will provide the Committee with terms of reference. The University Secretary shall provide secretarial services to this Committee.
- (2) The Committee shall either publicly advertise the position or headhunt suitable candidates or both. The search process shall be conducted in consultation with the University's partners and stakeholders.
- (3) The Committee shall submit a report to Council with recommendations of a maximum of three (3) candidates.
- (4) Council shall discuss the Search Committee's report and if the Committee's recommendations are acceptable, submit a maximum of two (2) candidates to the President for consideration of appointment of a Chancellor. If the search Committee's recommendations are not acceptable, the search process shall be repeated.

20. RECOMMENDATION OF APPOINTMENT OF THE VICE CHANCELLOR AND DEPUTY VICE CHANCELLORS:

- (1) The process for recommendation for the appointment of the Vice Chancellor shall be as provided under Section 31 of the Act.
- (2) The process for recommendation for the appointment of Deputy Vice Chancellors shall commence with Council declaring the positions vacant. The University Council shall set guidelines and criteria to be followed by the University Senate in fulfilling its mandate as required by Section 31(2) of the Act. For avoidance of doubt, the Senate shall be required to establish a Search Committee of not more than five (5) members to conduct a search for the Deputy Vice Chancellors. Senate shall discuss the Search Committee's report and submit the candidates it deems qualified to Council. Council shall discuss the candidates submitted by Senate from whom recommendations will be made to the Chancellor for appointment.

21. PROCESS FOR APPOINTMENT OF CHAIRPERSON OF THE STAFF TRIBUNAL:

As per Section 56 of the Act, there shall be a Staff Tribunal chaired by a person who is or is qualified to be a High Court Judge, appointed by the Chancellor. The Council Chairperson in consultation with the Vice Chancellor in exercise of their mandate under Section 39(4) of the Act shall notify the Chancellor not less than twenty (20) days before the position of Chairperson of the University Staff Tribunal becomes vacant.

22. PROCESS FOR APPOINTMENT OF COLLEGE PRINCIPALS AND DEPUTY PRINCIPALS:

College Principals and Deputy Principals shall be appointed in accordance with Sections 13 and 17 of the Management of Constituent Colleges of Makerere Statute, 2012, respectively, as follows:

(1) COLLEGE PRINCIPALS:

- (a) The University Council shall constitute a Search Committee composed of five (5) members and give it terms of reference regarding matters relating to the search and identification of suitable candidates for the post of Principal.
- (b) The Search Committee shall identify five (5) suitable candidates for the post of Principal and forward the names of the candidates to the University Senate.
- (c) The University Senate shall elect three (3) candidates from among the five (5) candidates and forward the names of the selected candidates to the University Council.
- (d) The University Council shall recommend to the Chancellor one (1) candidate from among the three (3) candidates forwarded by the University Senate for appointment as Principal.

(2) DEPUTY PRINCIPALS:

- (a) The University Council shall constitute a Search Committee composed of five (5) members and give it terms of reference regarding matters relating to the search and identification of suitable candidates for the post of Deputy Principal.
- (b) The Search Committee shall identify suitable candidates for the post of Deputy Principal and forward the name of the candidate to the University Senate.
- (c) The University Senate shall elect from suitable candidates and forward the names of the selected candidates to the University Council.
- (d) The University Council shall recommend to the Chancellor a suitable candidate for the position of Deputy Principal.

23. APPRAISAL OF THE VICE CHANCELLOR AND DEPUTY VICE CHANCELLORS:

- (1) The Vice Chancellor shall be appraised by a Committee of the University Council comprised of the Chairperson of Council, Vice Chairperson of Council and Chairperson of the Appointments Board on an annual basis.
- (2) The evaluation tool for the position of Vice Chancellor shall be developed by the Committee of Council.
- (3) The Deputy Vice Chancellors shall be appraised by the Vice Chancellor.
- (4) The report of the Vice Chancellor on evaluation of his or her deputies shall be presented to the committee in (1) above where for this purpose he or she shall become a member.
- (5) A report in either of the above cases shall be presented to the University Council within thirty (30) days after the end of each year as per the contract of each of the Officers.
- (6) The Council shall consider the appraisal reports.

24. PROCEDURE FOR APPRAISAL OF THE UNIVERSITY SECRETARY:

The University Secretary shall be appraised by the Vice Chancellor.

The report of the Vice Chancellor on evaluation of the University Secretary shall be presented to the Committee in Section (23) (1) above where for this purpose the Vice Chancellor, and the two Deputy Vice Chancellors shall become members.

25. PROCEDURE OF HANDLING POLICY PROPOSALS THAT COME FROM MANAGEMENT:

- (1) Where Management identifies a need for initiation of a policy or amendment of an existing policy, a proposal will be submitted to Council.
- (2) Council will refer the policy proposal to the appropriate Committee. The Committee will study the proposal, make the necessary consultations including with a Committee of Council or Committees of Council which will make a report with recommendation to Council for consideration.
- (3) Council shall consider the policy accordingly.

26. SECRETARIAT OF THE UNIVERSITY COUNCIL:

- (1) The University Secretary Shall be the Secretary to Council in accordance with Section 33(3)(a) of the Act.
- (2) The Secretariat functions for Council Committees may be performed by heads of such departments under which the mandate of the Committee falls. Such heads of departments shall perform the secretariat role on behalf of the University Secretary. In special circumstances, members of Council may provide their own secretarial services both during Council and Committee proceedings.

- (3) In exercise of his/ her mandate as Secretary to Council, the University Secretary Shall be responsible for:
- (i) Issuing notices of Council Meetings as approved by the Chairperson of Council;
 - (ii) Compiling and dispatching the agenda for Council meetings as approved by the Chairperson of Council;
 - (iii) Developing the Council Almanac;
 - (iv) Taking minutes of the University Council and ensuring that accurate records are kept;
 - (v) Communicating decisions of Council and updating Council on actions taken;
 - (vi) Advising on the business of Council;
 - (vii) Performing all secretariat and ancillary functions to Council;
 - (viii) Perform any other functions as may be assigned by Council.

27. RELATIONSHIP BETWEEN COUNCIL AND THE UNIVERSITY MANAGEMENT:

- (1) The University Council shall execute its mandate in a manner that ensures mutual trust and respect between the Council and Management with due regard to the principles of good governance;
- (2) The University Council shall be responsible for policy, strategy and management oversight while the University Management shall be responsible for the administration and implementation of University Council policies.
- (3) The Council shall provide clear and distinct lines of responsibility and accountability and shall maintain effective channels of communication.
- (4) Members of Management and/or staff may be invited to attend University Council meetings, as and when deemed necessary by Council.

28. CONTACTS WITH THE MEDIA AND STAKEHOLDERS:

- (1) The Chairperson of the University Council shall be the official spokesperson of Council, unless he/she delegates this role to another Council Member.
- (2) In line with the University's Communication policy, Management communicates on behalf of the University. However, Management may from time to time and with the leave of Council request the Chairperson, the Vice Chairperson or individual Council members to address or interact with third parties, the press, partners or stakeholders on behalf of the University.

29. CONTACTS WITH MANAGEMENT AND EMPLOYEES:

Council members may formally contact members of top management and staff serving on Governance Committees during the conduct of official business. Council members shall only be expected to be in contact with other staff on official business, through their respective supervisors.

30. COUNCIL MEETINGS:

(1) The University Council shall meet at times and at places that it may determine for the transaction of its businesses but not less than three times in each calendar year.

(2) Meetings of the University Council shall be held physically, online or using the blended mode

(3) There shall be three types of meetings of the University Council:

(i) Regular meetings:

These are meetings of the University Council convened to handle the ordinary business of Council and are periodical in nature.

(ii) Special meetings:

These are meetings called to handle such special issues which may not be able to wait until the next regular meeting of Council.

(iii) Emergency meetings:

These are meetings held to address matters of an emergency nature or those relating to a crisis.

(4) Council meetings shall be convened by the Secretary to Council after consultations with the Chairperson.

(5) Council meetings shall be held through physical attendance by Council Members but a Member can join the meeting by teleconferencing, skype or other access mechanism.

(6) A member may participate in a meeting of Council (and where applicable a Committee) by means of a telephone or any communication equipment which allows effective participation of each Council Member in the meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

(7) Meetings of Council shall be chaired by the Chairperson. If at any meeting the Chairperson is not present within thirty (30) minutes after the time appointed for

holding the same, the Vice Chairperson shall preside over the meeting. In case the Vice Chairperson is also absent, the Council Members present may choose amongst themselves a Chairperson for the meeting.

- (8) Questions arising at any meeting shall be decided by consensus. In case no consensus is reached, the same shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a casting vote.
- (9) A resolution in writing, signed by all the members for the time being entitled to receive notice of a meeting if that number is sufficient to constitute a quorum shall be as valid and effectual as a resolution passed at a meeting of the Council Members, duly convened.
- (10) Proceedings of all meetings will be minuted. Draft minutes of meetings shall be circulated to the Council Members for their review within seven (7) days from the date of the meeting. All Minutes shall be approved at the subsequent meeting of the Council or the relevant Committee, and each Minute so approved shall be signed by the Chairperson and Secretary.

31. NOTICE OF COUNCIL MEETINGS:

- (1) The notice of Council Meetings shall be dispatched by the Secretary to Council on approval of the Chairperson of Council;
- (2) The notice of the inaugural meeting of the Council shall be dispatched by the Secretary in consultation with the Vice Chancellor within five (5) days to the date of the inaugural meeting;
- (3) The notice of a regular meeting of Council shall be communicated at least fourteen (14) days to the proposed date of the meeting.
- (4) The notice of a special meeting shall be communicated to members at least three (3) days to the proposed date of the meeting.
- (5) The notice of an emergency meeting shall be communicated to members as assessed and determined by the Chairperson of Council.
- (6) The Secretary to Council shall be required to ensure that business for Council meetings is dispatched to members in time, in any case not later than five (5) days for a regular meeting of Council.

32. DELIVERY OF NOTICES:

Notices must be delivered in written form:

- (1) By hand to the last known physical address provided by the Member; or

(2) Other equally prompt means of notification such as electronic means by facsimile or electronic mail for delivery to the address provided by the Member. Verbal means of notification are excluded.

Notices shall be considered received in the case of delivery by hand, at the time of delivery, in the case of electronic mail, on receipt of the message and, in the case of facsimile, on the completion of transmission.

33. NOTICE WAIVER:

If the Council has previously agreed by resolution to meet at a fixed date for a specific purpose and it is not necessary to give notice, the standard notice period shall be waived. Members may also accept to get short notice but not to waive the requirement that it be written notice.

34. NOTICE FORMAT:

The Notice shall state the date, time and venue for the meeting. Notices shall be accompanied by an agenda and relevant Council Working Papers indicating the decision the Council is requested to make.

35. QUORUM FOR COUNCIL MEETINGS:

- (1) The quorum for meetings of Council shall be half of the members of the University Council, at least five of whom shall not be employees or students of the University in accordance with Section 42(3) of the Act.
- (2) Every member attending the meeting shall sign against his/her name in the attendance Register, and no member shall sign the attendance Register on behalf of another member;
- (3) Council shall not transact business at a meeting unless there is quorum. If quorum is not realised within thirty (30) minutes after the appointed time for the meeting, the Chairperson shall declare the meeting dissolved and adjourned to another date
- (4) The minimum quorum shall be maintained throughout the meeting and no decision shall be valid unless it was arrived at when the requisite quorum was in place.

36. DECISIONS DURING MEETINGS OF COUNCIL:

- (1) Any matter for decision by the University Council shall be determined by consensus or by voting.

- (2) Where decisions are to be taken by voting, the voting method shall be by secret ballot.
- (3) Where the Chairperson is being elected or where an annual budget is being approved the decision shall be determined by consensus. In the event that there is no consensus, the matter shall be subjected to a vote and the quorum shall be two-thirds of the votes of members present as provided for in Section 42(4) of the Act.
- (4) In accordance with Section 42(5) of the Act, the validity of the proceedings, action or decision of Council shall not be affected by any vacancy in the membership of Council or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings.
- (5) A resolution of the Council shall not be revoked or altered unless notice of the intention to propose such revocation or alteration is given to each of the members ten (10) working days prior to the meeting at which the revocation or alteration is to be proposed; and, if the number of members present at that meeting is not equal to or greater than the number present when the resolution was adopted, the resolution shall not be revoked or altered.
- (6) All resolutions of Council shall be extracted and communicated within one (1) working day.

37. COMMITTEES OF THE UNIVERSITY COUNCIL:

There shall be Committees of Council constituted in accordance with Section 43 of the Act, as follows:

- (1) Appointments Board in accordance with Section 50 of the Act.
- (2) Other Committees as Council may determine from time to time. The Current Committees include;
 - (i) Finance, Planning, Administration and Investment Committee (FPAIC);
 - (ii) Quality Assurance and Gender Committee;
 - (iii) ICT Committee;
 - (iv) Estates and Works Committee;
 - (v) Staff Development, Welfare and Retirement Benefits Committee;

- (vi) Students' Affairs Committee;
 - (vii) Audit Committee.
- (3) The University Council may set up Adhoc Committees as and when deemed necessary to address business of an Adhoc nature.
 - (4) The Committees of Council may set up Sub-Committees with the approval of Council.
 - (5) The leadership and membership of the Committees shall be reviewed on a two (2) year basis with the aim of determining their continued appropriateness, and where necessary, changing their composition. Provided that any Committee member shall be free to resign from a Committee or for any other reason cease to be a Member thereof.
 - (7) A resolution in writing, signed by all the members of a Committee shall be as valid and effectual as a resolution passed at a meeting of the Committee.
 - (8) Council shall have the right to increase or reduce the number of committees and their membership, to merge the committees created, and to modify the terms of reference of the various standing committees as deemed appropriate.

38. MEMBERSHIP OF COUNCIL COMMITTEES:

- (1) The University Council shall determine the members and Chairpersons of Council Committees.
- (2) The Chairperson of Council shall lead the process of constituting Council Committees. In particular, the Chairperson shall propose names of Members to constitute a Committee including its Chairperson, subject to approval by Council.
- (3) Where the Chairperson's proposal is not approved by consensus, the same shall be subjected to a vote. If the majority of the members vote against the proposal, the Chairperson will be required to review it within seven (7) days.
- (4) Council may co-opt any individual who is not a member of Council to be a member of a Council Committee, provided that such a person shall not become a Chairperson of the Committee.
- (5) The following Council Committees shall co-opt specific members as herein below indicated:
 - (i) The Appointments Board shall adopt one member from the Ministry Responsible for Public Service and one Member from the Uganda Law Society.
 - (ii) The Estates and Works Committee shall adopt one member from the Uganda Association of Professional Engineers and one member from the Ministry responsible for Works.

- (iii) The Audit Committee shall adopt one member from the Institute of Certified Public Accountants of Uganda (ICPA-U) and one member from the Institute of Internal Auditors (IIA).
 - (iv) The Staff Development, Welfare and Retirement Benefits Committee shall adopt a member from the Makerere University Retirement Benefits Scheme.
- (6) The Chairperson of Council and Vice Chancellor shall be ex-officials of any Council Committee where they are not members.
- (7) Where the secretariat function for a Council Committee has been delegated to a Head of Department or member of Senior Management, the University Secretary shall automatically be an ex-official member of that Committee.

39. MEETINGS OF COUNCIL COMMITTEES:

- (1) Committees of Council shall hold meetings following the same procedures as the University Council as set out in this Charter or as may be approved by Council depending on the peculiar mandates of these Committees.
- (2) The quorum of Council Committees shall be half the members of the Committee, at least two (2) of whom shall not be employees or students of the University.
- (3) The Terms of Reference of Council Committees shall form part of this Charter.

40. REMOVAL OF A COMMITTEE CHAIRPERSON AND MEMBER(S):

(1) Removal of Committee Chairperson:

Where two-thirds of Members of a Committee consider a Committee Chairperson liable for misconduct, absenteeism, failure to steer and/or manage Committee affairs, or any other action or omission that puts the Committee or Council into disrepute, a petition shall be made to the Council Chairperson for consideration by Council. The Committee Chairperson in question shall be given a fair hearing at the next sitting of Council and after the hearing, a decision shall be taken by Council to withdraw or retain the Chairperson. The said decision shall be by consensus and where there are dissenting views, through a vote.

(2) Removal of Committee Member(s):

- (a) Where a Committee member does not attend three (3) consecutive Committee meetings without authorisation from the Chairperson and/or when a member breaches the code of conduct or is liable of misconduct that brings the Committee or the University into disrepute, a complaint will be lodged with the Committee Chairperson.
- (b) The Member complained against will be notified and given an opportunity to defend him/herself before the Committee. The Committee will discuss the matter and reach a decision by consensus. If no consensus is reached, the Members shall take a vote on the matter and if the majority find the member liable, depending on the seriousness of the matter, the Committee Chairperson shall warn the Member or refer the matter to Council for hearing and determination.
- (c) The member in issue will be given an opportunity to be heard and if two thirds of Council members find him/her liable of the alleged misconduct, he/she will be removed from the Committee.

41. CONDUCT OF MEETINGS OF THE COUNCIL AND HER COMMITTEES:

(1) Order and Decorum:

The Chairperson has the responsibility to guide the progress of the meeting. It is the Chairperson's responsibility to take measures to ensure that the proceedings are kept fair, civil and orderly.

Without limiting the generality of the above, the following procedural guidelines should be observed:

- (i) The Chairperson should satisfy him/ herself that the meeting was duly convened and had quorum at all material times.
- (ii) The discussions should follow the sequence of the agenda as adopted.
- (iii) A member shall not submit more than once on a particular item on the agenda, except on points of order, clarification and information.
- (iv) Discussion should be confined at each stage to the item currently under consideration.
- (v) The Chairperson should signal the end of a discussion. At that point the Chairperson shall sum up the main issues so that a suitably worded decision or conclusion may be formulated for inclusion in the minutes.
- (vi) Members shall not be allowed to introduce new business on previous minutes when they are being confirmed or when matters arising are being considered.

- (vii) Any additional important matters shall not be discussed under the heading "*Any Other Business*".
- (viii) The Chairperson should signal when a member may speak. Requests for the floor should be made to the Chairperson by a Member raising his/her hand in silence until selected to avoid interjections that may disrupt the meeting.
- (ix) At any time during the meeting, the Chairperson shall permit any Member or Secretary to raise any matter concerning the meeting's
- (x) compliance with the Act, Council Charter, rules of procedure or any other legal requirement. An immediate ruling shall be given by the Chairperson on matters of procedure.

(2) Courtesy:

There are common rules of courtesy which members should observe that assist in facilitating smooth and undisturbed deliberations: These may include:

- (i) Arriving punctually before the starting time of the meeting.
- (ii) Switching off mobile (cellular) phones or putting cellular phones in silence during the meeting.
- (iii) Calling ahead of the meeting to communicate apologies or delayed arrival.
- (iv) Informing the Chairperson when an early departure from the meeting is anticipated. This guides in quorum monitoring and agenda prioritization.
- (v) Avoiding bilateral consultations (whether audible or inaudible) during the course of the meeting.

42. DECISIONS IN EXTRA ORDINARY CIRCUMSTANCES:

For reasons of decisive exigency, Management may seek the authorization or approval of the Council Chairperson on behalf of Council on a matter, where there is insufficient time to arrange a meeting or reach agreement on an alternative forum provided that the ratification of Council is sought for such authorization at the earliest opportunity. The Chairperson may, prior to giving such authorization or approval, consult with the Chairperson of the relevant Council Committee and other Council Members.

43. DURATION OF MEETINGS:

The duration of Council meetings should normally not exceed four working hours. Punctuality in relation to starting times greatly assists in achieving the ideal timing for completion of meetings.

44. TECHNICAL ADVICE:

The University Council may seek professional technical advice, from both within and outside the University, to enable them discharge their functions.

45. IMPLEMENTATION OF COUNCIL AND COMMITTEE DECISIONS:

- (1) Generally, the Vice-Chancellor shall be responsible for the implementation of the decisions of Council. The Vice-Chancellor may delegate some of these responsibilities to other members of Senior Management.
- (2) The Secretary to Council is responsible for communicating Council decisions and for reporting on the status of implementation of the decisions.

46. MINUTES OF THE UNIVERSITY COUNCIL AND COUNCIL COMMITTEES:

- (1) All proceedings of Council or its Committees shall be minuted and permanently recorded in the Council minute register and having been approved by Council shall be signed by the Chairperson and the Secretary to Council as being a true record.
- (2) A minute extract signed by the Chairperson and Secretary will suffice as a true record of a Council or Committee decision where need arises to prove a certain procedure or decision of Council or Committee before the minutes are approved by Council or by a Committee, as the case may be.
- (3) The Secretary to Council or Committee shall communicate Council or Committee decisions to relevant stakeholders as soon as it is practicable. The Communication of Council or Committee decisions may not wait for the approval of minutes.

47. REMUNERATION OF COUNCIL AND COMMITTEE MEMBERS:

- (1) The remuneration of Council members and any other person co-opted by the Council shall be determined in accordance with Section 42(6) of the Act which provides that "members of the University Council shall be paid such allowances as the Council may determine, taking into account other allowances in the public sector".

- (2) Additionally, members shall be facilitated with pre-approved travelling and other reasonable expenses incurred by them while on University Council business.

48. RULES OF COUNCIL AND COMMITTEE PROCEEDINGS:

- (1) Any person wishing to speak at a meeting shall signify by raising his/her hand and when called upon by the Chairperson, shall address the Chairperson.
- (2) Any member may raise a point of order to the Chairperson and shall follow the procedure above.
- (3) All questions shall be put to the Chairperson who will determine whether to answer the same or to refer them to any member of Council or any Officer of the University in attendance, but the Chairperson may disallow any question which he/she deems not to be appropriate in the circumstances.
- (4) Committees may have their own rules of procedure as may be approved by Council.

49. CONFLICT OF INTEREST:

- (1) Council members are individually and collectively expected to act ethically and, in a manner, consistent with the values of the University. Each member will minimise the possibility of any conflict of interest within the University by restricting his or her involvement in other businesses that are likely to lead to a conflict of interest.
- (2) A conflict of interest may arise when a Council member has or represents interests that could compete with those of the University. A member of the Council or of a Committee created by it, who has any interest in a matter involving the University, shall declare his or her interest as soon as possible and not later than the meeting at which the matter is to be considered.
- (3) Where conflict of interest arises, a member will excuse him/herself from the relevant discussions and will not exercise his/her right to vote in respect of such matters.
- (4) Where a member refuses to voluntarily excuse him/herself where conflict of interest is alleged, the matter will be discussed by Council or by a Council Committee as the case may be, and voted upon to determine whether or not the concerned Member should excuse him/herself. The Member will be obliged to comply with the resolution so made by Council or by a Council Committee.

50. CONFIDENTIALITY:

Confidentiality is essential to maintain objectivity and independence in the deliberations of the University Council. This objective may be undermined by unauthorized disclosure of discussions at the Council. While confidentiality is an individual responsibility, each member on appointment shall swear an oath of secrecy administered by a Judicial Officer or a Commissioner for Oaths. Confidentiality requirements apply equally to others (other than Council Members) attending Council meetings. The following shall be complied with:

- (1) Council members shall observe confidentiality regarding all Council and Committee matters.
- (2) All information received by a Council or Committee member in the course of fulfilling his or her duties shall be deemed confidential information, and remains the property of the University.
- (3) A Council or Committee member shall not disclose information, or allow it to be disclosed, to any other person unless that disclosure has been authorised by the University or is required by law.
- (4) Authorisation by the University will be presumed where and to the extent that Council minutes convey, either expressly or implicitly, that it is intended that disclosure should be made to third parties.
- (5) Any member in doubt as to his or her obligations on confidentiality or in relation to any matter of disclosure should consult with the Chairperson of Council, Chairperson of the Committee for committee matters or Secretary to Council prior to making any disclosure.

51. REVIEW OF THE PERFORMANCE OF COUNCIL, COMMITTEES AND INDIVIDUAL MEMBERS:

There shall be Self-evaluation by Council as follows:

- (1) There shall be a midterm self-evaluation and an end of term evaluation of Council. The midterm evaluation shall take place two years after the inauguration of Council. The end of term evaluation will take place two (2) months before the end of the term of Council.
- (2) The University Council shall determine the format and the manner in which the evaluation shall be carried out.

52. COUNCIL MEMBERS' CODE OF CONDUCT:

The Council is committed to ethical conduct in all areas of its responsibilities and authority. Members shall:

- (1) Exercise due care and diligence in fulfilling the functions of their office and shall exhibit a standard of care that is expected from a person holding the position of Council Member.
- (2) At all times act honestly, in good faith and in the best interests of the University.
- (3) Not allow personal interests or the interest of any associated person to conflict with the interests of the University and shall be required to declare their interest where such a situation arises.
- (4) Have an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions they take.
- (5) Use the powers of the office for a proper purpose, in the best interests of the University and shall not make improper use of information acquired as a Council Member.
- (6) Not engage in conduct likely to discredit the University and not take improper advantage of his/ her position as Council Member.
- (7) Act honestly and in good faith at all times in the best interests of the University as a whole.
- (8) Declare all interests that could result in a conflict between personal and the University priorities.
- (9) Make reasonable enquiries to ensure that the University is operating efficiently, effectively, legally and ethically in pursuing its goals and strategies.
- (10) Maintain sufficient knowledge of the University's activities and performance to make informed decisions.
- (11) Not agree to the University incurring obligations unless he/she believes that such obligations can be met when due.
- (12) Attend Council meetings and devote sufficient time to preparation for Council meetings to allow for full and appropriate participation in the Council's decision making.
- (13) Avoid deception, unethical practice or any other behavior that is, or might be construed as, less than honorable in the pursuit of the University's mandate.

(14) Not disclose to any other person confidential information other than as agreed by the Council or as required under the law.

(15) Act in accordance with his/her fiduciary duties, complying with the spirit as well as the letter of the law, good corporate Governance principles, recognizing both the legal and moral duties of his/her role as a Member.

(16) Abide by Council decisions once reached.

53. VARIATION, AMENDMENT OR REVOCATION:

This Charter may be varied, amended or revoked by a resolution of two-thirds of Members of the University Council.

54. SUSPENSION OF RULES OF PROCEDURE:

Where two-thirds of Members of Council are satisfied that some Sections of the rules contained in this Charter should be suspended in the conduct of any Council business, the rules will be suspended accordingly, for that particular matter.


55. GENERAL:

This Charter is subject to the laws in force in Uganda. Where the Charter is in conflict or inconsistent with any provisions of any law, the law shall take precedence.

56. COMMENCEMENT DATE:

The commencement date of this Charter shall be the date of approval by the University Council.

Amended during the **158th** sitting of the Makerere University Council held on the **8th** day of **December** 2022.



Mrs. Lorna Magara
CHAIRPERSON OF COUNCIL



Mr. Simon Kizito
AG. SECRETARY TO COUNCIL