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COUNCIL POLICY

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1.0 Interpretation of Operational Terms of the Policy

i) Assurance:

A positive declaration intended to give certainty or confidence that the work or activity that has been assigned will be completed successfully.

ii) Clarity:

This is the lucidity or clearness as to the perception or understanding and transparency of the task or assignment someone or a group is supposed to accomplish.

iii) Effectiveness:

This is the degree to which something is successful or someone has the capability in producing the desired result or output or outcome.

iv) Governance:

This relates to the processes of interaction and decision-making among the actors and institutional organs involved in a collective problem-solving that eventually lead to the creation, reinforcement, or reproduction of social norms and institutions. Hence, it is the way rules, norms and actions are structured, sustained, regulated and held accountable.

v) Remuneration:

This is money paid or compensation provided in exchange for an employee's work or service rendered.

1.1 Background of MRU

Muteesa I Royal University (MRU) was offered an operational license by the National Council for Higher Education (NCHE) in 2005 and started its operations in 2007. The founding Chancellor of the University, who is also its Visitor, is His Majesty the Kabaka, Ronald Muwenda Mutebi II. The genesis of modern education in Uganda is historically associated with the Kingdom of Buganda owing to the role that Sekabaka Muteesa I played in inviting the missionaries who introduced education in Uganda. Owing to this history, it is only befitting that the University was named after this visionary leader. Hence, the University was named after the 31st King of Buganda who was a monarch of great vision, Kabaka Muteesa I (1856-1884). MRU is a skills training, academic and research-oriented institution of higher learning that was established as a private institution. The initiative was promoted by the Executive Committee (EC) of the Buganda Kingdom, headed by the *Katikkiro* (i.e. Prime Minister).

1.2 Strategic Goals of MRU

The Strategic Goals of MRU are as follows:

i) To produce graduates with all-round competencies and skills to be able to initiate self-employment activities or compete for jobs in the global market;
ii) To promote research and encourage students and staff to publish;
iii) To build and expand collaboration and engagement with the community, the alumni, and industry and business, and to equip students with practical skills while empowering the community, industry & business to develop local solutions;
iv) To strengthen MRU's human resource capacity;
v) To achieve a sustainable financial resource base;
vi) To improve the administrative and organizational arrangements of MRU with a view to achieving efficiency and effectiveness in all sections of MRU; and
vii) To construct or acquire, rehabilitate and maintain buildings, equipment, implements, ICT facilities and land particularly for the growth and development of its niche.

1.3 Vision of MRU

The Vision of MRU is to be "a leading university responding to contemporary challenges through teaching and learning, research and technical guidance".

1.4 Mission of MRU

The Mission of MRU is "to provide training, research and technical guidance responsive to national socio-economic needs".

1.5 Core Values of MRU

The core values of MRU are as follows:

i) Professionalism; Professionalism is a trait that's highly valued in the human resource of any organization. It has many attributes, including: (a) Specialized knowledge, (b) Competency, (c) Honesty and integrity, (d) Respect, (e) Accountability, (f) Self-regulation, and (g) Image.
ii) Respect for Diversity;
iii) Cultural Sensitivity;
iv) Tenacity; and
v) Team spirit.

2.0 Introduction of the Policy

The evolving demands of MRU warrant a participatory system of governance which creates for each member of its community an opportunity for involvement, communication, and accountability. This Policy guides MRU Council as a governance structure. It rests on a premise that the MRU community is willing and has the opportunity to engage in shared work and shared responsibility. This Policy is derived from MRU's Statute.

3.0 Objectives of the Policy

Is not to allow for bias or conflict of interest or undue influence of others to override professional or business judgments.

4.0 Application of the Policy

This policy shall be applicable to all persons charged with the responsibility of enforcing MRU's management and governance processes.

5.0 Scope and Purpose

The Council is a deliberative and broadly representative forum that exists to consider the activities of MRU in all of its phases, with particular attention to its educational objectives and those matters that affect the common interests of staff and students. Council is authorized to initiate policies as well as to express its judgment on those submitted to it by Management of MRU. It is also empowered to request for information through appropriate channels from any member of MRU's administration. This Policy is designed to help the Council and its Committees in governing and guiding MRU with clarity, assurance, and effectiveness. Under this Policy, Council means the supreme governing body of MRU and its Committees.

6.0 Officers of the Council

The Council shall consist of:-

i) Council Leadership, namely:

(a) Chairperson of the Council;
(b) 1st Vice Chairperson of the Council; and
(c) 2nd Vice Chairperson of the Council

ii) Nominated and Appointed Members:

(a) Three Members of the professional bodies such as accountants, lawyers and engineers;
(b) Three Eminent scholars;
(c) One representative of the Ministry responsible for Education in the Buganda Kingdom; and
(d) One representative of the Ministry responsible for Education and Sports in the Central Government.

iii) Distinguished Personalities appointed by the Ministry of Education in Buganda Kingdom comprising of:

(a) One Member of Parliament for Masaka Municipality, where the main campus is located;
(b) The LC 5 Chairperson (Masaka District) where the main campus is located;
(c) Two representatives of the Business Community (one female and one male); and
(d) One representative of People-With-Disabilities.

iv) Ex-officio Members, as appointed by respective authorities:

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(a) Vice –Chancellor;
(b) Deputy Vice-Chancellor;
(c) Staff Representative;
(d) Students' Representative; and
(e) An Alumni representative.

7.0 Vacancy in the Council

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

(a) Upon resignation of the member;
(b) Upon removal from position by Council recommendation for:
    i. Misconduct;
    ii. Dishonesty; and
    iii. Having been convicted of a crime involving immoral conduct by competent courts of law.
(c) Upon prolonged and unjustified non-attendance of Council meetings (that is five or more consecutive sessions);
(d) If for ex-officio members, one ceases to hold any of the offices he/she held as staff of MRU and as stipulated in the Statute;
(e) If on the recommendation of the Council, a member is by reason of physical or mental infirmity, unable to carry out the duties of his or her office; or
(f) Upon his/her death; and
(g) Any member whose membership has been discontinued receives a notification from the Secretary to Council to that effect, after confirmation from the Chairman of Council.

8.0 Secretary to Council

i) Appointment

The Secretary to Council shall be the Vice-Chancellor.

ii) Duties

The Secretary shall:

(a) Be the Secretary to Council, must be present, either physically or by delegation, whenever Council convenes to execute its duties;
(b) Maintain an up-to-date file of Council minutes and resolutions;
(c) Work with the Chairperson of Council, manage and update the Council Activity Plan in a timely manner;
(d) Liaise with the Council Chairperson to develop the agenda of Council meetings;
(e) Communicate the schedule of Council and Committee meetings to the Secretaries of the Committees;

(f) Ensure that the Council members are given due notice for meetings. The minimum period of notice required is fourteen (14) consecutive days;
(g) Ensure that the Council members get the necessary documents for meetings in a timely manner;
(h) Liaise with the committee Chairpersons to communicate all Council meetings in a timely manner;
(i) As much as possible ensure that literature required for Council meetings is sent to members in two weeks time;
(j) At all times maintain a Policy Documents File containing all the policy documents of the University;
(k) Maintain an attendance register of Council meetings;
(l) Work with the Vice-Chancellor's office and relevant parties to ensure a timely implementation of Council resolutions; and
(m) Coordinate the work of the Committees of Council.

9.0 Operations of the Council

i) Meetings:

a) The Council shall in accordance with the MRU Statute, meet for the discharge of its duties at least once every semester or upon request in writing to the Chairperson by at least one-third of the Council members to call a Special Meeting and shall meet at such time and venue as the Chairperson and the Secretary may determine;
b) The Chairperson of the Council shall at any time call a meeting within fourteen (14) days from the date of receipt of a request for that purpose addressed to him or her and signed by at least one third of the members of the Council;
c) The Chairperson or, in his or her absence, one of the Vice-Chairpersons shall preside over the Council meetings. In the absence of both the Chairperson and the Vice-Chairpersons, the substantive members present and constituting a quorum shall elect an Acting Chairperson from among themselves.
d) The quorum for the meeting of Council is one-third of non-ex-officio members. Meetings shall begin only when there is quorum. If persons forming part of the quorum leave the meeting prematurely thereby reducing the number to less than the quorum, the meeting becomes inquorate;
e) Matters raised at a meeting of Council that require voting, shall be determined by a simple majority. In the event of equality of votes, the person presiding at the meeting shall have a casting vote;
f) The Council may invite any person who is not a member of Council to attend and speak about any relevant matter at any meeting of Council but such a person shall not be entitled to vote on any matter before Council;
g) The proceedings of any meeting of Council shall be valid notwithstanding any vacancy among the members or defect in the appointment of any of them;
h) Subject to the provision of this section, Council may regulate its own procedure; and

i) The Secretary shall keep or cause to be kept the minutes of the proceedings of the Council in a minute book and the minutes shall be confirmed not later than the next meeting, subject to the necessary amendments and signed by the Chairperson and the Secretary of Council at the subsequent meeting of Council.

ii) Types of Meetings of Council

a) Regular Meetings: The Council shall meet in regular session once in each semester at such time and place as shall be determined by the Chairperson. As soon as practicable after each election, the Chairperson shall cause to be published in the official MRU's communications medium a notice of the time and place of regular Council meetings for the upcoming academic year, and almanac for the 3 years term; and

b) Special Meetings: The notice of a special meeting shall state the subject matter of this meeting. A special meeting shall also be convened if two-thirds of the voting members of the Council request by written notice to the Chairperson that a special meeting be held. Management through the Vice- Chancellor may request the Chairman of Council for a special meeting of Council. The written notice to the Chairperson shall specify the subject matter of the special meeting. The Council Secretary on the authority of the Chairperson shall schedule a special meeting as promptly as possible and shall provide a minimum of three days' written notice to the membership.

iii) Conduct of Business:

a) Admission to Meetings: Council, when meeting in regular or special session, shall conduct its deliberations in open session. To the extent required or permitted by law, the Council may meet in closed session. If any person who is not a member of the Council wishes to address the Council at a regular or special meeting, such person must request and receive the Chairperson's permission at least forty-eight hours prior to the commencement of the meeting. The Chairperson may attach conditions or limitations to such permission.

b) Voting: Voting shall be by ballot, and the record of minutes shall reflect the final tally and votes of the individual members. Unless otherwise specified in this Policy, all votes shall be decided by a simple majority of the voting members present and casting votes. The quorum at any Committee meeting shall be 1/3 of the members. Despite there being rights to vote, the Chairperson of Council and Council Committee Chairpersons shall encourage the making of decisions by consensus rather than by voting.

c) Attendance:

i. All Council members are required to attend at least half (1/2) of the meetings held during any given academic year. If a member is unable to attend he/she must communicate his/her apology in writing prior to the meeting to Chairperson and copy to the Secretary;

ii. Members who fail to attend the requisite number of meetings in any given year shall be reminded of their duties by the Chairperson in writing; and

iii. Where a member is likely to be absent for a period of six (6) months, he/she should inform the Chairperson in writing that he/she has taken leave of absence.

d) Notice for Council Meetings and its Committees

i) The Secretary shall give written notice to the membership of the Council at least fourteen (14) days in advance of the regular meetings and at least three days in advance of special meetings. The notice shall specify the date, time and place of the meeting, the nature of the meeting (regular or special), the agenda, and, for special meetings, the subject matter of the special meeting and its notice is one day; and
ii) All members shall provide the Secretary with contact details to ease delivery of all notices for meetings and any other information both physical and electronic.

10.0 Committees of Council

In order to carry out its work more effectively, Council shall have Committees. Membership of each Committee shall be constituted by Council at its first meeting after appointment. The Council Chairperson and the Ex-Officio Members may participate as members on all committees (except the Audit and Risk Management Committee) in addition to the members appointed by the Council. The following are the Council Committees, and may change as Council may deem necessary:

i) Appointments and Governance;
ii) Students' Affairs;
iii) Finance, Planning and Development;
iv) Audit and Risk Management;
v) Resource Mobilization; and
vi) Marketing.

a) Roles of Committees and Committee members

Committees exist to assist Council in carrying out its functions more effectively by:

i) Researching issues and developing well considered proposals for Council's action that is preparing policy alternatives and implications for Council deliberation; and
ii) Carrying out specific duties relating to their area of competence on behalf of the Council.

The Committee Chairperson shall work with the Secretary to achieve the following:

(a) Ensure that members have the information they need to perform their tasks;
(b) Oversee the logistics needed for the committees' operations;
(c) Act as committee's link to the Council, frequently consults with and report to the Council or Council Chairperson;
(d) Work closely with the Vice-Chancellor and other staff liaisons to the Committees;

(e) Assign work to Committee members, set meeting agenda, run meetings and ensure distribution of minutes and reports to committee members in a timely manner;
(f) Report to the Council on policy recommendations and Committee business; and
(g) Initiate and lead the evaluation of Committees, a process in which the Committee members review their accomplishments in relation to its goals as well as reflect on areas of the Committees' work that need improvement,

Committee members shall:

i. Make serious commitment to participate actively in the committee work including substantive participation in Committee meetings and discussions;
ii. Volunteer for, and willingly accept, assignments and complete them thoroughly and on time;
iii. Stay informed about Committee matters; prepare themselves well for meetings and review and comment on minutes and reports;
iv. Get to know fellow Committee members and build a collegial working relationship that contributes to consensus; and
v. Be active participants in both Council and Committee evaluation of performance.

Reports of Committees to the Council:

The Committees of Council shall report to Council by use of either a Minute Extract or Report. A minute extract shall be used where the Committee of Council has transacted its businesses through a meeting or meetings. The reports from the Committee to Council shall be used where the Committee has transacted its business through meeting or meetings and any other activity, e.g., investigations, benchmark visits, etc. The Committee Reports shall be:

a) In writing, addressed to the Council Chairperson and signed by the Committee Chairperson and the Secretary;
b) Circulated with the Council notice and agenda prior to the meeting at which the report will be noted or considered for appropriate action;
c) Clearly indicating areas where feedback from Council is required as well as recommendations that are being made to Council for action;
d) Reports where no response or action is required by the Council; and
e) Appropriately responded to by Council through:
    i) Providing feedback, raising questions about the report, asking questions that have not been dealt with by the Committee but to which the Council needs answers in order to take appropriate action; and
    ii) Refraining from repeating the discussion that has already been held in the Committee. If issues are not sufficiently worked out for the Council to take action or make a decision, the matter shall be referred back to the Committee for further work.

11 Code of Conduct of Council Members

i) What members owe to MRU:

a) A duty of care, that is to exercise due skill and diligence;

b) A duty of loyalty; and

c) Respect the policies and MRU Statute.

ii) What members shall offer to MRU:

The Council members shall accordingly:

a) Cultivate a sense of collective responsibility;

b) Direct, control and inspire the University through the establishment of written polices reflecting MRU's values and principles; and

c) Enforce upon MRU the necessary discipline to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, respect of roles, continuous skills development, etc. Council shall not allow any member or committee to hinder the fulfillment of its objectives.

iii) Conflict of Interest

a) A member of Council shall not put herself/himself in a position in which her/his personal interest conflicts or appears to conflict with her/his duties and responsibilities to MRU;

b) A member shall be expected to disclose the nature and extent of that interest and shall not participate in any deliberations where any matter in which she/he or her/his organization has an interest; and

c) "Personal interest" shall include the interest of a spouse, child, dependant, agent, or business associate, organization or friend.

iv) Protection and Use of MRU Property:

a) No member of the Council shall appropriate for their personal use any of MRU's property except as authorized by the Council in consultation with the Ministry of Education in the Buganda Kingdom; and

b) Members of the Council shall protect and preserve MRU property under their personal use and shall not permit its use by any other purpose other than that authorized.

v) Protection of Council.

A member is not personally liable for any act or omission done or committed to be done in good faith in the exercise of the functions of the Council.

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vi) Confidentiality

A member of Council shall not use any information obtained through or in connection with her/his office for furthering their personal interest. Provided this provision shall not apply to the use of such information for purposes of education, research or related purposes with the written permission of the Chairperson.

vii) Inappropriate conduct by Council members

A member of the Council shall not:

a) Practice discrimination of any kind such as favoritism, or nepotism by giving preferential treatment to any person in the exercise of Council or MRU duties;
b) Abuse the rights of any person including members of staff or fellow members including Council members, or interns/trainees working for MRU;
c) Inappropriately utilize MRU's funds or property contrary to regulations/guidelines;
d) Make indecent personal advances to members of management and staff and shall at all times maintain an ethical relationship with members of staff;
e) In any way prevent the effective functioning of the Council or Management through conduct intended to foster hardship. All Council members shall be cooperative with Council and Management; and
f) In any way interfere with the rights to privacy of members of staff and other members of the University.

12 Remuneration of Council Members

i) Non-ex-officio members of Council shall be entitled to a monthly stipend (retainer) to cover their transport, telephonic and other costs as shall be determined by the appointing authority from time to time;
ii) All Council members shall receive a sitting allowance as shall be determined by the appointing authority from time to time;
iii) All Council members travelling locally and externally shall be paid an allowance (*per diem*) or safari day allowance as shall be determined by the appointing authority from time to time. Also their travel costs shall be approved and determined by the appointing authority.
iv) All Council members shall be paid retainer fuel costs, and telephone expenses;
v) Travel abroad: All members of Council may, upon application, be reimbursed by the University for reasonable out-of-pocket expenses incurred in carrying out Council-related duties for which they are not otherwise reimbursed. For example, members may incur travel costs in order to attend meetings of the Council or Graduation Ceremonies;
vi) A "public service employee" (referred to as an "employee" in this schedule) who uses his/her private motor vehicle to undertake official duties is to be paid a motor vehicle allowance as provided in this schedule for the distance necessarily and actually travelled;
vii) Employees who choose to use their private motor vehicles:

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a) Where the approved means of travel is other than the use of an employee's private motor vehicle; and the employee requests it; and is granted permission to use his/her motor vehicle the allowance paid is to be determined by the Vice Chancellor. The allowance paid is not to exceed the costs associated with the approved means of travel.

b) A public service officer or temporary employee engaged under section 148(2)(a) of the Public Service Act 2008 (referred to as "employee" in this directive) who is required to – (a) travel on official duty; or (b) to take up duty away from the employee's usual place of work to relieve another employee or to perform special duty shall be allowed actual and reasonable expenses or allowances for accommodation, meals and incidental expenses necessarily incurred by the employee as provided in this directive.

c) Board members attending approved training and/or professional development sessions will receive an honorarium. When the total meeting time is 4 hours or less, ½ of the *per diem* rate will apply (i.e., teleconference meetings).

d) The Faculty member elected by Council receives no honorarium. The Faculty representative on the board will receive a teaching workload reduction equivalent to one three-credit-hour course per year.

e) Expenses (not honoraria) for all board members will be paid in accordance with MRU's approved travel and expense policies for the following:

i) Travel and associated expenses for board members to attend board and board committee meetings.

ii) Travel and associated expenses for board members to attend meetings or training which they are attending as a representative of the Board of Governors (such as Senate, meetings with government officials, director training, etc.).

iii) Travel and associated expenses for board members and for outgoing board members and their guest to attend a farewell event to honor those outgoing board members.

iv) Travel and associated expenses for board members and, where deemed appropriate by the Chair and/or the Executive Director, MRU Governance, a guest of the board member, to MRU events and functions where the presence of a board member is considered to be in the interests of the institution.

v) Travel and associated expenses for board members to attend conferences related to the role of board members (i.e., Council of University Board Associates and the Association of Governing Boards), with the prior approval of the Chair.

f) Remuneration: At the discretion of the Council, a member of the Council other than a member who holds:

i. A full-time office on the staff of MRU; or

ii. A full-time office under the Crown in any of its capacities; or

iii. A full-time office in a statutory authority may be paid the remuneration and fees that are fixed from time to time by the Minister for that member.

g) The following persons are not entitled to be paid or to receive any remuneration, fees, allowances or expenses in respect of their membership of the Council:

(a) The Chief Justice and other Justices of the High Court of Australia;

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(b) The Chief Justice and other Judges of the Supreme Court; Part 2—Constitution and governance of the University Deakin University Act 2009 No. 71 of 2009 22; and
(c) A Judge of any other court.

END