



RHODES UNIVERSITY

Grahamstown • 6140 • South Africa

**UNIVERSITY COUNCIL
CODE OF CONDUCT**

Members of the Rhodes University Council subscribe to the following code of conduct.

Statutory obligations:

All members of the University Council are required to:

1. Ensure that the statutory obligations of university councils are adhered to (the Higher Education Act 101 of 1997 Section 27: attached as annexure 1);
2. Participate in the deliberations of the Council in the best interests of Rhodes University and South African higher education in general;
3. Declare any business, commercial or financial activities undertaken for financial gain that may raise a conflict or a possible conflict of interest with Rhodes University;
4. Not place themselves under any financial or other obligation to any individual or organisation that might seek to influence the performance of any function of the Council;
5. Not have a direct or indirect financial, personal or other interest in any matter to be discussed at a meeting and which entails or may entail a conflict or possible conflict of interest with Rhodes University.

Fiduciary obligations:

All members of the University Council assume the role of a fiduciary.

6. This role includes loyalty to the University and reasonable care of the University's assets. All of the fiduciary's actions are performed for the advantage of the University.

Ethical obligations:

All members of the University Council are required to:

7. Conduct themselves at all times in accordance with the highest standards of ethics and personal integrity;
8. Preserve the integrity and good name of Rhodes University;
9. Maintain confidentiality of Council business and documentation where necessary;
10. Ensure that all disclosures or contributions to Council debates are accurate.

General obligations:

All members of the University Council are required to:

11. Attend all meetings unless with good and compelling reason not to do so, and then by apology to the Secretary;
12. Be fully prepared and fully apprised of the contents of documentation serving before Council;
13. Support policies once adopted by Council irrespective of one's own preferences or, where principled objection to such policies exists, to tender resignation from Council.
14. Observe the distinction between governance, the preserve of Council, and management, the preserve of the Vice-Chancellor and his/her management team.

Appendix 1 (Section 27 of the Higher Education Act).

27. Council of public higher education institution

- (1) The council of a public higher education institution must govern the public higher education institution, subject to this Act and the institutional statute.
[Sub-s. (1) substituted by s. 8 of Act 23/2001]
- (2) Subject to the policy determined by the Minister, the council, with the concurrence of the senate, must determine the language policy of a public higher education institution and must publish and make it available on request.
- (3) The council, after consultation with the students' representative council, must provide for a suitable structure to advise on the policy for student support services within the public higher education institution.
- (4) The council of a public higher education institution must consist of not more than 30 members, made up of -
 - (a) the principal;
 - (b) the vice-principal or vice-principals;
 - (c) not more than five persons appointed by the Minister;
 - (d) a member or members of the senate elected by the senate;
 - (e) an academic employee or academic employees of the public higher education institution, elected by such employees;
 - (f) a student or students of the public higher education institution, elected by the students' representative council;
 - (g) an employee or employees other than academic employees, elected by such employees of the public higher education institution; and

- (h) such additional persons as may be determined by the institutional statute.
[Sub-s. (4) substituted by s. 7 of Act 63/2002]
- (5) The number of persons contemplated in subsection (4)(b), (d), (e), (f), (g) and (h) and the manner in which they are elected, where applicable, must be determined by the institutional statute.
[Sub-s. (5) substituted by s. 7 of Act 63/2002]
- (6) At least 60 per cent of the members of a council must be persons who are not employed by, or students of, the public higher education institution concerned.
- (7) A member of a council or a member of a committee of a council-
- (a) must be a person with knowledge and experience relevant to the objects and governance of the public higher education institution concerned;
 - (b) must participate in the deliberations of the council in the best interests of the public higher education institution concerned;
 - (c) must, before he or she assumes office, declare any business, commercial or financial activities undertaken for financial gain that may raise a conflict or a possible conflict of interest with the public higher education institution concerned;
 - (d) may not place himself or herself under any financial or other obligation to any individual or organisation that might seek to influence the performance of any function of the council; and
 - (e)
 - (i) may not have a conflict of interest with the public higher education institution concerned;
 - (ii) may not have a direct or indirect financial, personal or other interest in any matter to be discussed at a meeting and which entails or may entail a conflict or possible conflict of interest with the public higher education institution concerned;
 - (iii) must, before the meeting and in writing, inform the chairperson of that meeting of that conflict or possible conflict of interest.
[Sub-s. (7) substituted by s. 1 of Act 21/2011]
- (7A) Any person may, in writing, inform the chairperson of a meeting, before the meeting, of a conflict or possible conflict of interest of a member of the council with the public higher education institution concerned of which such person may be aware.
[Sub-s. (7A) inserted by s. 1 of Act 21/2011]
- (7B) A member referred to in subsections (7)(e) and (7A) is obliged to recuse himself or herself from the meeting during the discussion of the matter and the voting thereon.
[Sub-s. (7B) inserted by s. 1 of Act 21/2011]

(7C) A committee of the council with delegated functions in terms of [section 68](#)(2) may not take a decision on a matter considered by it if any member of the committee has a conflict of interest contemplated in this section.

[Sub-s. (7C) inserted by s. 1 of Act 21/2011]

(7D) A member of the council or a member of a committee of the council who contravenes subsection (7)(c), (d) or (e), (7A) or (7B), after Council has followed a due process, may be-

- (a) suspended from attending a meeting; or
- (b) disqualified as a member of the council or a member of a committee of the council.

[Sub-s. (7D) inserted by s. 1 of Act 21/2011]

(7E) The council must-

- (a) having regard to the provisions of section 27(9) and (7A) to (7D) and [section 34](#) and after consultation with the institutional forum, adopt a code of conduct to which all the members of the council, all the members of committees of the council and all other persons who exercise functions of the council in terms of delegated authority must subscribe; and
- (b) determine rules and procedures in terms of [section 32](#) for an annual declaration-
 - (i) by each member of the council, each member of a council committee and each person who exercises functions of the council in terms of delegated authority;
 - (ii) of his or her financial interests and fiduciary roles, the latter to include but not be limited to offices, directorships of companies, memberships of close corporations and trusteeships held; and
 - (iii) of the financial interests and fiduciary roles of the members of his or her immediate family.

[Sub-s. (7E) inserted by s. 1 of Act 21/2011]

(8) If 75 per cent or more of the members of the council of a public higher education institution resign at a meeting of council, it is deemed that the council has resigned.

[Sub-s. (8) added by s. 8 of Act 23/2001]

(9) If a council resigns as contemplated in subsection (8) a new council must be constituted in terms of the institutional statute of the public higher education institution.

[Sub-s. (9) added by s. 8 of Act 23/2001]