



RHODES UNIVERSITY

Where leaders learn

INSTITUTIONAL RULES

The following rules are framed in terms of Section 23 of the Higher Education Act (Act 101 of 1997) and of the Rhodes University statute (Government Notice 234 of 15 March 2005) to set out the procedural and other matters relevant to the business of council, senate, the institutional forum, convocation and the sub-committees of these bodies.

(Rules for degrees, diplomas and certificates, faculty rules, and the student disciplinary code are contained in the university calendar.)

With revised sections as approved by:

Council on 27 November 2019
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1. COUNCIL

1.1 ELECTION OF COUNCIL MEMBERS

1.1.1 Members appointed by the minister

1.1.1.1 The registrar must notify the minister whenever it becomes necessary for the Minister to appoint a member of the council.

1.1.1.2 If a vacancy occurs during a members' term of office the registrar must invite the minister to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

1.1.2 Members appointed by the Makana Municipality

1.1.2.1 The registrar must notify the executive officer of the Makana Municipality whenever it becomes necessary for the Makana Municipality to appoint a member of the council.

1.1.2.2 If a vacancy occurs during a member's term of office, the registrar must invite the Makana Municipality to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

1.1.3 The member appointed by the Rhodes University board of governors

1.1.3.1 The registrar must notify the chairperson of the Rhodes University board of governors whenever it becomes necessary for the Rhodes University board of governors to appoint a member of the council.

1.1.3.2 If a vacancy occurs during a member's term of office, the registrar must invite the Rhodes University board of governors to fill the vacancy for the unexpired period of office, if this is longer than three months.

1.1.4 Members elected by senate

1.1.4.1 Whenever it becomes necessary to elect a member, or members, of the council the registrar must call for nominations for election by notice to each member of senate.

1.1.4.2 Nominations, which must be signed by two members of senate and accepted in writing by the nominee, must be received by the registrar by the date specified in the notice.

1.1.4.3 If the registrar receives only one nomination, that person must be declared duly elected. If the registrar receives more than one nomination, a ballot must be held of the members of senate.

1.1.4.4 If a vacancy occurs during a member's term of office, the registrar must call for nominations and hold a ballot to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

1.1.5 The number elected by the academic staff

1.1.5.1 The academic staff are defined as full-time associate professors, senior lecturers, lecturers, junior lecturers, senior instructors, instructors and researchers employed by

the university excluding heads and acting heads of departments or of associated institutes and are entitled to elect one of their number to serve on council.

- 1.1.5.2 Whenever it becomes necessary to elect a member of council the registrar must call for nominations for election by notice to each member of academic staff.
- 1.1.5.3 Nominations, which must be signed by two members of the academic staff and accepted in writing by the nominee, must be received by the registrar by the date specified in the notice.
- 1.1.5.4 If the registrar receives only one nomination, that person must be declared duly elected.
- 1.1.5.5 If the registrar receives more than one nomination, a ballot of the academic members of staff must be held.
- 1.1.5.6 If a vacancy occurs during a member's term of office, the registrar must call for nominations and, if necessary, hold a ballot to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

1.1.6 Members appointed by the administrative and support staff

- 1.1.6.1 Every full-time and every permanently appointed member of the administrative and support staff, including professional staff in the library and information technology services and technical officers, other than the registrar, is entitled to take part in the election.
- 1.1.6.2 The members of the administrative and support staff—
 - i. in grades one to five elect one of their number to be a member of the council; and
 - ii. in grades six to twenty-three elect one of their number to be a member of the council.
- 1.1.6.3 Nominations, which must be signed by two members of the administrative and support staff in the grade groups concerned and accepted in writing by the nominee, must be received by the registrar by the date specified in the notice.
- 1.1.6.4 If the registrar receives only one nomination for each or either seat, those people or that person must be declared duly elected. If the registrar receives more than one nomination for each or either seat, a ballot of the members of the administrative and support staff concerned must be held.
- 1.1.6.5 If a vacancy occurs during a member's term of office, the registrar must call for nominations and hold a ballot to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

1.1.7 The SRC president and a member appointed by the SRC

- 1.1.7.1 After consultation with the institutional forum, the chairperson of council must make recommendations to an ordinary meeting of the council, and at its next ordinary meeting the council must decide whether or not to appoint any person or persons so recommended.
- 1.1.7.2 If the president of the SRC is not a postgraduate student, the other member of council appointed by the SRC must be a postgraduate student but need not be a member of the SRC.
- 1.1.7.3 The registrar must notify the president of the SRC whenever it becomes necessary for the SRC appoint a member of the council.

1.1.7.4 If a vacancy occurs during a member's term of office, the registrar must invite the SRC to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

1.1.8 Members appointed by the council

1.1.8.1 After consultation with the Institutional Forum, the Chairperson of Council must make recommendations to an ordinary meeting of the Council, and at its next ordinary meeting the Council must decide whether or not to appoint any person or persons so recommended.

1.1.8.2 If a vacancy occurs during a member's term of office, the Chairperson of Council must, after consultation with the Institutional Forum, make a recommendation to an ordinary meeting of the Council, and the Council must decide whether or not to appoint any person so recommended to fill the vacancy for the unexpired period of the term of office, if this is longer than three months.

1.1.9 Members co-opted by the council

1.1.9.1 If, in the opinion of the chairperson of council, the work of the council would be facilitated by the co-option of additional members, the chairperson must make recommendations to an ordinary meeting of the council, and at its next ordinary meeting the council must decide whether or not to co-opt any person or persons so recommended.

1.1.9.2 The term of office of co-opted members is determined by the council at the time of election but may not exceed five years (*as approved by Council 20 September 2022*).

1.1.9.3 A co-opted member may serve more than one term of office as a co-opted member.

1.2 TERM OF OFFICE OF COUNCIL MEMBERS

Except as provided for in subparagraphs 16 (1) and (2) of the statute and rule 1.1.9.2 above, the term of office of members of council is five years. (*as approved by Council 20 September 2022*).

1.3 EXECUTIVE COMMITTEE OF COUNCIL

1.3.1 Election of executive members

At the final ordinary meeting of the year, Council must elect an Executive for the ensuing year.

1.3.2 Composition of the executive committee

The executive committee consists of:

1.3.2.1 the chairperson of council who is the chairperson of the committee;

1.3.2.2 the vice-chairperson of council;

1.3.2.3 the vice-chancellor;

1.3.2.4 one deputy vice-chancellor;

1.3.2.5 the chair of the audit and risk committee;

1.3.2.6 the chair of the finance and general purposes committee;

1.3.2.7 one member of council who is neither an employee of the university nor a student;

1.3.2.8 one member of council elected to council by senate;

1.3.2.9 the president of the SRC;

1.3.2.10 council may co-opt an additional member who is neither an employee of the university nor a student.

1.3.2.11 the registrar, one DVC, and the CFO are in attendance. *(as approved by Council September 2020).*

1.3.3 Quorum

The quorum at any meeting of the council executive is four of which three members must be external members.

1.3.4 Functions of the executive committee

The executive committee:

1.3.4.1 acts for council whenever instructed to do so by council;

1.3.4.2 subject to paragraph 13 (4) of the statute, acts on behalf of council in an emergency.

1.4 STANDING COMMITTEES OF COUNCIL

At the final ordinary meeting of the year, the nominations and governance committee, must nominate members of council to serve on the standing committees of council as and where needed for the ensuing year, and council must decide whether or not to appoint members so recommended.

1.4.1 Finance and general purposes committee

The finance and general purposes committee (“the committee”) is a sub-committee of council, operating under delegation of authority from council. The primary function of the finance and general purposes committee is to advise on matters relating to financial oversight, financial strategy and management and all related matters. The committee advises council on certain senior-management appointments.

1.4.1.1 The finance & general purposes committee consists of:

1.4.1.1.1 the vice-chairperson of council, the vice-chancellor; the deputy vice-chancellors; two members of council elected to council by senate; two members of council who are not elected to council by senate; a maximum of four external members elected by council in view of their financial skills or relevant experience;

1.4.1.1.2 the registrar, chief financial officer and director of finance are in attendance.

1.4.1.2 The finance and general purposes committee can co-opt additional members as and when considered necessary.

1.4.1.3 The chairperson of the committee shall be appointed by council and also be a member of council.

1.4.1.4 The functions of the finance and general purposes committee are:

i. to exercise oversight over the finances of the university and to advise council on matters relating to the effective financial management and control of the finances of the university;

ii. to review and monitor on at least a quarterly basis the financial performance and results, and cash flows of the university. This review shall include (but not be limited to) central operations, residences, capital projects, research funding, other donor funding and third stream income;

- iii. to advise council on all significant non-routine, non-recurring or ad hoc financial matters affecting the university;
- iv. to advise council on the selection and appointment of staff for senior management positions in both the finance function and estates division of the university;
- v. to advise council on any matter that is not specifically under the control of senate;
- vi. to advise on financial systems, processes and procedures;
- vii. to review and approve the annual budgets, both revenue and capital, and recommend them to council for final approval;
- viii. to review and approve ad hoc and unbudgeted funding requests and recommend to council for final approval (consideration to be given to the existing delegations of authority); and
- ix. to advise council on matters connected with the property and other assets of the university.

1.4.1.5 Quorum: One-third of the members of whom at least two are independent members present constitute a quorum.

1.4.1.6 The committee shall meet at least four times a year.

1.4.2 Audit and risk committee

1.4.2.1 The audit and risk committee (“the committee”) is a sub-committee of council, operating under delegation of authority from council. The primary function of the committee is to assist the council of Rhodes University (“council”) in discharging its oversight responsibilities. The committee’s objectives and responsibilities are defined and documented in the audit committee charter (“the charter”) which is reviewed on an annual basis.

1.4.2.2 The committee shall consist of at least four members, of which at least two will be council members. At least one member should have financial expertise (i.e. a qualified accountant/auditor or similar financial professional).

1.4.2.3 Quorum: two independent members present constitute a quorum.

1.4.2.4 Council may co-opt independent members to serve on the committee. The chairperson of the committee shall be appointed by council and also be a member of council. The university’s vice-chancellor, the registrar, the chief financial officer, other senior management, external and internal auditors, and a representative of the auditor general attend meetings by invitation.

1.4.2.5 The committee should include some members who are financially literate and some who have an understanding of the tertiary/higher education sector.

1.4.2.6 The committee shall meet at least four times a year (generally, meetings correspond with major phases of the financial reporting/external audit cycle).

1.4.2.7 The committee has an essential role in ensuring the integrity and transparency of the corporate reporting. The committee’s responsibilities can be summarized into the following areas:

- i. **Financial Reporting:** The committee is responsible, on behalf of council, for ensuring the accuracy and reasonableness of the university’s annual financial statements and that they have been prepared on accordance with the prescribed accounting policies and regulations.

- ii. **External Auditors:** The committee is the primary focus for the university's relationship with the external auditors. The committee's responsibilities include, inter alia, making recommendations to council for the appointment of the external auditors, agreeing fees, reviewing scope of audit work, reviewing and approving any special/non-audit services, reviewing external auditors' independence.
- iii. **Internal Controls:** The committee must understand the financial reporting and control systems implemented by management to ensure the proper safeguarding of assets, the maintenance of proper financial records, and the fair presentation and integrity of financial reporting (including disclosures and information) in accordance with relevant standards/laws/regulations
- iv. **Risk Management:** The committee's role is to review the university's risks/risk profile and consider whether management's risk management activities, processes and procedures, particularly insofar as they affect financial reporting, are appropriate and satisfactory.
- v. **Internal Audit:** Functionally, internal audit reports to management and the vice-chancellor. However internal audit shall have a reporting line to the committee. The committee has a responsibility to review the scope of internal audit work, the adequacy of resources (and qualifications), any limitations imposed by management, the findings of audits/reviews (including subsequent follow-up and action). The committee shall review the forensic audit process and reports.
- vi. **Compliance:** The committee is responsible for monitoring the effectiveness of the university's processes for ensuring compliance with laws and regulations
- vii. **Ethics/Whistleblowing:** Council is responsible for determining and upholding the university's ethical standards and code of conduct. The committee is responsible for reviewing and monitoring the framework and processes for identifying, analysing and addressing material complaints and/or breaches (including whistleblowing) and their resolution.

1.4.3 AUDIT AND RISK COMMITTEE CHARTER

1.4.3.1 INTRODUCTION

1.4.3.1.1 Purpose and objectives

In terms of section 27(1) of the Higher Education Act 101 of 1997 (as amended) and the Rhodes University Statute (March 2005) the Council of the University is responsible for governing the University whilst the Vice Chancellor is responsible for the day-to-day management and the administration of the University. The Audit and Risk Committee (hereinafter referred to as the Committee) assists Council in the discharge of its duties relating "to the safeguarding of assets, the operation of adequate systems, control processes and the preparation of accurate financial reporting and statements in compliance with all applicable legal requirements and accounting standards".

The primary function of the Committee is to assist the Council in fulfilling its oversight responsibilities relating to: financial reporting and the integrity of the University's financial statements; the systems of internal control; the appointment, independence and performance of the University's External Auditors; the Internal Audit function; risk management and related processes; compliance with legal and regulatory requirements; ethics and whistleblowing.

The Committees' broad terms of reference and framework within which it is to operate have been approved by Council. This Charter sets out the detailed role and responsibilities of the Committee and how it will operate. It is the responsibility of the Committee to maintain free and open communication among the Committee members, External Auditors, the Internal Auditors, and management of the University. The Committee shall take all appropriate actions to set the overall University tone for quality financial reporting, sound business risk practices, and ethical behavior.

1.4.3.2 POLICY

1.4.3.2.1 Membership and attendance

Council will appoint the members of the Committee. The Committee shall consist of four members all of whom are independent of management and the University in fact and appearance. At least two Members of the Committee will be Council Members. Council may co-opt independent members to serve on the Committee.

Committee members should be financially literate and, collectively, have an appropriate range of business and other relevant skills (e.g. legal; higher education). At least one member should have a deep understanding of international financial reporting standards and financial statements, experience applying such principles, experience preparing, auditing, analyzing or evaluating financial statements, experience with internal controls and risk management processes, and a sound understanding of audit and risk committee functions.

Chairperson

The chairperson of the Committee shall be appointed by the Council. In the chairperson's temporary absence, one of the Committee members nominated by the chairperson or elected by the other members of the Committee will act as chairperson.

Attendees

Only members of the Committee have the right to attend meetings. The Vice Chancellor (or his/her nominee), the Chief Financial Officer, the Director: Finance, the Registrar, the head of Internal Audit and a representative of the External Auditors will normally attend meetings. Other members of management and a representative of the Auditor General will attend as appropriate.

Quorum

A quorum consists of two independent members, one of whom is a member of Council.

1.4.3.2.2 Duties and responsibilities of the Committee

The following are the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may modify or supplement them as appropriate:

Financial Statements and Reporting

- 1.4.3.2.2.1 Review with management and the External Auditors (and, where appropriate, the Internal Auditors) their judgments about the quality and appropriateness of the University's accounting policies, compliance with applicable accounting standards, the consistency in the application of accounting policies, the reasonableness of their decisions in those areas requiring significant judgment, the degree of aggressiveness or conservatism in applying the accounting policies, and the clarity and completeness of the financial statements and related disclosures.
- 1.4.3.2.2.2 Review the nature and extent of any unusual transactions and their impact and effect on the annual financial statements and related disclosures.
- 1.4.3.2.2.3 Review all significant adjustments arising from the annual audit.
- 1.4.3.2.2.4 Review the content of the annual report and financial statements and advise Council on whether, taken as a whole, they provide the information necessary for compliance with the Higher Education Act 101 of 1997 (as amended), the Rhodes University Statute (March 2005), the Public Audit Act 25 of 2004 and the directives of both the Departments of Higher Education and Training and the Auditor General.
- 1.4.3.2.2.5 Review the going concern status of the University.
- 1.4.3.2.2.6 Review new and significant accounting pronouncements and understand their impact on the University's financial statements.

Internal control

- 1.4.3.2.2.7 Review the effectiveness of the University's financial reporting and internal control systems, including Information Technology.
- 1.4.3.2.2.8 Review both External Auditor's and Internal Auditor's reports on the effectiveness of systems for internal control.
- 1.4.3.2.2.9 Review management's reports on critical control issues that have an impact on the effectiveness of systems for financial reporting.

- 1.4.3.2.2.10 Review the University's procedures for detecting financial reporting fraud.
- 1.4.3.2.2.11 Consider the major findings of any relevant internal investigations into control weaknesses, fraud or misconduct and management's response (in the absence of management where appropriate).
- 1.4.3.2.2.12 Review the delegations of authority schedule (at least annually).
- 1.4.3.2.2.13 Provide oversight regarding the University's Conflict of Interest and Code of Conduct policies and related procedures.

External Auditors

- 1.4.3.2.2.14 Make recommendations to the Council on the appointment, re-appointment and removal of the External Auditor. The appointment of the External Auditors shall be reviewed every five years. The Audit Committee shall oversee the process for selecting the External Auditor.
- 1.4.3.2.2.15 Oversee the relationship with the External Auditor, including:
 - (a) approving the terms of engagement (and the engagement letter) of the External Auditor, including the audit fees.
 - (b) assessing the External Auditor's effectiveness, independence and objectivity, ensuring that key partners are rotated at appropriate intervals.
 - (c) agreeing the policy for, and where required by that policy, approving the provision of non-audit services by the External Auditor and the related remuneration.

- 1.4.3.2.2.16 Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement and coordinated with the activities of the internal audit function.
- 1.4.3.2.2.17 Discuss with the External Auditor, before the audit commences, the nature and scope of the audit and review the auditor's quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements.
- 1.4.3.2.2.18 Review all of the findings from the audit with the External Auditor, including (but not limited to) the External Auditor's Report to Management and management's responsiveness to the auditor's findings and recommendations.
- 1.4.3.2.2.19 Review such reports prepared by the External Auditor as the Committee shall require, considering management's response to any major external audit recommendations.
- 1.4.3.2.2.20 Review annually and report to Council on the qualification, expertise and resources, and independence of the External Auditors and the effectiveness of the audit process, with a recommendation on whether to propose to the Council that the External Auditor be re-appointed. The review should cover all aspects of the audit and other professional services provided by the audit firm, as well as an assessment of their overall performance.

2.1

- 1.4.3.2.2.21 The Committee shall ensure that the Auditor General is notified as to the appointment of External Auditors.

Internal Audit

- 1.4.3.2.2.22 Review and appraise the organizational structure, adequacy of resources, qualifications, independence, objectivity and activities of the University's appointed Internal Auditors.
- 1.4.3.2.2.23 Monitor and review the effectiveness of the University's internal audit function in the context of the University's overall risk management system. The overall performance of the Internal Auditors should be assessed annually.
- 1.4.3.2.2.24 Approve the appointment or removal of the Internal Auditors. The appointment of the Internal Auditors shall be reviewed every three years.
- 1.4.3.2.2.25 Periodically review the University's Internal Audit charter for necessary changes.

- 1.4.3.2.26 Review the internal audit program and ensure that the internal audit function is adequately resourced and has appropriate access to information and standing within the University.
- 1.4.3.2.27 Review a report on the results of the Internal Auditor's work on a periodic basis and, in particular, consider the major findings of any significant internal audit escalated to the Committee by the Internal Auditors, and consider management's response to Internal Auditor's recommendations; and
- 1.4.3.2.28 Receive a progress report at each Committee meeting on the internal audit plan with explanations for any deviations from the original plan.

Risk management

- 1.4.3.2.29 Review and assess the University's risk management framework for identifying and monitoring significant areas of risk at least annually.
- 1.4.3.2.30 Recommend to Council policies and procedures for risk management and oversight.
- 1.4.3.2.31 Regularly review the University's risk profile and report to Council on any material changes thereto, including any new, emerging risks that have been identified.
- 1.4.3.2.32 Monitor management's performance against the risk management framework
- 1.4.3.2.33 Review the annual process followed by the University to ensure that it has appropriate levels of insurance cover (and its associated organisations and subsidiaries).

Compliance

- 1.4.3.2.34 Review the effectiveness of the University's compliance program, including policies, systems and processes, for addressing (and ensuring) compliance with applicable laws and regulations.
- 1.4.3.2.35 Receive reports from management regarding compliance with laws and regulations, including material notices or inquiries received from regulators or government agencies.
- 1.4.3.2.36 Receive and review reports from management relating to significant legal, compliance or regulatory matters that may have a material effect on the University's legal liabilities or financial statements.

Whistleblowing, fraud and other irregularities

- 1.4.3.2.2.37 Review arrangements by which staff or other third parties may, in confidence, raise concerns about possible improprieties in matters of financial reporting or any other matters.
- 1.4.3.2.2.38 Review the policies, processes and framework for identifying and addressing complaints (including whistleblowing) and review material matters and their resolution.
- 1.4.3.2.2.39 Review the University's processes for dealing with breaches of the University's ethical code and instances of unacceptable conduct.
- 1.4.3.2.2.40 Review significant occurrences of fraud that are identified, the results of any forensic investigations, reported conflicts of interest or similar improprieties. The Committee will assess the actions taken by management to, inter-alia, determine the root-cause(s), mitigate any losses and prevent recurrence.

1.4.3.2.3 Resources and Authority

The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the University and with the authority to engage independent counsel and other advisors if deemed necessary to carry out its duties at University expense.

1.4.3.2.2 Meetings

Meetings shall be held as circumstances require, but at least four times a year. Sufficient meetings shall be held as the Committee's role and responsibilities require. Sufficient time shall be allowed to enable the Committee to undertake as full a discussion as may be required.

The External Auditors and/or Internal Auditors may request a meeting with the Committee or its Chairperson if they consider that one is necessary.

The Committee shall maintain written minutes of its meetings, which will be filed with the Registrar. Reports of all meetings will be made to the Council.

The Committee may request any trustee, officer, employee, outside counsel, or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall provide sufficient opportunity for the Internal and External Auditors to meet privately with the Committee. At least annually, the Committee shall meet separately with the independent auditor, the Internal Auditor and management.

1.4.3.2.3 Reporting

The Committee Chair will regularly update Council on the proceedings of each meeting of the Committee and refer matters of concern and make appropriate recommendations to Council.

The Committee Chair will report to Council on such other matters as Council may refer to the Committee from time to time.

1.4.3.2.4 Review

The Committee will review this charter annually and recommend to Council the adoption of any amendments to it considered desirable.

The Committee shall review its performance, together with that of the individual members, on an annual basis and report to Council.

1.4.3.2.5 Approval of the Charter

The Audit and Risk Committee of the Council recommended for approval to Council this Charter in 2020 and it was approved by Council on 03 December 2020.

The Audit and Risk Committee Charter is to be reviewed and updated on an annual basis.

1.4.4 Remuneration committee of council

1.4.4.1 The Remuneration Committee of Council (hereafter referred to as the committee), is responsible for setting the strategy and broad policy on matters relating to remuneration, fringe benefits and conditions of service for all staff. The Committee advises Council on remuneration policy and makes recommendations to Council regarding remuneration adjustments. The committee's objectives and responsibilities are defined and documented in the Remuneration Committee Charter which is reviewed on an annual basis.

1.4.4.2 The committee consists of: the Chairperson of Council, who chairs the committee; the Vice-Chancellor; the chairperson of the Finances and General Purposes Committee; the chairperson of the Audit and Risk Committee and at least one other member with the requisite skills. The Deputy Vice-Chancellors, the Chief Financial Officer and the Director of Human Resources are in attendance. The Registrar is the secretary of the committee.

All internal members and those in attendance will recuse themselves in matters pertaining to their remuneration, fringe benefits and conditions of service.

Quorum: At least three members present, of whom at least two are external to the University, constitute a quorum.

The committee shall meet at least three times per annum.

1.4.5 CHARTER OF THE REMUNERATION COMMITTEE OF COUNCIL

1.4.5.1 The Remuneration Committee of Council (hereafter referred to as the committee) is a standing committee of Council responsible for setting broad policy on matters concerning staff remuneration, benefits and conditions of service, and makes recommendations to Council regarding remuneration adjustments.

- 1.4.5.2. Composition: Members of the Committee:
- Chair of Council who chairs the Committee
 - Chair of Finance and General Purposes Committee
 - Chair of the Audit and Risk Committee
 - At least one other member with the requisite skills
 - Vice Chancellor
- In attendance:
- Deputy Vice Chancellor: Research and Innovation
 - Deputy Vice Chancellor: Academic and Student Affairs
 - Chief Financial Officer
 - Director: Human Resources
 - Registrar (Secretariat)

Only members of the Committee and those in attendance attend meetings. However, others such as remuneration experts may be invited to attend as required. Members of, and attendees at this Committee must recuse themselves during deliberations and recommendations that will impact on them.

1.4.5.3 Quorum: At least three members present, of whom at least two are external to the University, constitute a quorum.

1.4.5.4 Mandate: The Remuneration Committee of Council's responsibilities include:-

1.4.5.4.1 To provide advice and guidance on remuneration practices and policies for the University and to recommend to Council remuneration strategies, practices and policies that the University should be pursuing. These policies should guide the work of the Committee in terms of good remuneration governance and management and should also serve to guide remuneration practices during the normal course of operations;

1.4.5.4.2 Ensuring that timely and appropriate benchmarking remuneration surveys are conducted by the Human Resources Division and that the results of these surveys are considered in informing remuneration levels and practices in the University;

- 1.4.5.4.3 To review and note on an annual basis the remuneration trends within the relevant sectors. External remuneration specialists can be appointed to assist with this;
- 1.4.5.4.4 To review actual remuneration levels in the institution and trends in this regard and to alert Council to any positive or negative trends emerging and the implications thereof;
- 1.4.5.4.5. To approve and recommend to Council annual institutional remuneration schedules, appropriate market comparisons, and the principles of the relevant remuneration policies;
- 1.4.5.4.6 To ensure that negotiations with representative Unions take place within the parameters determined by the Committee;
- 1.4.5.4.7 To recommend for approval to Council changes to conditions of service for all staff;
- 1.4.4.4.8 To approve severance packages for all staff where the severance package(s) is in excess of the formula approved by Council;
- 1.4.5.4.9 To review and approve all remuneration matters, including, the conditions of service, remuneration packages and any performance related bonuses of the Vice Chancellor, Deputy Vice Chancellors, Executive and Senior Management, including Deans;
- 1.4.5.4.10 To consider and approve the job profiles and job grades for the Executive¹;
- 1.4.5.4.11 To receive reports from the Vice-Chancellor who has delegated authority to consider and decide on recommendations for job grades for Senior Management¹;
- 1.4.5.4.12 To make a recommendation to Council of any remuneration related payments not stated in the employment contract for executive and senior management;
- 1.4.5.4.13 To consider and decide on applications by members of the Executive¹ for permission to do private work;
- 1.4.5.4.14 To recommend to Council an appropriate policy on the disclosure of remuneration levels to the Council, staff and general public inclusive of any regulatory requirements for the reporting of remuneration levels and or categories;
- 1.4.5.4.15 Attend to any remuneration matters that might arise during the course of the year that require the Committee's attention; and
- 1.4.5.4.16 To provide an annual report to Council on its deliberations.
- 1.4.5.5 Frequency of meetings, notification and minute taking of meetings: The Committee will meet as and when required after notification by the Registrar, usually three times per annum.

1.4.6 Nominations and governance committee of council

- 1.4.6.1 The nominations and governance committee consists of: the chairperson of council represented by the vice-chairperson of the council, an external member of council, the vice-chancellor and the president of the SRC committee.

- 1.4.6.2 The chairperson of the committee is a member nominated by council and may not be a member of the university.
- 1.4.6.3 Membership of the committee is for the period of membership of council as per the institutional statutes and members may be re-elected for a period not exceeding the number of terms as stipulated in the statutes.
- 1.4.6.4 The committee meets as and when necessary but at least twice a year, once a semester.
- 1.4.6.5 The functions of the nominations and governance committee are:
- i. to recommend to council for approval of potential members to represent council on various committees and other structures;
 - ii. to recommend to council for approval of potential persons for co-option to council on various committees and other structures;
 - iii. to consider and advise council on matters related to governance as guided by the Higher Education Act, relevant legislation and good governance practice; and
 - iv. to perform any functions as assigned by council.
- 1.4.6.6 The committee has the authority, in the discharge of its responsibilities, to give due regard to the race and gender diversity of council representatives as advised by bodies within the university, and may make recommendations to council in this regard.
- 1.4.6.7 Quorum: The quorum shall be three of which one person must be an external member of council.
- 1.4.6.8 The registrar is the secretary to the nominations and governance committee of council.

1.5 JOINT COMMITTEES OF COUNCIL AND SENATE

- 1.5.1 The council may, in consultation with senate, appoint joint committees of council and senate for any purpose and the members thereof may be elected at any council meeting.
- 1.5.2 At the final ordinary meeting of the year, the nominations committee, which comprises the chairperson of council and the registrar, must nominate members of council to serve on the established joint committees of council and senate for the ensuing year, and council must decide whether or not to appoint members so recommended.

2 SENATE

2.2 QUORUM

One-third of the total members of Senate actually holding office at the time of a meeting constitutes a quorum. The quorum is the minimum number of members who must be present at a meeting for the transaction of business.

2.3 MEMBERS ON ACADEMIC LEAVE

- 2.3.1 Members of Senate retain their rights to attend, speak and vote at meetings of Senate while on academic or long leave.
- 2.3.2 All heads of departments retain membership of boards while on academic leave.
- 2.3.3 Persons on academic leave who are members of committees retain their membership. However, where a member of Senate is appointed to a committee by virtue of an academic or administrative position held, any person appointed to act in that member's stead assumes membership of the committee. A head of department in whose place another member of staff is acting ceases to be a

member of such committees for the period for which the headship has been relinquished.

2.4 STATUTORY MEETINGS

- 2.4.1 At least two ordinary meetings of the senate must be held in each half of the academic year.
- 2.4.2 Ordinary meetings of senate shall be held on dates to be published in the calendar.

2.5 NOTICE OF MEETING

A written notice must be issued by the registrar to each member at least three days before any ordinary meeting, setting forth the time of such meeting and the matters to be considered.

2.6 SPECIAL MEETING PROCEDURES

- 2.6.1 A special meeting may be called by the chairperson at any time and must be called by him or her at the request in writing of at least five members of the senate, the object of the meeting being stated in the requisition.
- 2.6.2 Not less than twenty-four hours' notice must be given of such a meeting.
- 2.6.3 Subject to any exceptions approved by the meeting, no matter other than that of which notice has been given shall be considered at such a meeting.

2.7 ORDER OF PROCEEDINGS

At ordinary meetings of senate, the business must, unless senate resolves to the contrary at any such meeting, be taken in the following order:

- 2.7.1 leave of absence from the meeting;
- 2.7.2 confirmation of minutes of the last ordinary meeting and of any special meeting subsequent thereto;
- 2.7.3 notice of any item of business not included on the written notice of the meeting;
- 2.7.4 matters arising out of the previous minutes;
- 2.7.5 vice-chancellor's report which includes report of decisions of council which affect the senate;
- 2.7.6 reports of faculty boards and committees;
- 2.7.7 motions of which notice has been given;
- 2.7.8 any other business.

2.8 EXECUTIVE COMMITTEE OF SENATE

The terms of reference of the senate executive committee is as follows:

- 2.8.1 To read very carefully the minutes of the previous meeting of the Rhodes University senate.
- 2.8.2 To note whatever corrections need to be made in order that the secretariat can make these timeously.
- 2.8.3 Once any corrections or amendments are noted, to APPROVE the minutes on behalf the Rhodes University senate. (Senex approves on behalf of senate – senate can make corrections to typographical errors, but cannot make changes to the substance or content of the minutes).

- 2.8.4 Once the minutes have been approved as an accurate reflection, they become a formal record of Rhodes University and in the event of any dispute these minutes may play a role.
- 2.8.5 To go through all the documentation diligently and conscientiously in preparation for the meeting of senate, in order to ensure that the documentation is clear and will not create unnecessary disagreements.
- 2.8.6 To carefully formulate clear recommendations for senate in order to improve the efficiency of senate's time.
- 2.8.7 Any disagreements should be held at the meeting of senex. It can be reported if a clear recommendation could not be reached by senex, but the aim is for senate to, with the recommendations of senex, be able to apply its mind productively as to what is required.
- 2.8.8 To receive the names of external examiners for current Rhodes University staff or of people related to a Rhodes University staff member.
- 2.8.9 The executive committee of senate consists of the vice-chancellor, the deputy vice-chancellors, the deans of all faculties, one deputy dean from each faculty, the president of the SRC and four other members of senate. Retiring members are eligible for re-election. The remaining deputy deans of faculties and the registrar have attendance and speaking rights at executive committee meetings.
- 2.8.10 The reports of all committees other than those of selection or joint selection committees will be presented to the executive committee of senate in the first instance. They will contain Class A and Class B sections, defined as follows:
 - 2.8.10.1.1 **Class A:** (i) matters affecting the senate and/or council rules under which the committee operates or affecting the policies of senate and council;
 - (ii) matters referred to the committee by senate or which the committee either wishes or has to refer to senate or council;
 - 2.8.10.1.2 **Class B:** All matters not placed in Class A.
- 2.8.11 In regard to Class A matters, the executive committee must, when presenting its report to senate, indicate whether it supports or rejects recommendations in that category.
- 2.8.12 The executive committee may additionally amend or modify Class A matters.
- 2.8.13 The report of the executive committee must be divided into open and confidential sections.
- 2.8.14 Matters must be further identified as Class A (i.e. eligible for debate by senate) and Class B (for noting only).
- 2.8.15 A Class B matter may be raised to Class A if a majority of members present and voting so decide.

2.9 BOARDS OF FACULTY

2.9.1 Functions of faculty boards

Senate has delegated to each faculty board full executive responsibility:

- 2.9.1.1 to conduct its own affairs in terms of its own rules, provided that any amendment to or addition to these rules must continue to be presented to and be approved by senate;
- 2.9.1.2 to determine all matters pertaining to departmental examination requirements and to the finalisation of all examination results provided that the results of

- doctoral examinations and the appointment of doctoral examiners continue to be subject to the approval of senate;
- 2.9.1.3 to determine which of its students, if any, should be excluded in terms of Rule G.7, provided that any student so excluded has the right of appeal to the dean in the first instance, and to appeals committee;
 - 2.9.1.4 to empower the dean of the faculty to resolve, in terms of that faculty's rules, all matters already delegated to him or her by senate, provided that the registration of students for a doctorate continues to be subject to the approval of senate.

2.9.2 Powers of deans

Inter alia, the dean of a faculty is empowered to take action in respect of the following:

- 2.9.2.1 approval of, and changes in, students' curricula;
- 2.9.2.2 credits from other universities and from other faculties of the university;
- 2.9.2.3 extension of the validity of DP certificates;
- 2.9.2.4 student admissions other than for doctoral candidates;
- 2.9.2.5 approval of examination results during university vacations;
- 2.9.2.6 approval of conditions of academic probation;
- 2.9.2.7 approval of award of aegrotat, supplementary or special examinations.

2.9.3 Presentation of reports

The reports of meetings of faculty boards will be divided into:

- 2.9.3.1 **Class A matters:** changes in rules, and matters which the board either has to or wishes to report to senate, or which have been referred to the board by senate;
- 2.9.3.2 **Class B matters:** all matters not placed in Class A. Faculty boards have the power to act on Class B items.

2.9.4 Boards of faculties

- 2.9.4.1 The protocol for election of deans, as approved by council on 12 September 2019, can be found at Appendix A.
- 2.9.4.2 The protocol for election of deputy deans can be found at Appendix B.
- 2.9.4.3 Each faculty selects a deputy dean as a full member of the executive committee of senate.
- 2.9.4.4 Whenever it becomes necessary to elect a deputy dean the registrar must call for nominations for election by notice to each member of the appropriate faculty board.
- 2.9.4.5 Nominations, which must be signed by two members of the board and accepted in writing by the nominee, must be received by the registrar by the date specified in the notice. Faculty boards may require nominees to submit written statements of their vision for the faculty at the time of accepting the nomination and may further require the nominees to present their vision to a meeting of the faculty board which shall be held before an election takes place.
- 2.9.4.6 If the registrar receives only one nomination, a ballot must be held and the election process must include a not appointable option. If the registrar receives more than one nomination, a ballot must be held of the members of the faculty

board. If the ballot results in an equality of votes for two candidates the ballot must be reheld.

- 2.9.4.7 The registrar must announce the outcome of the ballot. Numerical results should not be released to the faculty board or the wider university community but the results should be conveyed at least in generality, not necessarily in exact numbers, to all candidates in the election.
- 2.9.4.8 Faculty boards must comprise at least one student respectively of the SRC, the postgraduate students' forum and the relevant student faculty councils.
- 2.9.4.9 Members of the academic staff appointed on contract terms for a minimum of one year at a time shall be eligible for full membership of faculty boards subject to the faculty specific institutional rules referred to below.
- 2.9.4.10 Quorum – The quorum of any meeting of boards of faculties is 25% (twenty five percent) of members who are not on sabbatical.

2.9.5 Board of the faculty of humanities

- 2.9.5.1 Notwithstanding 2.8.4.8 and 2.8.4.9, the board consists of the vice-chancellor, the deputy vice-chancellors, the heads of all departments in which major subjects for the BA, BFineArt, BJourn, BMus and BSocSc degrees are taught, and other professors in such departments; the director of the Institute of Social and Economic Research; the director of the Institute for the Study of Englishes in Africa; the director of Amazwi; the executive director of the Dictionary Unit for South African English; the director of the Public Service Accountability Monitor; the Director of the Albany Museum; the head of CHERTL; a representative of the faculty of science, the faculty of law, the faculty of education and the faculty of commerce; the director of Library Services (or his/her nominee); a representative of the SRC and of the postgraduate students' liaison committee.
- 2.9.5.2 A member of staff who is responsible within a department for a major subject not directly represented may be appointed to the board.
- 2.9.5.3 Other members of the academic staff in the faculty, who are either permanent or on contracts of three years or more duration, and members of staff of the Centre for Higher Education Research, Teaching and Learning may, if they so wish, apply for membership of the board. Membership of the faculty board would lapse after four missed meetings without apology.

2.9.6 Board of the faculty of science

- 2.9.6.1 Notwithstanding 2.8.4.8 and 2.8.4.9, the board consists of the vice-chancellor, the deputy vice-chancellors, the heads and professors of all departments in which major subjects for the BSc, BSc (Information Systems) or BSc (Software Development) degrees are taught; the dean of the faculty of pharmacy; the managing director of the South African Institute for Aquatic Biodiversity; the director of the Albany Museum; the director of the Institute for Water Research; the director of the Institute for Environmental Biotechnology; the Southern Oceans Group, the director of Library Services (or his/her nominee); a representative of the SRC; a representative of the postdoctoral liaison sub-committee; and two student representatives nominated by the faculty's student representatives.

- 2.9.6.2 Other members of the academic or research staff of the university or its associated institutes, who have teaching commitments in the faculty, may, if they so wish, apply for membership of the board.
- 2.9.6.3 Other members of the academic or research staff of the university or its associated and affiliated institutes or an honorary appointment who wishes to be the primary supervisor of an MSc and/or PhD student registered in the faculty of science is required to be a member of the board.
- 2.9.6.4 Members of the board will be considered to be in good standing if they have attended at least three of the last five meetings. Members of the board on academic leave are exempt, if they wish, from attending meetings, in which case their standing will be determined by that immediately prior to starting their academic leave.
- 2.9.6.5 Voting rights will be restricted to members of the board who are in good standing. The board will be considered quorate if membership of a meeting of the board exceeds a quarter of the number of members who are in good standing.

2.9.7 Board of faculty of law

- 2.9.7.1 Notwithstanding 2.6.4.8 and 2.6.4.9, the board consists of the vice-chancellor, the deputy vice-chancellors, all permanent academic members of the law faculty; one representative of the board of the faculty of humanities; a representative of the board of the faculty of commerce; the principal librarian: law; one representative of the legal profession in Makhanda.
- 2.9.7.2 Three student representatives, one from the penultimate year of study, one from the final year of study, and one postgraduate student, may be elected by the students to serve on the board.

2.9.8 Board of the faculty of education

- 2.9.8.1 Notwithstanding 2.8.4.8 and 2.8.4.9, the board consists of the vice-chancellor, the deputy vice-chancellors, the professors of education, associate professors, senior lecturers and lecturers in the education department, CHERTL, The Centre for Social Development, the Institute for the Study of Englishes of Africa, and the Rhodes University Mathematics Education Project, and a representative of each of the board of the faculty of humanities, the board of the faculty of commerce, the director of library services (or his/her nominee); a representative of the SRC and of the postgraduate students' liaison committee.
- 2.9.8.2 Other full-time fixed contract members of academic staff in departments and institutes which have teaching commitments in the faculty may, if they so wish, apply for membership of the board.

2.9.9 The board of the faculty of commerce

- 2.9.9.1 Notwithstanding 2.8.4.8 and 2.8.4.9, the board consists of the vice-chancellor, the deputy vice-chancellors, the heads of the departments of accounting, computer science, economics & economic history, information systems, management, and statistics and other professors in these departments; all other permanent members of the academic staff of the faculty; the head of each of the following departments (or nominee): law and mathematics (pure & applied); a representative of the board of the faculty of science; the director

and all other permanent members of the academic staff of the Rhodes Business School, the director of library services (or his/her nominee); a representative of the SRC and of the postgraduate students' liaison committee; and two student representatives nominated by the faculty's class representatives.

2.9.9.2 Permanent members of the academic staff in departments which have teaching commitments in the faculty, and members of staff of the Centre for Higher Education Research, Teaching and Learning and the Institute for Social and Economic Research may, if they so wish, apply for membership of the board.

2.9.10 The board of the faculty of pharmacy

2.9.10.1 Notwithstanding 2.8.4.8 and 2.8.4.9, the board consists of the vice-chancellor, the deputy vice-chancellors, the professors of the faculty of pharmacy, all academic staff members of the faculty of pharmacy, the dean or deputy dean of the science faculty, the head (or nominee) of the departments of botany, chemistry, statistics, zoology and entomology, computer science and mathematics, the director of library services (or his/her nominee); two students who are class representatives – one representing the 3rd year class, and the other the 4th year class within the faculty, a representative of the SRC: academic councillor (observer status) and the postgraduate student representative.

2.9.10.2 Members of the Centre for Higher Education Research and Teaching and Learning may, if they so wish, apply for membership of the board.

2.10 SENATE STANDING COMMITTEES

2.10.1 Rules of order

2.10.1.1 The vice-chancellor and the deputy vice-chancellors are ex officio members of all standing committees, and have the power to nominate a person to represent them. Attendance at meetings will be at their own discretion.

2.10.1.2 The registrar may be attendance at any committee of senate or of the joint committees of senate and council.

2.10.1.3 A head of department who is an ex officio member of a committee may nominate an alternate to represent him or her on that committee.

2.10.1.4 In cases where a chairperson is not designated, the vice-chancellor may designate a member of the committee as chairperson.

2.10.1.5 The chairperson of a senate appointed committee shall, wherever possible, be a member of senate, and thus in a position to present the committee report to senate.

2.10.1.6 All standing committees have the power to co-opt additional members according to their needs.

2.10.1.7 In the event of a vacancy occurring in any committee, the nominations committee of senate may propose a replacement for consideration to senate.

2.10.1.8 The senate may appoint ad hoc committees for any purpose and the members thereof may be elected at any senate meeting.

2.10.1.9 Unless specified otherwise, one-third of vacancies filled shall constitute a quorum for any committee of senate.

2.10.1.10 In conducting their business, committees of senate must, in the event of any dispute or disagreement, apply mutatis mutandis, the rules for meeting procedures set out in these institutional rules.

2.10.2 Granted powers to act

2.10.2.1 Senate has granted all committees power to act in regard to Class B matters.

2.10.2.2 Committees having the power to act may not:

- i. incur expenditure in excess of any budget which council might have approved;
- ii. commit council to expenditure for which no specific provision had been made in their budget.

2.10.3 Committee membership

At the final ordinary meeting of the year, Senate must:

2.10.4 confirm the following appointments:

- 2.10.5
- i. Four representatives to serve on the executive committee of senate (to hold office for two years).
 - ii. Two representatives to serve on the institutional forum for a two-year period.
 - iii. Three members of the nominations committee to serve for a two-year period commencing at the conclusion of senate's penultimate ordinary meeting of the year.
- 2.10.6 Decide whether or not to appoint members nominated by the outgoing nominations committee to the committees of Senate and joint committees of council and senate for a two-year period.

3 INSTITUTIONAL FORUM

3.1 ELECTION OR APPOINTMENT OF MEMBERS OF INSTITUTIONAL FORUM

3.1.1 Members other than students, staff and community representatives

- 3.1.1.1 The vice-chancellor must appoint two members of the executive management to be members of the institutional forum; the council must elect two of its members to be members of the institutional forum; the senate must elect two of its members to be members of the institutional forum.
- 3.1.1.2 The term of office of any member of the executive management appointed by the vice-chancellor is decided by the vice-chancellor.
- 3.1.1.3 The term of office of the members elected by the council is the period that the member serves on council.
- 3.1.1.4 The term of office of the members elected by the senate is two calendar years from the first day of January, provided that a retiring member is eligible for re-election.
- 3.1.1.5 The vice-chancellor must appoint one member of the executive management to be an alternate member of the institutional forum, and the council and the senate must also each annually elect one member of the council and the senate respectively to be alternate members of the institutional forum.
- 3.1.1.6 A person elected by the council ceases to be a member or an alternate member of the institutional forum if he or she ceases to be a member of the council.
- 3.1.1.7 A person elected by the senate ceases to be a member or an alternate member of the institutional forum if he or she ceases to be a member of the senate.
- 3.1.1.8 If a vacancy occurs during the term of office of a council or a senate member, the council or the senate, as the case may be, must fill the vacancy for the unexpired term of office.

3.1.2 Student members of institutional forum

- 3.1.2.1 The SRC must elect eight students to be members of the institutional forum and two students to be alternate members.
- 3.1.2.2 In electing its representatives the SRC must take into account the need to ensure representivity of views across the student body.
- 3.1.2.3 The term of office of the student members and the alternate members of the institutional forum will be one year coinciding with the term of office of members of the SRC.
- 3.1.2.4 A student elected as a member or alternate member of the institutional forum ceases to be a member or an alternate member of the institutional forum:
 - i. if such person ceases to be a student; or
 - ii. for any period during which such person is suspended by or from the university.
- 3.1.2.5 If a vacancy occurs during the term of office, the SRC must fill the vacancy for the unexpired term of office.

3.1.3 Staff members of institutional forum

- 3.1.3.1 The academic staff, other than members of senate, must elect five of their number to be members and one to be an alternate member of the institutional forum.
- 3.1.3.2 The administrative and support staff, who are members of recognised staff bodies of the university, must elect four of their number to be members and two to be alternate members of the institutional forum.
- 3.1.3.3 The term of office of members of staff is two calendar years from the first day of January.
- 3.1.3.4 A person elected under this paragraph ceases to be a member or an alternate member of the institutional forum:
 - i. if such person ceases to be a member of staff;
 - ii. for any period during which such person is suspended by or from the university.
 - iii. If a vacancy occurs during the term of office, the staff body or bodies concerned must fill the
 - iv. vacancy for the unexpired period of the term of office.

3.1.4 Members of any other sector

- 3.1.4.1 The secretary to the institutional forum must request the Makana Municipality to appoint two persons to be members of the institutional forum and one to be an alternate member.
- 3.1.4.2 A person ceases to be a member or an alternate member of the institutional forum if such person is informed by the chief executive officer of the Makana Municipality that such person's services are no longer required.

3.2 CHAIRPERSON OF INSTITUTIONAL FORUM

- 3.2.1 The institutional forum must elect from among its members a chairperson who will serve for a term of two calendar years.
- 3.2.2 If a chairperson is absent, the first item of business at that meeting is the election of a chairperson.

- 3.2.3 The duties of a chairperson are:
- i. to set the agenda in consultation with other parties;
 - ii. to chair the meeting;
 - iii. to follow-up on the progress of the sub-committees;
 - iv. to ensure that minutes are distributed within a week of the meeting.

3.3 ALTERNATE MEMBERS

- 3.3.1 An alternate member may participate as a full member of the institutional forum only if the substantive member is absent.
- 3.3.2 Alternate members may be in attendance as observers at all meeting of the institutional forum and are encouraged to do so in order to keep abreast of developments.
- 3.3.3 Alternates are allowed the opportunity to confer with members.
- 3.3.4 Members are allowed the opportunity to confer with observers.
- 3.3.5 Members may ask the meeting's permission for an observer to address the meeting provided that the observer may speak for no longer than three minutes and only one such intervention will be permitted per agenda item per stakeholder group.

3.4 QUORUM

A quorum is one third of the total membership of the institutional forum. The quorum is the minimum number of members who must be present at a meeting for the transaction of business.

3.5 MEETINGS OF INSTITUTIONAL FORUM

- 3.5.1 There must be four ordinary meetings of the institutional forum each year.
- 3.5.2 The dates of the ordinary meetings must be published in the university calendar.
- 3.5.3 Special meetings must be held when a written request for a special meeting is received by the secretary to the institutional forum from members of at least three sectors, the object of the meeting being stated in the request.

3.6 COMMITTEES OF INSTITUTIONAL FORUM

The Institutional Forum may establish ad-hoc committees chaired by a member of the Institutional Forum on which stakeholders who are not members of the Institutional Forum may be co-opted.

4 CONVOCATION

4.1 RETURNING OFFICER

At an election the secretary acts as returning officer.

4.2 SUBMISSION OF RESOLUTIONS TO COUNCIL AND SENATE

A copy of all resolutions of convocation, and a statement of such other matters as convocation may decide, duly certified by the chairperson and the secretary, must be sent to the Chairperson of council for the information of the council, and to the vice-chancellor for the information of senate.

4.3 SECRETARY

The registrar is the secretary of convocation.

5 MEETING PROCEDURES

5.1 APPLICABILITY OF MEETING PROCEDURES

These procedures apply to the council, the board of governors, the senate, the institutional forum, convocation and all university committees.

5.2 RECORDING OF MEETINGS

- 5.2.1 All meetings serviced by the secretariat or by the registrar shall be recorded electronically.
- 5.2.2 The electronic recordings are for the assistance of the person responsible for the drafting of the minutes.
- 5.2.3 Once the relevant committee has approved the minutes of that particular meeting, the recording will be destroyed by the secretariat.
- 5.2.4 Rhodes University affirms that only the written and confirmed minutes of a meeting serve as the official record of the meeting.
- 5.2.5 Should the written minutes be challenged and therefore not confirmed, only the chairperson of the committee and the registrar have the right to access recordings for clarification.
- 5.2.6 Copies of the recording may not be made.

5.3 PREPARATION OF MEETINGS

- 5.3.1 The draft minutes of any official university meeting must be watermarked as draft and checked by the chairperson. Once so checked, the minutes are to be marked as unconfirmed via watermark.
- 5.3.2 The unconfirmed minutes of ordinary meetings must normally be received by the members not more than fourteen days after the day upon which such ordinary meeting is completed.
- 5.3.3
- 5.3.4 If any member wishes to raise any objection to the minutes, he or she must raise the objection at the next ordinary meeting. No motion or discussion shall be allowed upon minutes except as to their accuracy. Members are permitted to email their concerns in respect of the accuracy of a minute to the secretariat prior to the next meeting. The secretariat will bring these concerns to the meeting.
- 5.3.5

5.4 CONFIRMATION OF MINUTES

- 5.4.1 The first act of each ordinary meeting (except Senate), after being constituted, shall be to confirm, the minutes of the last preceding ordinary meeting and of any special meetings held subsequently thereto. The minutes of a meeting are deemed adopted, provided that:
 - i. The meeting is quorate.
 - ii. At least two members who were in the previous meeting are present in the meeting.
 - iii. There are no objections to the adoption of the minutes.
- 5.4.2 All objections to the minutes must be raised and decided before such confirmation. No motion or discussion shall be allowed upon minutes except as to their accuracy.

5.5 SPEAKING TO MOTIONS

A member may not, without the permission of the chairperson, speak more than once on any motion or amendment thereof, but the mover of the motion or amendment may reply.

5.6 WITHDRAWAL OF MOTION

A motion or amendment must be seconded, and, if so directed by the chairperson, be in writing, and no motion or amendment may be withdrawn without the consent of the proposer, the seconder and the meeting.

5.7 MOTIONS TO RESCIND/AMEND RESOLUTIONS

Notice of any motion to make, amend or rescind a statute or institutional rule, or to amend or rescind a previous resolution of the meeting, shall be given at the meeting previous to that at which it is to be moved; provided that in the case of senate, no such notice shall be required if the proposal to make, amend or rescind a previous resolution of the senate, has been made by a committee of the senate, and if the minutes of the meeting of the committee at which the proposal was made have been issued in time to have been received by the members of senate at least two days before the meeting at which it is to be discussed.

5.8 VOTING

- 5.8.1 Subject to any provisions in these rules or any applicable university policies and protocols to the contrary, all questions to the extent possible shall be decided by consensus, but where necessary shall be decided by the majority of votes of the members present and voting.
- 5.8.2 The chairperson shall have a casting vote, in the case of an equality in the number of votes.
- 5.8.3 The number of members voting for or against any motion shall be recorded in the minutes, if so decided by the meeting, and, at the request of any member, the chairperson shall direct that the vote of such member be likewise recorded.

5.9 RULING OF CHAIRPERSON

The ruling of the chairperson on any question of order or procedure shall be binding unless immediately challenged by a member, in which case it shall be submitted without discussion to the meeting, whose decision shall be final.

5.10 UNDISCLOSED BUSINESS

- 5.10.1 When an item of business not disclosed on the written notice of an ordinary meeting is introduced, voting on such item shall not take place until the lapse of one hour after its introduction, unless the meeting agrees by recorded vote to the contrary.
- 5.10.2 At a special meeting, no business other than that of which notice has been given shall be transacted at such a meeting, unless agreed to by the meeting.

5.11 WAIVER OF RULES

The meeting may, by a vote of two thirds of the members present at any duly constituted meeting, approve of an exception to any of the rules pertaining to meeting procedures.

5.12 CONFIDENTIALITY

Minutes may contain restricted sections in which confidential resolutions, such as those relating to individual students, are recorded.

5.13 CONDUCT OF MEETING

- 5.13.1 Any member may bring any matter before a meeting by submitting a written motion to the registrar at least seven days before the meeting at which it is to be discussed.
- 5.13.2 Whenever an amendment is duly moved and seconded, that amendment, or the latest, if several amendments are moved and seconded, must first be voted on. If there is a majority in favour of the amendment, the original motion is lost. The amendment then becomes the substantive motion. An amendment to this amended version of the original (now the substantive motion) may be moved. Any amendment to the original motion not yet voted on which can, with the necessary changes, be treated as an amendment to the now substantive motion is voted on in order of priority, the later preceding the earlier. When no further amendment is offered to an amended motion, the amended motion, which has become the substantive motion, is voted on as the substantive motion in order to discover whether a majority prefer it to the status quo.
- 5.13.3 Voting shall take place by a show of hands, unless a member requests, or the chairperson directs, that a ballot shall be taken.
- 5.13.4 Members shall address the chairperson and, in the case of senate, remain standing while speaking, and shall not, without the permission of the chairperson, speak for more than seven consecutive minutes.
- 5.13.5 If two or more members simultaneously address the chairperson, the chairperson shall decide the order of precedence.
- 5.13.6 All questions put to the meeting by members of the meeting must be put through the chairperson who may decline to put any questions.
- 5.13.7 No decision of a meeting shall be debated within six months of such decision being taken, except with the permission of two thirds of the members of the meeting present at the time of voting, or the majority of the total membership of the body, whichever is the greater.
- 5.13.8 It shall be open for any member of a meeting to move that the subject under discussion shall be dealt with in committee, and, if seconded, such motion shall be put without further discussion. If the matter is dealt with in committee, the provisions of Rule 5.13 7 above shall not apply.
- 5.13.9 Whenever in the opinion of any member any matter has been sufficiently discussed that member may:
 - i. move that the question be now put; or
 - ii. move that the meeting proceed to the next item of business on the agenda.Either motion, if seconded, shall be put to the vote without further discussion or amendment. If the latter motion is carried, the matter under discussion shall not be further discussed at that meeting, and may not be raised again at any subsequent meeting except by way of a fresh notice of motion.

- 5.14 Rule governing the placement of agenda items for meetings of Council and Committees of Council of Rhodes University (*as approved at council meeting of 20 September 2022*).

Normally agenda items for consideration by Council and Council committees are approved via the university structures and the executive.

The request to place an item on the agenda must comply with the timeframes as set in the Institutional Rules.

Should an individual member of Council or a committee of Council of Rhodes University propose a matter to be placed on the agenda for discussion at committee meetings such proposal must:

1. Have a seconder who is a member of the Council or the Committee at which the proposal is made, who supports the proposer
2. Must be supported by at least 25% of the membership of these bodies.

6 OFFICE OF THE OMBUD

- 6.1 The office of an ombud (“the office”) has been created to assist persons or entities of the university (i.e. current and former students and their parents, academic, administrative and support staff, service providers and visitors) to make recommendations for problems deemed unresolved or not resolved to his/her satisfaction by the complainant after exhausting all mechanisms, despite such problems having been through all the university’s prescribed processes.
- 6.2 The university shall provide contact details, including an address, to which complaints, problems or concerns shall be referred to, for the attention of the ombud.
- 6.3 The office has not been established to replace any of the university’s existing structures to address problems or concerns. Any person or entity with a problem or concern must first refer any such to the university’s existing structures. If, having exhausted the internal existing university structures a problem or concern remains unresolved it can then be referred to the ombud.
- 6.4 The office of the Ombud is independent from the university’s structures and is not an agent for the university or any of its structures.
- 6.5 The office shall:
 - i. be accessible; and
 - ii. treat complaints or problems promptly and confidentially, in a fair and dignified manner;
- 6.6 The type of issues that may be referred to the ombud, other than fraudulent matters, shall include, but not be limited to the following:
 - i. problems deemed unresolved or not resolved to his/her satisfaction by the complainant after exhausting all mechanisms, despite such problems having been through all the university’s prescribed processes.
 - ii. a complaint that had been treated unfairly by one or more of the university’s structures; and;
- 6.7 The office shall:

- i. analyse and investigate the complaint;
 - ii. invite the implicated person or structure to respond to the complaint (without compromising confidentiality and without adjudicating the complaint);
 - iii. identify the issues;
 - iv. provide advice and guidance on the manner in which to solve problems arising from or related to the university’s rules, policies, practises and procedures;
 - v. mediate in search of a solution, and
 - vi. make written recommendations;
- 6.8 The office has the power to consider the university’s rules, policies, practices and procedures and express an opinion thereon, with a view to advise the university administrators;
- 6.9 The office must give written reasons to a complainant in the event of declining to assist the complainant;
- 6.10 The office shall not:
- i. make decisions for or on behalf of the university;
 - ii. act as agent of the person or entity that referred the complaint to it;
 - iii. award compensation to a complainant;
 - iv. give advice on academic related complaints or problems;
 - v. deal with a problem which should, first, have been referred to the university’s grievance procedures;
 - vi. give psychological counselling; and
 - vii. give legal advice, other than to refer the person or entity to a legal practitioner.

REPORTING FRAUD

- 1.1 Notwithstanding the above, in the event that there may be suspicion of fraud, such shall be reported directly to the whistleblowing hotline, as per below.
- 1.2 The reporting structure is independent from the university’s structures and is not an agent for the University or any of its structures.

Report of fraud can be sent to the email address/contact number below.
hotline@kpmg.co.za / fraud@kpmg.co.za
http://www.thornhill.co.za/kpmgfaircallreport .
KPMG Hotfax – 0800 200 796

7 DEFINITIONS

- 7.1 The term “deputy vice-chancellor(s)” in these rules has the same meaning as the term “vice-principal(s)” in the statute.

8 TERMS OF REFERENCE: EXAMINATIONS COMMITTEE OF SENATE

The Examinations Committee of Senate is an ad hoc committee which meets as and when necessary to discuss matters of Policy in relation to examinations matters.

Meetings are dependent as mandated by Senate or Committees of Senate or when the Committee identifies a need.

COMPOSITION

Registrar (Chair)

Four academics members of Senate of which at least two must be from the Deanery.

Member of the SRC as identified by the SRC

The Manager Academic Administration is in attendance

QUORUM

Three members constitute a quorum.

In the absence of the Registrar as Chair, a chairperson can be identified from the academic members present at the meeting, unless the Registrar has identified an academic member prior to the meeting.

FREQUENCY OF MEETINGS

Although four meetings will be scheduled in the Academic Diary (one a term), meetings are held at times as required. If there are no agenda items for discussion, the meeting will not sit.

Policies issues pertaining Examinations

Rules and Mandate to the Committee to meet via Senate

9 TERMS OF REFERENCE OF THE CONSTITUTION COMMITTEE OF SENATE

9.1. Roles/ Functions of the Committee:

- 9.1.1. to check the Academic Calendar entries as approved by Senate;
- 9.1.2. to advise Senate on inclusions/amendments for Academic Calendar;
- 9.1.3. to ensure due processes have been followed in finalisation of rules;
- 9.1.4. to advise corrections to custodians of documents which have to be approved before implementation.

9.2. The Constitution Committee consists of:

- 9.2.1. the Dean of Law who serves as the Chairperson and ex officio;
- 9.2.2. the Registrar;
- 9.2.3. three Senate nominees;
- 9.2.4. in attendance: two Deputy Vice-Chancellors;
- 9.2.5. the Committee has the authority to invite any other persons as and when necessary.

9.3. Quorum

9.3.1. three members form a quorum.

9.4. Meetings

9.4.1. The committee shall meet at least twice a year.

ANNEXURE 1: PROTOCOL FOR THE ELECTION OF DEANS

As per the resolution of Council at its meetings of September and November 2020, the deanery election processes must advance the transformation of the deanery.

Protocol title	Protocol for the election of deans
Protocol statement (State in a single paragraph the protocol mandate and how this relates to the supporting policies)	This protocol regulates the processes by which academic deans are elected by faculties and appointed by senate and council in accordance with the university statute. It aims to do so in a manner which is consistent with the institutional transformation plan and with the need for each faculty to exercise agency in electing faculty leadership.
Reason for protocol (What this protocol aims to achieve)	To provide a mechanism to elect an academic dean of faculty consistent with the university statute, the institutional rules, and the strategies contained within the institutional development plan and the institutional transformation plan.
People affected by this protocol (e.g. All units of the university)	All members of academic faculties; deans; the registrar's division; human resources.
Who should read this protocol (People who need to heed this protocol to fulfil their duties)	All members of academic faculties; deans; The registrar's division; human resources.
Website address/link for this protocol	N.A.

PROTOCOL FOR THE ELECTION OF DEANS

Protocol volume	
Protocol chapter	
Responsible committee/unit/division/faculty	Academic faculty boards
Responsible chairperson/director/manager	Registrar and chairperson of faculty election team
Dates of first and subsequent division approvals	Previous version approved by council on 12 September 2013
Revision history: Approved reviews	Current redrafted version 12 September 2018
Review cycle (e.g. every 2/5/7 years etc.)	7 years
Next review date	N.A.

PROTOCOL PARTICULARS

RELATED DOCUMENTS FORMS AND TOOLS

(University policies, protocols and documents such as rules/policies/protocols/guidelines/related to this protocol)

Legislation	Rhodes University statute (Government Notice 234 of 15 March 2006)
Related protocols	Recruitment and selection policy, university statute, and institutional rules

Forms and tools (documents to be completed in support of this protocol implementation) e.g. protocol template for the protocol itself. Documents pertaining to procedures for implementation, as well as monitoring and evaluation of the protocol	Protocol template Minutes of faculty election team meetings and external consultations Faculty election team shortlisting Faculty electronic voting Minute of appointment

PROTOCOL DEFINITIONS

(Technical or conceptual terms used in the protocol)

TERM	DEFINITION
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Academic Dean	A scholarly Dean who is chair and leader of the relevant academic Faculty. As academic leaders of their entities, Deans are persons of scholarly and professional accomplishment. The university encourages their continued engagement as academics in scholarly, professional, teaching and university service activities, consistent with but distinct from, their decanal responsibilities.
Council	The Council of the University contemplated in paragraph 13 of the Rhodes University Statute.
Dean	Unless otherwise indicated in this protocol, the term “Dean” shall denote a scholarly Dean and the overall leader of a Faculty, based upon the definition used in the University Statute, and shall be taken to include functions inferred by the attributes of a Dean listed in Appendix 1.
Designated Groups	The term “Designated groups” denotes Black (Africans, Coloureds, Indians) people, women and people with disabilities as defined in the Employment Equity Act, No. 55 of 1998 (as amended), who are citizens of the Republic of South Africa by birth or descent, or became citizens of the Republic of South Africa by naturalization.
Faculty	A Faculty established in terms of paragraph 32 of the Rhodes University Statute, and paragraph 2.9 of the Institutional Rules
Faculty Election Team	A Faculty committee as defined in section 1 of this protocol.
The Institution	Unless it is otherwise made clear in the text, the term “Institution” denotes Rhodes University, also variously referred to as “the University” in this document.
Members of a Faculty Board	The membership of each Faculty Board is as defined in the Institutional Rules.
The process	The process as outlined in this protocol.

Transformation	<p>The term “Transformation” does not have a specific, legally binding definition and the University does not use a specific definition. Nevertheless, it is used in this document as per common usage and can be taken to include a broad set of ideals and goals in line with the Constitution of the Republic of South Africa, the Employment Equity Act, No. 55 of 1998 (as amended) and the goals of the Institutional Development Plan as well as the Institutional Transformation Plan.</p> <p>These ideals and goals relate to addressing inequality and past social injustices.</p>
Suitably qualified	<p>An individual that meets the minimum requirements of the Dean’s role profile as outlined in Appendix 1.</p>
The University	<p>Unless it is otherwise made clear in the text, the term “University” denotes Rhodes University, also variously referred to as “the institution” in this document.</p>

PROTOCOL DEFINITIONS

(Technical or Conceptual terms used in the protocol)

PRINCIPLES GOVERNING THIS PROTOCOL

OVERVIEW
The following principles underpin this protocol:

The centrality of the academic project: Rhodes University prides itself on the centrality of the academic project at this institution and the accountability of the Dean to their Faculty, is seen as critical to this.

Deans are accountable to their Faculties for strategic leadership of the Faculty, efficient oversight of the administration of Faculty business, oversight of academic standards within the faculty, the intellectual health, growth and reputation of the Faculty, alignment of Faculty objectives with broader institutional objectives, and exercising the powers vested in the office of Dean on behalf of the Faculty as outlined in the Institutional Rules.

Deans report operationally to the Vice-Chancellor or a Deputy Vice-Chancellor designated by the Vice Chancellor for institutional accountability and support, personal development, performance and conduct, compliance and governance aspects of the role.

Academic leadership: The Dean of a Faculty is, first and foremost, an academic leader and as the leader of the Faculty is entrusted with a central role in facilitating a creative environment for the promotion of teaching and learning, research and community engagement.

Faculty agency: Faculties exhibit agency by electing a Dean from a pool of candidates, whom Faculty considers to be an appropriate scholarly leader for the context. Faculty agency is important because it is active engagement and investment by individual Faculty members which drives the Academic Project. The Deans are elected and as such, are accountable in a system of academic governance characterized by democratically established Faculty committees. This stands in contrast to so-called executive Dean positions whereby persons occupying these positions are identified by Selection Committees only and which thereby deny Faculty the opportunity to be agentive in the process.

Transformation: The process will emphasize transformation, both in term of complying with the Employment Equity Act, No. 55 of 1998 (as amended) and with the relevant university policies and strategies in this regard, and in terms of driving transformation of the academic project within the Faculty and wider university (see **Transformation of the Rhodes University Deanery** sub section below).

Fair process and due diligence: The election process must be fair and transparent and informed by Institutional policies and strategies, and Faculty imperatives. These imperatives include: the role of the Dean within Rhodes University (see role profile for this purpose); the needs of the Faculty as regards the academic project; the strategic imperatives of the University related to the academic project and its impact on the Faculty; as well as Institutional and Faculty equity and transformation goals and imperatives.

Collegiality: The process should be consultative and participatory.

Equity: The process will be fair in its treatment of internal and external applicants/candidates who will be treated as equals throughout the process.

Introduction

The Dean is elected by the Faculty. This election process is overseen by the Registrar as a neutral representative of the Institution, with involvement by the Director: HR where a Faculty has opted to pursue an external candidate. The Faculty's decision as regards the choice of Dean is a recommendation which requires approval by Senate and Council.

Deans are normally appointed for a period of five years. The election process is normally completed by 1 January in the year in which the Dean takes office, usually on 1 July. The period of appointment is usually from 1 July to 30 June such that the incoming Dean ideally has a period of orientation and settling down and is involved in planning for the next academic year.

Where Deans are appointed in exceptional circumstances through nomination by the Vice-Chancellor after consultation with the Faculty, the appointment shall not normally exceed two years.

Transformation of the Rhodes University Deanery

Senate at its meeting of 05 October 2020 supported, for inclusion in the Deans and Deputy Deans election processes, the principles as outlined below with suggestions for leadership development within the University going forward.

1. Where a Faculty already has two Deputy Deans, at least one must be from a designated black group (irrespective of national origin). In addition, should the Faculty Dean and the other Deputy Dean both be males, then the second Deputy Dean must be from a gender other than male. If this level of diversity is not already in place, then the range of candidates considered at the next available election opportunity should be constrained to achieve this result.
2. Where a Faculty has only one Deputy Dean, and both the Dean and Deputy Dean are from the demographic group classified as white, that Faculty should apply through Institutional Planning Committee (IPC) structures to establish a second Deputy Dean position, into which a suitable designated black candidate should be recruited with the same general criteria as outlined in 1 above, for the purpose of gaining exposure to the role of the Faculty deanery or being mentored into the succession pipeline as a possible future candidate for the Dean's role. This is intended to be a transition arrangement, and not one which will persist for all time.
3. Should it be impossible, for any good reason put forward by a Faculty and supported by both Senate and Council for both gender and demographic diversity to be present in the deanery structure of a Faculty (Dean and Deputy Dean combination) at the point of an election of either a Dean or a Deputy Dean, then the terms of those candidates coming into the roles should be reduced to half of the period stated in the policies for the election of Deans and Deputy Deans, to give the Faculty time to plan for a more representative succession structure.

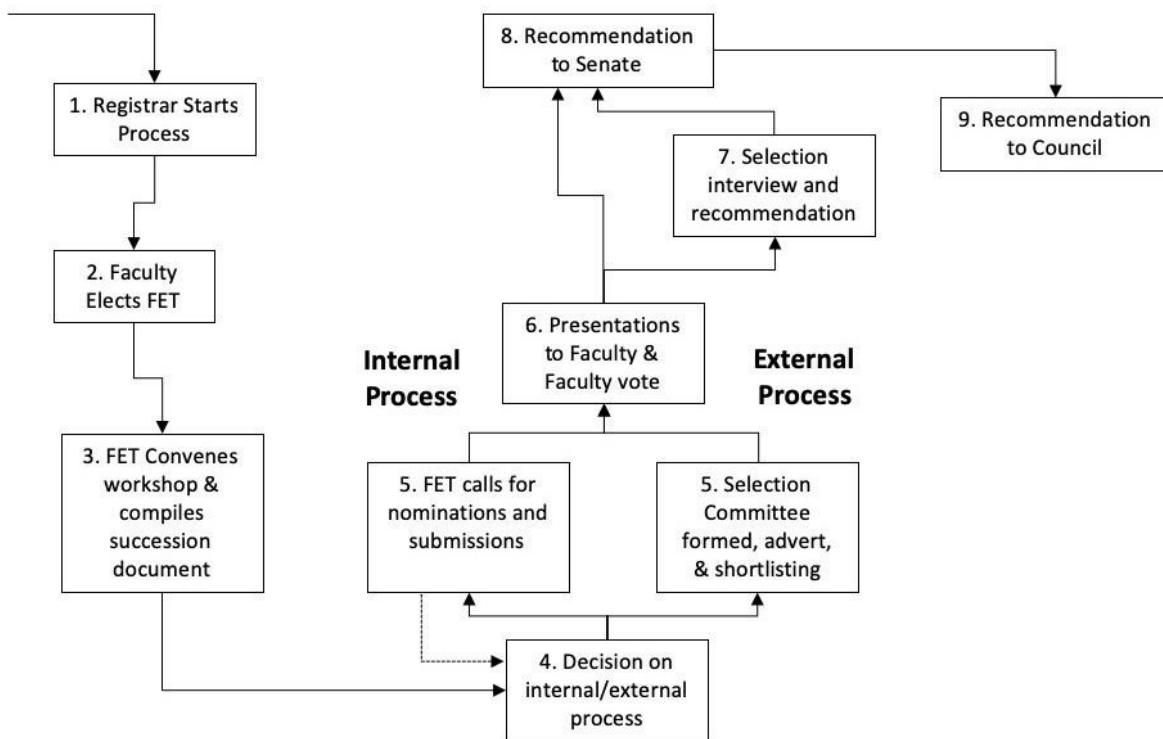
4. In all considerations of the appointment of Deans and Deputy Deans, both gender diversity and demographic representivity must be evident within each Faculty in the outcome, and this must guide the acceptance of candidates for any future election process.

As per the resolution of Council at its meetings of September and November 2020, the deanery election processes must advance the transformation of the deanery.

Overview of the process to be followed approximately nine months prior to the end of a Dean's Term of Office (details are in the sections below):

- The Registrar initiates the process by circular to Members of Faculty.
- The Faculty elects a Faculty Election Team (FET) to facilitate the process.
- The FET meets with Faculty and compiles a brief leadership succession document for the Faculty, which considers candidates already in the Faculty for suitability and willingness in the immediate and longer term with respect to scholarly and administrative leadership track record, people skills, and the transformation needs of the faculty and the university.
- The FET leads a process which decides whether the Faculty will follow an internal or an external process. An external search process shall be an exceptional circumstance, and subject to the resource constraints of the university.
- Should the FET's work conclude that an external process is in the interest of the Faculty, it engages with the Vice Chancellor about the capacity of the University to fund an external candidate as a supernumerary position.
- Members of Faculty vote on the candidates before them.
- In the case of an external process, a recruitment and selection process must also be completed in the normal way before the recommendation of both the Faculty and the selection committee is presented to Senate (the process is detailed in section 4).
- The selected candidate is forwarded to Senate as a recommendation for appointment.

The following chart provides a visual representation of the process to be followed.



PROCEDURES FOR IMPLEMENTING THIS PROTOCOL

(Actions and processes by which the objectives of the protocol will be achieved.)

Implementation Procedure 1: Constituting a Faculty Election Team (FET)

- 1.1 At least nine months prior to the end of the current Dean's term of office, the Registrar will place on the Faculty agenda (a normal Faculty meeting, involving the current Dean), an item to start the process for electing a Dean and shall administer the process described in 1.2 and 1.3 below;
- 1.2 The Faculty shall elect a FET. This shall take place as follows:
- 1.2.1 Members of the Faculty shall nominate academics of the Faculty for the FET;
- 1.2.2 The FET shall include no fewer than 4 members and no more than 5 members;
- 1.2.3 If the FET as elected has fewer than 4 members then the FET shall co-opt members from senior permanent academic university staff outside the Faculty;
- 1.2.4 The FET should normally include at least three senior academics in the Faculty. The current Dean or any person standing for election to the Deanship will not be eligible for the FET;
- 1.2.5 Members of the Faculty shall be eligible to vote for each member of the FET;
- 1.2.6 Each member of this team shall be identified by a simple majority vote of those at the meeting;
- 1.2.7 The group will elect a Chairperson from their midst;
- 1.2.8 Members of the FET retain their individual rights as members of Faculty;
- 1.2.9 For all meetings of the FET, a report shall be tabled at the following Faculty meeting.
- 1.3 The roles of the FET are as follows:
- To administer the process of electing a new Dean as outlined in 1.3.1 - 2.4 below;
 - To ensure that due process is followed as per this protocol;
 - To ensure that the principles underlying this protocol are adhered to.

1.3.1 Information gathering and sharing:

The FET will be responsible for ensuring that all the necessary documents [for example: Institutional development plan (IDP), IDP linked Faculty operational plan, Faculty management dashboard (past three-year student and staff enrolment trend as well as research trend,) Institutional Transformation Plan, Faculty transformation plan, Faculty enrolment plan, the Dean's role profile, conditions of service of Deans and others] are available on a relevant electronic platform. This platform will need to be accessible to all applicants and members of Faculty.

The FET may consult with the current Dean as necessary but the Dean will play no part in decision-making. Where the current Dean is not standing for re-election, the Dean may be asked to prepare a written report, a critical reflection on experiences as Dean.

The FET is advised to consult more widely within the University, including the Vice Chancellor's office, the Directors of Human Resources, Equity and Institutional Culture and Institutional Planning Unit. While the FET may draw on external advice, external advisors are not members of the FET. All external advice solicited shall be minuted.

The Registrar's office will within reason provide administrative assistance in supporting the FET (e.g. collection of information required, putting information on relevant electronic platforms and organization of meetings).

1.3.2 The FET is responsible for managing the time line, and approaching the Vice Chancellor should an extension of term or ad-hoc appointment be needed in terms of section 9.

It should be noted that it is NOT a good idea for a new Faculty Dean to take office in January immediately before orientation and registration weeks commence for a new academic year.

Implementation Procedure 2: Facilitation of Faculty workshop:

2.1 Facilitation of Faculty workshop

The FET shall arrange and chair a workshop at which:

- 2.1.1 the needs of the Faculty and the Institution as they relate to the Faculty are identified and discussed;
- 2.1.2 the role of the Dean, process of appointing the Dean, and relevant conditions of service are understood;
- 2.1.3 the specifics of the process are outlined;
- 2.1.4 all members of Faculty have an opportunity to participate in the discussion so that a range of voices is heard;
- 2.1.5 the current Dean, if available for re-election, will not participate as Deans already have access to this information. This also avoids any perceptions or concerns that the current Dean may unduly influence the discussion.

2.2 The FET shall ensure that a brief minute of the workshop is made available on the relevant electronic platform as soon as possible after the workshop.

2.3 The FET shall draw on the feedback from the workshop to:

- 2.3.1 Compile a short leadership succession document for the faculty.
- 2.3.2 Identify under-represented designated groups for the position.
- 2.3.3 Obtain a mandate to search outside of the Faculty for a Dean if that is appropriate to the context of the Faculty.

2.4 Leadership succession document

2.4.1. The FET shall compile a short leadership succession document for the Faculty, which considers candidates already in the faculty for suitability and willingness in the immediate and longer term with respect to scholarly and administrative leadership track record, people skills, and the transformation needs of the faculty and the university. In compiling this document, may consult the executive leadership of the university. The result of

this process shall be reported in writing by the FET to the Vice Chancellor, outlining the basis for the decisions taken.

2.4.2. Should the FET's succession document conclude that there is no current candidate suitable or willing to take on the role of Dean with the qualities listed, and no chance of a suitably qualified and/or willing candidate from a designated group emerging within the current or the next cycle of election of a Dean as a possibility for the Faculty to consider, then it shall engage with the Vice Chancellor for

permission to conduct an external Search and Selection process for a Dean. The Vice Chancellor, after consultation with the appropriate resource committees of the university (currently the Vacancy Committee) will indicate to the FET whether or not the resources of the university will be able to cater for an external appointment to the Faculty. If the decision is to create an additional post for the attraction of an external Dean, the Director of HR will set an appointment process in motion to advertise the 5-year Dean's position together with an academic post that meets the constraints outlined in section 4. The FET will be part of a selection committee, which will be constituted in the normal way, as outlined by the Recruitment and Selection Policy. A short-listed candidate must go through the same approval stages of Faculty presentation and voting as an internal candidate for Dean, as well as the normal Recruitment and Selection processes of the appointment of a Professor or Associate Professor.

2.4.3. Depending on the outcome of the engagement with the Vice Chancellor, the Chair of the FET either requests the Registrar to call for formal internal applications/nominations, or the Director: HR to proceed with a preapproved external advertising process.

Implementation Procedure 3: Process of Electing a Dean (applicable to internal and external processes)

Prospective candidates for the Deanship are identified by a process of nomination or application. All nominees/applicants must submit the relevant documentation as per Appendix 1. In particular, the processes of nomination/application or external recruitment and selection are intended as a means to facilitate the process by identifying and encouraging suitably qualified individuals to apply. Nominated or headhunted candidates/applicants are conferred no advantage in the subsequent process.

3.1 The Registrar shall call for nominations/applications from Faculty members in the case of an internal process;

3.2 The Registrar shall receive the details of a shortlisted candidate or candidates from an appropriately constituted Selection Committee in the case of an external process;

3.3 A variety of methods shall be used to encourage suitably qualified individuals to apply for the position;

3.4 In the case of an internal election, the process will be as follows:

3.4.1 Any member of the Faculty may be invited to make a nomination or support a nominee from within the Faculty;

3.4.2 In the case of the Faculty of Law, Pharmacy and Education, a nomination shall require the support of the nominator as well as the support of four (4) Faculty members in the relevant Faculty and the acceptance of the nomination by the nominee;

3.4.3 In the case of the Faculties of Commerce, Humanities and Science, a nomination shall require the support of the nominator as well as the support of the lesser of 10% or ten (10) Faculty members in the relevant Faculty and the acceptance of the nomination by the nominee;

3.4.4 The FET shall approach nominees and invite them to submit the documents to accompany acceptance of nomination as indicated in Appendix 1.

3.4.5 Should a candidate clearly not meet the criteria for the role, the FET should meet with nominators to explain this, and should not submit the nominee to the process.

Implementation Procedure 4: Criteria for Recruitment and Selection of an External Dean

An external Recruitment and Selection process should only be used when the primary intention of the Faculty is to attract a candidate from a Designated Group.

4.1 The primary intention of advertising the post externally must be to attract applications from Designated Groups as defined in the Employment Equity Act;

4.2 Candidates must have all of the leadership, scholarly, teaching and learning experience, and people skills as envisaged for an effective Faculty Dean (also refer to Appendix 1).

4.3 The candidate recommended to Senate must, in addition, have a currently active scholarly track record in a field that is already directly offered by the university, such that they may contribute productively to the scholarship of an existing entity of the university during their tenure as Dean, and move into a productive academic role in that entity should they step down as Dean before they retire from the university.

4.4 An external candidate, once shortlisted, will follow the same presentation and election process in the Faculty as an internal candidate.

4.5 An external candidate will, in addition, follow a Recruitment and Selection process as a professor or associate professor of an existing entity within the university, and both the Faculty and the Selection Committee's recommendation will serve before Senate simultaneously. The head of the entity to which the Dean will be attached will be part of the selection process, and the outcome of the Faculty vote (including the percentage poll) will be made known to the selection committee

4.6 A successful external candidate will receive a contract for a permanent academic appointment attached to an existing entity within the university, with a fixed period secondment into the Dean's position.

Implementation Procedure 5: Presentations to Faculty

5.1 Candidates do not participate in the process except as candidates;

5.2 The FET shall ensure that the following documentation, which was provided by the candidates as part of the application process, will be made available to Faculty:

5.2.1 Full curriculum vitae;

5.2.2 A detailed letter of motivation;

5.2.3 A written vision for the Faculty. The length of this can be prescribed by the Faculty.

5.3 The Registrar shall announce a special Faculty Board meeting where the candidates will present a vision for the

Faculty and answer questions from the Faculty related to the vision and the requirements of the role of Dean;

5.4 This meeting shall be chaired by the Chair of the Faculty Election Team and:

5.4.1 the FET members shall attend this meeting;

5.4.2 the Registrar or nominee shall be in attendance at this meeting to ensure that all legal and good governance requirements related to this process are met and to advise the Faculty as required;

5.4.3 each candidate is normally given 15 minutes to make a brief presentation of their vision to the Faculty;

5.4.4 a question and answer session related to the vision follows, as well as other questions to assess the individual's suitability as Dean; the question and answer session should last approximately 45 minutes for each candidate.

Implementation Procedure 6: Voting process

6.1 The Registrar will administer and manage the election process. The successful candidate requires the support of the majority of votes cast as first choice in the final round, plus an indication of appointable from at least (50% + 1) of the votes cast by members of the Faculty Board(i.e. indicated as a first, second, or subsequent choice in the IRV process), provided that a percentage poll equaling at least the quorum of 25% of Faculty Board members is met;

6.2 Voting will take place via the **Instant-Runoff Voting (IRV)** system (see Appendix 2). This will ensure that the Dean is elected by an absolute majority of those who would have cast the vote, and that voting can take place during a single vote to avoid inefficiency. “Not appointable” will be included as an option

Dean;

6.3 The chairperson of the FET shall normally refrain from voting and only use their vote as a tiebreaker;

6.4 The voting system used should allow members of the Faculty Board who are not physically present to cast their votes (e.g. electronic voting);

6.5 The name of the recommended candidate will be forwarded to Senate as a recommendation of the Faculty. The name of the recommended candidate will be announced to Faculty by the Registrar, noting that approval is required from Senate.

Implementation Procedure 7: Ratification Process

The Registrar will ensure that the relevant Faculty documentation (including the name, qualifications, and track record of the elected candidate, the percentage poll, and any other information pertinent to the process) and recommendation (for an external candidate, the recommendation of the Selection Committee as well) is put before Senate for approval and then before Council for approval. Should either of these governance bodies not approve the recommendation, its duty is to refer the matter back.

Implementation Procedure 8: Institutional Contract with the New Dean

Following the approval of the Faculty’s (and in the case of an external candidate the Selection Committee’s) recommendation, the Director: HR will, on behalf of the Institution, issue a letter of contract subject to the conditions of service that prevail for that appointment.

Implementation Procedure 9: Procedure to follow in the event of an ad hoc appointment, emergency appointment, or extension of the term of a Dean

In the event that the process of appointing a Dean is delayed for whatever reason and/or that the contract of the incumbent Dean expires through effluxion of time or that the contract of the incumbent Dean is terminated through disciplinary action, resignation or other means, or that contestations within faculties or other conditions make it unviable to hold a normal election, or that the term of office of a Dean needs to be extended so as to afford a degree of continuity in the makeup across the institution of Faculty Deans then:

9.1 The vice chancellor may, after consultation with a Faculty, nominate a Dean or Acting Dean for approval by Senate and Council;

9.2 Where a Dean or Acting Dean is appointed in exceptional circumstances, the period of appointment shall not normally exceed two years.

9.3 In making the nomination to Senate and Council, the Vice Chancellor shall explain the circumstances relating to the ad hoc appointment of a Dean.

9.4 In such circumstances the Dean will reasonably meet the requirements for appointment, and may come from outside of the Faculty.

Implementation Procedure 10: Procedure to follow in the event that an incumbent Dean wishes to stand for a second or subsequent term

At the end of a Dean's term of office, they may stand for re-election for a second or subsequent term.

10.1 An incumbent Dean may stand for re-election as per this protocol;

10.2 In the case of full-time Deans, if the Dean was originally an internal candidate, they may already be on secondment from their Department. If this is the case, then a reasonable amount of time before applications are due, the incumbent may open a discussion with the Vice Chancellor, or a DVC designated by the Vice Chancellor, and the HOD of their academic department as to whether the post in the academic department will be reserved for them for a further term of five years. The matter must be settled and acknowledged in writing by the VC or a designated DVC before the application for re-appointment as Dean is submitted.

10.2.1 Such a post may be retained by the Dean and backfilled by a contract appointee, at the discretion of the university in consultation with the academic department, provided that the Dean has continued to raise the scholarly voice of the discipline at Rhodes through supervision, publication or other intellectual contributions that benefit the output and reputation of their home department. This discussion may be facilitated by the Vice Chancellor, or a Deputy Vice Chancellor.

10.2.2 If the Dean is not actively contributing to the research and supervision outputs of their home department¹, and the academic department is of the view that the post needs to be filled by a full-time appointment, then the Dean has the right to return to that post at the completion of their current term of office as Dean².

Implementation Procedure 11: Continuity in the Institutional Leadership made up of the Faculty Deans

Given the critical institutional leadership role that the Faculty Deans, as a body, play in the running of the university, it is desirable that the terms of Deans in various faculties are staggered, and that a circumstance is avoided where more than half of the terms of office of Faculty Deans fall vacant simultaneously.

1 Given the heavy administrative load of a Faculty Dean, the suggested default level of contribution is one accredited research unit per year on average, and ongoing contribution to research supervision, but this should be open to disciplinary specific negotiation and agreement at the commencement of a term of office.

2 As a transition arrangement for Faculty Deans already in office on the date of approval of this protocol, the requirement for such a contributory arrangement to be in place for the current term in order to have their departmental tenure extended will not apply, but will apply to them for future terms of office should they stand for re-election.

11.1 The Vice Chancellor may, after consultation with a Faculty so affected, approach Senate and Council to extend the term of a specific Dean according to the procedure of section 9, so as to ensure a degree of continuity in the institutional academic leadership body.

Written: From source document re the Faculty Deans, approved by Council, 12 September 2013 Re-written draft by the Inter-Faculty working group: From the above-mentioned source document and in consultation with stakeholders, 12 September 2018

Further revised draft: by a Senex Task Team on the feedback from Faculties, 11 July 2019

Appendix 1: Candidate minimum requirements and suitability

Minimum requirements and suitability

Minimum requirements typically include but are not limited to the following. Candidates must:

- Meet the requirements at least at the level of Associate Professor in terms of the University's criteria for promotion;
- Have a Doctoral qualification;
- Have a proven scholarly track record;
- Demonstrate clear evidence of leadership capacity;
- Have been involved in University Committees;
- Demonstrate clear evidence of an ability to initiate and run an academic project at a senior level.
- Have a track record of integrity and commitment to good governance and ethical leadership;
- Have a demonstrable record of leading the transformation of the curriculum (in the broad sense), and of departmental cultures and staff structures.
- Typically, have at least 10 years working experience as an academic and/or researcher and/or relevant profession.

In addition to the above, it is expected that the individual being considered as Dean can demonstrate their suitability in most of the following areas:

- A research profile, preferably having led initiatives at the departmental/Faculty level and have demonstrated their ability to improve research within the department/Faculty.;
- Supervision of post-graduates and where appropriate at the doctoral level, with a keen understanding of the role of supervisor;
- Teaching at the undergraduate and post-graduate levels, preferably having led initiatives at the departmental/Faculty level;
- Having explored Community engagement (CE) linkages in terms of teaching and research;

- Leadership and management roles at the departmental or Faculty level. These roles can be formal (e.g. HoD, Deputy HoD, Acting HoD, Head of research or teaching within the department) or informal roles (e.g.

mentoring of young staff, research leadership roles, HoD or Faculty project);

- Co-ordination and administration at the departmental or Faculty level.

Additional reasonable Faculty specific criteria may be added at the time that a call for nominations is made by the Registrar.

Documents to accompany acceptance of nomination / application

- Full curriculum vitae
- A detailed letter of motivation
- A written vision for the Faculty

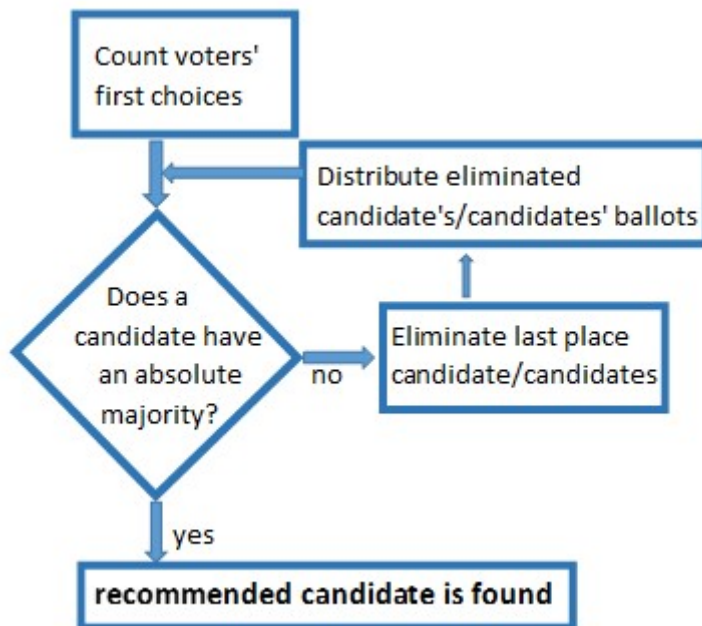
Appendix 2: Voting process

Instant-Runoff Voting (IRV) shall be used during the voting procedure. IRV combines the principle of **Faculty agency** (such that the election produces a winner (recommended candidate) who has the approval of an absolute majority of faculty) with **efficiency**. When there are three or more candidates, a simple ballot will not always produce an absolute majority. The remedy for this is to have a ‘runoff’ (whereby the candidate with the least votes is eliminated and a second round of voting is held; this is repeated until an absolute majority is produced). However multiple ballots systems are inefficient (wasting voters’ time, and with possible adverse impacts on participation and hence the likelihood of a successful election). As the name suggests, IRV is able to achieve the assured majority of a runoff system, but with a single ballot.

Voting procedure: Each voter ranks all the candidate on the ballot in order of preference (1, 2, 3, etc., where 1 is the favoured candidate). The FET chair abstains from voting and only uses his/her vote to break a tie.

Enumeration procedure:

1. Enumerators count the '1's. If there an absolute majority then the recommended candidate is found.
2. If no majority is produced by the first count, the last placed candidate (with the least '1's) is eliminated. If there is a tie for last, all of these candidates will be eliminated unless this would leave only one candidate. If this is the case, the '2' (and if this is not decisive, then the '3's, etc.) will be counted to break the tie for last.
3. The ballots for the eliminated candidate (or candidates) are then re-allocated according to the second choice (2) indicted on each ballot. (For example if 'Dave' votes for Thando (1), Sputnik (2), and Atul (3), and Thando is eliminated, Dave's vote will count for Sputnik.)
4. The votes are then recounted. If there an absolute majority then the recommended candidate is found.
5. If not, steps 2 and 4 are repeated until a then the recommended candidate is found. Where necessary lower preference selections will be counted (For example if 'Dave' votes for Thando (1), Sputnik (2), and Atul (3), and Thando is eliminated in the first round and Sputnik in the second round, Dave's vote will count for Utul in the third round).
6. If when only two candidates remain, there is a tie, the voting process shall be repeated with only the final two candidates on the ballot.



7. In the voting process for the election of Faculty Deans, a vote of 0 will indicate that the candidate is not appointable, and candidates who have an absolute majority of “not appointable” votes will be deemed to be not appointable.

Source: Adapted from Wikipedia (https://en.wikipedia.org/wiki/Instant-runoff_voting#/media/File:IRV_counting_flowchart.svg)

ANNEXURE 2: PROTOCOL FOR ELECTION OF DEPUTY DEANS

1. INTRODUCTION

The Deputy Dean is elected by the Faculty. This election process is managed by the Registrar. The Faculty's decision as regards the choice of Deputy Dean is a recommendation which requires approval by Senate and Council.

The Dean's term of office is five years. In contrast, the Deputy Deans are appointed for a period of two and half years. This allows for the possibility of multiple individuals having this leadership opportunity before the next Dean's election and contributes to the continuity of the leadership of the Faculty. The term/s of the Deputy Dean/s are usually for 1 October to 31 March or 1 April to 30 September. The election process is normally completed by 1 June in the year in which the Deputy Dean takes office.

As the role of Deputy Dean is to partner with and support the Dean, the election of the Deputy Dean will usually take place after the election of a Dean.

Each Faculty shall usually have a Deputy Dean but in the Faculties of Humanities and Science, there may be up to two Deputy Deans.

2. Guiding principles

The following are guiding principles in the election of Deputy Deans:

- The Deputy Dean/s partner with and support the Dean in the realisation of the vision of the Faculty and assist with some of the management and administrative work.
- The Deputy Dean's particular responsibilities and specific focus areas or portfolios may vary from Faculty to Faculty as the strategic work may be divided between the Dean and Deputy Dean/s on the basis of individual strengths and experience.
- The Deputy Deans are elected and as such, are accountable in a system of academic governance characterised by democratically established faculty committees.

- The election process must be informed by institutional and Faculty imperatives. These imperatives include: the role of the Dean and Deputy Dean (see role profile for Deputy Dean) within Rhodes University; the needs of the Faculty as regards the academic project; the strategic imperatives of the University related to the academic project and its impact on the Faculty; as well as institutional and Faculty equity and transformation goals and imperatives (see **Transformation of the Rhodes University Deanery** sub section below).
- The process should be consultative and participatory.
- An expansive approach should be taken to the identification of candidates in line with the strategic imperatives of the University.

- **Transformation of the Rhodes University Deanery**

Further to a robust discussion, Senate supported the proposed principles as outlined below with suggestions for leadership development within the university going forward. Senate further empowered the University management to engage with each of the Faculty Deans in order to apply these principles while taking into consideration the faculty - specific nuances.

The proposed principles were as follows:

1. Where a Faculty already has two Deputy Deans, at least one must be from a designated black group (irrespective of national origin). In addition, should the Faculty Dean and the other Deputy Dean both be males, then the second Deputy Dean must be from a gender other than male. If this level of diversity is not already in place, then the range of candidates considered at the next available election opportunity should be constrained to achieve this result.
2. Where a Faculty has only one Deputy Dean, and both the Dean and Deputy Dean are from the demographic group classified as white, that Faculty should apply through Institutional Planning Committee (IPC) structures to establish a second Deputy Dean position, into which a suitable designated black candidate should be recruited with the same general criteria as outlined in 1 above, for the purpose of gaining exposure to the role of the Faculty deanery or being mentored into the succession pipeline as a possible future candidate for the Dean's role. This is intended to be a transition arrangement, and not one which will persist for all time.
3. Should it be impossible, for any good reason put forward by a Faculty and supported by both Senate and Council for both gender and demographic diversity to be present in the deanery structure of a Faculty (Dean and Deputy Dean combination) at the point of an election of either a Dean or a Deputy Dean, then the terms of those candidates coming into the roles should be reduced to half of the period stated in the policies for the election of Deans and Deputy Deans, to give the Faculty time to plan for a more representative succession structure.
4. In all considerations of the appointment of Deans and Deputy Deans, both gender diversity and demographic representivity must be evident within each Faculty in the outcome, and this must guide the acceptance of candidates for any future election process.

3. Support for Deans and determination of number of Deputy Deans

Individuals appointed into the Deputy Dean roles will be required to support the Dean as follows:

Faculty	Hours per week of support x 46 weeks of the year
Commerce	8
Education	5
Humanities	12
Law	5 (inclusive of the Deputy HoD role)
Pharmacy	5 (inclusive of the Deputy HoD role)
Science	12

In the case of the Faculties of Humanities and Science, the size of these Faculties impacts the extent of the work of the Dean and Deputy Dean, with each Dean requiring at least 12 hours per week of support from a Deputy Dean or Deputy Deans. From time to time, the Deputy Dean may also occupy the role of Head of Department. While it is important that the Dean is given adequate support from the Deputy Deans, it is also important that executing the required responsibilities (and associated hours) is viable for the Deputy Dean.

The level of support (or relief from other duties) that can be provided to each Deputy Dean will be negotiated with the relevant parties prior to the nomination being accepted so that this acceptance of the nomination is informed by the support/relief that can be provided and what has been agreed. It is expected that some sort of support/relief will usually be required and provided. Should the Faculties of Humanities and Science each only have one Deputy Dean (where the person will be required to provide 12 hours of support to the relevant Dean), a non-negotiable minimum level of support of at least 4 hours will be provided.

3.1 Deputy Dean roles in the Faculties of Humanities and Science

In the case of the Faculty of Humanities and Science, there shall be up to two Deputy Deans per Faculty, usually each contributing 6 hours each to this role per week (12 hours in total), unless changed by agreement. The Deputy Dean role can be held at the same time as the role of HoD. The new Deputy Dean will also be a full-time academic and may also have a strong research profile or heavier than usual teaching load. It is acknowledged that such an individual will not be able to sustain all of these roles if appointed as Deputy Dean. For each new appointment, an assessment of what is viable for the individual will need to be made and a determination of where

relief and support will be provided. Such an assessment will be undertaken by the Dean, Head of Department where the new Deputy Dean is not the HoD and the Director: HR, after consultation with the prospective Deputy Dean. Such an assessment may include the provision of appropriate assistance e.g. teaching assistance to the Department to relieve the individual of some of his/her current teaching responsibilities (including supervision of post-graduates) or research assistance to the staff member to support ongoing research.

A few examples illustrate how this will take place.

1	2	3
Person has full teaching load, is an active researcher and is HoD. Current work hours at least 40 hours per week.		Person has full teaching load and is an active researcher and works at least a 40 hour week.
Person now appointed Deputy Dean which will involve a further 6 hours of responsibilities.		
After assessment and consultation, it is agreed that the person needs to be relieved from 4 hours of teaching assistance for 35 weeks (total of 140 hours for the year). All academics in the department have a full workload (inclusive of teaching (this includes post-graduate supervision), research and administration) and therefore the Department needs additional capacity. An allocation of funds will be made to the Department for the appointment of teaching assistance.	After assessment and consultation, it is agreed that the person needs to be relieved from 4 hours of teaching assistance for 35 weeks (total of 140 hours for the year). However, not all individuals in the department are working at full capacity (inclusive of teaching, research and administration) and work is reallocated to others in the department. No additional support needs to be provided to the Department.	After assessment and consultation, it is agreed that the person will continue with their current teaching load. However, research assistance will be provided to support this person's research. An allocation of funds will be made to the individual.

3.2 Deputy Dean role in the case of the Faculty of Commerce

In the case of the Faculty of Commerce, there shall be one Deputy Dean who shall be responsible for providing 8 hours of Deputy Dean support. The Deputy Dean role can be held at the same time as the role of HoD. The new Deputy Dean will also be a full-time academic and may also have a strong research profile or heavier than usual teaching load. It is acknowledged that such an individual will not be able to sustain all of these roles in the future. For each new appointment, an assessment of what is viable for the individual will need to be determined and

where additional relief may need to be provided. Such an assessment will take place by the Dean, Head of Department where the new Deputy Dean is not the HoD and the Director: HR, after consultation with the person. Such an assessment may include the provision of appropriate assistance e.g. teaching assistance to the Department in order to relieve the individual of some of his/her current responsibilities. The examples in section 3.1 apply here except that the person works an additional 8 hours per week.

3.3 Deputy Dean role in the case of the Faculty of Education

In the case of the Faculty of Education, there shall be one Deputy Dean who shall be responsible for providing 5 hours of Deputy Dean support.

The Deputy Dean role can be held at the same time as the role of HoD. The new Deputy Dean will also be a full-time academic and may also have a strong research profile or heavier than usual teaching load. It is acknowledged that such an individual will not be able to sustain all of these roles in the future. For each new appointment, an assessment of what is viable for the individual will be made and where additional relief may need to be provided. Such an assessment will take place by the Dean, Head of Department where the new Deputy Dean is not the HoD and the Director: HR, after consultation with the person. Such an assessment may include the provision of appropriate assistance e.g. teaching assistance to the Department in order to relieve the individual of some of his/her current responsibilities. The examples cited in 3.1 apply here except that the person works an additional 5 hours per week.

3.4 Deputy Dean in Faculty of Pharmacy

Currently, the Dean in the Faculty of Pharmacy is also the HoD. The Deputy Dean is also the Deputy HoD. Therefore two individuals occupy these four roles.

The hours required, for the Deputy Dean and the Deputy HoD roles, is 5 hours per week. In this case, no support will usually be provided to the Deputy Dean.

3.5 Deputy Dean in the Faculty of Law

Currently, the Dean in the Faculty of Law is also the HoD. The Deputy Dean is also the Deputy HoD. Therefore two individuals occupy these four roles. The Faculty has indicated support for this model to continue.

The hours required, for the Deputy Dean and the Deputy HoD roles, is 5 hours per week. In this case, no support will usually be provided to the Deputy Dean.

4. Remuneration and conditions of service

There is a separate document outlining these matters.

5. Process for electing a Deputy Dean

5.1 Usually six months prior to the end of the current Deputy Dean's term of office, the Registrar will place on the faculty agenda (usually a normal Faculty meeting, involving the current Deputy Dean/s), an item to start the process for electing a Deputy Dean and shall administer the process described in 5.2 and 5.3 below;

Also at this meeting, and if relevant to the Faculty, a decision will be taken as regards the number of Deputy Deans for the Faculty.

Also at this meeting, each faculty needs to determine who will be responsible for guiding the election process.

In the case of the Faculties of Humanities, Commerce and Science, the faculty has two choices:

(a) That provided the new incoming Dean has been identified or there is a current Dean in office, s/he will facilitate the process;

OR

(b) The Faculty shall elect a group of three of its members, called the Faculty Election team to facilitate the process. Should this option be chosen, this shall take place as follows:

- Members of the Faculty present at the Faculty meeting shall nominate academics to sit on this Faculty Election team;
- Each member of Faculty present at the meeting shall have three votes. This Faculty Election team shall be identified by a majority vote of those at the meeting;
- This Faculty Election team should be established academics, recognised by their peers for their wisdom and who will not be standing for election. The incoming Dean may be a member of this group. The current Deputy Dean may not be a member of this group, even if the person is not standing for re-election;
- The group will elect a Chair person from their midst.

In the case of the Faculties of Education, Law and Pharmacy, the faculty has two choices of facilitator:

(a) That provided the new incoming Dean has been identified or that there is a current Dean in office, that s/he facilitate the process;

OR

(b) The Faculty shall elect to have an external facilitator, external to the Faculty.

5.2 *Information:* The facilitator or Faculty Election team shall ensure that relevant information is made available to prospective nominees on a University website. This information will include the incoming Dean's vision for the Faculty, Faculty Transformation Plan, Faculty Development Plan, University Transformation Report, Institutional Development Plan, the Deputy Dean's role profile, demographic profile of staff of Faculty and institution and conditions of service of Deputy Deans and process of assessment. The Registrar when calling for nominations will refer the Faculty to the relevant website.

5.3 *No identification of individuals:* the facilitator or the Faculty Election team, as a collective, will not approach individuals and will not, as a group, make nominations. Each member of this team may, in their individual capacity, make or support a nomination. No external nominations are considered.

5.4 Once the information is read (as per 5.2 above), the Registrar calls for internal nominations and will refer the Faculty to the relevant website with the information outlined in point 5.2 above.

A nomination shall require the support of the nominator as well as:

(a) In the case of all the faculties, the support of four other staff in the relevant Faculty and the acceptance of the nomination by the nominee;

(b) The nominator is responsible for ensuring that the nominee meets the education and experience requirements of the role profile for the role of Deputy Dean. This is critical as no shortlisting of all those nominated will take place;

(c) Nominees are required to meet with the Director: HR, incoming Dean and Head of Department to explore what appointment as Deputy Dean would imply for them personally in terms of their remuneration and their career trajectory as well as what support they may need.

5.5 The Registrar announces the nominations;

5.6. The assessment process shall be:

(a) Nominees shall submit a full curriculum vitae as well as a detailed letter of motivation (no more than 2 pages) arguing for his/her suitability relative to the requirements for the role of Deputy Dean and in particular how s/he can support the vision and strategic objectives of the Faculty;

(b) This documentation is made available to each member of the Faculty.

5.7 Shortly after the documentation of nominees has been sent to each member of the Faculty, the Registrar will administer and manage the election process. The successful candidate requires the support of a simple majority of the votes cast. Where more than one Deputy Dean is being elected, the successful individuals shall be the two people who receive the most votes among the votes cast.

5.8 The recommendation will be announced to Faculty, noting that approval is required from Senate and Council. The Registrar will ensure that the relevant documentation and recommendation is put before Senate and Council for approval. It is Senate and Council's responsibility to ensure that the Faculty decision also supports the University's needs, interests and imperatives and that the recommended candidate meets the requirements of the Deputy Dean role profile. As such, Senate and/or Council can refer to the matter back to Faculty if the proposed candidate does not meet the profile requirements.

6. Institutional contract with the new Deputy Dean

Following the approval of the Faculty's recommendation, the Director: HR will on behalf of the institution, issue a letter of contract subject to the conditions of service that prevail for that appointment.

For further information refer to conditions of service for the Deputy Dean. This document includes how the remuneration for Deputy Deans is calculated.

Written: From source document re the Faculty Deans, approved by Council, 12th of September 2013,

Updated with practical considerations by Director: HR, November 2013

Updated after meeting with Deans in December 2013, in February 2014, March 2014

Updated: 11 April 2014

Updated 2020 in terms of transformation of the Deanery

BOARD OF GOVERNORS TERMS OF REFERENCE

(As updated 04 May 2021)

The Rhodes University board of governors is a body of distinguished individuals established by and accountable to the Rhodes University council. The board meets at least twice annually and as when necessary.

1. FUNCTIONS

The functions of the Board of Governors are:

- 1.1. to contribute to the general wellbeing of Rhodes University through counsel to the officers of the university;
- 1.2. to assist to increase the amounts of discretionary funding available to the university;
- 1.3. to provide distributions from the Investments to the university;
- 1.4. to offer guidance and critical input on issues of importance as determined from time to time;
- 1.5. to elect one member of the board to serve on the university council.
- 1.6. to disburse funds when appropriate in consultation with the university council.
- 1.7. to consider the development of relevant policy.

2. POWER TO ACT

- 2.1. The university council has granted the board of governors the power to act in regard to the investment of general and specific capital funds which are vested in the university.
- 2.2. In exercising its power to act the board invests or otherwise deals with these funds in accordance with the conditions which may be laid down by the university council from time to time and is subject to the council's direction at all times.
- 2.3. The board submits financial statements to the university council as required, but at least once per annum upon the completion of the externally audited annual financial statements of the funds held by the governors.
- 2.4. The minutes of meetings of the board serve before the university council.

3. COMPOSITION

The board of governors consists of:

- 3.1. The chairperson of the Rhodes University council;
- 3.2. The chancellor;
- 3.3. The vice-chancellor;
- 3.4. A minimum number of fifteen members and a maximum of twenty-four shall constitute membership;

4. ELECTION OF BOARD MEMBERS

- 4.1. The board appoints each member of the board of governors upon recommendation of the nominations and governance committee of the board.
- 4.2. The names of persons as per 4.1, together with supporting documentation in the form of (i) a CV and (ii) a brief explanation for the nominations are to be submitted to the registrar at least one month before the next meeting of the nominations and governance committee.

4.3. The registrar will circulate the names and documentation to the members of the nominations and governance committee for consideration and recommendation to the next meeting of the board.

5. TERM OF OFFICE OF BOARD MEMBERS, TERMINATION OF MEMBERSHIP AND FILLING OF VACANCIES

5.1. Board members are appointed for an initial period of five years.

5.2. Board members may make themselves available for re-election subject to the provisions and mandate of the nominations and governance committee (as per 11.3.2).

5.3. A member of the board vacates their position on the board if they –

- a) tender a written resignation;
- b) are absent from three consecutive ordinary meetings of the board without leave;
- c) are declared to be of unsound mind by a court of the Republic; or
- d) are convicted of an offense and sentenced by a court of the republic to a term of imprisonment without the option of a fine;
- e) bring the university into disrepute.

5.4. Board members must attend at least one of the two annual board meetings, and submit an apology when necessary.

6. HONORARY LIFE GOVERNORS OF THE BOARD

6.1 Definition

Honorary Life Governorship is offered to members who have distinguished themselves by meritorious service in furthering the work of the Board and that of the University and actively promoting its vision and values. Honorary Life Governorship should be the highest distinction that the Board can bestow and should be conferred only in exceptional cases.

6.2 Retiring board members who have served at least a full term may, on the recommendation of the nominations and governance committee and subsequent approval of the Board, be elected as honorary life governors of the Board. Consideration for honorary life governorship of the Board shall take account of the following criteria:

- a) The length of membership on the board of governors;
 - b) The attendance record during that period of membership and;
- 2) importantly, the period of service should have been characterized by notable and significant contributions to both the board and one or more of its committees.

6.3 2 Posthumous award of honorary life governors

Those members who have served the Board with distinction and have passed away whilst still a Board member, may be considered as honorary life governors, in terms of the criteria above.

6.4 The Role of Honorary Life Governors

To assist the University as and when called upon by the Board, and at the discretion of the Board.

7. EMERITUS GOVERNOR STATUS

- 7.1. The Board recognises that all members of the Board of Governors serve because they support the university and its ideals and they have committed the time to do so.
- 7.2. Therefore, recognition of service should apply to all members of the BOG upon retirement.
- 7.3. Emeritus governor status may be given to a governor who has retired from the Board and was a member in good standing at the time of their retirement.
- 7.4. All retiring governors would be invited to accept Emeritus Governor status. Emeritus Governors will serve (if they so wish) as ambassadors of the institution.

8. ELECTION OF CHAIRPERSON OF THE BOARD AND TERM OF OFFICE

- 8.1. The registrar must invite the board to elect a chairperson when the need arises.
- 8.2. A majority of the members present at the meeting of the board elects the chairperson.
- 8.3. The chairperson holds office for three years but is eligible for re-election.
- 8.4. If a vacancy in the office of the chairperson occurs during the term of office, the registrar must invite the board at its next ordinary meeting to fill the vacancy for the unexpired period of the term of the office.
- 8.5. The chairperson presides at all meetings of the board at which they are present.
- 8.6. The chairperson of the investment committee presides at any meeting at which the chairperson is not present.
- 8.7. If neither the chairperson nor the chairperson of the investment committee is present at a meeting, the registrar must invite members present to elect a member to preside at that meeting.

9. SECRETARY TO THE BOARD

- 9.1. The registrar is the secretary to the board.
- 9.2. The secretary acts as an electoral officer.
- 9.3. The secretary attends all meetings and keeps all relevant documents of the board.

10. MEETINGS OF THE BOARD

- 10.1. The quorum at an ordinary meeting of the board is eight (8).
- 10.2. Ordinary meetings are held when and where the board decides, but there must be at least two ordinary meetings of the board each year.
- 10.3. Any member may place a motion on the agenda of a meeting of the board by giving written notice to the secretary of the board at least ten days before the date of the meeting, and the secretary must include such motion on the agenda.
- 10.4. The secretary must issue a written notice to each member of the board at least fourteen (14) days before each ordinary meeting of the board setting out the place, date and time of the meeting, and the agenda for the meeting.
- 10.5. Notwithstanding subparagraph 9.4 the board may, by a majority of the board present and voting, agree to consider any urgent matter of which notice has not been given.
- 10.6. Special meetings must be held –
 - a) when called by the chairperson, and
 - b) when a written request for a special meeting is received by the secretary from at least three members of the board, the object of the meeting being stated in the request.
- 10.7. The secretary must give at least seven days' notice in writing to each member of a special meeting of the board, setting out the place, date and time of the meeting and the agenda for the meeting and no other business may be dealt with at the meeting except that the board may by a majority of the total membership of the board agree to consider any urgent matter of which notice has not been given.

10.8. The board meeting rules are as outlined in the university institutional rules.

11. CONFLICT OF INTEREST OF BOARD OF MEMBERS

11.1. A member of the board who has 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 must, before or during such meeting, declare the interest.

11.2. Any person may, in writing, inform the chairperson of a meeting, before a meeting, of a possible conflict of interest of a board member of which such person may be aware.

11.3. The member is obliged to excuse themselves from the meeting during the discussion of and voting on any matter involving or likely to involve a conflict of interest.

12. STANDING COMMITTEES OF THE BOARD

12.1. The nominations and governance committee nominate members to serve on the standing committees and recommend those members to the board for consideration.

12.2. The chairperson of the board, in consultation with the vice-chancellor may also nominate members to serve on standing committees, where and if necessary.

12.3. The quorum of any of the committees of the Board is at least three members or 30%, whichever is greater.

12.4. Standing committees

12.4.1. Investment committee

12.4.1.1 The investment committee consists of: the chairperson of the board; the vice-chancellor; and, up to seven other members of the board of governors.

12.4.1.2 The chairperson of the investment committee is appointed by the chairperson of the board in consultation with the vice-chancellor.

12.4.1.3 The committee meets at least four times per annum, two of which are arranged by the chief financial officer of the university.

12.4.1.4 Minutes of the meetings of the committee are sent to the board of governors.

12.4.1.5 The functions of the investment committee are:

1.1 to take full fiduciary responsibility for the investment of the capital accumulation under the stewardship of the board of governors.

2.1 to regularly review the performance of the investment portfolio.

3.1 to make recommendations to the board of governors and the university council on the distributions from investments to the university.

4.1 to appoint and dismiss, when necessary, professional investment advisors after consultation with the university council.

12.4.2. Nomination and Governance committee

1.1 The nomination & governance committee consists of: the chairperson of the board of governors; the vice-chancellor; and a minimum of three additional members as elected by the board of governors, one of whom will serve as chairperson of the committee.

2.1 The chairperson of the committee may not be the chairperson of the board of governors or of the investment committee.

3.1 The committee meets at least twice a year.

- 4.1 The function of the nominations and governance committee is to meet at least once a year to discuss potential candidates for membership of the Board; nominees for consideration will be sought from all current members of the board of governors. A recommended group of candidates will then be put to the board of governors for approval.

12.4.3. Development committee

- 1.1 The development committee consists of the vice-chancellor; the director of communications and advancement; and, volunteers from among the board of governors who are fully committed to the idea that the university needs and deserves philanthropic support from corporations, trusts, and individuals and who are willing to work to ensure that the university is funded to the fullest extent possible.
- 2.1 The vice-chancellor will invite a member of the board of governors to chair the committee.
- 3.1 The functions of the development committee are to work closely with the communications and advancement team and the vice-chancellor to:
 - 3.1.1 serve them in an advisory capacity;
 - 3.1.2 accompany them to meetings with potential donors;
 - 3.1.3 open doors for them to influential business leaders;
 - 3.1.4 manage certain key individual donor relationships.
- 4.1 The chair of the committee, failing whom the vice-chancellor, will report to the board of governors on the activities of the committee. Given that certain information may be of an extremely sensitive nature, this information will be revealed to the board at the sole discretion of the committee and the vice-chancellor.

12.5. Ad hoc committees

From time to time, the vice-chancellor may ask the board of governors to form an ad hoc committee to examine a particular issue of importance to the university.

- 12.5.1. The vice-chancellor, in consultation with the chairperson of the board of governors, will determine membership of an ad hoc committee.
- 12.5.2. When establishing an ad hoc committee, a specific timeframe within which the committee should complete its task will be established.
- 12.5.3. The chairperson of the board of governors will nominate the chair of each ad hoc committee.
- 12.5.4. Ad hoc committees will report their findings to the full board of governors.
- 12.5.5. If necessary, an ad hoc committee will present interim reports to the full board prior to delivering their final report.