

INSTITUTIONAL RULES ON MATTERS PERTAINING TO THE STATUTE OF THE UNIVERSITY OF THE FREE STATE¹

CHAPTER III CHANCELLOR

Paragraph 5(4)

Criteria for the election of the Chancellor.

The stature of the candidates should redound the university's credit, and they should underwrite the values and aspirations of the university.

CHAPTER V COUNCIL

Paragraph 19(1)

Defining the role of the chairperson of Council

Based on the guidelines of the King III Report on Corporate Governance

The council should be led by an independent non-executive chairperson

- (1) The council should elect a chairperson who can provide the direction necessary for an effective council.
- (2) The chairperson of the council should be independent and free of conflicts of interest on appointment.
- (3) The chairperson's capacity and capability to add value to the university should form part of his annual evaluation.
- (4) The chairperson should preside over council meetings and should ensure that the time of the meeting is used productively. The chairperson should encourage collegiality among council members but without inhibiting candid debate and creative tension among council members.
- (5) The chairperson should manage conflicts of interest.
- (6) The chairperson's role and function will be influenced by matters such as the strategic direction of the university, the scholarly nature of its operations, the qualities of the Rector and Vice-Chancellor and his or her management team, as well as the skills and experience of each council member. Core functions performed by the chairperson should include the following:

¹ Not being included in other Regulations, Policies or Regulatory Frameworks published on the UFS Website under Policy Documents.

- 6.1 setting the ethical tone for the council and the university;
 - 6.2 providing overall leadership to the council without limiting the principle of collective responsibility for council decisions, but at the same time being aware of individual responsibility of council members;
 - 6.3 actively participating in the selection of council members (via a nomination committee), and overseeing a formal succession plan for the council, Rector and Vice-Chancellor and senior management appointments;
 - 6.4 determining and formulating (in conjunction with the Rector and Vice-Chancellor and Registrar) the annual work plan for the council against agreed objectives and goals and playing an active part in setting the agenda for council meetings;
 - 6.5 acting as the link between the council and the management and particularly between the council and the Rector and Vice-Chancellor;
 - 6.6 ensuring that council members play a full and constructive role in the effective functioning of council and taking a lead role in the process for removing non-performing or unsuitable members from the council;
 - 6.7 ensuring that relevant objective information is placed before the council to enable council to reach an informed decision;
 - 6.8 monitoring how the council functions collectively, how individual members perform and how they interact at meetings. The chairperson should meet with individual members once a year regarding evaluation of their performance. The chairperson should know council members' strengths and weaknesses;
 - 6.9 mentoring to enhance members' confidence (especially those new to the role) and encouraging them to speak up and make an active contribution at meetings. The mentoring role is encouraged to maximise the potential of the council;
 - 6.10 ensuring that all members on the council are appropriately educated in their duties and responsibilities and that a formal programme of continuing professional development is adopted at council level;
 - 6.11 ensuring that good relations are maintained with the university's major strategic stakeholders; and
 - 6.12 building and maintaining stakeholders' trust and confidence in the university.
- (7) The chairperson should focus on social, sustainability and transformation issues, including employment equity, diversity management and social investment.
 - (8) The chairperson should meet with the Rector and Vice-Chancellor and/or the Registrar prior to a council meeting to discuss important issues on the agenda.
 - (9) With regard to additional roles of the chairperson on committees:
 - 9.1 the chairperson should not be a member of the audit committee;
 - 9.2 the chairperson should not chair the remuneration committee, but may be a member of it;
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- 9.3 the chairperson should be a member of the nomination committee and may also be its chairperson; and
- 9.4 the chairperson should not chair the risk committee but may be a member of it.

CHAPTER XII DONORS

Paragraph 40 Qualifications

A person, body or entity is recognised by the Council, as a donor when an amount or the monetary value of a contribution in kind, is R500.00 or more.

Paragraph 41 Election of a member of Council

- (1) Whenever it may be necessary for donors in terms of section 8(1)(g) of the Act to elect a member of the Council, the Registrar shall have notices calling for nominations published in such newspapers as he or she may select at least five weeks before the date of the election.
- (2) All nominations shall be in writing and shall be lodged with the Registrar at least three weeks before the date of the election.
- (3) Each nomination shall be signed by five members of the constituency of donors and shall contain the written acceptance of the nomination by the nominee under his or her signature.
- (4) If the number of persons nominated exceeds the number to be elected, an election shall be held.
- (5) If an election is to be held, the Registrar will publish a voting paper in the same newspaper mentioned in subparagraph (1). Such voting paper can be completed and faxed to the Registrar, sent by mail or delivered to the Registrar's Office. An electronic voting facility may also be utilized on the UFS webpage. A voting station will be provided in the foyer of the UFS Main Building on the election day.
- (6) The validity of voting papers will be scrutinized by the Office of the Registrar, assisted by the Office of the Director: Corporate Relations.
- (7) At the election the Registrar, or his or her representative shall act as returning officer and shall be assisted by two scrutineers with independent status.
- (8) The outcome of the election will be announced to the Chairperson of the Council, the Rector and Vice-Chancellor and the successful candidate.
- (9) The elected representative of the donor constituency will attend the first Council meeting after the commencement of his or her term of office.