



# COUNCIL CHARTER 2024





Makerere University Business School

# **COUNCIL CHARTER**

December 2024



## COUNCIL CHARTER



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# Message from the **Chairperson of Council**

It is with profound honour and great institutional pride that I present the Makerere University Business School (MUBS) Council Charter 2024 — a landmark document that marks a historic turning point in the governance trajectory of the School. For the first time in over 25 years of its existence, MUBS now has in place a comprehensive Charter that codifies the principles, structures, and expectations that will govern the conduct of Council and its interface with Management and stakeholders.



The formulation and adoption of this Charter signals the School's readiness to embrace a more structured, accountable, and visionary model of governance — one that not only aligns with national legal frameworks such as the Universities and Other Tertiary Institutions Act, 2001 (as amended), but also reflects evolving international standards of higher education governance. Through this Charter, Council affirms its commitment to uphold the foundational principles of transparency, institutional autonomy, inclusivity, ethical leadership, and long-term sustainability.



This Charter provides clarity on the collective and individual responsibilities of Council members, the separation of roles between governance and management, and the values that underpin effective oversight and strategic direction. It also offers a reference point for self-assessment, succession planning, and the induction of new Council members — anchoring governance not in personalities, but in institutional permanence.

On behalf of the Council, I wish to express deep appreciation to all who contributed to the development of this milestone Charter — especially the Principal for his steadfast leadership, the Secretary to Council and Secretariat for technical stewardship, and the wider MUBS community whose insights and support reaffirmed the importance of participatory governance.

As we look to the future, this Charter will not only guide the current Council in the execution of its mandate, but will also serve as a legacy document for generations of Councils to come — a living testament to MUBS's transition into an era of mature, strategic, and principled governance.

**Eng. Isaac Mubarak Ngobya**  
**Chairperson of Council**  
**Makerere University Business School**  
**December 2024**

# Message from **the Principal**

**T**he launch of the MUBS Council Charter 2024 represents a watershed moment in the institutional journey of Makerere University Business School. For over two decades, MUBS has grown in scope, stature, and complexity, yet had not until now adopted a formalized governance charter to anchor its Council's work. This first-ever Charter provides the governance clarity and procedural foundation necessary to support our strategic aspirations as a leading institution of business and management education in Uganda and the region.



This Charter does more than define the roles and responsibilities of Council; it affirms the institutional values we stand for – integrity, accountability, service, innovation, and professionalism. It formalizes the interface between governance and management, and offers a mechanism for ensuring alignment between oversight and execution, between vision and implementation.

Its adoption comes at a time when the higher education sector in Uganda is increasingly called upon to demonstrate governance excellence, responsiveness to national priorities, and institutional



resilience. The MUBS Council Charter 2024 aligns seamlessly with Uganda's Vision 2040 and the Fourth National Development Plan (NDP IV), which both emphasize good governance as a critical enabler of socio-economic transformation. It also reinforces our own internal strategic plan, which recognizes governance as the backbone of sustainable institutional performance.

I wish to express my sincere appreciation to the Chairperson and Members of Council for their leadership in institutionalizing governance; to the Secretary to Council and the Secretariat for their tireless technical coordination; and to the Management, faculty, staff, students, and stakeholders whose support affirms that governance is not an abstract principle, but a shared institutional commitment.

As Principal, I remain fully committed to ensuring that the principles enshrined in this Charter are operationalized across all levels of the School's structures. Through disciplined execution, innovation, and stakeholder engagement, we shall translate this governance milestone into measurable outcomes that enhance our institutional relevance, competitiveness, and impact.

**Prof. Moses Muhwezi, PhD**

**Principal**

**Makerere University Business School**

**December 2024**



# Message from the **Secretary to Council**

It is a distinct privilege to support the formal publication of the Makerere University Business School (MUBS) Council Charter 2024, a document adopted by Council to codify the governance

architecture that will steer MUBS into its next era of institutional excellence. The adoption of this first-ever Charter in the School's 25-year history marks a pivotal moment, representing the transition from evolving governance practices to a clearly articulated, structured, and future-ready governance framework.



As Secretary to Council and custodian of the Charter, I reaffirm the Secretariat's commitment to ensuring that the principles, procedures, and values enshrined in this document are consistently upheld, operationalized, and preserved as part of the School's institutional memory. This Charter consolidates Council's governance practices, formalizes the distinction between oversight and management, and introduces mechanisms for continuous Council development, including succession planning, self-assessment, and performance review — critical attributes of a resilient institution.



The Charter is aligned with the broader legal and policy frameworks, including the Universities and Other Tertiary Institutions Act, 2001 (as amended), and mirrors global best practices in higher education governance. Its development was the result of extensive consultation, technical coordination, and collective reflection by Council, Management, and stakeholders, ensuring that it captures both compliance requirements and the aspirations of MUBS as a world-class institution.

The Secretariat is further committed to modernizing Council operations through digitization, policy alignment, and capacity-building to ensure that governance practices evolve alongside institutional and national developments.

I extend my profound gratitude to the Chairperson of Council for visionary leadership, the Principal and Management for strategic support, and to all stakeholders who contributed their wisdom and commitment to this governance milestone.

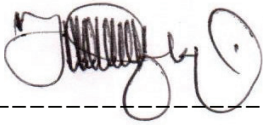
May the MUBS Council Charter 2024 stand as a living testament to our shared pursuit of transparent, accountable, ethical, and transformative governance — now and for generations to come.

**Dr. Francis Yosa**  
**Secretary to Council**  
**Makerere University Business School**  
**December 2024**



# DECLARATION

We the undersigned hereby declare this document as the Makerere University Business School Council Charter.



**Eng. Isaac Mubarak Ngobya**  
Chairperson, MUBS Council



**Dr. Francis Yosa**  
School Secretary/Secretary  
to Council



## COUNCIL CHARTER





# CHAPTER I

## PRELIMINARY PROVISIONS

### 1.0 Citation

This Charter shall be cited as the Makerere University Business School (MUBS) Council Charter, 2024

### 1.1 Interpretation

This Charter shall be interpreted by Council in accordance with the Law.

### 1.2 Definitions

In this Charter, unless the context otherwise requires:-

“Act” means the Universities and Other Tertiary Institutions Act, 2001 as amended.

“Chairperson of Council” means a member of Council elected in accordance with the Act.

“Committee Chairperson” means a member of Council presiding over a meeting of a Committee established by the MUBS Council.

“Committee of Council” means a Committee established by and responsible to Council.



“Convocation” means an assembly of former and current students and members of staff of MUBS.

“Council Charter” means this document as approved by Council.

“Council” means the MUBS Council as established under Section 38 of the Act.

“Day” means calendar day.

“Management” means the Top Management Committee of MUBS.

“Meeting” means a duly constituted meeting of the Council and/or its Committees.

“Minister” means the Minister of Education and Sports.

“MUBS” means Makerere University Business School.

“Petition” means a formal request /claim presented to Council by an aggrieved person.

“Secretary” means the Secretary to Council in accordance with the Act.

“Staff” means employees of MUBS as provided for in the Act.

“Students’ Guild” means the students’ body of Makerere University Business School.



# CHAPTER II

## ESTABLISHMENT OF MUBS

This Chapter provides an overview on the establishment of MUBS including its educational and administrative mandate as provided for under the law, the Vision and Mission Statement of the School, the legal and governance framework of the institution; and the key governance roles and responsibilities of specified organs and officers of the School.

### 2.1 Establishment

In accordance with the Act, MUBS is a Public Tertiary Institute affiliated to Makerere University with its own Council, administration and organizational structure. MUBS was born out of a merger of Makerere University Faculty of Commerce and the National College of Business Studies Nakawa by the Makerere University (Establishment of Constituent College) Order of 1997 with the mandate 'to strengthen and centralize the institute providing commercial and business education.' In 2000, the Makerere University Act (Establishment of Constituent College) (Amendment) Order, established a MUBS Council with parallel powers to that of Makerere University, which was saved by Section 71(2) of the Act. Under this legal regime, the MUBS Council is established with the responsibility of the overall administration of MUBS and powers to make Policies and Statutes for the governance of MUBS.



This Charter therefore sets out the privileges of Council members, standards, procedures and guidelines under which Council and its Committees shall effectively perform its duties and responsibilities.

## 2.2 Vision and Mission of MUBS

**Our Vision:** The Benchmark for Business and Management Education, Research and Training in the region.

**Our Mission:** To enable the future of our clients through creation and provision of knowledge.

## 2.3 The Mandate of MUBS

This Section outlines the educational and administrative mandate of MUBS as stipulated under the Act as follows:

- a) Provide instructions to those admitted to the School and make provision for advancement, transmission and preservation of knowledge relating to commerce or business –
  - i) Undergraduate, postgraduate, higher diploma and ordinary diploma courses;
  - ii) Professional courses, including but not limited to Chartered Accountants, Chartered Secretaries, Bankers, Insurance personnel, Managers and other professionals;
  - iii) Short term professional courses.
- b) Create and offer opportunities to persons interested in courses offered through distant education methodologies from relevant commercial or business training institutions outside Uganda;



- c) Conduct examinations for the award of degrees, diplomas, certificates and other awards of the University;
- d) Conduct other examinations and award certificates and diplomas and where necessary to revoke awards;
- e) Coordinate and supervise all Uganda government funded colleges of commerce with an objective of developing curricula and achieving high standards of business education;
- f) Act as examining body for such colleges and privately run colleges which may seek affiliation to the School for such diplomas and certificates;
- g) Conduct or facilitate the conducting of research on any issue relating to the commercial or business sector;
- h) Facilitate staff development through the provision of upgrading courses and short term continuing education;
- i) Establish linkages and joint programmes with other institutions offering similar courses within and outside Uganda; and
- j) Carry on any other thing relating to the enhancement of standards in the commercial and business sector as the Minister may direct.

## 2.4 Legal Framework for Governance of MUBS

MUBS is governed under the following legal and policy framework:

- a) The Constitution of the Republic of Uganda 1995 as amended



- b) The Universities and Other Tertiary Institutions Act, Cap. 262
- c) The Public Service Act, Cap. 91
- d) The Public Finance Management Act, Cap. 171
- e) The Leadership Code Act, Cap. 33
- f) The Employment Act, Cap. 226
- g) Other government legislations and policies approved from time to time
- h) MUBS Council Charter 2024
- i) The MUBS Human Resource Manual 2009 (as amended in 2024)

## 2.5 Governance Structure

The governance of MUBS is provided for as follows:

- a) **MUBS Council:** This is the supreme governing organ of the School. The composition, powers and functions of the Council are specified in Sections 38 to 41 of the Act.
- b) **Academic Board:** This is the top academic organ of the School.
- c) **Top Management:** This is the top administrative organ of the School to manage the academic, financial and administrative matters of MUBS. It is composed of the following officers:
  - i) Principal
  - ii) Deputy Principal
  - iii) School Secretary
  - iv) School Registrar
  - v) Dean of Students



- vi) School Bursar
- vii) School Librarian
- viii) Chief, Human Resource
- ix) Chief, Internal Audit
- x) Chief, Quality Assurance
- xi) Chief, Legal Affairs
- xii) Deans of Faculty

## 2.6 Key Governance Roles and Responsibilities

This Section defines the key roles and responsibilities of specified officers of the School (Principal, Deputy Principal and the School Secretary) in the governance of the institution.

### 2.6.1 The Principal and Deputy Principal

The Principal shall be the Chief Academic, Administrative as well as the Accounting Officer of the School. The Principal shall be responsible to the Council for the day-to-day operations of the School as the Head of Management. The Deputy Principal shall assist the Principal in the performance of his/her functions and perform such other functions that may be delegated to him/her by the Principal from time to time.

The Principal shall be responsible for the implementation of Council's decisions and resolutions. He/she will be charged with the responsibility of ensuring adherence to policies and prevailing regulations in the management of the School. The Principal therefore serves as the link between Council and Management and shall:

- a) Articulate the Vision of the School and Management plans thereof to Council on an annual basis.
- b) Present at every meeting of Council or its relevant Committee, a status report of the School.



- c) Report to Council on the progress in implementing decisions/resolutions of Council by Management.
- d) Provide regular strategic and operational advice to Council.
- e) Be accountable to Council for the establishment and implementation of operational policies.
- f) Manage the operations of the School consistently with Council approved principles and plans to achieve strategic and operational objectives.
- g) Develop multi-year plans and performance measures for critical activities of the School such as teaching and learning; research and development.

The Principal shall be a member on every standing Committee of Council, save for the Audit and Risk Management Committee. Notwithstanding the aforesaid, the Chairperson of the Audit and Risk Management Committee of Council may from time to time invite the Principal to a meeting of the Committee to benefit from informational exchange about accounting, financial and operational matters.

The Deputy Principal shall be a member of every standing Committee of Council, save for the Appointments Board; and the Audit and Risk Management Committee.

The Principal and the Deputy Principal shall receive a dignified certificate of service and a plaque from Council at the end of his/her term of office plus the equivalent of his/her three (3) months' gross monthly emoluments as a token of appreciation, subject to





satisfactory performance and formal handover of office.

### **2.6.2 Appointment of the Principal and Deputy Principal**

The Principal and the Deputy Principal are appointed by the Education Service Commission in accordance with the Act. Council shall notify the appointing authority at least six (6) months before the expiry of the contracts of the Principal and the Deputy Principal.

### **2.6.3 Evaluation of the Principal and the Deputy Principal**

- a) The Principal shall be appraised by a Committee of Council comprised of the Chairperson of Council, Vice Chairperson of Council and Chairpersons of Committees on an annual basis.
- b) The evaluation tool for the position of Principal shall be on the key deliverables of finance, academics and administration.
- c) The Deputy Principal shall be appraised annually by the Principal.
- d) The report of the Principal on evaluation of his/her deputy shall be presented to the Committee in (a) above.
- e) A report in either of the above cases shall be presented to Council within thirty (30) days after the end of each year as per the contract of each of the Officers.
- f) The Council shall consider the appraisal reports (annual and end of term) and take appropriate actions.

### **2.6.4 Evaluation of the School Secretary/Secretary to**



## Council

- a) The School Secretary/Secretary to Council shall be appraised by the Principal. The report of the Principal on evaluation of the School Secretary shall be presented to the Appointments Board for consideration.
- b) The Secretary to Council shall receive a dignified certificate of service and a plaque from Council at the end of his/her term of office plus the equivalent of his/her three (3) months' gross emoluments as a token of appreciation, subject to satisfactory performance and formal handover of office.

### 2.6.5 The Relationship between Council and Management

- a) Council and Management shall execute their mandate in an environment of mutual trust and respect having regard to the principles of good governance. In this regard, the Council and Management shall maintain clear and distinct lines of responsibility and channels of communication.
- b) Council shall be responsible for policy, strategy and management oversight while Management shall be responsible for the overall administration, management and implementation of Council policies. Management shall be accountable to Council for the day-to-day operations of the School through the Principal who shall keep the Chairperson of Council informed on the state of affairs in the School.
- c) Members of Council shall appreciate the strategic role of Council and respect Management's



responsibility to manage the day-to-day activities of the School. Council shall be informed of staffing matters or any developments in the School through the Principal who shall prepare periodic reports on the same to Council and its Committees from time to time.

- d) Members of Management and/or staff may be invited to attend Council meetings, as and when deemed necessary by Council.

In facilitating the Council to effectively execute its mandate, Management shall:

- i) Provide Council members with complete and accurate information in respect of all matters to be considered by Council or its Committees in a timely manner;
- ii) Provide legal and financial advice as may be necessary to enable members to discharge their fiduciary duties;
- iii) Facilitate the rights and privileges of members of Council; and
- iv) Provide such other administrative assistance as may be required by members of Council from time to time.

### **2.6.6 Relationship between Council and Staff**

- a) Where necessary, Council members shall through the Principal formally contact members of Top Management or any other staff for official business.
- b) All interactions between Council members and staff shall be conducted with mutual respect,



professionalism, and courtesy.

## 2.7 Role Clarity

Council members should understand their governance role and refrain from engaging in day-to-day management or operational matters.

## 2.8 Confidentiality

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

- a) Council members shall observe confidentiality regarding all Council and Committee matters.
- b) All information received by a Council or Committee member in the course of fulfilling his/her duties shall be deemed confidential information and remains the property of the School.
- c) A Council or Committee member shall not disclose information, or allow it to be disclosed, to any other person unless that disclosure has been authorized by the School or required by law.
- d) Authorization by the School will be presumed where and to the extent that Council minutes convey, either



expressly or implicitly, that it is intended that disclosure should be made to third parties.

- e) If the Chairperson of a meeting of Council/Committee deems a matter to be of a confidential nature, that matter shall be considered by the Council/Committee towards the end of the meeting or upon the ruling of the Chair. The Chairperson may require persons present at the meeting who are not members of the Council/Committee to leave the meeting while confidential items are being considered.
- f) Any member in doubt as to his or her obligations on confidentiality or in relation to any matter of disclosure should consult with the Chairperson of Council, Chairperson of the Committee for Committee matters or Secretary to Council prior to making any disclosure.
- g) Former Council members and staff have a legal and ethical obligation to maintain the confidentiality of the information they were privy to during their time on Council in accordance with the law. This includes any sensitive information, financial data, strategic plans and any other confidential information related to the School.

## **2.9 Engagement of Council with the Media and other stakeholders**

- a) Engagement with the media and other stakeholders such as Government on behalf of Council shall be only through the Chairperson of Council or through a member of Council on the authority of the Chairperson.
- b) Where empowered or authorized by the Chairperson, a member speaking in any public forum must ensure that



he/she speaks only the position/opinion of Council on the specific subject of discussion.

- c) In line with the School's Communication policy, Management shall communicate on behalf of the School. However, Management may from time to time and with the leave of Council request the Chairperson, the Vice Chairperson or individual Council members to address or interact with third parties, the press, partners or stakeholders on behalf of the School.

### **2.10 Statement on Good Governance**

Council members shall act in the best interest of MUBS and uphold their fiduciary responsibilities and duty of care. This involves not disclosing confidential information, avoiding real and perceived conflicts of interest, and favouring the interests of MUBS over all other interests. Council members shall act honestly and in good faith so as to create a culture built on principles of integrity, accountability and transparency.

### **2.11 Culture**

Council shall be exemplary in providing visionary leadership to the school and shall promote a culture of excellence, professionalism, accountability and embracing diversity. It shall embrace a strong culture of partnership through cooperation and working closely with Management in playing its oversight function and providing strategic direction to the School.

### **2.12 Guiding Principles of Council and its Committees**

MUBS has adopted high standards and applies strict rules of conduct based on the best corporate practices. Council is committed to ethical conduct in all areas of its responsibility and authority. Members shall:



- a) Exercise due care and diligence in fulfilling the functions of their offices and shall exhibit a standard of care that is expected from a person holding the position of a Council member;
- b) At all times, act honestly in good faith and in the best interest of the School;
- c) Not allow personal interests or the interests of any associated person to conflict with the interest of the School and shall be required to declare their interest where such a situation arises;
- d) Have an obligation to be independent in judgment and to take all reasonable steps to ensure soundness of all decisions taken;
- e) Use the power of the office for a proper purpose, in the best interests of the School and shall not make improper use of information acquired as a member of Council;
- f) Not engage in conduct likely to discredit the School and not take improper advantage of his/her position as Council member;
- g) Maintain sufficient knowledge of the School's activities and performance to make informed decisions;
- h) Attend and devote sufficient time to prepare for Council meetings to enable effective decision making;
- i) Avoid deception, unethical practice or any other behaviour that is, or might be construed, less than honourable in the pursuit of the School's mandate;
- j) Not disclose to any other person confidential information other than as agreed by the Council or



as required under the law;

- k) Act in accordance with his/her fiduciary duties, complying with the spirit as well as the letter of the law, good corporate governance principles, recognizing both the legal and moral duties of his/her role as a member of Council;
- l) Recognize the legitimate interests of all stakeholders;
- m) Have equal rights and privileges; and
- n) Abide by Council decisions.





# CHAPTER III

## THE MUBS COUNCIL

This Chapter details the composition of the MUBS Council as prescribed under the Act; the process of appointment of members of Council, the procedure for the election of the Chairperson and Vice Chairperson of Council; the duties and responsibilities of the Chairperson and Vice Chairperson of Council; the process of conflict resolution for members of Council; resignation and the process of suspension and removal from office as member of Council and as Chairperson or Vice Chairperson of Council.

### 3.1 Composition of the MUBS Council

- 1) The composition of the Council is stipulated under section 38(1) of the Act as detailed hereunder:
  - a) The Chairperson;
  - b) The Vice-Chairperson of Council;
  - c) The Principal;
  - d) The Deputy Principal;
  - e) A representative of the business sector, appointed by the relevant body in that sector;
  - f) One member of the District Council elected by the District Council in whose jurisdiction the School is situated;



- g) A member of the Convocation elected by the Convocation;
  - h) Two members of the Academic Board elected by the Academic Board;
  - i) Two members of the Academic Staff elected by the Academic Staff Association of the School;
  - j) A senior member of Administrative Staff elected by the Senior Administrative Staff;
  - k) A member of the National Union of Education Institutions; Support Staff elected by the branch in the School;
  - l) Two students of the School, one of whom shall be female appointed by the Students Guild;
  - m) Three members appointed by the Minister from the public;
  - n) Three members appointed by Council from the public;
  - o) A representative of the Ministry responsible for finance;
  - p) A representative of the Ministry responsible for higher education;
  - q) Two representatives of the constituent colleges, schools and institutes elected by the Chairpersons of the governing councils from among themselves; and
  - r) Two representatives of persons with disabilities, one elected by the members of staff who are persons with disabilities and another by National Organizations of persons with disabilities.
- 2) Members appointed under paragraph (m) and (n) shall be appointed from different public sectors including farmers, industry, commerce and other professions.



- 3) The Council may discharge its functions and exercise its powers notwithstanding any vacancy in its membership.

The current membership of the MUBS Council is published on the School's official website: [www.mubs.ac.ug](http://www.mubs.ac.ug).

### 3.2 Process of Appointment of Council Members

- a) A Council Member shall be appointed by the relevant appointing authority as provided for in Section 38 of the Act;
- b) The Secretary to Council shall notify the relevant appointing authority to appoint its representatives sixty (60) days prior to the expiry of the term of the respective member;
- c) Members of Council who have already been appointed by the relevant appointing authorities shall, at the Inaugural Council meeting, appoint its Council appointees from the Public to Council. The Inaugural Council meeting shall be presided over by the Principal until an Interim Chairperson is appointed.
- d) At the commencement of the inaugural Council meeting, Council members shall:-
  - i) Be sworn in by a Judicial Officer or a Commissioner for Oaths.
  - ii) Take and subscribe to the Oath of Allegiance and the Oath of Secrecy as specified in Schedule 2 of this Charter.
  - iii) Elect an Interim Chairperson as per Section 39 (3) of the Act, who shall preside over the rest of the proceedings.



- e) The process of election of the Interim Chairperson shall be as follows:
- i) The members of Council present shall nominate a person from among themselves who is not an employee or student of the School or Public Service or member of the District Council or Parliament in accordance with section 39(3) of the Act.
  - ii) The nominated person(s) shall be seconded by another member of Council.
  - iii) The nomination process shall close if there is no other nomination and a proposal to close nominations has been received, seconded and approved by Council.
  - iv) If there is only one (1) nominated candidate, he/she will be declared the Interim Chairperson unopposed.
  - v) In the event that there is more than one (1) duly nominated and seconded candidate, there shall be an election presided over by the Secretary to Council as Returning Officer.
  - vi) The election shall be by secret ballot and each member shall cast one vote writing a name of the candidate they prefer on the ballot paper distributed to them by the Returning Officer and all ballots shall be counted publicly and the winner declared in line with Section 42(4) of the Act.
  - vii) Voting by proxy shall not be allowed at the meeting to appoint an Interim Chairperson.
  - viii) Members who attend the meeting online shall vote by sending an email to the official email address of the Returning Officer at the time of voting.



### 3.3 Appointment of Members from the Public

- a) Section 38 (1)(n) of the Act empowers Council to appoint three (3) members of the Council from the public;
- b) Subject to paragraph (a) above, members of Council shall at Council's first meeting be requested to nominate persons to be elected from the public;
- c) The Secretary to Council shall declare vacancies of Council appointees from the public at the inaugural meeting;
- d) The Interim Chairperson of Council shall preside over the nomination of Council appointees from the public. The process of nomination shall be as follows:
  - i) Members of Council present shall nominate competent persons from the public in fields/ areas that Council deems necessary.
  - ii) Each nominee shall be seconded by a member of Council.
- e) The Secretary to Council shall after the Inaugural meeting write to the nominated persons to seek their consent to serve on the MUBS Council and request them to submit their CVs within seven (7) days from the date of receipt of the communication.
- f) The Secretary to Council shall compile and circulate the list of nominees and their supporting documents including their consent, to members of Council seven (7) days before the second meeting;
- g) Council shall conduct due diligence on all the nominees before conducting the election of the three (3) nominees from the public to be appointed to the MUBS Council;



- h) At the second meeting of Council, the Secretary to Council shall present the summary of the profiles of the nominees from the public;
- i) The Interim Chairperson shall preside over the election of Council appointees from the public at the second Council meeting using the following procedure:
  - i) The nominees shall be checked for compliance with legal provisions;
  - ii) If not more than three (3) candidates are nominated, the candidates so nominated shall be declared unopposed.
  - iii) The members of Council who nominated the person(s) to be considered for appointment from the public shall present the candidature of the nominee(s) to Council.
- j) Following the presentation in (i) (iii) above, members shall elect the three members from the public by secret ballot.
- k) Every member shall have one vote. In case of a tie, the Interim Chairperson shall have a casting vote;
- l) Members shall cast their votes by writing not more than three (3) names of their choice on the ballot paper provided from a list of nominees.
- m) The Secretary to Council shall act as the Returning Officer during the elections.
- n) Voting by proxy shall not be allowed. Members of Council attending the meeting online shall vote by sending an email indicating the names of their preferred candidates to the official email of the Returning Officer



- o) Tallying of votes shall be done publicly.
- p) The votes shall be counted and the three (3) persons with the highest votes shall be announced and declared as duly elected from the public.
- q) Following a resolution of Council to appoint the persons with the highest votes, the Secretary to Council shall formally issue an appointment instrument to the duly elected appointees with effect from the date of the inaugural meeting of Council.

### **3.4 Chairperson and Vice Chairperson of Council**

Pursuant to Section 39 of the Act:

- a) The Chairperson and Vice-Chairperson shall hold office for a period of four (4) years and shall be eligible for re-election for one more term.
- b) Whenever the office of the Chairperson is vacant or the Chairperson is absent for any cause, the Vice Chairperson shall discharge the functions of the Chairperson and in the absence of both the Chairperson and the Vice Chairperson, such other member elected by the Council, not being an employee or student of the School, public service employee or member of the District Council or Parliament, shall discharge the functions of the Chairperson.
- c) In the event that the Office of the Chairperson of Council falls vacant, the Vice Chairperson of Council shall discharge the functions of the Office of the Chairperson for the remaining duration of Council's tenure.



- d) Where the Vice Chairperson assumes the functions of the Chairperson of Council as stated in (c) above, the position of Vice Chairperson shall not be declared vacant.

### 3.5 Duties of the Chairperson

The Chairperson shall ensure that Council is effective in exercising its responsibility and authority for setting the School's direction, strategy and overseeing its implementation by Management.

The main responsibility of the Chairperson is to provide leadership to Council including:

- a) Presiding over meetings of Council and ensuring that the Council is fully informed and receives proper information.
- b) Ensuring that Council members receive accurate, timely and clear information.
- c) Taking decisions as delegated by Council and ensuring that Council focusses on its key tasks.
- d) Ensuring an appropriate separation of governance and management responsibilities.
- e) Keeping track of the contribution of individual members and ensuring that they are all involved in discussions and decision making.
- f) Directing discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.
- g) Controlling the meeting without dominating the debate itself.





- h) Allocating requisite amount of time to each item and ensuring that any deviations from the order of the agenda are explained.
- i) Directing the meeting in way which stimulates open debate on each of the issues on the agenda.
- j) Ensuring that meetings neither get distracted by intricate arguments nor leap to hasty conclusions without due consideration.
- k) Advising and supporting members in the performance of their responsibilities.
- l) Preserving order and decorum in the meeting and shall decide questions of order or practice with reason.
- m) Ensuring that there are processes and procedures in place to evaluate the performance of Council, its Committees and individual members.
- n) Playing a leading role in determining composition of Committees in order to achieve harmony and effectiveness.
- o) Executing his/her responsibilities according to lawful and ethical standards.
- p) Undertaking performance evaluation of the Principal.
- q) Any other duties.

### **3.6 Election of Chairperson and Vice Chairperson of Council**

- 1) Once the members of Council from the public have been appointed, Council shall elect a Chairperson and Vice-Chairperson who meet the criteria specified in Section 39(1) of the Act.



- 2) In the event that there are more than one (1) nominated candidate, the elections for each of the two positions shall be conducted separately and the following procedure shall apply:
  - a) The Interim Chairperson of Council shall preside over the election of the Chairperson of Council.
  - b) Where the Interim Chairperson of Council is interested in the positions of Chairperson or Vice Chairperson of Council, he/she shall be required to step down and another member in accordance with Section 39(1) of the Act shall be appointed to preside over the election.
  - c) The members of Council present shall nominate a person from among themselves who is not an employee or student of the School or Public Service or member of the District Council or Parliament in accordance with section 39(3) of the Act.
  - d) The nominated member(s) shall be seconded by another member of Council.
  - e) The member nominated shall be asked whether or not they accept the nomination.
  - f) The nomination process shall close if there is no other nomination and a proposal to close nominations has been received, seconded and approved by the Council.
  - g) If there is only one (1) nominated candidate, he/she will be declared the Chairperson or Vice Chairperson unopposed.
  - h) In the event that there is more than one (1) duly nominated and seconded candidate, there



will be an election presided over by the Interim Chairperson as Returning Officer.

- i) The election shall be by secret ballot and each member shall cast one vote writing a name of the candidate they prefer on the ballot paper distributed to them and all ballots shall be counted publicly and the winner declared in line with Section 42(4) of the Act.
- j) Members who attend the meeting online shall vote by sending an email to the official email address of the Returning Officer at the time of voting.
- k) If no candidate obtains two-thirds majority votes for the position of Chairperson of Council in accordance with Section 42(2) of the Act or majority vote for the position of Vice Chairperson, a run-off election shall be held between the two (2) persons who obtained the highest votes.
- l) In case of a tie in the election of the Vice Chairperson, the substantive Chairperson shall have a casting vote.
- m) The duly elected Chairperson of Council shall take Oath of Office and preside over the election of the Vice Chairperson following the same procedure in (2) above.
- n) The elected Vice-Chairperson of Council shall take the Oath of Office.

### **3.7 Tenure of Council Membership**

- a) All elected and appointed members of Council other than the representatives of the student shall hold office



for a period of four (4) years and shall be eligible for re-election as per Section 38(3) of the Act.

- b) The students' representatives on Council shall hold office for one (1) year and shall be eligible for re-election as long as they are still students of the School as per Section 38(4) of the Act.
- c) A Council member who is appointed or elected to replace another member who has died or resigned or ceased to be a member for whatever reason(s), shall serve the remaining period of the term of the member he/she has replaced.
- d) The Secretary to Council shall within two (2) months before the end of the tenure of Council notify the concerned organizations/constituencies to nominate new members.
- e) Membership of Council shall not be delegated to any other person.
- f) The Chairperson of Council shall prepare a handover report to the incoming Council within thirty (30) days before the expiry of Council's tenure.

### **3.8 Vacancy of the Office of a Chairperson, Vice Chairperson and Council Member**

- 1) The office of a member of Council shall fall vacant as per Section 38(5) of the Act upon:
  - a) The death of a member.
  - b) Ceasing to be a representative of the office or body by which that person became a member of Council.
  - c) Resignation of a member.



- d) Being adjudged bankrupt or of unsound mind.
  - e) Non-attendance of four (4) consecutive regular main Council sittings without justified notification to the Council Chairperson through the Secretary to Council;
  - f) On conviction of an offence of a capital nature.
  - g) Disqualification or suspension as a professional from practicing the profession by a competent authority and ceases to be a member of the profession.
  - h) Upon being removed by Council.
- 2) The Secretary to Council shall notify Council and the appropriate appointing authority of the vacancy. The appointing authority shall appoint another person who shall hold office for the remainder of the term of office of the person being replaced. Such person shall be eligible for re-appointment.
- 3) The office of the Chairperson or Vice Chairperson shall fall vacant upon:
- a) Occurrence of any of the events mentioned in (1) above.
  - b) The Chairperson or Vice Chairperson becoming a member of the staff or student of the School, gets employed by the Public Service or becomes a member of the District Council or a Member of Parliament.

### **3.9 Resignation of a Member of Council from Office**

- a) A Council member may resign from office by putting the same in writing addressed to the Secretary to Council,



copied to the appointing authority and Chairperson Council and where possible give reasons.

- b) The member of Council who intends to resign, shall within one (1) month prior to their resignation, submit a handover report to Council.
- c) The resignation shall take effect upon acceptance by Council.
- d) The Secretary to Council shall notify Council and the appropriate appointing authority of the resignation.
- e) The appointing authority shall appoint another person and the person so appointed shall hold office for the remaining period of the term of office of the person being replaced.
- f) Council shall conduct an exit meeting with the member resigning from Council to be attended by the said member on a voluntary basis, to enable Council to learn from his or her experience and adopt best practice to improve the effectiveness of its operations.

### **3.10 Dispute/Conflict Resolution**

- a) Council shall put in place formal processes to ensure the prompt and fair resolution of any disputes, conflicts or disagreements that may arise from time to time.
- b) In the context of the functions of Council, disputes/ conflicts may arise:
  - i) Between members of Council;
  - ii) Between the Chairperson and Vice Chairperson of Council;



- iii) Between the Chairperson or Vice Chairperson of Council and other member(s) of Council; and
  - iv) Between Council and Management.
- 
- c) The spirit of the conflict/dispute resolution approach adopted by Council at all times shall be to promote conciliation of the parties involved before recourse to any other measures as shall be determined by Council.
  - d) The Chairperson of Council shall ensure that once a dispute arises, it is dealt with in a fair and timely manner. Council shall consider all information in relation to the dispute and use its best endeavour to resolve the matter
  - e) The following procedure shall guide Council in the resolution of disputes:
    - i) The aggrieved member shall inform the Chairperson in writing of the dispute, who upon acknowledgment of receipt of the written correspondence, shall notify Council of the conflict/dispute as soon as it is reasonably practical;
    - ii) The Chairperson shall (when not involved in the dispute or an interested party) mediate between the disputing parties or attempt to resolve the matter amicably within 14 days;
    - iii) Where the Chairperson is unable to resolve the dispute, Council shall refer the matter to an Ad-hoc Committee for this purpose to be chaired by a member of Council, not being a staff of the School or a student of MUBS or Makerere University;



- iv) Where the Chairperson is a party to the dispute or is an interested party, the Vice Chairperson of Council shall mediate between the disputing parties or attempt to resolve the matter amicably within 14 days. In the event the dispute is not resolved, the matter shall be referred to Council for onward referral to the Ad-hoc Committee mentioned in (iii) above;
- v) The Chairperson of the Ad-hoc Committee in (iii) and (iv) above shall report back to Council on the Committee's finding(s) and recommendation(s) within a period of 14 days;
- vi) Council shall receive and consider the recommendation(s) of the Ad-hoc Committee referred to in (v) above and make a final decision on the dispute in question;
- vii) Where both the Chairperson and the Vice Chairperson are the subject of the dispute, the matter shall be presented for consideration by Council at a special session chaired by another member of Council elected by the members present in accordance with the requirement of Section 39(1) of the Act.

### **3.11 Suspension and Removal from Office of a Member of Council**

#### **3.11.1 Suspension from Office**

- 1) A member of Council may be suspended from office by Council under the following circumstances:
  - a) When Council decides that a member is in





breach of this Charter;

- b) When a member's actions are deemed by Council to be intentionally ultra vires and in contradiction to the mandate of Council.
- 2) In situations mentioned in (1) (a) and (b) above, Council may suspend a member after a unanimous decision or majority vote by Council.
- 3) The appointing authority and the suspended Council member shall be notified in writing of the Council decision in (2) above.
- 4) Council shall determine the period of suspension based on the circumstances, not exceeding ninety (90) days.

### **3.11.2 Removal from Office**

- 1) A member of Council may be removed from office by Council under the following circumstances:
  - a) Inability to perform his or her duties arising from infirmity of body or mind;
  - b) Gross misbehaviour or misconduct;
  - c) Incompetence, to mean the inability of the member to perform his/her role on the MUBS Council due to the lack of the required knowledge or skill;
  - d) non-attendance of four (4) consecutive regular main Council sittings without justifiable cause;
  - e) On conviction of an offence of a capital nature or on being adjudged bankrupt.



- 2) The removal of a member of Council from office shall be guided by the following procedure:
  - a) Where a member is alleged to have breached this Charter, provisions of The Leadership Code Act, Cap. 33, or any other form of misconduct, the Council on its own motion or an aggrieved person shall submit a petition to the Chairperson of Council which shall be lodged with the Secretary to Council.
  - b) The petition shall be duly signed by the petitioner indicating the petitioner's name, signature, address and identification.
  - c) The Chairperson of Council shall furnish the member with a copy of the petition fourteen (14) days prior to a Council meeting where the matter shall be presented for discussion.
  - d) The petitioner shall be invited to formally present the petition.
  - e) The member in question shall be given an opportunity to respond to the allegations and defend him/herself before the Council.
  - f) The member of Council who is the subject of the petition shall be given a fair hearing in accordance with the rules of natural justice, including the right to legal representation.
  - g) Where a member is found guilty by the majority of Council, depending on the gravity of the offence, the Council may



warn, suspend, or remove a member and inform the appointing authority.

- h) If the person who is the subject of the petition is aggrieved by the decision to be removed from Council, he/she shall have a right of appeal to the High Court within fourteen (14) days from the date of the decision.
- i) Where a member of Council commits a criminal offence within the School, the matter shall be referred to the appropriate authority for further management.

### **3.12 Removal of Chairperson and Vice Chairperson**

- 1) The Chairperson and Vice Chairperson shall be removed on the following grounds:
  - a) Being adjudged bankrupt or of unsound mind.
  - b) Conviction for a criminal offence of a capital nature.
  - c) Non-attendance of three (3) consecutive regular main Council sittings without justified reason and notification to members through the Secretariat.
  - d) Behaving in a manner that puts the Office of the Chairperson or Vice -Chairperson, the Council and the School into disrepute.
  - e) Abuse of the authority entrusted to the office of Chairperson or Vice Chairperson by Council, in particular, acting ultra vires.
  - f) Incompetence, to mean the inability of the



Chairperson or Vice Chairperson to perform his/her roles due to the lack the required knowledge, skill or judgment.

- g) Any other form of misconduct as prescribed in the Leadership Code Act, 2002 and any other relevant Laws.
- 2) The process of removal of the Chairperson or Vice Chairperson shall be as follows:
- a) If a Member of Council or of the public believes that the Chairperson or Vice Chairperson is liable for any of the grounds in 3.11 (1) (a-g) above, the aggrieved party shall lodge a petition with Council, through the Secretary to Council, clearly stating the alleged form of breach or misconduct.
  - b) The petition shall be seconded and signed by at least three (3) other members of Council. The timeframe from the date of receipt of the petition by Council until its final determination shall not exceed three (3) months.
  - c) Upon receipt of the petition, the Secretary to Council shall notify the member who is the subject of the petition, with a copy to all members of Council. The Chairperson or Vice Chairperson in question shall prepare a response which he/she shall present at a special session of Council convened after the expiry of twenty-one (21) days from the date of receipt of the petition by the affected person.
  - d) Where the Chairperson is the subject of the petition, the Vice Chairperson shall chair the meeting. Where both the Chairperson and Vice Chairperson are the subject of the petition(s), Council shall elect



an acting Chairperson to chair that special session in accordance with Section 39(3) of the Act.

- e) Council shall hear the matter and complete it within fourteen (14) days from the date of submission of the response from the Chairperson or Vice Chairperson in question.
- f) The petitioner shall attend and present the petition in person and the person who is the subject of the petition shall be given a fair hearing in accordance with the rules of natural justice, including the right to legal representation.
- g) If majority of the members vote in favour of removal, the affected person shall immediately cease to hold office of Chairperson or Vice Chairperson of Council;
- h) The vacuum created shall be filled in accordance with the law.
- i) If the person who is the subject of the petition is aggrieved by the decision to be removed from office, he/she shall have a right of appeal to the High Court within fourteen (14) days from the date of the decision.

### **3.13 Resignation of the Chairperson or Vice Chairperson**

- a) The Chairperson or Vice Chairperson of Council shall resign from his/her position if he/she:
  - i) Becomes a staff or student of the School.
  - ii) Is appointed into the Public Service or becomes member of the District Council or Parliament.



- iii) Any other reason(s).
- b) The Chairperson or Vice Chairperson shall resign by writing to the Secretary to Council.
- c) Council shall conduct an exit meeting with the member resigning from the position of Chairperson or Vice Chairperson to be attended by the said member on a voluntary basis, to enable Council to learn from his or her experience and adopt best practice to improve the effectiveness of its operations.

### **3.14 Duties of the Secretary to Council**

- a) In accordance with Section 33(3) (a) of the Act, the School Secretary shall be the Secretary to Council.
- b) The Secretary to Council shall be responsible to the Council for:
  - i) Providing secretarial services to Council and all its Committees.
  - ii) Providing all types of support and guidance to Council in discharging its duties.
  - iii) Ensuring that there is quorum for Council meetings.
  - iv) Ensuring that the members of Council are inducted and regularly trained to enable them effectively execute their mandate.
  - v) Coordinating the completion and dispatch of Council and Council Committee agenda and briefing materials.
  - vi) Ensuring that all statutory and regulatory requirements are complied with.



- vii) In consultation with the Principal, ensure that all decisions of Council are accurately communicated to the responsible person(s).
- viii) Advising Council on the business of Council and ethics of members including dress code and proper conduct of meetings.
- ix) Providing members with updates on new Laws, statutes, rules, regulations and business risks and fundamental changes in the School operations.
- x) Ensure that all matters before Council for deliberation have been taken through the right procedure and structures of the School and various Committees of Council before presentation to Council.
- xi) In consultation with the Accounting Officer and the School Bursar, ensure timely remuneration and facilitation to members of Council.
- xii) Assisting the Chairperson to monitor and ensure that this Charter is complied with.
- xiii) Any other duties as may be assigned by Council.



# CHAPTER IV

## FUNCTIONS, POWERS AND DUTIES OF COUNCIL

This Chapter provides for the functions, powers and duties of Council as stipulated under the Act.

### 4.1 Functions of Council

Section 40(1) of the Act stipulates the functions of Council as the supreme organ of MUBS and as such shall be responsible for the overall administration of the objects and organs of the School. In that regard and without prejudice to the generality of the subsection (1), the MUBS Council shall:

- a) Be responsible for the direction of the administrative, financial and academic affairs of the School.
- b) Formulate general policy of the School.
- c) Give general guidelines to the administration and academic staff of the School on matters relating to the operations of the School.
- d) Approve the School's budgets and books of accounts in accordance with Section 43(2) of the Act.
- e) Determine the remuneration of Council and its Committee members.
- f) Determine the level of delegated responsibility to the Chairperson of Council and Council Committees.





- g) Set the Terms and Conditions of service for MUBS staff.
- h) Do any other thing and take all necessary decisions conducive to the fulfilment of the objects and functions of the School.

## 4.2 Powers of Council

Section 41 of the Act provides for the powers of Council in relation to its functions to:

- a) Represent the School in all legal suits by and against the School.
- b) Receive gifts, donations, grants or other moneys and make disbursements as may be required, on behalf of the School.
- c) Fix scales of fees and boarding charges.
- d) Make statutes under this Act.
- e) Establish faculties, departments, boards and courses of study and approve proposals for the creation or establishment of Regional Campuses, Out-Reach Centres and Directorates.
- f) Provide for the welfare and discipline of the students.
- g) Approve the School budget proposals and the final accounts submitted by Management;
- h) Approve the appointment of Deans and Deputy Deans of Faculty, and Campus Chiefs;
- i) Be responsible for the appointment of members of staff as provided for in Section 33 to 37 of the Act with the exception of provisions of Section 50(3) and 52 of the Act.



- j) Access any information needed for the execution of their duties; and
- k) In addition, Council shall have the powers to:
  - i) Determine the number of Committees;
  - ii) Determine the members of a Committee;
  - iii) Restructure or rename Committees;
  - iv) Amend the Terms of Reference of Committees as it may deem appropriate;
  - v) Transfer, recall and reassign members to and from Committees;
  - vi) Co-opt a member to a Committee for a specific assignment and upon completion cease to be a member.

### 4.3 Duties of Council Members

- 1) The primary duty of Council members is to act as fiduciaries on behalf of the School through the strategic direction and oversight of MUBS and its organs. In particular, Council members are responsible for:
  - a) Attending and contributing to all Council meetings and meetings of Council Committees on which they serve.
  - b) Complying with the relevant laws, the Council Charter, School rules and regulations, policies and procedures.
  - c) Contributing to policy making of the School.
  - d) Keeping confidential all information, discussions, deliberations and decisions of Council which have not been publicly disclosed by the School.



- e) Upholding the principle of collective responsibility with respect to the decisions of Council.
  - f) Promoting and protecting the image of the School.
  - g) Avoiding conflict of interest.
  - h) Approving the School's Strategic Plan and review progress of its implementation.
- 2) Upon leaving office, members of Council shall:
- a) Respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations in which they participated, except if required by law.
  - b) Not make use of any information obtained in their capacity as a member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member, or any other person or organization.

#### 4.4 Stakeholder Engagement

- a) Council shall in the execution of its mandate, in liaison with Top Management, engage with all stakeholders of the School (both internal and external stakeholders) as shall be necessary, to support the smooth operations of the School.
- b) In executing its oversight function, Council shall ensure that the key stakeholders of the School are regularly informed of the strategic direction, goals and aspirations of the institution for the purpose of accountability, inclusivity and transparency.



# CHAPTER

# V

## COMMITTEES OF COUNCIL

This Chapter details the Standing Committees of the MUBS Council, their membership and their Terms of Reference; and the general policy framework under which their activities shall be conducted.

### 5.1 Governing Principles

- a) Section 43(1) of the Act empowers Council to appoint Committees and Boards consisting of such number of its members and other persons as it may deem necessary.
- b) The Committees and Boards consisting of such numbers of its members shall perform delegated functions from Council but Council shall not delegate its power to approve the budget or the final accounts of the School.
- c) In appointment of members of Council to Committees, Council shall be mindful of the competencies, capabilities and interests of different stakeholders.

### 5.2 Standing Committees of the MUBS Council

- a) The following Standing Committees have been established by Council at the commencement of this Charter:
  - i) The Finance, Planning and General Purposes Committee.



- ii) The Students Affairs Committee.
  - iii) The Audit and Risk Management Committee.
  - iv) The Meritorious Awards Committee.
- 
- b) The Appointments Board is a Committee of Council consisting of nine (9) members appointed under Section 50 of the Act.
  - c) The Committees in (a) and (b) shall assist the Council in discharging its duties and responsibilities.
  - d) The Appointments Board shall, except where provided otherwise under the Act, be responsible to Council for the appointment, promotion, removal from service and discipline of all officers and staff of the academic and administrative service of the School, as may be determined by Council.
  - e) The Appointments Board or any Committee may in the discharge of its functions, invite any person to give technical advice in any meeting.
  - f) Council may appoint one of the members of a Committee to be Chairperson of that Committee and re-assign or co-opt any person on any Committee as it deems fit.
  - g) In the absence of a Chairperson of a Committee, the members present at a meeting and constituting quorum shall elect a temporary Chairperson from among themselves.
  - h) Where no specific Chairperson is appointed for a Committee, the Chairperson of Council shall be the Chairperson of that Committee.



- i) A Council Committee may establish such sub-committees as it deems necessary or desirable for it to carry out its functions.
- j) The Chairperson of Council shall be an ex-officio member of every Committee of Council.
- k) Ex-officio member(s) may have the right to participate in discussions, provide input, and offer insights based on their expertise or role on Council. However, they do not have the right to vote on motions or decisions as their membership is tied to the position rather than being elected or appointed to the Committee.
- l) Council may at any time, appoint an Ad-hoc Committee to investigate any matter of public importance that does not come under the jurisdiction of any Committee of Council or that has not been dealt with by any Committee.
- m) Each Committee of Council shall have Terms of Reference and adopt its rules of procedure inclusive of those spelled out in this Charter. The Terms of Reference of the Council Committees shall form part of this Charter.
- n) Committee members should demonstrate a strong commitment to fulfilling the responsibilities of Committee membership, including attending meetings, actively participating in discussions and contributing to the Committee's work.

### 5.3 Membership to Committees of Council

It is important to consider various factors to ensure that the Committees of Council are composed of members with the necessary skills, expertise and diversity to effectively fulfill their roles as Council members.



Council shall deliberate and allocate members and Chairpersons to be appointed to Council Committees in line with the proposed membership criteria. The following principles shall guide the appointment of members to the Committees:

- a) Relevant expertise and experience. Nominees should possess relevant expertise and experience related to the Committee's focus area, for example, the Audit and Risk Management Committee may require members with financial or accounting background.
- b) Constituency represented.
- c) A Chairperson of a Committee shall not be a member of staff or a student of MUBS or Makerere University.
- d) The number of members on the Committees, except for the Appointments Board, shall be determined by Council but shall be representative of relevant stakeholders.
- e) The Chairperson of Council shall be an ex-officio member of all Council Committees as per Section 44(4) of the Act.
- f) Save for the Audit and Risk Management Committee, the Principal shall be a member of all Council Committees.
- g) Save for the Audit and Risk Management Committee; and the Appointments Board, the Deputy Principal shall be a member of all Council Committees.



- h) Commitment and availability. Nominees should demonstrate a strong commitment to serving on the Committee and be willing and able to dedicate the time required to fulfil their responsibility effectively.
- i) Independence and objectivity. Members of certain Committees such as the Audit and Risk Management Committee should demonstrate independence and objectivity in their decision making. Council should ensure that nominees to such Committees do not have conflicts of interests that could compromise their ability to act in the best interest of the School.
- j) Understanding of the higher education sector.

## 5.4 Role of Committees of Council

The role of Council Committees is to advise Council on matters referred by Council as per their Terms of Reference.

## 5.5 Tenure of Office of Committee Members

- a) A member of a Committee shall serve for a period of four (4) years or until when he/she is re-assigned from the Committee by Council.
- b) Students' representatives shall serve on a Committee for one (1) academic year.

## 5.6 Functions of Council Committees

The functions of the Committees of the MUBS Council are derived from their Terms of Reference as follows:





## **5.6.1 The Appointments Board**

### **5.6.1.1 Functions of the Appointments Board**

Pursuant to Section 50(1) and (3) of the Act, the Appointments Board shall be responsible to Council for the appointment, promotion, removal from service and discipline of all officers and staff of the academic and administrative service of the School.

### **5.6.1.2 Membership of the Appointments Board**

- a) The Appointments Board shall be composed of nine (9) Council appointees one of whom shall have a background in law.
- b) The Chief Legal Affairs and the Chief Human Resources shall be in-attendance at meetings of the Appointments Board.

### **5.6.1.3 Specific Rules of the Appointments Board**

The following rules shall apply in the interest of natural justice and to avoid bias in the proceedings of the Appointments Board, shall automatically form part of the rules of procedure adopted by the Board:

- a) Interviews for members of staff at the salary scale PU3 shall be handled by the Appointments Board. At the interview, the Board shall enquire from the candidate if he/she is comfortable with the Board membership. If the candidate is not comfortable with any member of the Board with clear justification, the member shall be asked to take leave.



- b) In all disciplinary hearings, the rules of natural justice shall prevail and these shall include but not be restricted to full disclosure of all charges and evidence to be used in the hearing, sufficient time to respond to the same, right to Counsel and the right to cross-examine witnesses must be accorded.

## **5.6.2 Finance, Planning and General Purposes Committee**

### **5.6.2.1 Functions of the Finance, Planning and General Purposes Committee**

The Finance, Planning and General Purposes Committee shall perform the following functions;

- a) Advise Council on financial, planning, strategic direction and development matters of the School;
- b) Within a period of four (4) months before end of each financial year, review and submit to Council for approval, estimates of income and expenditure of the School for the next ensuing year as presented by Management;
- c) Consider and present the annual and supplementary budget estimates to the Council for approval;
- d) Review financial performance of the School and provide quarterly financial reports to Council in accordance with the law;
- e) Consider proposals for revenue generation and investments;



- f) Ensure that the School keeps proper books of accounts;
- g) Monitor budget performance through quarterly financial reports against the budget and work plan;
- h) Receive and consider requests for virement of funds in the approved annual budgets;
- i) Periodically review the status of the assets of the School;
- j) Review progress in the implementation of the School's strategy against performance indicators and report to Council annually;
- k) Review the procurement of works, goods and services in the School;
- l) Develop and review policies, and rules of procedure under the Finance, Planning and General Purposes Committee;
- m) Review strategic initiatives of financial and administrative nature as presented by Management, including borrowings and submit to Council for approval; and
- n) Consider and handle any other matters referred to it by Council.

#### **5.6.2.2 Membership of the Finance, Planning and General Purposes Committee**

- a) The Finance, Planning and General Purposes Committee shall have members as determined by Council, at least one of whom shall have the necessary



qualifications, experience and expertise to effectively contribute to financial decision making and oversight. A strong background in finance, accounting, economics, business administration or related field is recommended.

- b) Council may co-opt to the Finance, Planning and General Purposes Committee a person(s) with the specific requirements in (a) above.
- c) The School Bursar, one (1) technical staff from the Office of the School Bursar and the Chief Legal Affairs shall be in-attendance at meetings of the Finance, Planning and General Purposes Committee.

### **5.6.3 Students Affairs Committee**

#### **5.6.3.1 Functions of the Students Affairs Committee**

The Students Affairs Committee shall perform the following functions:

- a) Advise Council on matters concerning the welfare of students;
- b) Advise Council on the establishment, organization, control of the halls of residence/ hostels and standards governing external students' accommodation;
- c) Oversee and advise on the Counselling and Guidance services of students;
- d) Advise, promote and oversee the development of games, sports, and other forms of recreation and entertainment;



- e) Oversee the implementation of key policies on sexual harassment, drugs and substance abuse, HIV/AIDS, special needs, religious worship and gender;
- f) Report to Council on a quarterly basis about the Committee activities, issues, and related recommendations;
- g) Develop and review policies, and rules of procedure under the Students Affairs Committee; and
- h) Handle other matters related to students' welfare, enhancement of student facilities and student services and affairs; and
- i) Perform any other duties that the Council may determine.

#### **5.6.3.2 Membership of the Students Affairs Committee**

- a) The Students Affairs Committee shall comprise of the students' representatives and Council appointees as determined by Council;
- b) The Dean of Students, School Registrar, School Bursar and the Chief, Legal Affairs shall be in-attendance at meetings of the Students Affairs Committee.

#### **5.6.4 Audit and Risk Management Committee**

The Audit and Risk Management Committee shall in accordance with Section 50 of the Public Finance Management Act 2015, assist Council in carrying out the oversight responsibilities relating to financial practices,



internal controls, corporate governance issues, compliance with laws, ethics and audit matters.

#### **5.6.4.1 Functions of the Audit and Risk Management Committee**

The Audit and Risk Management Committee shall perform the following functions:

- a) Oversee the internal auditing function of the School;
- b) Review the effectiveness of internal control systems of the School, including information security and control;
- c) Receive and consider, Auditor General's reports, Management Letters and review the implementation of their recommendations;
- d) Consider the reports submitted by the Chief, Internal Audit to the Accounting Officer under Section 48 of the Public Finance Management Act 2015 and make recommendations on the findings of the Chief, Internal Audit;
- e) Review and ensure implementation of the Audit Charter, audit plans and internal audit activities;
- f) Review the financial statements prepared by the Accounting Officer to ensure that the disclosure in the financial statements is adequate and that fair representation is achieved;
- g) Review the findings of any examinations by regulatory agencies;



- h) Review of the risk register and risk management systems for identifying, measuring, monitoring and controlling risks;
- i) Monitor compliance with laws, regulations and policies that may impact the School, and ensuring appropriate mechanisms are in place to address any compliance issues;
- j) Provide quarterly reports to Council on the Committee's activities, findings, and recommendations to ensure transparency and accountability;
- k) Conduct or authorize investigations into any matters within its scope of responsibility;
- l) Review implementation of audit strategies, plans and budgets;
- m) Consider all issues related to the Intellectual Property of the School and make recommendations to Council;
- n) Require the Accounting Officer to report to the Audit and Risk Management Committee, the actions taken or planned in response to the recommendations of the Committee;
- o) Develop and review policies, and rules of procedure under the Audit and Risk Management Committee;
- p) Report and advise Council on a quarterly basis on all matters relating to auditing in the School;
- q) To consider and handle any other duties that the Council may determine.



### 5.6.4.2 Membership of the Audit and Risk

#### Management Committee

- a) The Audit and Risk Management Committee shall comprise of Council appointees, at least one of whom shall have relevant experience in roles that involve oversight of financial reporting, risk management, internal control or audit processes.
- b) Council may co-opt to the Audit and Risk Management Committee, a person with the requirements specified in (a) above.
- c) Members of the Audit and Risk Management Committee shall not be staff or students of the School.
- d) The Chief, Internal Audit, School Bursar, two (2) technical staff from the Directorate of Internal Audit and the Chief Legal Affairs shall be in-attendance at meetings of the Audit Committee.

### 5.7 Duties of Chairpersons of Committees

The Chairperson of Council Committees shall be responsible for:

- a) Ensuring that the Committee operates in compliance with relevant laws, regulations and the School's policies and procedures.
- b) Providing leadership to the Committee.
- c) Taking responsibility for the Committee's





development.

- d) Ensuring that the Committee receives proper information.
- e) Ensuring that the agenda is consistent with the Terms of Reference for the Committee and with Council's priorities.
- f) Facilitating discussions during meetings, encourage participation from all Committee members, manage conflicts and ensure that decisions are made in a fair and transparent manner.
- g) Planning and conducting Committee meetings effectively.
- h) Following up on actions or resolutions of the Committee.
- i) Getting all members involved in the Committee work.
- j) Ensuring that the Committee focusses on key tasks.
- k) Ensuring that meetings are conducted in a professional manner, decisions and recommendations are clear at the meeting and that the Minutes are the accurate reflection of the meeting.
- l) Foster positive relationships with other Council members, Committee Chairpersons, Management and external stakeholders to promote effective collaboration and communication.
- m) Engaging the Committee in assessing and improving its performance.



- n) Participating in the evaluation of the Committee's performance including assessing the effectiveness of its processes, decision making and contribution to the School.
- o) Support the professional development of Committee members by providing guidance, training opportunities and resources to enhance their knowledge and skill.
- p) Reporting to Council on all material matters arising from the deliberations of the Committee.

## **5.8 Removal and Transfer of Committee Chairpersons or Members**

- 1) A Committee Chairperson or member(s) may be removed or transferred under the following circumstances:
  - a) Recalled by Council from the Committee;
  - b) Re-assigned by Council to another Committee or office;
  - c) Any physical or mental incapacity which Council considers to be such as to render the person concerned unfit to continue to hold his/her office;
  - d) Where majority of members of the Committee consider a Committee Chairperson liable for misconduct, absenteeism, failure to steer and or manage Committee affairs or any other action or omission that puts the Committee or Council in disrepute.
- 2) The procedure for removal of the Chairperson of a Committee or member under (1) (d) above, shall be as laid out in Chapter 3, Section 3.10.2 and 3.11 of this Charter.



## 5.9 Co-option of Persons on Council Committees

- 1) Council may co-opt non-Council members to serve on any of its Committees as it deems fit in accordance with Section 43(1) (c) of the Act. The appointment of non-Council members to serve on Council Committees shall be guided by the following:
  - a) Council shall identify the gaps in the current Council composition that the co-opted member shall fill.
  - b) The appointment shall be by a resolution of a Council meeting.
  - c) In the case of an Ad-hoc Committee established by Council for a specific purpose, such appointments shall automatically lapse on the conclusion of the Committee's work.
  - d) Apart from not having voting rights at meetings of the Committee, co-opted members on Council Committees shall have the same rights and privileges as other members of the Committee.
  - e) Co-opted members on Council Committees shall not attend meetings of Council unless on the invitation of Council.
- 2) The process of nominating and voting for a co-opted member shall follow the procedure for nominating and appointing a Council member(s) from the Public as provided in Chapter 3, Section 3.3 of this Charter.



# CHAPTER VI

## MEETINGS OF COUNCIL AND COMMITTEES

This Chapter details the types of meetings held by Council and its Committees; and provides general rules to guide the process before, during and after the meetings.

### 6.1 Meetings of Council and its Committees

Pursuant to Section 42 of the Act:

- a) Council shall meet at times and at places that it may determine for the transaction of its businesses but not less than three (3) times in each calendar year;
- b) The meetings of Council shall be physical, virtual, or blended, provided always that a member shall attend at least 50% of the meetings physically;
- c) The Chairperson may at any time call a meeting of Council;
- d) The Chairperson shall call a meeting if requested by at least one -third of all members of Council;
- e) Subject to paragraph (d) above, the request for a Council meeting shall be submitted to the Secretary in writing who shall bring it to the attention of the Chairperson of Council;



- f) The Chairperson may at any time for sufficient cause adjourn or suspend a meeting to a given date or sine die.
- g) Except with the permission of one-third of the members present, a member shall not at any meeting initiate a subject for discussion at the next meeting except in pursuance of notice which has been given at the previous meeting of Council, or given in writing to the Secretary in ten (10) working days before the meeting;
- h) During the process of approving the agenda, a member may propose a substantive matter to be included on the agenda and shall be supported by one-third of the members present for inclusion on the agenda;
- i) Any matter for decision by Council shall be determined by a majority of the members present and voting; and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote but at any meeting where the Chairperson is being elected or where an annual budget is being approved, the decision shall be determined by a majority of two-thirds of the members in line with Section 42(4) of the Act;
- j) As per Section 42(5) of the Act, the validity of the proceedings, act or decision of Council shall not be affected by any vacancy in the membership of Council or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings;



- k) The meetings of Council or Committees of Council are open to Council members, resource persons and other officers of the School or guests who may be invited to attend meetings by Council or a Committee of Council on its own initiative or upon request.

## 6.2 Types of Council/Committee Meetings

### a) **Regular Meetings**

The regular meetings of Council and its committees will be held as approved in the calendar of meetings.

### b) **Special Meetings of Council**

Special meetings are called to address a specific issue or development that is of significance to the School. A special meeting shall be restricted to the business for which it was called.

### c) **Emergency Meetings**

Emergency meetings shall be called in case of a crisis or to address unforeseen circumstances which require immediate attention.

### d) **Executive Sessions/Meetings**

Executive sessions are meetings that are attended by Council members who are not staff or students (without internal members and Management present). These sessions allow the external Council members to discuss sensitive issues, evaluate performance of the Principal and Deputy Principal, or have candid discussions without the presence of Management.



### e) **Ad-hoc Meetings**

Ad-hoc meetings are called on an as-and-when-needed basis to address specific issues or assignments/projects that arise between regular board meetings. These meetings are typically focused on addressing a particular matter and may involve a sub-set of board members or relevant stakeholders.

## 6.3 **Notices for Meetings**

- a) Notice for meetings of Council and its Committees indicating date, time, and place and draft agenda shall be circulated by the Secretary to Council. In handling the different types of meetings, the Secretariat shall follow the timelines below:
  - i) Notice for regular meetings shall be given at least two weeks (14 calendar days) before the scheduled date of the meetings.
  - ii) Notice for special meetings of Council shall be given at least one week (7 calendar days) before the scheduled date of the meeting and the agenda for the meeting specified with at least one or two items.
  - iii) Shorter notice where circumstances demand shall not invalidate the proceedings of the Council or Committee.
  - iv) Notice for emergency meetings shall be given within a time frame determined by the Chairperson.
- b) Subject to paragraph (a) above, the Secretary to Council shall give a notice to members informing them of the date, time, venue and agenda for the meeting.



## 6.4 Delivery of Notices

- a) Notices must be delivered in written form as follows:
  - i) By hand to the last known physical address provided by the member; or
  - ii) By other equally prompt means of notification such as electronic means electronic mail for delivery to the address provided by the member.
- b) Verbal means of notification are excluded.
- c) Notices shall be considered received in the case of delivery by hand, at the time of delivery, in the case of electronic mail, upon sending of the message.

## 6.5 Notice Waiver

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

## 6.6 Quorum of Council and Committee Meetings

- a) In accordance with Section 42(3) of the Act, the quorum for meetings of Council shall be half of the membership of the Council, at least five (5) of whom shall not be employees or students of the School.
- b) In the case of Committee meetings of Council, at least two (2) out of the total membership of the Committee, who shall not be employees or students of the School, shall constitute quorum;





- c) No Council or Committee business shall be transacted in the absence of a quorum;
- d) If quorum is not realized within an hour after the appointed time for the meeting, the Chairperson shall, in consultation with members present, re-schedule the meeting to another time or date;
- e) At any time, the Chairperson shall ascertain whether the membership present in the Council meeting form a quorum and if he or she finds that the number is less, the Chairperson shall suspend proceedings of the Council for an interval of thirty (30) minutes to realize quorum;
- f) If on the resumption of proceedings after expiry of the thirty minutes, the number of members present is still less than the required quorum, the Chairperson shall suspend the meeting or adjourn the meeting to another day.
- g) The adjournment of a Council or Committee meeting shall not affect the emoluments due to the members who would have been invited and present to attend.

## 6.7 Agenda for Meetings

- a) The Secretary of Council or Council Committee shall transmit a written notice of each meeting addressed to each member of Council or Committee, together with a copy of the agenda;
- b) In addition, the Secretary shall ensure that:
  - i) Save for a special or emergency meeting, members shall have five (5) working days from the time of the notice within which to formally propose agenda



- items they may wish Council or the Committee to consider and communicate accordingly to the Secretary;
- ii) In consultation with the Chairperson of Council or Committee, the proposed items in (i) above shall be included on the agenda. Business of this kind may not be considered in the absence of the member who proposed it.
- c) The agenda at any regular meeting of the Council shall be as follows:
- i) Prayer
  - ii) Attendance and apologies
  - iii) Adoption of the agenda
  - iv) Declaration of conflict of interest
  - v) Communication from the Chairperson
  - vi) Communication from the Principal
  - vii) Reactions to both communication
  - viii) Consideration and confirmation of Minutes of the previous meeting
  - ix) Matters Arising (Action Reports)
  - x) Items on Notice
  - xi) Committee Reports

## 6.8 Documents for Meetings

- a) All substantive agenda items for Council or Committee shall be supported by documentation;
- b) Management shall prepare and submit quarterly reports to the respective Committees of Council for consideration;



- c) Documents for regular meetings will be sent out to members in not less than five (5) working days before the scheduled date of the meeting;
- d) Documents for special meetings will be sent out to members in not less than three (3) calendar days before the scheduled date of the meeting; and
- e) Documents for emergency meetings may be presented and circulated to members in the meeting.

## **6.9 Declaration of Conflict of Interest**

- a) "Conflict of interest" refers to a situation where a member has got to make a decision between his or her personal interest and public interest;
- b) "Personal interest" in this section in relation to a member, includes the personal interest of a spouse, child, dependent, relative, agent, or business associate of which the member has knowledge or would have had knowledge if he or she had exercised due diligence having regard to all the circumstances;
- c) Conflict of interest shall be taken to arise where a member deals with a matter in which he or she has personal interest and where he or she is in a position to influence the matter, directly or indirectly, in the course of his or her official duties;
- d) Council members are individually and collectively expected to act ethically and in a manner consistent with the values of the School. Each member will minimize the possibility of any conflict of interest within the School by restricting his/her involvement in other businesses that are likely to lead to a conflict of interest;



- e) In situations where a member considers that a matter appearing on the agenda is likely to lead to a conflict of interest on his/her part, the following guidelines shall apply:
  - i) Any member of Council or Committee who has a personal interest in a matter under discussion shall declare that interest. Such declarations should make clear the interest and whether it carries either direct or indirect interest to the member.
  - ii) Where such an interest constitutes a direct interest, the member involved shall recuse themselves from the proceedings.
  - iii) Any such declaration of interest shall be recorded in the minutes.
  - iv) Where a member does not declare a conflict of interest but any other member has information to the effect of that member's interest in an agenda item, they may raise the same through the Chairperson and the same shall be deliberated on and if the conflict is found to exist, the same procedure in (i) and (ii) above shall apply.
- f) Where a member knowingly fails to declare conflict of interest on any agenda item with the intention of influencing a Council decision, such a member shall be held in breach of this Charter and after being accorded a fair hearing, the following sanctions may apply:
  - i) Issue a formal reprimand to the Council member for failing to disclose or appropriately handle the conflict of interest; and



- ii) Removal from position. In severe cases where the conflict of interest is deemed to be significant or persistent, Council shall consider removing the member from their position.
- g) In case the conflict of interest is raised by or found to be by the Secretary, Chairperson or Vice Chairperson, the same will declare the conflict and step out while the matter in which they have an interest is being deliberated and an interim Chairperson or Secretary will act in his or her stead.

## 6.10 Reserved Business

In special circumstances, the Chairperson of Council or Committee may decide whether a matter is a reserved area of business or not. Council or a Committee of Council shall agree on how to handle such business.

## 6.11 Rules of Debate and Deliberations

- a) The Chairperson may exercise precedence over other members in speaking during a meeting;
- b) Any person wishing to speak at a meeting shall signal the Chair by raising his/her hand and when called upon by the Chairperson, shall address the Chair. If two or more members raise their hands simultaneously, then the Chairperson shall decide who to call first;
- c) The direction of the meeting shall be provided by the Chair. Members in meetings of Council or Council Committees shall at all times address the Chair;
- d) A member shall not speak on any matter on which a final decision has been made by Council during the meeting;
- e) Persons present in attendance may be allowed by the



Chairperson to provide clarification on any issue being discussed in accordance with these rules of procedure but shall not be entitled to move or second a motion or amendment or vote on any matter before the meeting.

- f) Members shall not use offensive, insulting, abusive, blasphemous or unbecoming language during deliberations of Council or Council Committee.
- g) Reference shall not be made to a matter that is sub-judice which in the opinion of the Chairperson may prejudice the interest of any person in a matter before Court.
- h) Debates on the floor of Council meeting may be interrupted by:
  - i) A point of order being raised;
  - ii) A point of procedure being raised;
  - iii) A point of information or clarification being raised; and
  - iv) A matter of privilege suddenly arising. A matters of privilege refers to a situation where a member raises a concern or issue that directly affects their rights, privileges or the integrity of the meeting itself. These matters of privilege are typically considered important and urgent, requiring immediate attention and resolution to ensure that the meeting can proceed fairly and effectively.
- i) Any member may raise a point of order or point of procedure which shall take precedence over all other business, and shall be open to discussion. The point must



be raised when the alleged irregularity occurs;

- j) The Chairperson shall preserve order and decorum in the meetings and shall decide questions of order and practice;
- k) In deciding a point of order or practice, the Chairperson shall state the reasons for the decision;
- l) The Chairperson shall determine all questions of procedure not expressly provided for in these rules of procedure to the consent of the meeting;
- m) Proceedings and debates of Council shall be in English;
- n) With the consent of the Chairperson, certain items of business may be declared to be “confidential”. Such items, and any accompanying papers, shall be so indicated on the agenda and shall not be made available to anyone other than members of Council either before or after the meeting at which they are considered;
- o) Other papers submitted to any meeting of Council shall not be divulged or disclosed to anyone who is not a member of the Council prior to the meeting;
- p) Meetings are to be conducted with proper decorum exhibited by all members;
- q) No member shall delay or interrupt the proceedings or the peace of Council or disturb any member while speaking.
- r) Members shall observe the following rules of courtesy that assist in facilitating smooth and undisturbed deliberations:
  - i) Arriving punctually before the starting time of the meeting;



- ii) Switching off mobile (cellular) phones or putting them in silence during the meeting;
- iii) Calling ahead of the meeting to communicate apologies or delayed arrival;
- iv) Informing the Chairperson when an early departure from the meeting is anticipated. This guides in quorum monitoring and agenda prioritization;
- v) Avoiding bi-lateral consultations (whether audible or inaudible) during the course of the meeting;
- vi) Listen attentively to speakers without interrupting;
- vii) Avoid speaking over others and wait for his/her turn to speak to maintain order and ensure everyone's voice is heard during the meeting
- viii) Participate in decision making processes respectfully even if he/she disagrees with the outcome, and support Council's final decision;
- ix) Maintain a professional demeanor throughout the meeting, refraining from using inappropriate language or engaging in personal attacks; and
- x) Stick to the agenda items and avoid going off topic to ensure that the meeting remains focused and productive.

## 6.12 Disorderly Conduct

The business of Council or Council Committee is to be conducted in an orderly manner. However, where a member may be seen to divert from expected behavior the following guidelines shall apply:

- a) A member shall be deemed to engage in disorderly conduct if he or she persistently disregards the





- ruling of the Chairperson or behaves irregularly, or improperly, or offensively or willfully obstructs the business of the meeting or uses abusive language;
- b) In the case of disorderly conduct, a member may move that the errant member no longer be given an opportunity to speak further or that he/she leaves the meeting;
  - c) Should the disorderly conduct be such as to render the continuation of business impossible, the Chairperson may suspend the proceedings for fifteen (15) minutes;
  - d) The errant member shall be required to present an apology to the members and in case he/she refuses to apologize, he/she shall be suspended for the next three (3) consecutive meetings.
  - e) If it is in the opinion of Council that the conduct of the errant member has not improved, a recommendation may be made to the respective constituency for replacement.
  - f) No person shall be personally held liable for any decision of Council or Committee taken collectively.

### 6.13 Adjournment of Meetings

- a) A meeting may be adjourned to continue on another day if it becomes difficult to complete the business presented on the agenda.
- b) At the continuation of its meeting, only the unfinished business for which the original meeting was called shall be transacted.
- c) When a meeting is adjourned to continue on another



day, at least one calendar days' notice shall be given.

#### **6.14 Schedule of Meetings**

- a) There shall be a schedule of Council or Committee meetings. An almanac or schedule of meetings for Council and its Committees shall be approved by Council at the beginning of every financial year.
- b) The rescheduling of meetings of Council or its Committees where justifiable need arises, shall be undertaken by the Secretary in consultation with Chairpersons.
- c) Council and its Committees shall meet at times and at places that it may determine for the transaction of its business but not less than three (3) times in each calendar year.

#### **6.15 Attendance**

- a) Every member and invited officers or otherwise attending a meeting shall sign his/her name in the attendance book;
- b) A member of Council should not sign the attendance book on behalf of another member;
- c) It is unethical for a member to sign the attendance book and leave the meeting room without the consent of the Chairperson;
- d) Attendance of Council or Committee meetings by technical officers of the School or other invited persons shall be determined by the business to be considered by Council or Committee;
- e) The Secretary to Council shall in consultation with the



Principal invite such technical officers of the School to attend Council or Committee meetings.

- f) Membership to Council shall be personal to holder and not be delegated.
- g) A member who misses four (4) consecutive Council meetings without justifiable reason(s) shall have their membership rescinded.
- h) For those attending virtually, the Chairperson of the meeting shall conduct a roll call.
- i) Where an officer from a unit within the School is invited to attend a Council/Committee meeting to provide technical information in relation to his/her office is unable to attend in person; such an officer may delegate the responsibility to another competent member of his/her department/unit with the permission of the Principal.

## **6.16 Absence of a Member**

- a) A member who is unable to attend any meeting of Council or Committee shall inform the Secretary, who shall report to the Council or Committee accordingly;
- b) Members who are unable to attend physically shall be encouraged to use other virtual means such as Zoom, Skype and other electronic means to attend the meeting;
- c) Members who wish to attend virtually shall within two (2) days to the date of the meeting inform the Secretary to Council who shall make arrangements for them to attend online;
- d) If a member is absent in three (3) consecutive Council



meetings without sound reason, a formal communication shall be made by the Chairperson to request the member to show cause as to why he or she should not submit a formal resignation. Before any communication is made to the absent member, Council shall first deliberate and take a decision;

- e) If the absentee member fails to show cause within the stipulated period of time, Council may take the decision to remove the member and notify the appointing authority after the member has failed to attend four (4) consecutive meetings.

### **6.17 Technical Advice/Consultation**

- a) Council and a Committee of Council may in the discharge of its functions invite any person to give technical advice in any meeting.
- b) Non-members of Council may attend Council or its Committee meetings to respond to issues and reports before Council on invitation.

### **6.18 Committee Reports**

- a) A Committee of Council including the Appointments Board shall in the discharge of its duties be responsible to Council.
- b) Every Committee shall submit to Council a report of its proceedings which shall include recommendations to Council or comments on matters which it desires the attention of Council to be drawn.
- c) A report of a Committee shall be signed and initialed on



each page by the Chairperson of the Committee and the Secretary.

- d) The Chairperson or a member of the Committee may propose at Council that the report from the Committee be adopted.
- e) In case of a complaint as to the authenticity of the report, the Chairperson of Council shall halt the debate on the report and refer the matter to the Principal for investigation who shall report back to the Chairperson before the next sitting of Council.
- f) A member dissenting from the opinion of a majority of a Committee on points of law may state in writing the reasons for his or her dissent, and the statements of reasons shall be appended to the Committee report.
- g) The member dissenting from the majority of the Committee shall be given time to present the minority report at the time of consideration of the Committee report by Council.



# CHAPTER VII

## PROCEEDINGS AND RESOLUTIONS OF COUNCIL AND COMMITTEES

This Chapter provides general guidelines and rules relating to the proceedings and resolutions of Council and its Committees.

### 7.1 Proceedings of Council and Committee Meetings

According to Section 42(7) of the Act, Council may regulate its own procedure and the procedure of any of its Committees. The following procedure shall guide all regular Council and Council Committee meetings:

- a) The Chairperson shall call the meeting to order and ask any member to give an opening prayer;
- b) The Chairperson shall confirm the presence of Council members and ascertain quorum;
- c) With the guidance of the Chairperson, members shall review and adopt the agenda;
- d) Members shall be requested to declare any conflict of interest;
- e) A member of Council with a declared interest shall recuse him/herself from the deliberations on the subject matter of the agenda item.



- f) Where the declaration of conflict affects the Chairperson, the Vice Chairperson shall chair the meeting at the point of conflict and where both the Chairperson and Vice Chairperson are conflicted, members shall elect someone from among themselves qualified to chair the meeting in accordance with Section 39(1) of the Act.
- g) Members shall receive communication from the Chairperson and the Principal, proceeded by reactions from the members to both communication.
- h) Minutes of the previous meeting shall be considered and confirmed as a true record of what transpired at that meeting and approved by Council. Upon approval of the Minutes, the Chairperson and the Secretary to Council shall sign the approved Minutes. The Secretary shall then present the action report arising from the Minutes of the previous meeting.
- i) Presentation of reports from Management and Committee Chairpersons.
- j) Members shall deliberate on the reports presented in the meeting and make a resolution in case of Council or recommendation to Council in case of a Committee.
- k) Council or its Committees shall receive, consider and make resolution(s) on other business on the agenda.
- l) Upon exhaustion of all the business on the agenda, the Chairperson shall declare the meeting closed.



The meeting may be adjourned to another date in the event that the agenda items are not completed.

- m) The duration of Council meetings should normally not exceed four (4) hours.
- n) During a meeting the Chairperson may accept the following points in that order;
  - i) Point of order (when a member contravenes the Charter).
  - ii) Point of information (when a member is giving information).
  - iii) Seeking information (when a member is seeking information).
  - iv) Point of guidance where a member seeks to guide a meeting to its course or pending technical guidance.
  - v) Point of privilege where a member is privy to information.

## **7.2 Resolutions of Council and Recommendations of Committees**

The following guidelines shall guide decision making by the Council and Council Committees:

- a) The Council shall seek to decide on issues under deliberation through consensus. However, when a matter proves to be controversial or where a matter is specified in the Act, Council shall decide such matters through a vote in a manner stipulated in Section 42 (4) of the Act and the mode of voting shall be determined by Council;





- b) In situations of emergencies, the Chairperson of Council may, in consultation with the Chairperson of the relevant Committee and the Principal or his/her deputy, take a decision pending formal ratification by the full Council;
- c) Any matter for decision by Council shall be determined by a majority of the members of Council present and voting; and in the case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote but at any meeting where the Chairperson is being elected or where an annual budget is being approved the decision shall be determined by a majority of two thirds of the members.
- d) Council decisions once arrived at, shall be collectively binding to all members of Council;
- e) In case a member is not in agreement with the position taken by Council, he or she will be allowed to go on record if they so please, recording their dissenting position but will be bound by the unanimous decision taken by the Council regardless of their individual position.
- f) In accordance with Section 42(5) of the Act, the validity of the proceedings, action or decision of Council shall not be affected by any vacancy in the membership of Council or by any defect in the appointment of any member or by reason that any person not entitled to do so took part in the proceedings.



- g) The Secretary to Council shall be responsible for ensuring that Council decisions are communicated as soon as practicable.
- h) The Principal shall be responsible for implementing the decisions of Council as duly communicated. The Principal may delegate some of these responsibilities to other members of Top Management.
- i) Where a decision(s) of Council is to be implemented before the Minutes of the meeting are presented and confirmed by Council or Appointments Board, the Chairperson of Council or Appointments Board and the Secretary shall sign Minute extract(s) of the decision for implementation.
- j) Resolutions of Council that require immediate attention shall at the discretion of the Chairperson be immediately drafted by the Secretary to Council and presented to Council for confirmation;
- k) The Chairperson of Council shall have the power to act on behalf of Council in matters of urgency provided that such action will be reported for ratification at the next meeting of Council;
- l) A resolution of the Council shall not be revoked or altered unless notice of the intention to propose such revocation or alteration is given to each of the members ten (10) working days prior to the meeting at which the revocation or alteration is to be proposed; and, if the number of members present at that meeting is not equal to or greater than the number present when the resolution was adopted, the resolution shall not be revoked or altered.



### 7.3 Minutes of Council and Committees

- a) All proceedings of Council and its Committees shall be Minuted and permanently recorded and having been approved by Council and its Committees as a true record of the proceedings, shall be signed by the Chairperson and the Secretary to Council;
- b) The Secretary to Council shall keep the Minutes of the proceedings of Council or Committees;
- c) The Secretary to Council has a duty to ensure that the Minutes of Council and its Committees are taken, processed and properly kept for the record;
- d) In addition, the following guidelines shall apply:
  - i) Minutes of Council or Committee meetings shall be prepared soon after a meeting has been held and circulated to members in soft form within two weeks after the meeting;
  - ii) For ordinary meetings of Council or Committee, the Minutes of the previous meeting shall be circulated along with other documents at least seven calendar days to the meeting. Where this may not be possible, the Secretary shall seek the authority of the Chairperson to vary this requirement;
  - iii) Members of Council or Committee shall be expected to come with copies of the Minutes and other circulated documents at the meetings (either in soft or hard copy);
  - iv) Minutes of Council or Committee meeting shall be confirmed at the next ordinary meeting. After the confirmation of the Minutes, corrected where



necessary, the minutes shall be signed by the Chairperson and Secretary and shall henceforth be the official record of the Council or Committee meeting in question.

- e) The Secretary of Council or Committee shall have the mandate and responsibility to:
  - i) Disseminate information about Council decisions;
  - ii) Where decisions must be communicated in writing by the Chairperson, the Secretary to Council shall prepare the required letters for signature;
  - iii) Report on the implementation of Council decisions by the concerned officers;
  - iv) Prepare reports to Council especially in form of action reports arising from the resolutions of Council.

## 7.4 Petitions

- a) The Council shall receive petitions in written form from any member of staff, students, officers of the School and such other stakeholders as it may deem fit;
- b) Petitions shall be addressed to the Chairperson of Council and delivered to the Office of the Secretary to Council;
- c) Once a petition has been properly lodged and there is acknowledgement of receipt, it shall be tabled before Council at its next meeting;
- d) Council shall receive and consider the petition, with a view of allocating it to an appropriate Committee or Management for investigation which shall provide its report to Council for appropriate action;



- e) Petitions shall be disposed of in a period not exceeding three (3) months and communication made to the petitioner(s) within seven (7) days after the decision has been made;
- f) Committees of Council do not have jurisdiction to admit petitions from staff and managers of the School unless authorized by Council.



# CHAPTER VIII

## FACILITATION AND PRIVILEGES FOR MEMBERS OF COUNCIL

This Chapter spells out the facilitation and privileges for members of the MUBS Council in accordance with the Act.

### 8.1 Facilitation for Members of Council

In accordance with section 42(6) of the Act, members of Council shall be paid such facilitation allowance as Council may determine and review from time to time, taking into account other allowances in the public sector.

#### 8.1.1 Facilitation for Meetings of Council and its Committees

- a) At each meeting of Council or its Committees, members and those invited to be in-attendance shall be paid a sitting allowance at the rates determined by Council.
- b) Members of Council or Council Committees who are not staff or students shall further to (a) above, receive a transport allowance at a rate determined by Council for every meeting of Council or Committee they attend.
- c) Persons co-opted by Council shall be facilitated to attend Council or Committee meetings when invited in accordance with the rates approved by Council.



### 8.1.2 Retention Fee

The Chairperson, Vice-Chairperson and members of Council who are not staff shall be paid a retention fee per month at a rate to be determined by Council.

### 8.1.3 Consultative Allowance

- a) Members of Council other than those entitled to receive a retention fee as per Section 8.1.2 of this Charter above, shall be paid a consultative allowance on a monthly basis at a rate to be determined by Council.
- b) The consultative allowance referred to in (a) above shall help to facilitate the eligible members of Council to hold consultative engagements with their constituents on relevant issues in preparation for meetings of Council or Council Committees.

### 8.1.4 Travel Abroad

- a) Any Council member who upon request of the School travels abroad for any purposes of the School, shall be facilitated at rates determined by Council from time to time.
- b) Such facilitation for travel abroad shall include the following:
  - i) Per-diem.
  - ii) Insurance cover for the period of the trip.
  - iii) Business class air tickets for the Chairperson and Vice Chairperson and economy class air tickets for other members of Council.
  - iv) Other transport arrangement where necessary.
  - v) Out of pocket allowance, where necessary and approved by the Accounting Officer.



- vi) Warm clothing allowance, payable once every three (3) years.
  - vii) Transit allowance to cater for incidental travel expenses at airports while waiting for flight connections for four (4) hours and above at a rate to be determined by Council.
- c) Travel abroad by any member of Council on official duty of the School shall only be undertaken upon the authorization of the Chairperson of Council or by resolution of Council.

### **8.1.5 Official Duty and Special Services**

- a) Council members shall receive a duty allowance determined by Council whenever they are required to perform official duties for the School.
- b) Any Council member who performs special services which in the opinion of Council go beyond the ordinary duties of the member shall be paid an honorarium.

### **8.1.6 Airtime Allowance for the Chairperson of Council**

The Chairperson of Council shall be paid airtime allowance on a monthly basis to facilitate effective communication and conduct of Council business at a rate to be determined by Council.

### **8.1.7 Fuel Facilitation for the Chairperson of Council for Official Duty**

The Chairperson of Council shall receive a monthly fuel facilitation at a rate to be determined by Council for his/her official duties.





## **8.2 Benefits for Members of Council**

### **8.2.1 Tuition Waiver on Academic Programmes at the School**

- a) A member of Council or his/her (at most four) biological/legally adopted children of thirty (30) years and below, admitted to an academic programme at the School or Makerere University shall benefit from a 50% waiver on tuition fees, but shall be required to pay all functional fees.
- b) The 50% tuition waiver shall be granted for the duration of the academic programme, beyond which the beneficiary shall be required to pay full tuition and all functional fees.
- c) Where a Council member passes on or the tenure of Council expires during the course of the academic programme, the beneficiary already enrolled on the academic programme shall continue to benefit from the tuition waiver until the completion of the programme.
- d) Members of Council who resign or are removed from office shall cease to benefit from the 50% tuition waiver.

### **8.2.2 Facilitation in Case of Death**

Where death occurs to a member of Council, the School shall make a condolence contribution determined by the Accounting Officer.

### **8.2.3 Training and Professional Development**

#### **8.2.3.1 Training**

Council members shall receive formal training in corporate governance to assist them to effectively



carry out their responsibilities in accordance with best practice governance.

### **8.2.3.2 Formal Professional Development Opportunities**

- a) Members of the Council shall be invited to participate in at least one formal professional development opportunity each year. They shall be required to identify the area they would like to develop through the Secretary to Council.
- b) Members shall select from the catalogue of delivered programs and study tours sourced by the Secretary to Council as well as make an application to attend an activity not contained in the catalogue.

## **8.3 Mandatory Documentation and Support to all New Members of Council**

All new members of the Council shall be given copies of all relevant documents, including the Universities and Other Tertiary Institutions Act, 2001 (as amended); the Council Charter; Human Resource Manual; the School's Strategic Plan; Policies and any other documents that Council may deem necessary.

## **8.4 Certificate and Plaque for Members of Council**

Members of Council shall receive a dignified certificate and plaque at the end of every Council's tenure of office.



# CHAPTER IX

## EVALUATION OF COUNCIL AND ITS COMMITTEES

- a) In keeping with best corporate governance practices, Council will carry out a performance evaluations of itself, its Committees and individual members using a tool approved by Council for this purpose.
- b) The Council evaluation shall focus on the key areas and functions of Council as stated in the Act.
- c) The evaluation of Council shall take place at least two (2) months before the end of Council's tenure of office.
- d) Council may also commission an independent, external review of its operations from time to time.
- e) The outcomes of the external review process shall be considered by Council, and the agreed actions arising from the findings shall be implemented through an action plan.



# CHAPTER

# X

## GENERAL PROVISIONS

### 10.1 Delegation of Council Powers

- a) Council may delegate its powers subject to limitations that it may deem fit to:
  - i) Any Committee of Council;
  - ii) The Chairperson to act on its behalf on urgent matters and between meetings on matters of routine business;
  - iii) An appropriately qualified member of Council.
- b) The delegated person or entity shall make a formal report to Council for any action taken on its behalf in the next meeting detailing the actions for ratification by Council and in all cases Council shall be ultimately accountable and shall accept corporate responsibility for the actions taken.
- c) Council shall not delegate its powers to approve the budget or the financial statements of the School as stipulated in Section 43 (2) of the Act.

### 10.2 Force Majeure

In no event shall Council be responsible or liable for any failure or delay in performing its obligations resulting from or



caused by forces beyond its control. It being understood that Council shall use reasonable efforts which are consistent with accepted practices especially in the education sector to resume performance as soon as practicable under the circumstances.

### 10.3 Assistance to Persons with Disabilities

- a) While providing assistance to Council members with disability, it is important to approach the situation with sensitivity, respect and commitment to ensure equal opportunities for all Council members.
- b) Notwithstanding anything in this Charter, the Secretary to Council shall take all necessary steps to ensure that persons with disability are facilitated in their participation in proceedings of Council or its Committees including, in appropriate cases of:
  - i) Allowing a person who is not a member of Council to give due assistance to a member with disability; and
  - ii) Allowing a member with disability to bring into the Council meeting, equipment or any other aid needed by the member owing to his or her disability to enable that member participate in the proceedings of Council or Committee.
- c) A person allowed to give assistance to a member of Council with disability shall act with decorum, dress in a dignified manner and at all times, keep all proceedings of the Council or Committee at which they are in-attendance confidential;
- d) A person giving assistance to a member of Council with



disability during Council or Committee proceedings shall be required to take an oath of secrecy.

- e) A person giving assistance to a member of Council with disability shall be facilitated at a rate to be approved by Council.

## 10.4 Environmental Conservation

As part of the wider School commitment towards environmental conservation, Council shall manage its overall impact on the environment in a responsible way by adopting the principles of reducing waste, re-using and recycling of materials; and the digitalization of its processes to reduce on the usage of paper.

## 10.5 Suspension of the Charter Rules

- a) Any of the rules of this Charter may be suspended by Council after a motion to that effect has been approved by Council.
- b) Such suspension shall be for a specified item of business and it shall lapse after that item is concluded.
- c) This Charter is subject to the laws in force in Uganda. Where the Charter is in conflict or inconsistent with any provisions of any law, the law shall take precedence.

## 10.6 Review and Amendment of the Charter

- a) This Charter may be reviewed, varied, amended or revoked by Council as the need arises.
- b) Any amendments shall require the approval of majority of the members of Council.



## 10.7 Repeal of Charter Rules

Repealing the rules in this Charter shall require the approval of Council constituting majority of Council members and will have to be for a justified reason and well documented with a roadmap on what will guide them in their absence and when substantive rules will be put in place.



# ADOPTION OF THE CHARTER

We the undersigned being the Chairperson and Secretary of the MUBS Council do hereby sign and acknowledge this document as the MUBS Council Charter.

This Council Charter was approved by Council on this 12<sup>th</sup> day of December, 2024.

**Eng. Isaac Mubarak Ngobya**

*Chairperson, MUBS Council*

**Dr. Francis Yosa**

School Secretary/Secretary  
to Council





# APPENDICES

## SCHEDULE 1

### EVALUATION TOOL FOR COUNCIL AND ITS COMMITTEES MAKERERE UNIVERSITY BUSINESS SCHOOL SELF-EVALUATION FORM FOR COUNCIL

The purpose of the self-evaluation process is to give all members of Council an opportunity to evaluate and discuss Council's performance with candor and from multiple perspectives. The evaluation process will help to ensure continuous improvement in the way Council conducts its business and will lead to greater efficiency in the use of Council's time and increased effectiveness of Council as the governing body of the School.

This self-evaluation tool consists of three (3) sections:

- Section A        -        Evaluation of Council as a whole;
- Section B        -        Evaluation of Council Committees; and
- Section C        -        Individual self-evaluation of Council members  
(Confidential).

The individual results of Section A and B shall be compiled, shared and discussed by all members of Council to determine an average group answer to each question and an overall section rating. Section C shall be answered by individual Council members and will not be shared with others but will be individually discussed with the Chairperson.

Choose the response that best reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Not Sure (3); Agree (4); Strongly Agree (5).

**SECTION A: EVALUATION OF COUNCIL**

<b>Statement</b>		5	4	3	2	1
<b>Structure and Composition</b>						
	The composition of Council fairly represents the key stakeholders of the School.					
	Council works functionally as a team through a mutually respectful working relationship					
	The talents and skills of Council members are effectively utilized.					
	Council members are adequately facilitated by the School to effectively perform their roles.					
	Council operates under a set of policies, procedures and guidelines with which all members are familiar.					
	Overall Rating					
<b>Responsibilities of Council</b>						
	Council members understand and fulfill their roles and responsibilities.					
	Council understands and fulfills its oversight role.					
	Every Council member was given a letter of appointment defining the roles and functions of Council.					
	Council focusses on strategic issues and does not micro-manage day-to-day operational activities of the School.					
	Where ethical or professional conduct of any member of Council has been brought into question, such members have always been requested to resign/step aside pending investigation.					
	Overall Rating					



Statement		5	4	3	2	1
<b>Quality of Information</b>						
	Council members receive relevant and timely information about meetings and agenda.					
	Council members receive adequate pre-reading materials in advance before meetings.					
	Council members maintain confidentiality of privileged information.					
	Adequate background information is provided for each agenda item at meetings of Council.					
	Council satisfactorily identifies and communicates its informational needs to Management.					
	Council receives appropriate, responsive and timely follow-up from Management on issues raised.					
	Minutes of Council meetings accurately and thoroughly reflect the deliberation and decisions at the meetings.					
	Overall Rating					
<b>Decision Making</b>						
	Management provides Council with relevant information that is timely and complete for decision making.					
	There is sufficient time allocated for the full discussion of issues at meetings of Council before decisions are made.					
	Council members have adequate opportunities to ask questions at meetings for informed decision making.					
	During deliberation on matters where certain members of Council have a conflict of interest, such concerned members abstain from the deliberation and decision making.					
	Council makes decisions objectively in the best interest of the School.					



Statement		5	4	3	2	1
	There is collective responsibility by all members for decisions made by Council.					
	When the Chairperson makes a decision on behalf of Council, such decisions are always tabled for ratification by Council at the subsequent meeting.					
	When required, Council has often sought technical guidance from experts, government agencies or any other relevant authority to facilitate meaningful deliberations and decision making.					
	Overall rating					
<b>Meetings of Council</b>						
	Council meetings are well organised and planned, and are an effective use of time.					
	Council has the right number of meetings per year to ensure effective governance.					
	Council deliberations are open and constructive, and members focus on the most important issues.					
	Council members maintain respectful, inclusive and professional attitudes and language during meetings.					
	Resolutions and proceedings of Council are recorded accurately and adequately.					
	Resolutions and proceedings of Council are communicated to the relevant stakeholders in a timely manner.					
	Meetings of Council always start and end on time.					
	Meetings of Council are of reasonable length of time.					
	The annual schedule of meetings of Council is communicated to members well in advance and reviewed from time to time.					
	Overall rating					



Statement		5	4	3	2	1
<b>Continuous Development</b>						
	New Council members, receive an orientation to the roles and responsibilities of Council and to the School's mission and policies.					
	Council members are committed to their own professional growth and participate in Council development activities.					
	Council has undertaken benchmarking exercises for continuous improvement of its processes and procedures in line with best practices.					
	Overall rating					
	Strategic Direction of the School & Performance Measurement					
	Council engages with management in the strategic planning process.					
	Council members have a clear understanding of the strategic direction of the School.					
	Council periodically reviews the School's strategic plan.					
	Council provides leadership for planning through setting broad policy direction and standards for planning processes.					
	Council has provided oversight to the implementation of the School's strategic plan.					
	Management regularly reports to Council on key outcomes and targets that flow directly from the School strategic plan.					
	Council gets early warning-signals of problems ahead that could adversely affect key outcomes, targets and the strategic direction of the School.					
	Council continuously monitors the School's internal controls and compliance with regulatory requirements, policies and relevant laws.					



Statement		5	4	3	2	1
	Council discusses the annual budget of the School and its implication before approving.					
	Council periodically reviews the actual performance of the School vis-à-vis the planned performance and takes corrective action, if required.					
	Overall rating					
Relationship with Management						
	There is an open, respectful partnership and good communication and working relationship between Council and Management.					
	Council delegates responsibility and authority in the execution of some roles to the Chief Executive Officer (Principal), and supports the Chief Executive Officer in providing leadership to the School.					
	Management has always kept Council informed on the implementation of decisions of Council.					
	The Chief Executive Officer (Principal) has always kept Council informed of the status of affairs in the School.					
	Council has approved comprehensive policies and procedures for the smooth operations of the School.					
	Overall rating					

What are Council's greatest strengths?

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What are the areas in which Council could improve its performance?

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## SECTION B: EVALUATION OF COUNCIL COMMITTEES

Statement		5	4	3	2	1
	The Committees of Council are appropriately constituted.					
	Council has the right Committees to effectively carry out its mandate.					
	Council Committees have the right number of meetings per year					
	The terms of reference for Committees of Council are appropriate with clearly defined roles and responsibilities.					
	The reporting by each of the Committees to Council is sufficient.					
	The appointment of Council Committee members and chairpersons are based on appropriate criteria taking into account the role of the Committee, and the experience, skills and expertise of such members.					
	The composition of Council Committees is in compliance with the relevant legal requirements.					



Statement		5	4	3	2	1
	Council is always informed on a timely basis regarding Committee deliberations.					
	Chairpersons provided appropriate reporting to Council on the recommendations of their Committees.					
	Each Council member has at least one committee assignment.					
	Council Committees are effective and allocate adequate time to pertinent issues in line with their terms of reference.					
	Overall rating					

What would be your recommendation to improve the overall effectiveness of Council Committees?

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## SECTION C: INDIVIDUAL SELF-EVALUATION OF COUNCIL MEMBERS (Confidential)

Statement		5	4	3	2	1	Chairperson's Remarks
	I regularly attend and actively participate in all meetings of Council and Committees except when prevented by justifiable cause.						
	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Council and Committee meetings						
	I fully support decisions made by Council in the external arena, even if that decision did not completely reflect my own viewpoints.						
	I seek to find ways to continuously improve the efficiency and effectiveness of Council or any Committee to which I am assigned.						
	I have always taken suggestions to the Council Chairperson or Committee Chairperson, as the case may be, for his/her consideration.						
	I always exercise independent judgment.						
	I keep myself informed of best corporate governance practices, industry developments, and trends affecting the education sector.						



Statement		5	4	3	2	1	Chairperson's Remarks
	I maintain the confidentiality of all Council decisions.						
	I am comfortable with the amount of time I devote as a Council member at MUBS.						
	As a member of Council, I consciously and deliberately disclose any conflict of interest in matters brought for the attention of Council						
	I find serving on Council to be a satisfying and rewarding experience.						
<b>For Committee Chairperson's Only</b>							
	I oversee the conduct of the Council Committee in line with the Committee mandate and working procedures.						
	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.						
	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to Council.						
	I ensure that each member of the Committee has full opportunity to express views and contribute effectively to discussion.						
	I ensure that appropriate record of Committee deliberations and conclusions are maintained.						



Statement		5	4	3	2	1	Chairperson's Remarks
	I lead and facilitate the Committee in reporting considerations and recommendations on any matter to the Chairperson of Council, or to Council as a body.						

What do you think was your best contribution to Council?

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What issues should occupy Council's time and attention during the next performance cycle?

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Name of Council Member: -----

Signature: -----

Date: -----



# SCHEDULE 2

## OATHS

### Oath of Allegiance

I, \_\_\_\_\_, the Chairperson/Vice Chairperson/Member of the Makerere University Business School Council do solemnly swear in the name of the Almighty God/affirm, that I shall be faithful and bear true allegiance to the Republic of Uganda and the MUBS Council and that I will preserve, protect and defend the Constitution of the Republic of Uganda and all Makerere University Business School policies, rules and regulations as by law established. [So help me God.]

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### Oath of Chairperson

I, \_\_\_\_\_, swear in the name of the Almighty God/solemnly affirm that I will at all times well and truly serve the Republic of Uganda in the Office of Chairperson/Vice Chairperson and that I will support and uphold the Constitution of the Republic of Uganda as by law established. [So help me God.]

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### **Oath of Secrecy**

I, \_\_\_\_\_, a member/Secretary/Secretariat of the Makerere University Business School Council, do solemnly swear that I will not directly or indirectly communicate or reveal any matter to any person which shall be brought under my consideration or shall come to my knowledge in the discharge of my official duties as a member /Secretary/Secretariat of the Council except as may be required for the discharge of my official duties or as may be specially permitted by the Chairperson of the MUBS Council. So help me (God/Allah).

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### **Oath of Secrecy for Chairperson/Vice Chairperson**

I, \_\_\_\_\_, a Chairperson/Vice Chairperson of the MUBS Council, do solemnly swear that I will not directly or indirectly communicate or reveal any matter to any person which shall be brought under my consideration or shall come to my knowledge in the discharge of my official duties as a Chairperson/Vice Chairperson of the MUBS Council except as may be required for the discharge of my official duties or as may be specially permitted by the Minister responsible for Education and Sports. So help me (God/Allah).

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Makerere University Business School

# COUNCIL CHARTER

2024



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