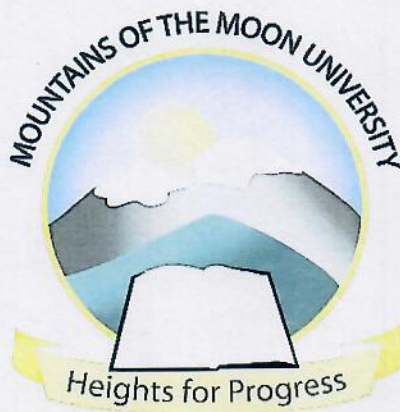


	MOUNTAINS OF THE MOON UNIVERSITY	Minute ²⁰⁸ 210/13 th /MMU UC/Jun/25
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MOUNTAINS OF THE MOON UNIVERSITY

COUNCIL CHARTER

Checked by;	Approved by; 	Date: 01.07.2025
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APPROVAL

Approved by the Mountains of the Moon University Council

Minute 208/13th/MMU UC Jun/25.

Signature

Ben Manyindo

Name

ENG. DR BEN MANYINDO

Date

01.07.2025

TABLE OF CONTENTS

Contents

PART ONE-GENERAL.....	5
1.0. Preamble	5
1.2. Citation.....	5
1.3.Definitions.....	5
1.4. The University Governance Framework.....	8
1.5. Specifications of Governance	8
1.6. Vision,-Mission and Core Values of Mountains of the Moon University	9
1.7. Objects and Functions of the University.....	9
(a) Object of the Mountains of the Moon University	9
(b) Functions of the Mountains of the Moon University	10
PART TWO: THE UNIVERSITY COUNCIL	11
2.1 Composition of the University Council	11
2.2. Functions of Council.....	12
2.3. Powers of Council.....	12
2.4. Appointment of members from the Public.....	13
2.5. Attributes, Competencies, Values and Behaviors of Council members	14
2.5.2. Required attributes across Council member group as a whole	16
2.6. Term of Tenure for Council membership	16
2.7. Duties of Council Members	17
2.9. Chairperson and Vice Chairperson	17
2.10. Duties of Chairperson.....	18
2.11 Election of Chairperson and Vice Chairperson.....	19
2.12. Removal of Chairperson or Vice Chairperson.....	20
2.13. Resignation of Chairperson or Vice Chairperson	21
2.14. Duties of Secretary to Council.....	21
2.15. Meetings of Council.....	22
2.16 Quorum of Council meetings.....	24
PART THREE - COMMITTEES OF COUNCIL.....	25
3.1. Governing Principles	25
3.2. Staff Tribunal	26

3.3 Committees of Council	27
3.3.1 Appointments Board	28
(2) The Functions of the Appointments Board	29
3.3.2 Finance, Planning, Investment and Development Committee	29
(2) Functions of the Finance, Planning, Investment and Development Committee	30
3.3.3 Internal Audit and Risk Management Committee	31
3.3.4 Students Welfare, Discipline, Gender, and Equity Committee	33
3. Functions of the Students Affairs and Disciplinary and Gender Committee	34
3.3.5 Quality Assurance and ICT Committee	35
(3) Functions of the Quality Assurance and ICT Committee	35
3.4 Duties of Chairpersons of Board or Committees	36
3.5-Appointments Board or Committee Reports	36
3.6 Assistance to persons with disabilities	37
PART FOUR: MEETINGS OF COUNCIL AND COMMITTEES	38
4.1. Agenda for meetings	38
4.2. Rules of Debate and Deliberations	39
5.1 Guiding Principles for Council	40
5.2 Guiding Principles for Committees	42
5.3 Notices for meetings	43
5.4. Types of meetings	44
5.4.1 Regular meetings	44
5.4.2 Special meetings of Council	44
5.4.3 Emergency meetings	44
5.5 Adjournment of meetings	44
5.6 Declaration of Conflict of Interest	44
5.7 Documents for meetings	45
5.8-Petitions	45
5.9 Minutes	46
5.10 Absence of a member	47
5.11 Removal of a Committee member	48
5.12 Schedule of Meetings	48
5.13 Attendance	48

5.14 Technical Advice/Consultation.....	49
5.15 Facilitation and Privileges of Council members.....	49
5.16 Council Evaluation.....	50
5.17 General Rules and Procedures	50
5.18 Amendment of the Charter.....	50
PART 6 – CODE OF CONDUCT.....	51
6.1 Guiding Principles for the Conduct	51
6.2 Corporate decision making	51
6.3 Conflicts of Interest.....	52
6.4 Conduct of Business	52
6.5 Roles of members	53
PART 7 - ADOPTION	55
7.1 Declaration.....	55
TERMS OF REFERENCE FOR COMMITTEES OF COUNCIL	56
7.2 General Terms of Reference	56
7.2.1 Appointments Board.....	56
7.2.3 Finance, Planning, Investment and Development Committee	56
7.2.4 Students Welfare, Discipline, Gender, and Equity Committee	58
7.2.5 Internal Audit and Risk Management Committee.....	59
OATHS	62
The Republic of Uganda In the matter of the Oaths Act Chapter 21	62
Oath of Chairperson/Vice Chairperson	63

PART ONE-GENERAL

1.0. Preamble

Mountains of the Moon University was first established as a private university in 2005, by the National Council for Higher Education (NCHE), in accordance with the Universities and Other Tertiary Institutions Act Cap. 262.

In January 2022, Mountains of the Moon University was taken over by Government of the Republic of Uganda and established as a public university under Statutory Instrument Number 2 of 2022.

Section 38 of the Universities and Other Tertiary Institutions Act, Cap. 262, establishes a University Council for every public-university.

Section 40 (1) of the same Act, makes the University Council the supreme organ of a public university and as such responsible for the overall administration of the objects and functions of a public university.

Section 72 of the Act, empowers the University Council to make statutes consistent with the Act.

In line with the aforementioned provisions, this charter is designed to set standards, procedures and guidelines, under which the University Council and its Committees shall perform their duties. Mountains of the Moon University Council Charter is therefore established to guide the conduct of activities in the Council, so that the University's operations can be managed professionally, transparently and responsibly, whilst giving due consideration to its impact on the environment and society, yet remain astute to balance its growth in a sustainable manner.

1.2. Citation

This Charter shall be cited as the Mountains of the Moon University Council Charter, 2022 (as amended in 2025).

1.3. Definitions

In this Charter, unless the context otherwise requires: -

“Act” means the Universities and Other Tertiary Institutions Act Cap. 262.

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

“Committee of Council” means a committee established under the Act and responsible to Council.

“Convocation” means graduates of the University and members of staff and such other persons as the University Council may authorize.

“Council” means Mountains of the Moon University Council as and when duly constituted under the relevant laws.

“Council Charter” means this Charter.

“External member” means a member who is not an executive or employee of the University, or any of its controlled entities, or a student and has not been employed by the University or related Universities in the last five years; is not affiliated with the University as advisor or consultant; is not affiliated with a significant supplier of the University, has no personal service contracts with the University or its senior management, is not a member of the immediate family of an individual who has in the past five years been employed by the University, is not, or has not been in the past five years employed by a present or former auditor of the University.

“Hybrid Council Meetings” means council meetings where some council members are physically present while others join electronically, or online.

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

“Petition” means a written prayer or plea presented to Council and includes all similar submissions relating to staff or students’ matters of general policy or to redress staff or students’ grievances;

“Secretary” means the Secretary to Council or the Secretary of a Committee designated by law; the Council; University Management or the Secretary to Council.

“Staff of Mountains of the Moon University” means staff and officers of the University as specified in Sections 31-37 and 51 of the Act.

“Students’ Union”: means the students Guild or the entire students’ body of the University.

“University” means Mountains of the Moon University.

“Virtual Council meeting” means a council meeting-convened using a software solution that allows members to organize and attend remotely.

1.4. The University Governance Framework

The University is governed under the following legal and policy framework:

- a) The Constitution of the Republic of Uganda.
- b) The Universities and Other Tertiary Institutions Act of Cap. 262.
- c) The Leadership Code Act Cap. 33.
- d) The Public Service Act Cap. 91.
- e) The Public Finance and Management Act Cap. 171.
- f) The Universities and Other Tertiary Institutions (Establishment of Mountains of the Moon University) Instrument No. 2 of 2022.
- g) Mountains of the Moon University Council Charter of 2022 (as amended in 2025).
- h) All policies approved by the University Council.

1.5. Specifications of Governance

Within the legal framework stated above, the governance of the University is specified as follows;

- a) **The Visitor:** The Visitor of the University is the President of the Republic of Uganda as provided for under Section 26 of the Act.
- b) **The Chancellor:** The Chancellor of the University is appointed by the President on the recommendation of the University Council. The appointment, role and powers of the Chancellor are specified in Section 30 of the Act.
- c) **University Council:** This is the supreme governing organ of the University. The composition, powers and functions of the Council are specified in Sections 38 to 41 of the Act as well Statutory Instrument No. 2 of 2022.
- d) **University Senate:** This is the top Academic organ of the University. The composition, powers and functions of the Senate are specified in Sections 44 and 45 of the Act.
- e) **Top Management:** This is the top administrative organ of the University to manage the academic, financial and administrative matters of the University. It is composed of the following officers: -
 - i. Officers of a public University as defined under sections 30, 31, 32, 33, 34, 35, 36 and 37 of the Act.
 - ii. Heads of administrative Units

- iii. Any other University staff co-opted.

1.6. Vision, Mission and Core Values of Mountains of the Moon University

- a) The Vision of Mountains of the Moon University is to be a centre of excellence in teaching, research and community engagement.
- b) The Mission of Mountains of the Moon University is to produce outstanding, well rounded, morally upright and innovative graduates with a knowledge base for making positive impacts on the community.
- c) The core values of the University are: -
 - i. **Professionalism:** Adherence to high ethical principles; truthfulness, fairness, doing what you say you will do and speaking forth about why you do what you do.
 - ii. **Innovativeness:** Applying solutions that make everything better every day and embracing change.
 - iii. **Integrity:** Being honest and trustworthy in our works.
 - iv. **Teamwork:** Working together to achieve the best possible outcomes for all.
 - v. **Social Responsibility:** Committed to added value in whatever we do and act in a manner that benefits the people within and outside the University.

1.7. Objects and Functions of the University

(a) Object of the Mountains of the Moon University

The object for which the Mountains of the Moon University established is to-

- i. provide quality teaching and learning that is relevant and competitive;
- ii. offer courses that address the needs of the local, national and international community;
- iii. promote research for the social-economic and political development of the country; and;
- v. engage in activities for self-sustainability.

(b) Functions of the Mountains of the Moon University

The Mountains of the Moon University shall provide an enabling teaching and learning environment by-

- i. designing, developing and implementing relevant programs;
- ii. conducting examinations and assessments leading to the award of degrees,
- iii. diplomas, certificates and other honors as may be determined by law;
- iv. stimulating intellectual, social and cultural development of students and staff;
- v. conducting research and facilitating publications of books, papers to reputable journals and international conference proceedings so as to disseminate and ensure dialogue with the global research community;
- vi. identifying, recruiting, retaining and developing competent staff, capable of contributing to the academic enterprise;
- vii. continuously strengthening the resource base of the university by mobilizing funds and generating funds in order to develop the infrastructure and manpower capacity of the university for sustainability;
- viii. initiating relevant ideas and strategies for engaging the community as a means of transforming society;
- ix. extending the learning environs by establishing affiliates, constituent colleges, campuses, schools, faculties and departments as Council may from time to time determine; and,
- x. carrying out any other functions as may be permitted and approved by Council from time to time.
- xi. the provision of higher education, promotion of research and advancement of learning; and
- xii. dissemination of knowledge and giving opportunity of acquiring higher education to all persons including persons with disabilities wishing to do so regardless of race, political opinion, colour, creed, or sex;
- xiii. the provision of accessible physical facilities to the users of the Public University.

PART TWO: THE UNIVERSITY COUNCIL

2.1 Composition of the University Council

Section 38 of the Universities and Other Tertiary Institutions Act Cap. 262, provides for membership of the University Council to include:

- i. the Chairperson of the University Council;
- ii. the Vice-Chairperson of the University Council;
- iii. the Vice-Chancellor of the Public University;
- iv. the Deputy Vice-Chancellors of the Public University;
- v. a representative of a sector relevant to the University depending on its objectives and mission, appointed by the relevant body in that sector;
- vi. one member of the District Council elected by the District Council in whose jurisdiction the Public University is situated;
- vii. a member of the Convocation elected by the Convocation;
- viii. two members of the University Senate elected by Senate;
- ix. two members of the Academic staff elected by the Academic Staff Association of the Public University;
- x. a Senior member of the Administrative Staff elected by Senior Administrative Staff;
- xi. a member of the National Union of Education Institutions; Support Staff elected by the branch in that University;
- xii. two students of the University, one of whom shall be a woman appointed by the Students Union;
- xiii. three members appointed by the Minister from the public;

- xiv. three members appointed by the University Council from the public;
- xv. a representative of the Ministry responsible for Finance;
- xvi. a representative of the Ministry responsible for Higher Education;
- xvii. two representatives of the constituent colleges, schools and University's elected by the Chairpersons of the governing councils from among themselves; and
- xviii. two representatives of persons with disabilities, one elected by members of Staff who are persons with disabilities and another by National Organizations of persons with disabilities;

2.2. Functions of Council

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

- a) Be responsible for the direction of the administrative, financial and academic affairs of the University.
- b) Formulate the general policy of the Public University;
- c) Give general guidelines to the administration and academic staff of the University on matters relating to the operations of the University; and
- d) Do any other thing and take all necessary decisions conducive to the fulfillment of the objects and functions of the University.

2.3. Powers of Council

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

- a) represent the University in all legal suits by and against the

Public University;

- b) receive gifts, donations, grants or other moneys and make disbursements as may be required, on behalf of the University;
- c) fix scales of fees and boarding charges;
- d) make statutes under this Act;
- e) establish Faculties, Schools, Departments, Boards and courses of study and approve proposals for the creation or establishment of constituent colleges;
- f) provide for the welfare and discipline of the students;
- g) approve the University budget proposals and the final accounts submitted by the University management;
- h) approve the appointment of Deans and Deputy Deans of faculties.

2.4. Appointment of members from the Public

- a) Section 38 (1)(n) of the Universities and Other Tertiary Institutions Act Cap. 262 empowers the University Council to appoint three members of the University Council from the public;
- b) Subject to paragraph (a) above, members of the University Council shall at its first meeting, be requested to nominate persons to be elected from the public;
- c) The nominators shall submit the names and their CVs to the University Secretary;
- d) The University Secretary shall compile the list of the nominated persons and circulate it to the members.
- e) At the second meeting of the University Council, members shall elect the three members through a secret ballot.
- f) The votes shall be counted and three nominated persons with the highest votes shall be announced and declared as duly elected persons from the public.

2.5. Attributes, Competencies, Values and Behaviors of Council members

The appointed University Council members shall be expected to possess, or exhibit the following attributes, competencies, values and behaviours;

- a) **Integrity** – always puts the University's interests before personal interests and always acts ethically and honestly, in accordance with relevant Codes of Conduct, and with appropriate confidentiality;
- b) **Courage and engagement** – acts independently, asks questions and is prepared to challenge and address difficult issues in an open and respectful manner;
- c) **Interpersonal skills** – works well in a group, is inclusive of others, listens well and communicates clearly but tactfully;
- d) **Broad thinking** – able to rise above the detail and focus beyond operations;
- e) **Analysis and insight** – is able to get to the crux of the issue quickly and can identify opportunities and risks at an early stage; and
- f) **Energy and capacity** – has the capacity and the willingness to put in the work required to effectively discharge the responsibility of a member; is an active contributor to discussions; and is an enthusiastic participant in University activities.
- g) **Corporate governance** – has a clear understanding of the responsibilities of a councillor, gained through relevant previous board experience and/or professional training. Understands the delineation between the role of the University Council and the role of management;
- h) **Strategic expertise** – is able to understand and enunciate the strategy of the University and review it through constructive questioning and suggestions;
- i) **Financial Literacy** – is able to comprehend and constructively interrogate high level income statements, balance sheets and overall University finance reports;
- j) **Risk management** – understands the principles of effective risk management, the key areas of risk to the University and the processes in place to mitigate those risks;
- k) **Stakeholder communication** – knows the value and the principles of effective communication and is able to represent the University well with key stakeholders and strategic partners;

l) **Networking** – has extensive personal networks and can utilize them well for the benefit of the University; and

m) **Creativity and innovation** – able to understand a complex business in a changing and challenging environment and contribute new ideas.

n) The University shall endeavor to provide its Council members with the relevant training, induction and mentoring, where applicable.

2.5.1. Required specialist competencies of at least one Council Member

The Council shall consist of at least one Council member with the following specialist competency, and all competencies must be represented in the Council as a whole:

- a) **Finance** - professional qualifications and appropriate high-level management experience (i.e. CFO in a large corporation or company). Able to direct/drive the finance function (in conjunction with the Resources Committee and Vice Chancellor);
- b) **Human Resources** - rich, practical experience in organisational restructure and cultural reform in large, complex organizations;
- c) **Domain expertise within tertiary education** - contemporary knowledge and experience at a senior executive level within the tertiary sector;
- d) **Technology/eLearning** - high-level skills in new technologies relevant to education and the infrastructure and/or eLearning environments of a university;
- e) **Organisational development** - has sufficient experience and expertise gained in a complex business environment to be able to contribute viable new ideas to the University, and suggest ways to shape and improve proposals presented to the Council across most aspects of the University's activities (including commercial operations, marketing, people management and systems and processes);
- f) **Industry/Community connection** – to provide in depth networks contributing information to expectations of, and opportunities for, employment and research across the University; and
- g) **Knowledge of the student experience** – in-depth knowledge and understanding of the staff and student experience and the staff requirements to deliver an outstanding experience for students.

h) Corporate Governance

2.5.2. Required attributes across Council member group as a whole

The following attributes are required across the Council member group as a whole:

- a) Gender diversity, including compliance with all applicable gender diversity requirements;
- b) Ethnic diversity;
- c) Age diversity; and
- d) Outstanding candidature

2.6. Term of Tenure for Council membership

- a) Section 38 (3) and (4) of the Act stipulates the term of tenure for Council membership as four years for both elected and appointed members except for students' representatives which is one-year subject to re- election.
- b) The office of a member of the University Council shall become vacant: -
 - i. upon death;
 - ii. Upon ceasing to be a representative of the particular office or body by virtue of which that person became a member of the University Council;
- iii. Upon resignation of a member; or
 - iii. Upon being adjudged Bankrupt or of unsound mind.
- c) Subject to paragraph (a) above, the University Secretary shall notify the concerned constituency within a period of ten working days.
- d) The University Secretary shall notify the Vice Chancellor six (6) months, before the end of the term of tenure of the University Council, so the appointing authority is informed to consider extension of the term of a member where applicable, or contact the concerned organizations/constituencies to consider nominating a new member.

- e) A member of Council shall take oaths administered by a Commissioner for oaths or any other person authorized to administer oaths.

2.7. Duties of Council Members

Section 40 (1) and (2) (a-d) of the Act defines duties of the Council, members shall therefore do the following:

- a) regularly attending and contributing to all Council meetings including Council Committees on which they serve;
- b) keeping themselves informed on matters affecting the higher education sector and the governance of the University;
- c) complying with the relevant laws, University rules and regulations, policies and procedures;
- d) reading, understanding and contributing on debates on written materials, academic, administrative and financial matters submitted to Council;
- e) participating in the formulation of University policies, guidelines, rules and manuals;
- f) keeping confidential information and deliberations as declared by the Chairperson;
- g) maintaining solidarity with respect to the decisions of the Council;
- h) participating in the Council's self-evaluation process and the evaluation of senior management; and
- i) promote the image of the University at all times.

2.9. Chairperson and Vice Chairperson

Pursuant to section 39 of the Act,

- a) The Chairperson and Vice-chairperson shall hold office for a period of four years and shall be eligible for re-election for one more term.
- b) Whenever the office of 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 Vice- Chairperson such other member elected by the University Council, not being an employee or student of the University, Public Service employee or member of the District Council or Parliament, shall discharge the functions of the Chairperson.

2.10. Duties of Chairperson

The Chairperson shall ensure that the Council is effective in exercising its responsibility and authority for setting the University's direction and strategy and overseeing its implementation by management. The main responsibility of the Chairperson is to provide leadership to the Council, including:

- a) presiding over meetings of the 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 the Council focuses 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 violations from the order of the agenda are explained at the start;
- i) directing the meeting in a 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 the Council, its Committees and individual members;
- n) playing a leading role in determining composition of committees, so as to achieve harmony and effectiveness;
- o) executing his or her responsibilities according to lawful and ethical standards;
- p) undertaking performance evaluation of the Vice Chancellor.
- q) in consultation with the Vice Chancellor shall keep the Chancellor fully informed about the general conduct of the affairs of the University and shall furnish the Chancellor with such information as he or she may require on any particular matter relating to the affairs of the University.

2.11

Election of Chairperson and Vice Chairperson

- a) The University Council shall elect a Chairperson and a Vice chairperson from among the members of the Council who are not members of staff or students of the University, persons employed by the Public Service or a member of the District Council or Parliament.
- b) The election of the Chairperson and Vice Chairperson shall be presided over by the University Secretary.
- c) A person being proposed as candidate to the office of Chairperson or Vice Chairperson shall give his or her consent to the nomination;
- d) Nominations shall be seconded by at least one of the Council members
- e) At an election of the Chairperson or Vice Chairperson, the presiding officer shall invite nominations from Members of Council present.
- f) If only one person is nominated, he or she shall be declared elected and conducted to the Chair.
- g) Where more than one person is nominated, the Council shall proceed to elect a Chairperson or Vice Chairperson through a secret ballot.
- h) Where two or more persons are nominated for the office of Chairperson or Vice Chairperson, the person who receives the majority of the votes of all members present and voting shall be declared Chairperson or Vice Chairperson, and if no person receives that

majority, a second election shall be held between the two persons who obtained the highest number of votes.

2.12. Removal of Chairperson or Vice Chairperson

a) A Chairperson, Vice Chairperson, Chairperson of Appointments Board or Committee of Council, may be removed from office by the University

Council for: -

- i. incompetence;
- ii. misconduct;
- iii. insanity; or
- iv. inability to perform the functions of his or her office arising from infirmity of body or mind.

b) A resolution for the removal of the Chairperson or the Vice

Chairperson shall be in the following manner: -

- i. seven days' notice, signed by not less than two thirds of all members of Council and shall be given to the Secretary;
- ii. The Secretary shall, within twenty-four hours of receipt of the list of names, forward the notice to the Chairperson or the Vice Chairperson, as the case may be;
- iii. The University Council shall institute an Ad-hoc Committee to investigate the circumstances for the removal of the
Chairperson or the Vice Chairperson;
- iv. The Chairperson or the Vice Chairperson shall be entitled to appear in person and to be assisted or represented by a lawyer or any other person when the Ad-hoc Committee is considering the motion for his or her removal,
- v. Any Chairperson who is subject of a vote on removal may submit a statement to the Council/Committee, as appropriate, before a vote on removal is taken. The person should be given twenty-one days (21)' notice to prepare a defense for himself or herself and accusations shall be communicated to the person in writing.

- vi. The motion for the removal of the Chairperson or the Vice Chairperson shall be debated in Council within fourteen (14) working days after receipt of the Ad-hoc Committee's report.
- vii. If the University Council passes a resolution for the removal of the Chairperson or the Vice Chairperson by not less than two-thirds majority of all the voting members of Council, the Chairperson or the Vice Chairperson shall cease to hold office.
- viii. The provisions from (i-vi) shall apply to the removal of the Chairperson of Appointments Board and any Committee established by the University Council.
- ix. Neither the Chairperson nor the Vice Chairperson, in respect of whom proceedings for removal have commenced, shall preside over the proceedings.
- x. The proceedings for the removal of the Chairperson or Vice Chairperson shall be presided over by an officer not below Grade I Magistrate.
- xi. The proceedings for the removal of the Chairperson of Appointments Board and Committee of Council shall be presided over by the Chairperson or the Vice Chairperson.

2.13. Resignation of Chairperson or Vice Chairperson

- a) A Chairperson, Vice Chairperson of Council or Chairperson of Appointments Board or Committee of Council can willingly resign from his/her position.
- b) The Chairperson, Vice Chairperson of Council or Chairperson of Appointments Board or Committee of Council shall give a notice of at least 30 days before resigning.

2.14. Duties of Secretary to Council

In accordance with section 33 (1) of the Act, the University Secretary shall be the Secretary to Council in addition to his or her role as an accounting officer of the University. The Secretary to Council shall be responsible to the Council for;

- a) providing secretarial services to Council and all its Committees.
- b) providing all types of support to the Council in discharging its duties;

- c) ensuring that the capacities of the members of Council are regularly built to enable them effectively execute their mandate monitoring and ensuring that this Charter is duly followed;
- d) coordinating the completion and dispatch of Council and Council Committee agenda and briefing materials;
- e) ensuring that all statutory and regulatory requirements are properly complied with;
- f) ensuring that all decisions of the Council are communicated to the responsible persons within the University;
- g) being the custody of the University seal and administration of the assets; and
- h) advising the Council on the business of Council and ethics of members including dress code and proper conduct in meetings.

2.15. Meetings of Council

Pursuant to Section 42 of the Act:

- a) The University Council 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.
- b) The University Council shall either use face to face, virtual or hybrid meeting in deliberating its business.
- c) The Council virtual or hybrid meetings shall be guided by the following rules:
 - i. All virtual or hybrid meetings shall have an agenda
 - ii. Participants shall mute their microphones when not speaking
 - iii. Participants shall not multitask during the meeting
 - iv. Participants shall be conversant with the software
 - v. Prepare a head of the meeting vi. Stick to the time agreed for the meeting
 - vi. Participants shall not interrupt other people or attempt to speak over them
 - vii. Participants shall turn their video on
 - viii. Participants shall dress appropriately and be presentable

- ix. participants shall have a clear background
 - x. Participants shall try to avoid destructions
 - xi. Participants shall speak to the camera
 - xii. Participants shall time box all out-of-scope discussions
- d) The Chairperson may at any time call a meeting of the University Council.
 - e) The Chairperson shall also call a meeting if requested by at least one third of all the members of the University Council.
 - f) Subject to paragraph 2.15(c), the request for a Council meeting shall be submitted to the University Secretary in writing who shall bring it to the attention of the Chairperson of the University Council.
 - g) The Chairperson may at any time for sufficient cause, adjourn or suspend a meeting to a given date or *sine die*.
 - h) Except with the permission of one-third of the members present, a member shall not at any meeting initiate any subject for discussion at that meeting, except in pursuance of notice which has been given at the previous meeting of the Council, or given in writing to the Secretary in seven (7) working days before the meeting.
 - i) 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.
 - j) Any matter for decision by a University Council shall be determined by a majority of the members of the University 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.

- k) The validity of the proceedings, act or decision of a University Council shall not be affected by any vacancy in the membership of the University 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.

The meetings of Council or Committee of Council shall be open to Council members, resource persons and other officers of the University or guests who may be invited to attend meetings, where such attendance is warranted by the agenda. However, members of Council may decide that the Council or Committee meets in camera in the absence of Management or resource persons or other officers of the University, to discuss any matters that the members believe should be discussed privately.

2.16 Quorum of Council meetings

- a) Half of the members of the University Council, at least five of whom shall not be employees or students of the University, shall constitute a quorum at any meeting of the University Council.
- b) No Council or Committee business shall be transacted in the absence of a quorum.
- c) If quorum is not realized within an hour after the appointed time for the meeting, the Chairperson shall declare the meeting dissolved and reconvened upon requisition of members, and if the quorum is not realized, declare the meeting adjourned to the next earliest day.
- d) At any time, the Chairperson shall ascertain whether the members present in the Council form a quorum and if he or she finds that the number is less, the Chairperson shall suspend the proceedings of the Council for an interval of fifteen minutes.

PART THREE - COMMITTEES OF COUNCIL

3.1. Governing Principles

Section 43 (1) empowers the University Council to appoint Committees and Boards.

- a) The Committees and Boards consisting of such number of its members and shall perform delegated functions, but the Council shall not delegate the power to approve the budget or the final accounts of the Public University.
- b) In appointing members of Committees, the University Council shall be mindful of the competencies, capabilities and the difference interests of members including Management and staff.
- c) Council may appoint one of the members of a Committee to be Chairperson of that Committee and co-opt any person on any Committee of the University Council.
- d) In the absence of a Chairperson of a Committee, the members present and constituting a quorum, shall elect a temporary Chairperson from among themselves.
- e) Where no specific Chairperson is appointed for a Committee, the Chairperson of the Council shall be the Chairperson of that Committee, until a substantive Chairperson of the Committee is elected.
- f) A Council Committee may establish such subcommittees as it deems necessary or desirable for it to carry out its functions.
- g) The University Council may authorize any of its Committees to act with any other Committee appointed by the University Senate.
- h) The Chairperson of the University Council shall be an *ex-officio* member of every Committee of the University Council and where no specific Chairperson is appointed for a Committee the Chairperson of the University Council shall be the Chairperson of that Committee.

- i) The University Council may at any time on the advice of Management, 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.
- j) The University Council shall integrate gender perspective into the preparation, design, implementation, monitoring and evaluation of policies, regulatory measures and University programmes, with a view to promoting equality between women and men, and combating discrimination as guided by the National Gender Policy (NGP).
- k) The Committees shall be guided by the Terms of Reference approved by Council.

3.2. Staff Tribunal

- a) There shall be the Staff Tribunal constituted in accordance with section 56 of the Act consisting of:
 - i. a person who is or is qualified to be a High Court Judge, appointed by the Chancellor, who shall be the Chairperson;
 - ii. a person representing the University Council elected from among themselves;
 - iii. a person representing the Senate elected from among themselves; iv. a person nominated by the Ministry of Public Service and appointed by the Vice-Chancellor;
 - v. two persons nominated by the Academic Staff Association of the University one of whom shall be a woman; vi. two persons from the senior members of the administrative staff elected from among them.
- b) The term of office of a member of the University Staff Tribunal shall be four years and he or she shall be eligible for re-appointment.
- c) The University Staff Tribunal may require any senior member of staff of the University to assist it in the assessment of any particular case.
- d) The University Staff Tribunal may require any senior member of staff of the University to assist it in the assessment of any particular case.
- e) The University Secretary shall provide the secretariat to the University Staff Tribunal.

- f) The University Staff Tribunal and Appointments Board shall complete their work within a period of six months from the date from which the suspension of a member of staff takes effect.
- g) The Tribunal shall hear appeals from Appointments Board decisions by: -
 - a) resolving any disputes that arise between employers (Council) and employees in the University and workplace.
 - b) hearing and make decisions on disputes regarding the following:
 - i. unfair dismissal claims ii. wrongful dismissal claims iii. discrimination claims iv. equal pay claims
 - v. deduction claims vi. redundancy claims vii. breaches of contract viii. unfair working hour claims ix. statutory holiday entitlement
 - x. underpayment of minimum wages xi. breach of Workers Regulations xii. part-time discriminatory claims xiii. public duty and trade union refusal xiv. other related contractual disputes

3.3 Committees of Council

- (a) The following standing Committees shall be established by the Council at the commencement of this Charter:
 - i. Appointments Board;
 - ii. Finance, Planning, Investment and Development Committee
 - iii. Internal Audit and Risk Management Committee.
 - iv. Students' Welfare, Discipline, Gender, and Equity Committee;
 - v. Quality Assurance and ICT Committee;

3.3.1 Appointments Board

(1) Composition, Chair, Secretariat

- a) Appointments Board is a Committee of the University Council consisting of nine (9) members appointed under Sections 43 and 50 of the Universities and Other Tertiary Institutions Act Cap. 262.
- b) The Appointments Board shall, except where provided otherwise under this Act, be responsible to the University Council for the appointment, promotion, removal from service and discipline of all officers and staff of the academic, administrative and support service of the University, as may be determined by the University Council.
- c) The Appointments Board may in the discharge of its functions, invite any person to give technical advice in any meeting of the Board.
- d) The Appointments Board shall be constituted with such members holding of the following competencies: -
 - i. rich, practical experience in organisational restructure and human resource management;
 - ii. experience in the management of Higher Education matters.
 - iii. existence of previous experience serving Appointments Board in a Public University, among others.
- e) Council may appoint any other persons not a member of Council to be a member of the Appointments Board.
- f) Secretariat
 - i) University Secretary –Board Secretary
- g) The University Council shall appoint one member of the Appointments Board to be the Chairperson and another the Vice Chairperson.

(2) The Functions of the Appointments Board

- a) Subject to the provisions of Section of 52 (1) and (2) Act, academic staff, administrative staff and support staff shall be appointed by the Appointments Board on terms and conditions that may be determined by the University Council in respect of each category of staff.
- b) All members of staff shall be subject to the general authority of, and responsible to the University Council and the Vice-Chancellor through the immediate relevant authority and, except where it is otherwise provided, be deemed to be on full-time service.

3.3.2 Finance, Planning, Investment and Development Committee

(1) Composition

- a) There shall be a Finance, Planning, Investment and Development Committee established by Council.
 - i. Members of Council, appointed by Council, one of whom should be a staff representative.
 - ii. Persons, based on their professional financial credentials or experience, are selected by Council from persons outside its membership.
 - iii. A member from the private sector.
 - iv. Vice Chancellor.
 - v. Deputy Vice Chancellor (Finance and Administration)
 - vi. One Student Guild representative.
- (b) Ex-officio Members
 - i. University Secretary – Committee Secretary
 - ii. Director Planning, Investment and Development
 - iii. University Bursar
- b) c) Council shall appoint one member from (a)(I) above to be the Chairperson and another the Vice Chairperson.
- e) d) The Finance Committee shall have powers to request any technical person (s) to attend.

(2) Functions of the Finance, Planning, Investment and Development Committee

The functions of the Finance, Planning and Development committee shall be to: -

- a) formulate financial management Rules and Regulations governing the utilisation of the University funds;
- b) Receive and consider the budget or the final accounts of the University and submit to council for approval;
- c) explore and recommend to Council sources of revenue for the University;
- d) study prepares and presents the Quarterly Financial Reports to Council;
- e) cause to be prepared the Audited Accounts of the preceding Financial Year for presentation to Council within a period of three months after the end of each financial year;
- f) attend to such other financial functions as may be assigned to it by Council in accordance with the Statutes;
- g) Ensure that all resources are allocated in a manner that supports the University Strategic Plan;
- h) Ensure that the University keeps proper books of Account;
- i) Oversee all expenditures of the University under approved annual estimates;
- j) Receive and consider all Managements requests for authorization of expenditure outside the annual approved estimates and make appropriate recommendations to Council;
- k) Consider the proposed fees and rates by Management and recommend to Council for approval;
- l) Receive and consider proposals for opening and closing of University Accounts in the different financial institutions and make recommendations for approval by Council;
- m) Review strategic initiatives of financial or administrative nature as presented by Management including initiative to borrow and submit to Council for approval;
- n) Receive and consider the final statement of accounts of the University and submit to Council for approval;
- o) Receive and consider the draft strategic plan of the University and recommend to Council for approval;
- p) Receive and consider the annual operational plan of the University;

- q) Annually monitor and evaluate the implementation of the University's strategic plan against agreed performance indicators;
- r) Ensure the formulation of the capital development plan for the University;
- s) Ensure that a comprehensive updated inventory of all University property is kept;
- t) To keep the University Council informed about the performance of all commercial units in the University;
- u) Advise Council on strategic and financial implications of proposals from Management for;
 - i. The establishment, organization and control of different units of the University;
 - ii. Measures or programmed proposed by Senate for development;
 - iii. Offers of assistance, financial or otherwise from outside the University and allocation of responsibility for the different units and branches of learning.

3.3.3 Internal Audit and Risk Management Committee

(1) Composition

- a) There shall be an Internal Audit and Risk Management Committee established by Council consisting of: -
 - i. Members of Council, appointed by Council, one of whom should be a staff representative.
 - ii. A member from the Public with ICT background
 - iii. A Member from the Institute of Internal Auditors selected by Council from persons outside its membership.
- b) Appoint one member from (a)(i) above to be the Chairperson and another the Vice Chairperson.
- c) The Internal Audit and Risk Management Committee shall have powers to request any technical person (s) to attend.

(2) The Head of Internal Audit shall be the Secretary to Internal Audit and Risk Management Committee

(3) Functions of the Internal Audit and Risk Management Committee

The Committee shall: -

- a) assist Council in fulfilling its oversight responsibilities with regard to the risk appetite of the University and the risk management and compliance framework and the governance structure that supports it. Risk appetite is defined as the level and type of risk the University is able and willing to assume in its exposures and education activities, given its education objectives and obligations to stakeholders;
- b) advice Council on the University's internal and external audit arrangements, and audit aspects of the financial statements;
- c) receive and approve the university annual consolidated procurement plan within the limits of approved budgets;
- d) advice Council on the initial appointment and annual re-appointment of the external auditors; the audit fee and the value for money obtained; the provision of any non-audit services by the external auditors; and any questions of resignation or dismissal of the external auditors;
- e) consider and advise Council on the appointment and terms of engagement of the internal audit service, the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors;
- f) review the internal auditors' audit needs assessment and the annual audit plan; to consider major findings of internal audit investigations and management's responses; and promote co-ordination between the internal and external auditors;
- g) keep under review the effectiveness of internal control and risk management systems including the risk register and in particular to review the external auditors' management letter, the internal auditors' annual report, and management responses;
- h) give oversight direction on the University's policy on fraud and irregularity, including being notified of any action taken under that policy;

- i) attend to specific recommendations as required from time to time by Senate on Quality Assurance Issues;
 - j) submit to Council an annual report summarizing the work of the Committee for the financial year and for any further period up to the date of preparation of the report; and
 - k) Assist the accounting officer in carrying out the oversight responsibilities relating to financial practices, internal controls. Corporate governance issues, compliance with laws ethics and audit matters;
 - l) Review arrangements established by the accounting officer for compliance with regulatory and financial reporting requirements;
 - m) 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;
 - n) Facilitate risk assessment to determine the amount of risk exposure of the assets of the vote and the possibility of loss that may occur, with a view of mitigating risks; and;
 - o) Consider the reports submitted by the internal auditor to the accounting officer on the integrity of the internal controls and financial management practices and make recommendations on the finding of the internal auditor.
 - p) any other duty as prescribed by Council.
4. The accounting officer shall report to the audit committee the actions taken or planned in response to the recommendations of the audit committee.

3.3.4 Students Welfare, Discipline, Gender, and Equity Committee

(1) Composition

The student's affairs, disciplinary and gender committee shall be comprised of;

- a) Two members of Council representing the Government.
- b) The Vice Chancellor
- c) The Deputy Vice Chancellors

- d) A member of Council representing the Ministry of Education and Sports.
- e) One member of Council representing the Senate.
- f) One member of Council representing the Academic Staff
- g) A member of Council representing the Administrative Staff
- h) Two representatives of the Students Guild one male and one female

(2)Secretariat

- a) University Secretary
- b) Dean of Students

3. Functions of the Students Affairs and Disciplinary and Gender Committee

The Students Affairs and Disciplinary, and Gender Committee shall;

- a) Ensure that policies relating to the welfare of students are formulated and recommended to Council for approval.
- b) Review student's constitution, rules and regulations and make recommendations to Council for approval of proposed amendments.
- c) Consider student disciplinary cases recommended to it by the University Management, and recommend to Council a decision to dismiss a student from the University.
- d) Receive and consider the guild budget and recommend to the Finance, Planning and Investment Committee of Council.
- e) Receive and consider proposals relating to the monitoring and evaluation of the management of student's affairs and discipline in the halls of residence and make recommendations to Council
- f) To advise Council on the establishment, organization and control of halls of residence in consultation with appropriate Council Committees and University organs.
- g) To advise on the organization and running of sports and games and other kinds of entertainment at the University.
- h) Provide guidance on the gender issues in the university
- i) Perform such other functions as assigned to it by the University Council.

3.3.5 Quality Assurance and ICT Committee

(1) Composition

The Quality Assurance, Gender and ICT Committee shall comprise of;

- i. A member of Council representing Government
- ii. Two members of Council representing the Public
 - iv. The Vice Chancellor
 - v. Deputy Vice Chancellors
- vi. A member of Council representing the Ministry of Finance, Planning and Economic Development.
- vii. A member of Council representing the Students Guild
- viii. A member of Council representing Senate
- ix. A member of Council representing academic staff
- x. A member of Council representing the support staff
- xi. A member of Council representing the Local Government.

(2) Secretariat

University Secretary

(3) Functions of the Quality Assurance and ICT Committee

The Quality Assurance and ICT Committee shall;

- a) Consider, review, guide policy formulation and implementation on quality assurance and ICT and make recommendation to Council for approval.
- b) Establish standards, review policies, monitor and evaluate quality assurance and ICT and make recommendations to Council.
- c) Consider quality peer review reports and make recommendations to Council.
- d) Ensure that Management attends to specific quality assurance and ICT Recommendations
- e) Perform such other function assigned to the Committee by Council.

3.4 Duties of Chairpersons of Board or Committees

The Chairperson of the Appointments Board or Committee shall be responsible for: -

- b) providing leadership to the committee,
- c) taking responsibility for the committee's development,
- d) ensuring the committee receives proper information,
- e) planning and conducting committee meetings effectively,
- f) following up on actions or resolutions of the committee,
- g) getting all members involved in the committee's work,
- h) ensuring the committee focuses on its key tasks,
- i) engaging the committee in assessing and improving its performance,
- j) reporting to Council on all material matters arising from the deliberations of the Committee.

3.5 Appointments Board or Committee Reports

- a) A Committee of Council including the Appointments Board shall in the discharge of its functions be responsible to the University Council.
- b) Every Committee or Appointments Board shall submit to the Council a report of its proceedings which shall include recommendations to the Council or comments on matters to which it desires the attention of the Council be drawn.
- c) A report of a Committee shall be signed and initialed on each page by Chairperson of the Committee.
- d) The Chairperson or a member of the Committee may propose in Council that the report from the Committee be adopted
- e) The members of the Committee making the report shall be collectively responsible for the decisions contained therein and shall not debate the report with contrary views in Council;

f) 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 University Secretary for investigation who shall report back to the Chairperson before the next sitting of the Council;

g) 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 or their dissent, and the statements of reasons shall be appended to the report of the Committee.

h) The member dissenting from the opinion of the majority of the Committee shall be given time to present the minority report at the time of the consideration of the Committee report.

3.6 Assistance to persons with disabilities

- a) Notwithstanding anything in this Charter, the University Secretary shall take all necessary steps to ensure that Persons with Disabilities are facilitated in their participation in proceedings of the 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;
 - ii. allowing a member with Disability to bring into the Council equipment or any other aid needed by the member owing to his or her disability to enable that member to participate in the proceedings of the Council or a Committee;
- b) A person allowed to give assistance to a member shall act with decorum, dress in a dignified manner, and keep secret anything which members are required to keep secret.
- c) A person giving assistance to a member of Council with disabilities during Council or Committee proceedings shall be required to take oath of secrecy.

PART FOUR: MEETINGS OF COUNCIL AND COMMITTEES

4.1. Agenda for meetings

- a) The Secretary of Council or Committee shall transmit 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. members have five working days from the time of the notice within which to formally propose agenda items they may wish Council to consider and communicate accordingly to the Secretary to Council.
- c) in consultation with the Chairperson Council, put the proposed items on the Agenda. Business of this kind will not be considered in the absence of the member who proposed it.
- d) The agenda at a regular meeting of Council shall be as follows:
 - i. Calling the meeting to order and opening prayer
 - ii. Recording of attendance and apologies
 - iii. Adoption of the agenda
 - iv. Declaration of conflict of interest
 - v. Communication from the Chairperson of the University Council.
 - vi. Report from the Vice Chancellor (VC)
 - vii. Reactions to the Communication and the VC Report
 - viii. Review and confirmation of the previous Minutes
 - ix. Matters arising (action reports)
 - x. Considering the Report from the Senate
 - xi. Consideration of the Report from the Appointments Board
 - xii. Consideration and Approval of other Committee Reports
 - xiii. Other items on Notice
 - xiv. Resolutions of the meeting
 - xv. Closure and prayer

4.2. 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 signify by raising his/her hand and when called upon by the Chairperson, shall address the Chair. If two or more signify simultaneously, then the Chairperson shall call on the first one who caught his/her eye.
- c) The direction of the meeting shall be provided by the Chair. Members in meetings of Council shall at all times address the Chair.
- d) A member may 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.
- g) Reference shall not be made to a matter that is sub-judices 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 the Council meeting may be interrupted by:
 - i. A point of order being raised;
 - ii. A point of procedure being raised; and
 - iii. A point of information or clarification being raised.
- 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 the 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 the Council either before or after the meeting at which they are considered.
- o) Other papers submitted to any meeting of the 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 the Council or disturb any member while speaking or refuse to obey the orders of the Chairperson.

PART 5 - PROCEEDINGS FOR

AND COUNCIL

RESOLUTIONS AND COMMITTEES

5.1 Guiding Principles for Council

- a) The University Council or any of its Committees may discharge its functions and exercise its powers as provided for in the Act.
- b) Any matter for decision by a University Council shall be determined by a majority of the members of the University 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 or Vice 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

- c) The validity of the proceedings, act or decision of a University Council shall not be affected by any vacancy in the membership of the University 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.
- d) All the actions on decisions taken shall be implemented as specified by the Council.
- e) 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.
- f) Management shall dully implement Council decisions within the stipulated period.
- g) Any decisions or resolutions of Council pending confirmation of the minutes shall first be approved in writing by the Chairperson of Council. Such authorization shall be communicated by Management in the next meeting of Council.
- h) 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 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.
- i) 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 the Council.
- j) In the event that circumstances demand, a decision assented to and adopted in writing by the Chairperson of Council on behalf of the University Council though not passed at any meeting of the Council, shall be of the same force as if it had been dully passed at any other duly convened meeting. Such a decision shall be presented for ratification at the next meeting of the Council.
- k) Every member attending the meeting shall sign his/her name in the attendance Register, and no member shall sign the attendance Register on behalf of another member;

- l) Mobile telephones shall be regulated either by being switched off, or put in silent mode during all Council Meetings.
- m) No person except the Chairperson and Secretary jointly acting together shall issue any report or purport to describe any proceeding or decision of the University Council. Disclosure of proceedings or decisions of the University Council without the authority of the Chairperson shall be regarded misconduct and the person advised to resign his/her position.
- n) Subject to the provisions of this Act, a University Council may regulate its own procedure, and the procedure of any of its

committees.

- o) A member shall not share any Council information on any platform, in any document, article, or otherwise, unless authorized by the University Council.
 - o) Members are prohibited from writing or disseminating any information, anonymous and/or malicious intended to demean the image of Council.
 - p) Members shall not use information acquired in the course of Council business to advance personal gain.

5.2 Guiding Principles for Committees

- a) A Committee or Appointments Board shall meet at times and places that it may determine for the transaction of its business but not less than four times in each calendar year.
- b) The Secretary to the Committee or Board shall provide prior written notice of the meeting to members.
- c) A recommendation or other decision of the Committee shall be of no force or effect unless and until it is approved by Council and including the decisions of the Appointments Board.
- d) In the exercise of its functions a Committee or Board may with the approval of its members, co-opt a technical person, University staff, student or any other member who is not a member of the Committee for a specific purpose and period.
- e) A person co-opted, may participate in the proceedings of the Committee or Board, but shall have no vote on any matter to be decided by the Committee.

- f) Any person officially invited to attend who is not a member of a Committee or Board may take part in the proceedings of the Committee or Board, but he or she shall not vote, nor shall he or she be part of any quorum.
- g) Half of the members of the Committee or Board, at least two of whom shall not be employees or students of the University, shall constitute a quorum at any meeting of the Committee or Board.
- h) If quorum is not realized within an hour after the appointed time for the meeting, the Chairperson shall declare the meeting dissolved and convened upon requisition of members and if the quorum is not realized, declare the meeting adjourned to the next earliest day. The quorum shall remain in force throughout the meeting and no decision shall be valid unless it was arrived at when the requisite quorum was in place.
- i) At any time, the Chairperson shall ascertain whether the members present in the Council form a quorum and if he or she finds that the number is less, the Chairperson shall suspend the proceedings of the Council for an interval of fifteen minutes.
- j) If on the resumption of proceedings after the expiry of fifteen minutes, the number of members present is still less than the required quorum, the Chairperson shall suspend the meeting or adjourn the Council to another day.
- k) Members dissatisfied with the conduct of the Chairperson of the Committee may move a vote of no confidence in form of a petition to the Chairperson Council.
- l) The Chairperson Council will bring it to the attention of the Chairperson whom a vote of confidence has been moved for his or her defense and then bring it to the attention of Council for discussion and decision.

5.3 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 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 meeting shall be given a time frame determined by the Chairperson.

b) Subject to paragraph (a) above, the University Secretary shall give a notice to members informing them of the date, time, venue and agenda for the meeting.

5.4. Types of meetings

5.4.1 Regular meetings

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

5.4.2 Special meetings of Council

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

5.4.3 Emergency meetings

Emergency meetings shall be called to address unforeseen circumstances which require immediate attention.

5.5 Adjournment of meetings

A meeting may be adjourned to continue on another day if it became difficult to complete the business presented on the agenda. At the continuation of its meeting, only the unfinished business for which the original meeting was called, shall be transacted.

5.6 Declaration of Conflict of Interest

- a) "Conflict of interest" refers to a situation where a leader has got to make a decision between his or her personal interest and public interest;
- b) "Personal interest" in this section in relation to member, includes the personal interest of a spouse, child, dependent, agent, or business associate of which the leader 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) 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 the Council 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 withdraw from the meeting and not speak, participate in or otherwise seek to influence any decision taken by the Council relating to the matter under discussion.
- e) Any such declaration of interest shall be recorded in the minutes.

5.7 Documents for meetings

- a) All substantive agenda items for Council or Committee shall be supported by documentation duly signed.
- b) The Departments, Faculties and Units in consultation with the Vice Chancellor, shall prepare and submit monthly reports to their respective Committees of Council.
- c) Documents for regular meetings shall be sent out to members in not less than ten (10) 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.
- e) Documents for emergency meetings may be presented and circulated to members in the meeting.

5.8-Petitions

- 5.8.1 The University Council shall entertain petitions in written form from any member of staff, students, officers of the University and such other stakeholders as it may deem fit.

5.8.2 Petitions shall be addressed to the Chairperson of Council through the Secretary to Council.

5.8.3 Once a petition has been properly lodged and there is acknowledgement of receipt, it shall be tabled before Council at its next meeting.

5.8.4 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.

5.8.5 Petitions shall, as much as is practically possible, be disposed off within a period of six months, which period may be extended for good cause.

5.8.6 Committees of Council don't have jurisdiction to admit petitions from staff and managers of the University unless authorized by the University Council.

5.9 Minutes

(a) All proceedings of the Council and Committees of Council shall be minuted and permanently recorded electronically or in the minute file and having been approved by Council and its Committees as correct, shall be signed by the Chairperson and the Secretary to Council as being a true record.

(b) The Secretary to Council shall keep the minutes of the proceedings of the Council or Committees including the Appointments Board, which shall record the attendance of members at each sitting and all decisions taken.

(c) The Secretary to Council shall have the 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 ten (10) 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.
 - iv. Minutes of Council or Committee meeting shall be confirmed at the next ordinary meeting. After the confirmation of the Minutes, and corrected where necessary, the minutes shall be signed by the Chairperson and Secretary and shall henceforth become the official record of the Council or Committee meeting in question.
 - v. The Secretary of Council or Committee shall have the mandate and responsibility to:
 - a. Disseminate information about Council decisions
 - b. Where decisions must be communicated in writing by the Chairperson, the Secretary to Council shall prepare the required letters for signature.
 - c. Monitor the implementation of Council decisions by the concerned officers.
 - d. Prepare reports back to Council especially in form of Action Reports.

5.10 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 Council or Committee accordingly.
- b) If a member is absent in three consecutive ordinary meetings without sound reason, a formal communication shall be made by the Chairperson who shall request a 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.
- c) If the absentee member fails to show cause within the stipulated period of time, the University Council may take decision to notify the constituency.
- d) If a member has to be absent for a period of more than one year, he or she shall seek authority from his or her constituency and notify the Chairperson of Council.
- e) If a member is to be absent for a period less than one year, he or she seek authority from the Chairperson and notify his or her constituency.

5.11 Removal of a Committee member

A member of a Committee may be removed from membership of a Committee for good cause and if found culpable for the following: -

- a) Conviction of any offence which the Council considers to be such as to render the person concerned unfit for the execution of the duties of his office; or any physical or mental incapacity which the Council considers to be such as to render the person concerned unfit to continue to hold his office;
- b) Conduct of a nature which the Council considers to be such as to render the person concerned unfit to continue to hold his office; and
- c) Conduct which the Council considers to be such as to constitute failure or inability of the person concerned to perform the duties of his office or to comply with the conditions of tenure of his office.
- d) Mechanism of disciplining a member. Council will appoint an ad-hoc committee to investigate a member and submit a report to council.

5.12 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) The University Council and Committee shall meet at times and at places that it may determine for the transaction of its business but not less than three times in each calendar year.

5.13 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 or online when it's a virtual meeting 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 University or other invited persons shall be determined by the business to be considered by Council or Committee.
- e) The University Secretary shall in consultation with the Vice Chancellor invite such technical officers of the University to attend the Council or Committee meeting.

5.14 Technical Advice/Consultation

- a) The 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 Committees to respond to issues and reports before Council on invitation.

5.15 Facilitation and Privileges of Council members

- a) In accordance with section 42 (6) of the Act, members of Council shall be paid such allowance as the Council may determine taking into account other allowances in the public sector.
- b) The remuneration of Council members and any other person co-opted shall be determined by the Council and shall be paid in the form of members' allowance and such allowances shall periodically be reviewed by the Council.
- c) The chairperson, the vice chairperson and Chairpersons of Committees of Council shall be paid a retainer fee to be determined by the Council.
- d) At each meeting of Council, members shall be paid a sitting allowance. In addition, members of Council who are not staff will receive transport allowance or mileage as approved by Council.
- e) Members of Council will receive duty allowance approved by Council whenever they are required to perform official duties.

- f) Any Council member who, upon request of the University travels abroad for any purposes of the University shall be remunerated at rates determined by Council from time to time.
- g) Any Council member who performs services which in the opinion of the Council go beyond the ordinary duties of the member shall be paid adequate remuneration.

5.16 Council Evaluation

- a) The Council is responsible for its own effectiveness as a governing body.
- b) It assesses its own performance as well as the performance of its members.
- c) In keeping with best corporate governance practices, Council shall conduct annual evaluations of its performance using instruments approved by Council for that purpose.
- d) In addition, Council shall assess its performance at the end of its tenure.

5.17 General Rules and Procedures

- a) Subject to the provisions of the Act, the University Council may regulate its own procedure, and the procedure of any of its committees.
- b) Specific rules of the Council Charter may be suspended by two thirds majority vote of the entire membership.
- c) A motion to suspend the rules shall be circulated to members two (2) weeks prior to the meeting.

5.18 Amendment of the Charter

- a) The Council is responsible for reviewing the Council Charter to determine its appropriateness to the needs of the University at least two-year interval.
- b) This Charter may be amended by a motion moved and approved by at least two thirds of the Council.
- c) The Charter may be reviewed from time-to-time depending on the need.

PART 6 – CODE OF CONDUCT

6.1 Guiding Principles for the Conduct

- a) Council is entrusted with funds, both public and private, and therefore has a duty to observe the highest standards of corporate governance.
- b) Members of Council and its Committees shall observe the “Principles of Public Life”, as namely: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
 - i. **Selflessness:** Council members shall act solely in terms of the public interest.
 - ii. **Integrity:** Council members shall avoid placing themselves under any obligation to people or organizations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
 - iii. **Objectivity:** Council members shall act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
 - iv. **Accountability:** Council members shall be accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
 - v. **Openness:** Council members shall act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
 - vi. **Honesty:** Council members shall be truthful.
 - vii. **Leadership:** Council members shall exhibit the above principles in their own behaviour. Council members shall actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

6.2 Corporate decision making

- 6.2.1 Council shall exercise its responsibilities in a corporate manner. Decisions shall be taken collectively by all of the members acting as a body. Members shall not act individually, or as representatives of a constituency.

6.2.2 To avoid actions which could involve a personal liability, Council members shall:

- i. Ensure the University complies with the law and the requirements of National Council for Higher Education as a regulator
- ii. Ensure that the requirements or rules set out in Act are observed
- iii. Comply with the requirements of legislation, University regulations, policies and procedures
- iv. Act with integrity and avoid any personal conflicts of interest or misuse of funds or assets
- v. Ensure that the University's finances are used appropriately and lawfully and that funds provided by the Government are used in accordance with the Financial Rules and Regulations.

6.2.3 Provided Council members act in the best interests of the University and within the scope of their powers, as individual members, they will be indemnified by the University against the results of their actions or decisions.

6.3 Conflicts of Interest

6.3.1 Members of Council and its Committees shall act impartially and not be influenced in their role by social or business relationships. Good practice requires that where a member has a pecuniary, family or other personal interest in any matter under discussion at a meeting, she/he shall disclose that interest. Such declarations shall be recorded in the minutes of the meeting. The member, if requested by the Chair, may be required to withdraw from the meeting for the relevant point under discussion in the meeting.

6.3.2 Members of Council and Council committees shall be responsible, along with Management, for the prevention and detection of fraud in the University.

6.4 Conduct of Business

- a) The University Council Charter sets out the rules for the conduct of meetings.
- b) All agenda, papers, minutes and discussion at Council and its Committees is confidential unless and until disclosed in the legitimate course of business.

- c) It is intended that the procedures laid down in Council Charter shall be followed at meetings. Council Charter shall be used as a guide and a set of rules which members can refer to. They cover such points as the quorum for any committee, the Chair's casting vote, how to vote at a meeting, how to propose items for an agenda, the conduct of meetings, and include a definition of reserved business.
- d) 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.
- e) 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.
- f) Should the disorderly conduct be such as to render the continuation of business impossible, the Chairperson may adjourn the meeting for fifteen minutes.
- g) The errant member shall be required to present an apology to the members and in case he/she refuses to apologize, he/she shall suspend for 3 next consecutive meetings.
- h) If it is in opinion of Council that the conduct of the errant member has not improved, a recommendation may be made to the respective constituency for replacement.

6.5 Roles of members

- a) Members of Council and its committees shall attend all meetings and prepare in advance of the meeting. They shall make an appropriate level of contribution to the discussions at meetings and act in the interests of the University as a whole, rather than as a representative of any body.
- b) Each Council member owes the University a duty of care, which means they must give enough time, thought and energy to their duties and make reasonable use of their skills and experience, exercising such care and skill as is reasonable in the circumstances having particular regard to any special knowledge or experience that they have or profess to have.

PART 7 - ADOPTION

7.1 Declaration

We the undersigned being Chairperson and Secretary of the Mountains of the Moon University Council do hereby sign and acknowledge this document as a true copy of the Mountains of the Moon University Council Charter.

The Amendment of Council Charter of April 2022 was approved by Council on this day of day of April 2025.

.....
CHAIRPERSON COUNCIL

.....
SECRETARY

SCHEDULE 1

TERMS OF REFERENCE FOR COMMITTEES OF COUNCIL

7.2 General Terms of Reference

Committees of Council including the Appointments Board shall: -

- i. be responsible to the University Council in the discharge of their functions.
- ii. Consider and discuss budget performance reports, work plan, procurement plans and budget of Departments under their area of jurisdiction subject to the approval by the Council.

7.2.1 Appointments Board

The Appointments Board shall: -

- i. interview and appoint qualified and competent staff in accordance with the approved staff structure
- ii. promote staff of the University as and when a need arises
- iii. receive and consider disciplinary cases of employees of the University presented by Management.
- iv. give a hearing to the employee against whom disciplinary charges have been submitted.
- v. advise, Counsel and/or reprimand or suspend staff.
- vi. invite any person to give technical advice in any meeting of the Board.

7.2.3 Finance, Planning, Investment and Development Committee

The Finance, Planning, Investment and Development Committee shall: -

- i. ensure the University keeps proper books of accounts.
- ii. review proposed fees and rates by management and submit to the Council for approval.

- iii. within a period of four months before end of each financial year, review and submit to Council for approval estimates of the income and expenditure of the University for the next ensuing year as presented by management
- iv. review strategic initiatives of financial or administrative nature as presented by management including borrowings and submit to Council for approval
- v. advise on the strategic direction of the University vi. monitor progress in the implementation of the University's strategy against agreed performance indicators and inform Council on annual basis
- vi. oversee the procurement of works, goods and services in the University;
- vii. receive and consider quarterly reports on the procurement of works, goods and services and disposal of the University assets.
- viii. formulate briefs for all new physical infrastructure projects based on the information supplied by prospective users and to be responsible for their execution, safeguarding the University interests in case of any defects, or claims made in respect of physical infrastructure;
- x. advise Council on matters affecting the University physical infrastructure; xi. receive, consider and approve development project proposals from user departments;
- xii. authorize the preparation of plans and approval of final plans for physical infrastructure and make recommendations thereon to Council;
- xiii. oversee the state of the physical infrastructure of the University and advise Council;
- xiv. review information on acquisition, investments, or dis investment of all equity investments including associated Companies to the University and recommend to Council accordingly;
- xv. initiate and oversee the policy on physical infrastructure planning in accordance with the University policy;
- xvi. advise on land acquisition, protection and utilization; xvii. consider Capital Development programmed for the entire

- University; xviii. consider estimates on Capital Development and Maintenance Works as required by Council and refer its proposal on expenditure to Council;
- xix. oversee planning and development of the University physical infrastructure.
- xx. Initiate and review the Investment and Resource mobilization Policies and establish appropriate implementation guidelines, to include the following: time horizon for the portfolio, acceptable level of risk for the portfolio, acceptable asset classes for investment (e.g. treasury bills, fixed income, stocks, equities or stokes and real assets, etc.) and range of allocation of assets among the available asset classes so as to have a diversified portfolio investment
- xxi. Establish investment practices, including the determination of criteria for hiring investment managers, distribution of assets among investment managers and the portfolio's rebalancing strategy.
- xxii. ensure that adequate and appropriate research (market identification and analysis) is being conducted concerning the future performance of the portfolio and its investments.
- xxiii. Receive and review quarterly reports on the status of the investments and resource mobilization and present the reports to the University Council.
- xxiv. review financial performance of the University and provide quarterly financial performance reports to Council.

7.2.4 Students Welfare, Discipline, Gender, and Equity Committee

Students Welfare, Discipline and Gender Committee shall: -

- i. advise Council on matters concerning the welfare of students;
- ii. oversee the standards and management of students' affairs and discipline in private Hostels;
- iii. advise Council on the establishment, organization and control of the Halls of Residence and University Hostels after due consultation with appropriate Council Committees and other relevant University bodies;
- iv. advise on students' publications including electronic media and ensure that they conform to standards;

- v. advise on the organization and running of sports, games and other kinds of entertainment both of the University and elsewhere;
- vi. consider annual estimates of expenditure of the Halls of Residence, Sports and games and all entertainment for submission to the Finance, Planning and Administration Committee in the manner and form prescribed by Council; vii. consider all policies related to religious worship for students
- viii. oversee and advise Council on the establishment and running of counseling services for all students with particular emphasis on financial matters, studies, health and employment;
- ix. investigate and act on students' disciplinary cases;
- x. review regularly, the University Rules and to make recommendations to Council; xi. shall advise council on issues of gender; and xii. do any other functions as may be delegated to it by Council?

7.2.5 Internal Audit and Risk Management Committee

The Internal Audit and Risk Management Committee shall: -

- i. in accordance with section 50 of Public Finance Management Act Cap. 171 assist the accounting officer in carrying out the oversight responsibilities relating to financial practices, internal controls, corporate governance issues, compliance with laws, ethics and audit matters;
- ii. review the arrangements established by the accounting officer for compliance with regulatory and financial reporting requirements;
- iii. 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;
- iv. facilitate risk assessment to determine the amount of risk exposure of the assets of the vote and the possibility of loss that may occur, with a view to mitigating risks;
- v. consider the reports submitted by the internal auditor to the accounting officer under section 48 of Public Finance Management Act 2015 and make recommendations on the findings of the internal auditor.

- vi. require the accounting officer to report to the audit committee the actions taken or planned in response to the recommendations of the audit committee
- vii. review and obtain reasonable assurance that internal controls and University systems are operating effectively to produce accurate, appropriate and timely management and financial information;
- viii. review and monitor compliance to laws, regulations and policies;
- ix. review risk management systems for identifying, measuring, monitoring and controlling risks;
- x. review implementation of audit strategies, plans and budgets
- xi. receive and consider Auditor General's report, management letter and review the implementation of their recommendations;
- xii. report and advise Council on a regular basis on all matters relating to Auditing in the University;

7.2.6 Terms of reference for the Quality Assurance and ICT Committee

- a) Enable MMU to assure itself, its stakeholders, and the regulator, NCHE that the University policies, systems, and processes for the development, maintenance, and enhancement of quality in all its educational provisions are functioning effectively;
- b) Consider, review, and guide policy formulation and implementation on Quality Assurance and ICT and make recommendations to Council for approval;
- c) Provide oversight guidance in the development and implementation of internal and external quality assurance procedures and practice in the University;
- d) Consider the quality of academic programmes at MMU that meet standards expected by stakeholders and make recommendations to Council;
- e) Establish quality assurances and ICT standards, review policies, monitor and evaluate their effectiveness and make recommendations to Council;
- f) Ensure that graduates have attained skills and knowledge through MMU academic programmes that are valued by stakeholders;
- g) Consider and recommend to Council the strengthening of the independent role played by the Committee in quality management and enhancement across the University;
- h) Consider quality peer review reports and make recommendations to Council;
- i) Advise and monitor the implementation of the ICT policy and Strategy.
- j) Undertake advocacy for the adoption and utilization of ICT within the University processes and service delivery;

- k) Ensure the provision of resources within the University budgeting process for the implementation of the ICT strategy;
- l) Monitor development and innovations in the ICT sector, in order to advise on the implementation of innovative and sustainable ICT solutions aligned with MMU strategic goals;
- m) Do any other thing as may be assigned by the University Council.

SCHEDULE 2

OATHS

Official Oath and Oath of Secrecy

The Republic of Uganda In the matter of the Oaths Act Chapter 21

Official Oath and Oath of Secrecy

I, _____, swear (*replace with "affirm" for muslims or "solemnly, sincerely and truthfully affirm that..." for atheists*) that I will at all times well and truly serve the Republic of Uganda in the office of Member of Council of the Mountains of the Moon University and that I will support and uphold the Constitution of the Republic of Uganda as by law established. (So, help me God.)

I further swear (*replace with "affirm" for muslims or "solemnly, sincerely and truthfully affirm that..." for atheists*) 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 of the Mountains of the Moon University except as may be required for the discharge of my official duties or as may be specifically permitted by law. (So, help me God/*Allah*)

Dated at this..... day of2022

Sworn by the said (Name of Council Member)

.....

Deponent

Before me;

.....

Commissioner for Oaths

Oath of Chairperson/Vice Chairperson

I,; swear((replace with "affirm" for muslims or "solemnly, sincerely and truthfully affirm that..." for atheists) in the name of the

-70-

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/Allah].

Dated at this..... day of202...

Sworn by the said (Name of Council Member)

Deponent Before

me;

.....
Commissioner for Oaths

