




**VICTORIA
UNIVERSITY**
Kampala . Uganda

STANDING ORDERS FOR COUNCIL

Approved by Council at its 2nd Meeting of 27th February 2014 and incorporating amendments


Chairperson





Secretary

Table of Contents

1.0	Preamble	1
2.0	Interpretation.....	1
3.0	Application of Standing Orders	1
4.0	Rights of Council Members	2
5.0	Responsibilities of Council.....	4
6.0	Council Business.....	5
7.0	Meetings of Council	7
8.0	Decisions in Case of Urgency.....	7
9.0	Motions	9
10.0	Defects in Decisions	9
11.0	Disorderly Conduct.....	9
12.0	Declaration of Interest	10
13.0	Vacancy in Council Membership	10
14.0	Resignation of Council Members	10
15.0	Sealing of Documents.....	10
16.0	Suspension of Standing Orders	11
17.0	Amendment of Standing Orders	11

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1.0 Preamble

Victoria University Council (the "Council") prides itself on effective and transparent governance policies and procedures. These standing orders have been developed as an enabling framework for the focused and efficient operations of Council.

2.0 Interpretation

In these Standing Orders, unless the context otherwise requires, the following expressions shall have the indicated meanings:

- 'Chancellor' means the Chancellor of Victoria University
- 'Council' means the Members of the Victoria University Council
- 'Committees' means Committees of the University Council
- 'The Chairperson' means the Chairperson of Council or Chairperson of a Committee
- 'The Vice-Chairperson' means the Vice Chairperson of Council or Chairperson of a Committee
- 'The Vice-Chancellor' means the Vice-Chancellor of Victoria University
- 'The Secretary' means the University Secretary of Victoria University and Secretary to Council
- 'Original motion' means the first motion (ie formal proposal) or proposition in regard to a particular subject matter;
- 'Substantive motion' means the motion as amended by an amendment that has been carried.

3.0 Application of Standing Orders

These Standing Orders shall be applicable and binding to all Council and Council Committee Meetings.

4.0 Rights of Council Members

Council members have the right to:

- a) Timely receipt of agendas and papers
- b) The provision of complete and accurate information in respect of all matters to be considered by Council
- c) The provision of such legal and financial advice as may be necessary to enable members to discharge their fiduciary duties

5.0 Responsibilities of Council

The Council is the governing body of the University and is responsible for its policy direction. It exercises oversight for the administrative, financial and academic functions of the University. It shall be responsible for the administrative, financial and academic affairs of the University.

The following are the responsibilities of Council:

- a) Approve the mission and strategic direction of the University and its annual budget and business plan
- b) Formulate the general policy of the University consistent with the applicable laws of Uganda;
- c) Give general guidelines governing the academic, financial and administrative operations of the University
- d) Represent the University in all legal suits by and against the University;
- e) Receive gifts, donations, grants or other moneys and make disbursements as may be required, on behalf of the University;
- f) Establish faculties, departments, boards and courses of study
- g) Provide for the welfare and discipline of the students;
- h) Approve the University budget proposals and the final accounts submitted by the University Management;
- i) Approve the appointment of or removal of staff of the University;
- j) Oversee and monitor the assessment and management of risk across the University, including University commercial activities
- k) Establish an annual workplan and schedule of meetings to effectively discharge its responsibilities
- l) Establish Committees as required and regularly review their performance and the continued justification

5.1 Corporate Responsibility of Council

Council should exercise its responsibilities in a corporate manner through decisions being taken collectively by the members acting as a body. Unless authorised by Council to do so, members should not act individually or in informal groupings to take decisions on Council business on an ad hoc basis outside the framework of the meetings of Council and its Committees.

5.2 Responsibilities of Council Members

The following constitute the responsibilities of Council members:

- a) To act reasonably and exercise appropriate care and diligence to ensure that the Council carries out its functions and exercises its powers appropriately, effectively and efficiently;
- b) To act always in good faith and honestly in the best interests of the University as a whole and consistent with the objects of the University rather than to partisan or constituent concerns;

- c) Not make improper use of their position on Council including the improper use of any information acquired in the course of their duties to obtain directly or indirectly an advantage for themselves or any other person;
- d) Act as exemplars of the Code of Conduct approved and adopted by Council;
- e) Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by Council;
- f) Be well informed concerning the University's strategic intent, operations and performance and understand the wider education sector;
- g) Ensure they are sufficiently well informed and have access to information and documents as appropriate;
- h) Ensure confidentiality of information received by Council and its Committees unless authorized to disclose it;
- i) Take reasonable steps to avoid all conflicts of interest and ensure any such conflict arising is duly disclosed;
- j) Participate in an annual performance evaluation of Council and its committees;
- k) Regularly attend Council, Committee meetings and strategic discussions.

5.3 Responsibilities of the Chairperson of Council

The Chairperson is responsible for:

- a) Providing leadership to Council;
- b) Effective chairing of Council meetings ensuring that all members contribute as independent individuals and that decisions and recommended actions taken are clear at the meeting and that the minutes are an accurate reflection of proceedings;
- c) Ensuring that appropriate mechanisms are in place for monitoring and evaluating Council's Effectiveness;
- d) Advising, supporting and working effectively and collaboratively with the Vice-Chancellor and the senior management of the University;
- e) Championing the University and supporting and promoting its strategic objectives and activities.

Any of the duties or functions of the Chair under these Standing Orders shall be exercised by the Vice-Chair in the absence of the Chair.

In the absence of the Chairperson and the Vice-Chairperson, the members of the Council present shall elect a chairperson for the meeting, provided there is quorum.

5.4 Responsibilities of Chairpersons of Council Committees

Chairpersons of Committees are responsible for:

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- a) Approval of meeting agendas and draft minutes;
- b) Ensuring that the agenda of the Committee is consistent with its Terms of Reference and with Council priorities;
- c) Ensuring that meetings are conducted in a professional manner where all members contribute as independent individuals and that decisions and recommended actions taken are clear at the meeting and that the minutes are an accurate reflection of proceedings;
- d) Presenting report recommendations to Council.

5.5 Responsibilities of the Secretary to Council

The University Secretary shall be the Secretary to Council. He/She is responsible to Council, through the Chairperson, and in consultation with the Vice-Chancellor, on governance matters.

The responsibilities of the Secretary to Council include:

- a) Timely provision of information and advice to Council, including whether a proposed action would exceed Council's powers or be contrary to the provisions of the law;
- b) Working with the Chairman and the Vice-Chancellor to ensure the efficient management of Council's business;
- c) Organising meetings of Council and its standing committees;
- d) Ensuring that agenda papers are developed and circulated in a timely and effective fashion.

6.0 Council Business

All Council business is confidential to the University, and should not be disclosed outside the University except where specifically approved.

6.1 Sources of Business for Council and its committees

Sources for Council business comprise the following:

- a) The Senate on academic related matters
- b) The Vice-Chancellor on management matters.
- c) Council members, who may submit papers on any matters through the University Secretary

6.2 Usual Order of Business

Unless Council otherwise resolves, and following the preliminaries of Prayer, Membership and Adoption of the Agenda, the order of business of every ordinary meeting must be as set out in the agenda for the meeting as follows:

- a) Communication from the Chair

- b) Communication from the Vice-Chancellor
- c) Minutes of Previous Meeting
- d) Items for Consent
- e) Items for Discussion
- f) Items for Information

"Any Other Business" shall not be included as a formal item on the agenda of the Council and its committees.

6.3 Conduct of Council Business

- a) Council shall set and manage its meeting agendas to ensure it deals with the strategic and operational objectives of the University.
- b) Council structures its work through appropriate standing committees, each of which has annually reviewed comprehensive term of reference. Committees submit to Council for approval, noting or decision: business plans, key measures, regular reports and performance reviews.
- c) Management shall provide to Council financial and operating information that is timely, accurate and has a strategic focus in addressing the key performance measures, and is based on relevant strategic decision processes.

7.0 Meetings of Council

The ordinary meetings of Council shall take place once every quarter. Council members shall be supplied with agenda papers seven (7) working days before meetings.

7.1 Meetings of Council Committees

The ordinary meetings of Council Committees shall take place once every quarter. Members of the Committees are usually supplied with agenda papers seven (7) working days before meetings.

7.2 Special Meetings of Council and Council Committees

- a) These shall be convened by the Chairperson.
- b) Council members shall be supplied with agenda papers five (5) working days before meetings
- c) At special meetings and at extraordinary meetings no other business shall be considered which does not appear on the agenda paper.




7.3 Quorum

An absolute majority constituting more than 50% of members of Council shall be required to constitute a quorum for any meeting of Council or Council Committee to start. If no quorum is present within 45 minutes of the starting time set out on the notice/paper, for reasons that are not natural or expected, the meeting shall lapse and, subject to any resolution previously passed, the Chairperson shall fix the time and date of the next meeting.

7.4 Protocol during Meetings of Council or Council Committees

Any member wishing to speak at meeting shall first receive the permission of the Chairperson to do so. All contributions from members shall be addressed to the Chair.

The Chair is responsible for ensuring that all sides to controversial issues have adequate opportunity to be heard, but shall draw the attention of any member to the need for economy in time, or indicate to Council the view that the discussion should be brought to a close.

The Chair may also call to order a member whom he or she considers has strayed from the matter under discussion.

Council decisions shall be made on the basis of consensus amongst members, but shall be made through a formal vote if the Chair determines that consensus cannot be reached.

7.5 Points of Order

Any member may raise a point of order, which shall take precedence over other business. The point must be raised at the time the alleged irregularity occurred. A contradiction shall not constitute a point of order.

7.6 Disagreement with the Chair

Any member disagreeing with the Chair's ruling on any matter may move a motion of dissent.

When a motion to disagree with the ruling of the Chair has been duly proposed and seconded, the Chairperson shall leave the Chair until the motion has been disposed of by the meeting.

The mover only shall speak to the motion and the Chair may explain the reasons for the ruling given. The motion shall then be put to the meeting by the temporary Chair who is chosen by agreement of the majority of members present.

7.7 Dissent

Any member present shall be entitled to be recorded as dissenting from any decision of the Council.

7.8 Adjournment

A member may move, "That the debate (or meeting) be now adjourned". Such a motion shall be put to vote immediately. Discussion shall be allowed only as to time and/or place. The motion shall take precedence over other business before the Chair except points of order.

8.0 Decisions in Case of Urgency

Where any urgent matter requires decision between meetings and cannot wait until the next meeting, a decision shall be taken by the Chairperson (or in his/ her absence, the Vice Chairperson) in consultation with the Vice-Chancellor.

Any decision made by the Chairperson or Vice Chairperson under this provision shall be reported at the next meeting of Council for formal ratification.

9.0 Motions

Each member of Council has the right to propose a motion.

Council Committees may propose a motion or make a recommendation to Council where so decided by a majority vote of the members at the Council Committee Meeting.

A notice of motion, report or other business must be submitted in writing to the University Secretary at least 10 working days before the day of the Meeting. Acceptance of motions submitted after this time is at the discretion of the Chairperson.

At each Meeting, provision will be made for members to raise issues for discussion. During this session, the formal rules of debate do not apply and motions will not be considered. Any motion which might arise is to be taken as a motion on notice for the subsequent Meeting.

If a member raises a petition or similar urgent matter at a meeting without notice, no decision is permitted on the motion until the next meeting unless Council decides that in all the circumstances the matter should be dealt with urgently.

Council may decide to postpone discussion to allow supporting information to be made available to facilitate discussion, refer the matter to a committee or other body with delegated authority to report back to Council with recommendations, consider the matter at a later meeting, or handle the matter as otherwise determined by it.

9.1 Speaking to Motions

Except in Council Committee Meetings, no member other than the proposer of a motion or an amendment shall speak to it until it has been seconded.

Except in Council Committee Meetings, no member shall speak more than once to any question, except that the mover of a motion (but not of an amendment) shall have a right of reply, which reply shall close the debate.

A member moving a motion or amendment shall be deemed to have spoken to it. A member seconding a motion or amendment without speaking to it may reserve his right to speak to it subsequently.

9.2 Amending Motions

A motion may be amended at any time during the debate by:

- a) Striking out certain words.
- b) Adding certain words.
- c) Striking out certain words and adding others in their place, always provided that the substance of the original motion is retained. If an amendment is carried it then takes the place of the motion.

9.3 Withdrawal of Motions

A motion or amendment before the Chair shall not be withdrawn except by its mover and by leave of the meeting.

9.4 Voting

The voting procedure at Council meetings is as follows:

Voting must be by show of hands and the result must be declared by the Chairperson.
Council may, with respect to any motion before it, resolve that voting is to be by secret ballot.

9.5 Loss of Quorum

If a debate on any motion is interrupted because the number of members present ceases to be a quorum the debate may be resumed at the next meeting of Council from the commencement point of that debate.

10.0 Defects in Decisions

Any decision made by a validly constituted meeting shall not be void by reason only of a departure from these Standing Orders which was not detected till after the decision had been made.

11.0 Disorderly Conduct

The Chairperson may call to order any member who behaves in a disorderly or offensive manner or uses offensive language.

A member who is called to order must be seated and silent unless permitted by the Chairperson to explain his or her conduct.

11.1 Misconduct

Any member or other person attending a meeting of Council who behaves in a disorderly or offensive manner may be requested by the Chairperson to leave the meeting.

Any person who engages in any disorderly or offensive conduct at a Council meeting, or who fails to leave the meeting when requested to do so, may be found by the Chairperson to be guilty of misbehaviour unless Council dissents from the chairperson's ruling.

Any member found guilty of misbehaviour who, when called upon to do so, fails to explain the misbehaviour or to offer an apology, in either case to the satisfaction of the Chairperson, may be suspended for the remainder of that meeting by the Chairperson or for any further period Council may determine.

11.2 Removal of Disorderly Persons

In the unlikely event of failure by a disorderly member to leave a meeting when so requested by the Chairperson, the member shall be ejected.

12.0 Declaration of Interest

Members declaring an interest should automatically withdraw from the meeting when the relevant business is reached unless the Chair invites them to stay. If members stay in the meeting, they shall not contribute to deliberation of the business in which they have declared an interest.

13.0 Vacancy in Council Membership

The office of a member of Council becomes vacant when

- a) The term of office has expired
- b) The member resigns from office
- c) The member is removed from office
- d) The member is convicted of an indictable offence according to the laws of Uganda
- e) The member is declared bankrupt
- f) The member ceases to be eligible for the constituency of representation for which the member was appointed
- g) The member has failed to attend 3 consecutive ordinary meetings of Council, without Council's approval.
- h) The member is rendered incapable of fulfilling his/her responsibilities on grounds of physical/mental incapacity.

14.0 Resignation of Council Members

Members should submit their resignation in writing, including such a declaration to the Chairperson of Council, with a copy to the University Secretary. In the case of resignation of the Chairperson of Council, the written resignation shall be submitted to the University Promoters.

15.0 Sealing of Documents

Any document executed on behalf of the Council shall be valid if it is sealed with the Seal of the University and signed by the Chairperson, or Vice Chairperson in the absence of the Chairperson, and the University Secretary.

An entry of every sealing of a document shall be made and consecutively numbered in a register and shall be signed by the persons who have attested the use of the Seal. The sealing register shall be available for inspection by any member of the Council upon request to the University Secretary

16.0 Suspension of Standing Orders

A motion for the suspension of may be moved at any time. The motion shall be put immediately and requires a two-thirds majority of those present and voting.

17.0 Amendment of Standing Orders

A motion for the suspension of the Standing Orders, or any part of it, may be moved at any time. The motion shall be put to vote immediately and requires an absolute majority of those present and voting.